LAKAFFA INTERNATIONAL

Stock code: 2732

La Kaffa International CO., LTD.

2026 Annual General Meeting

Meeting agenda

Time: June 9, 2026
Venue: Conference Room 107, 1st Floor, Pei-Tsen Hall, Zhubei Campus, National Taiwan University
(No. 88, Zhuangjing 1st Rd., Zhubei City, Hsinchu County)

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2026 Annual General Meeting

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La Kaffa International Co., Ltd.
2026 Annual General Meeting
Meeting agenda

Time: June 9, 2026 (Tuesday), 9:00 am

Venue: Conference Room 107, 1st Floor, Pei-Tsen Hall, Zhubei Campus, National Taiwan University
(No. 88, Zhuangjing 1st Rd., Zhubei City, Hsinchu County)

Method of convening: physical shareholders' meetings

One. Call the meeting to order

Two. Chairman's message

Three. Matters for reporting:

(1) 2025 business report。

(2) Report on the review of the 2025 annual financial statements by the Audit Committee.

(3) Report on the distribution of employees' and directors' remuneration for 2025

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Four. Matters for approval

(1) 2025 Business report and financial statements proposal

(2) 2025 Earnings distribution proposal

Five. Matters for Discussion: Proposal to Amend the Company's "Procedures for Acquisition or Disposal of Assets."

Six. Extraordinary motion

Seven. Adjournment

[Matters for reporting:]

Proposal 1

Subject: The 2025 annual business report is submitted for review.

Description: For the Company's 2025 Business Report, please refer to "attachment I"(Pages 9–14) of this Agenda.

Proposal 2

Subject: The audit committee's report on the review of the 2025 financial statements is submitted for review.

Description: For the audit committee's review report, please refer to Attachment II [page 15] of this Agenda.

Proposal 3

Subject: The report on the distribution of directors' and employees' remuneration for 2025 is submitted for review.

Description: Pursuant to Article 29 of the Company's Articles of Incorporation, the directors' and employees' remuneration for 2025 was approved by the board of directors on March 10, 2026, with NT$918,533 allocated for directors' remuneration and NT$3,244,260 for employees' remuneration. Of the employees' remuneration, 1% of the total amount is allocated to rank-and-file employees, with the remainder allocated to general employees and managerial personnel. The above remuneration is consistent with the amounts accrued for the year and will be distributed in cash.

Proposal 4

Subject: The report on the distribution of cash dividends from 2025 earnings is submitted for review.

Description:
1. Pursuant to Article 29-1 of the Company's Articles of Incorporation, the board of directors is authorized, after the end of each quarter, to resolve to distribute earnings in cash and report the same to the shareholders' meeting.
2. The amounts and distribution dates of the quarterly cash dividends from earnings for 2025 are as follows:

2025	Board of directors approval date	Distribution date	Cash dividend per share (NT$)	Total cash dividends (NT$)
First quarter	2025/05/08	-	-	-

Second quarter	2025/08/08	-	-	-
Third quarter	2025/11/07	-	-	-
Fourth quarter	2026/03/10	2026/05/08	1.00 (Note)	44,695,570

Note: As authorized by the board of directors, the cash dividend per share will be adjusted based on the actual number of outstanding common shares on the dividend record date.

Proposal 5

Subject: The report on the distribution of cash dividends from capital surplus is submitted for review.

Description:
1. Pursuant to Article 241 of the Company Act and Article 29-1 of the Company's Articles of Incorporation, cash distributions from capital surplus shall be resolved by the Board of Directors and reported to the shareholders' meeting.
2. The amounts and distribution dates of the quarterly cash dividends from capital surplus for 2025 are as follows:

2025	Board of directors approval date	Distribution date	Cash dividend per share (NT$)	Total cash dividends (NT$)
First quarter	2025/05/08	-	-	-
Second quarter	2025/08/08	2025/10/7	1.50 (Note)	67,043,355
Third quarter	2025/11/07	-	-	-
Fourth quarter	2026/03/10	2026/05/08	1.00 (Note)	44,695,570

Note: As authorized by the board of directors, the cash dividend per share will be adjusted based on the actual number of outstanding common shares on the dividend record date.

Proposal 6

Subject: The report on the issuance of the Company's third domestic unsecured convertible bonds is submitted for review.

Description: The Company issued its third domestic unsecured convertible bonds to repay bank borrowings. The issuance details are as follows:

Type of bonds	The third domestic unsecured bonds (Code: 27323)
Issuance date	January 2024
Par value	NT$100,000

Issuance and trading venue		Taipei Exchange
Issue price		Issued at 100% of par value
Total		NT$600,000,000
Interest rate		Coupon rate 0%
Term		Tenor: 3 years; maturity date: January 2027
Guaranteeing institution		Not applicable
Trustee institution		Bank SinoPac Co., Ltd.
Underwriting institution		KGI Securities Co., Ltd.
Attesting attorney		Peng I Cheng, attorney, Handsome Attorneys-at-Law
Attesting CPAs		Chiu Cheng Chun, CPA and Liu Yi Ching, CPA, Deloitte & Touche
Repayment method		Unless converted or redeemed in accordance with the conversion terms, the bonds shall be repaid in full in cash at par value upon maturity.
Outstanding amount		NT$600,000,000
Execution status of the fund utilization plan:		The bank borrowings were repaid in full in the first quarter of 2024 as planned.
Redemption or early repayment terms		Please refer to the Company's issuance and conversion terms for its third domestic unsecured convertible bonds.
Restrictive clauses		None
Name of credit rating agency, rating date, and bond rating		None
Additional Rights Attached	Amount converted (exchanged or subscribed) into common shares, overseas depositary receipts, or other marketable securities	From the issuance date to February 28, 2026, creditors applied to convert a total of 0 common shares of the Company.
	Issuance and conversion (exchange or subscription) terms	Please refer to the Company's issuance and conversion terms for its third domestic unsecured convertible bonds.
Potential dilution to shareholding and impact on the rights of existing shareholders		The issuance of the convertible bonds helps avoid erosion of earnings and reduces dilution of existing shareholders' equity as well as the impact of a significant increase in share capital on earnings per share, thereby best serving the interests of shareholders.

Name of custodian institution for the underlying securities of exchange	None

Proposal 7

Subject: The report on the issuance of the Company's fourth domestic unsecured convertible bonds is submitted for review.

Description: The Company issued its fourth domestic unsecured convertible bonds to repay bank borrowings. The issuance details are as follows:

Type of bonds	The fourth domestic unsecured bonds (Code: 27324)
Issuance date	February 2025
Par value	NT$100,000
Issuance and trading venue	Taipei Exchange
Issue price	Issued at 100% of par value
Total	NT$600,000,000
Interest rate	Coupon rate 0%
Term	Tenor: 3 years; maturity date: December 2028
Guaranteeing institution	Not applicable
Trustee institution	Bank SinoPac Co., Ltd.
Underwriting institution	Hua Nan Securities Co., Ltd.
Attesting attorney	Peng I Cheng, attorney, Handsome Attorneys-at-Law
Attesting CPAs	Chiu Cheng Chun, CPA and Liu Yi Ching, CPA, Deloitte & Touche
Repayment method	Unless converted or redeemed in accordance with the conversion terms, the bonds shall be repaid in full in cash at par value upon maturity.
Outstanding amount	NT$600,000,000
Execution status of the fund utilization plan:	In the first quarter of 2026, of the NT$600,000 thousand raised, NT$566,307 thousand was used to repay funds required for bondholders of CB3 exercising their put option, and the remaining unutilized NT$33,693 thousand was allocated to the Company's working capital in the same quarter.
Redemption or early repayment terms	Please refer to the Company's issuance and conversion terms for its fourth domestic unsecured convertible bonds.
Restrictive clauses	None

<table>
<tr><td colspan="2">Name of credit rating agency, rating date, and bond rating</td><td>None</td></tr>
<tr><td rowspan="2">Additional Rights Attached</td><td>Amount converted (exchanged or subscribed) into common shares, overseas depositary receipts, or other marketable securities</td><td>From the issuance date to February 28, 2026, no creditors have applied to convert into the Company’s common shares, as the conversion period has not yet commenced.</td></tr>
<tr><td>Issuance and conversion (exchange or subscription) terms</td><td>Please refer to the Company’s issuance and conversion terms for its fourth domestic unsecured convertible bonds.</td></tr>
<tr><td colspan="2">Potential dilution to shareholding and impact on the rights of existing shareholders</td><td>The issuance of the convertible bonds helps avoid erosion of earnings and reduces dilution of existing shareholders’ equity as well as the impact of a significant increase in share capital on earnings per share, thereby best serving the interests of shareholders.</td></tr>
<tr><td colspan="2">Name of custodian institution for the underlying securities of exchange</td><td>None</td></tr>
</table>

Proposal 8:

Subject: The report on the execution of the third treasury stock repurchase is submitted for review.

Description: The execution status of the Company’s third treasury share repurchase is as follows:

Repurchase tranche	Third tranche
Board of Directors resolution date	2025/4/10
Purpose of the purchase	Share transfer to employees
Type of repurchased shares	Common shares
Planned repurchase period	2025/4/11–2025/6/10
Planned repurchase quantity	1,500,000 shares
Repurchase price range	$60–$120 per share
Actual repurchase period	2025/4/11–2025/6/10
Type and quantity of shares repurchased (as a percentage of total issued shares)	Common shares: 905,000 shares (1.95%)
Amount of shares repurchased	NT$ 81,046,262
Average repurchase price per share	NT$ 89.55

[Matters for approval]

Proposal 1 (submitted by the board of directors)

Subject: The Company's 2025 Business report and financial statements are submitted for approval.

Describtion: 1. The 2025 consolidated and separate financial statements have been audited by Liu I Ching and Chang, CPA Chang Cheng Hsiu of Deloitte & Touche, and submitted to the Company's audit committee along with the business report for review. A review report has been issued and is on file.

2. For the Company's 2025 business report, independent auditors' report, and financial statements, please refer to [Attachment I] (pages 9–14) and Attachments 3 and 4 (pages 16–36) of this agenda.

Resolution:

Proposal 2 (submitted by the board of directors)

Subject: The proposal for the distribution of 2025 earnings is submitted for approval.

Description: 1. The Company's 2025 earnings distribution has been reviewed by the audit Committee and approved by the board of directors.

2. For the 2025 earnings distribution schedule, please refer to [Attachment V] (page 37) of this agenda.

Resolution:

[Matters for discussion]

Proposal 1 (submitted by the board of directors)

Subject: Matters for Discussion: Proposal to Amend the Company's "Procedures for Acquisition or Disposal of Assets."

Description: In compliance with applicable laws and regulations of the competent authority, certain provisions of the Company's "Procedures for Acquisition or Disposal of Assets" have been amended. For a comparison table of the amended provisions, please refer to [Attachment VI] (pages 38–41) of this agenda.

Resolution:

[Extraordinary motion]

[Adjournment]

[Attachment I]

La Kaffa International Co., Ltd.
Business Report

In 2025, La Kaffa International Co., Ltd. (the "Company") marked more than 20 years since its establishment. Starting with its initial brand "Lakaffa," the Company has expanded to operate the globally recognized "Chatime." It subsequently introduced the Japanese brand "Ginza Anzu Tonkatsu" around a decade ago, followed by well-known brands such as "Osaka Ohsho," "Kyoto Katsugyu," and the Korean fried chicken brand "Kyochon Chicken." The Company has also continued to promote local brands including "Chunshang Pudding Cake" and "Duan Chun Zhen Beef Noodles." In 2025, the Group further added "Hanlin Tea Room," recognized as the originator of bubble milk tea. Over more than two decades, the Group's diversified brand portfolio has enabled it to achieve annual consolidated revenue of NT$4,299,913 thousand.

In the post-pandemic era, operations in Mainland China continue to face challenges due to macroeconomic instability and consumer downtrading. However, the "Chatime" brand has maintained its leading position in markets worldwide, including North America, Australia, and Southeast Asia, and aims to further expand its presence in the U.S. market. In addition, "Chatime," operated by Chatime Group under the Australian subsidiary, continues to maintain a high level of brand recognition in the local market.

In addition, the domestic market has shown a recovering rebound in demand. The restaurant business segment, Kingza Group, has delivered strong performance across its existing brands, and, supported by health-oriented dining brands such as Yang Shin Vegetarian Restaurant, a leading name in Taiwan's vegetarian dining sector, achieved a 27.5% year-over-year increase in annual revenue. "Chunshang Pudding Cake" expanded to 16 stores across Taiwan, demonstrating strong resilience, and its annual revenue also increased compared to the previous year. With the addition of "Hanlin Tea Room" to the Group, the Company has established another milestone in the beverage industry.

Looking ahead to 2026, the La Kaffa International Co., Ltd. Group will continue to face various challenges. The Group remains committed to serving consumers in Taiwan and around the world, and, through Germany BoBoQ GmbH, aims to provide more comprehensive beverage-related services in Europe, enhance global market penetration, and offer better and more diversified "food" and "beverage" brands and services, while advancing its international development strategy of "long-term, stable, growing, technical, and global."

The overview of the 2025 business plan is presented as follows:

I. 2025 Business report

1. Results of business plan implementation

Year	2024	2025	Annual growth rate (%)
Consolidated revenues	$4,013,618,000	$4,299,913,000	7.13
Consolidated net profit	$218,598 thousand	$50,239,000	(77.01)
Earnings per share (after tax)	$4.79	$1.09	(77.24)

In 2025, revenue increased steadily compared to 2024, primarily driven by the strong performance of the restaurant business segment, the resilience of “Chunshang Pudding Cake,” and the Group's new “Hanlin Tea Room,” recognized as the originator of bubble milk tea, which marked another milestone for the Company in the beverage industry.

2. Analysis of financial income and expenses and profitability

Item		2024	2025
Financial structure	Debt to asset ratio (%)	54.21	64.15
	Ratio of long-term capital to property, plant and equipment (%)	634.89	536.09
Solvency	Current ratio (%)	183.90	110.87
	Quick ratio (%)	161.80	99.20
Profitability	Return on assets (%)	4.89	1.88
	Return on equity (%)	9.50	2.80
	Net profit margin (%)	5.40	1.48
	Basic earnings per share ($)	4.79	1.09

3. Research and development status

Unit: NT$1,000

Item	2024	2025
Net operating revenue	4,013,618	4,299,913
R&D expenses	19,901	18,048
R&D expenses as a percentage of revenue (%)	0.50	0.42

II. Overview of the 2026 business plan

1. Business policy

Through a diversified business strategy, and guided by the principles of integrity, reliability, innovation, excellence, and sharing, the Company aims to expand into international markets and establish La Kaffa International as a “brand platform hub.” This platform will not only facilitate the global expansion of Taiwanese brands, but also introduce high-quality international brands into Taiwan, driving the development of a multi-brand food and beverage group.

(1) Authorizing domestic and international agents to operate proprietary brands or expanding through franchising

(2) Brand agency and commissioned operations

(3) Strategic equity partnerships

(4) Integration of raw material supply chains

2. Estimated sales volume and basis of estimation

Prior to 2020, “Chatime” continued to actively expand its global stores, achieving an average annual growth rate of approximately 30%. After 2022, despite the impact of the pandemic, net store growth remained at a level of over 15%. At the same time, La Kaffa’s “Chatime” has established a global presence across six continents. In addition, with the inclusion of the Group’s “Hanlin Tea Room,” the creator of the world’s first bubble milk tea, and the expected addition of Europe’s pioneer in bubble milk tea, Germany BoBoQ GmbH, in 2026, the resulting structural optimization is driving the enhancement of global market penetration, with the overall benefits expected to be realized in 2026.

3. Important production and sales policies

(1) Continued active store expansion: the Company further enhancing the overall operational capabilities of “Chatime.” The Company is advancing a brand revitalization initiative by leveraging cross-departmental collaboration to further upgrade store design and packaging, brand marketing, and product development specifications. Targeting the Gen Z, the initiative aims to continuously enhance the brand strength and product competitiveness of “Chatime.”

(2) Solid progress in optimizing the fundamentals of the food brands: the total number of stores across the six restaurant brands under Wangzao has reached a certain level of economic scale, and nearly half of the outlets have been fully depreciated, thereby lowering the break-even point. The Company continues to optimize its operational management, leveraging bulk procurement advantages to mitigate inflationary pressures and control costs, thereby enhancing profitability.

(3) Integration of online and offline channels: The pandemic has also reshaped consumers' dining habits. Since establishing its e-commerce division in 2020, La Kaffa Group has launched FMCG (fast-moving consumer goods) products. It currently offers more than 30 FMCG items and continues to develop new products, enabling consumers to enjoy their favorite in-store offerings at home without time constraints.

(4) Germany BoBoQ GmbH, a pioneer in the European bubble milk tea industry, has successfully transformed into one of the most influential platforms in Europe for bubble milk tea ingredients supply and franchise services by leveraging a franchise system alongside raw material wholesale. This is poised to significantly enhance the Group's global market penetration."

4. Impact of the external competitive, regulatory, and macroeconomic environment

Since its establishment, competition has been ever-present for La Kaffa International. Amid intensifying competition in tea beverage markets across different countries, the continual introduction of new regulations by securities authorities, rising environmental awareness both domestically and internationally, and a rapidly changing operating environment, the Company's operating performance has indeed been affected. In response to the aforementioned environmental changes, in addition to complying with newly issued regulations by competent authorities in the preparation of statements and requiring suppliers and the Company's products to meet relevant international food safety and hygiene regulations, we also place strong emphasis on ESG and sustainability reporting, continues to strengthen food safety , and closely monitors customer order demand to plan raw material procurement accordingly, thereby enhancing the Company's overall competitiveness.

III. Future outlook and strategic overview

1. **Diversification strategy and international expansion**

Adopting a diversification strategy, the Company leverages a multi-brand, multi-channel approach to penetrate the daily lives of diverse consumer segments. Going forward, the Company will continue to uphold its core values of "integrity, reliability, innovation, excellence, and sharing," while expanding into international markets to enhance its global visibility and competitiveness.

2. **Building a brand platform center**

Positioning La Kaffa International as a "brand platform center," the Company not only exports Taiwanese and Asian local brands to international markets, but also actively introduces high-quality international brands into Taiwan, creating a two-way exchange and fostering the development of a scaled and diversified food and beverage group.

3. **Diversified business model and flexible collaboration**

Going forward, the Company will adopt a diversified operating model, including licensing its proprietary brands to domestic and overseas agents or franchisees, undertaking entrusted brand operations, forming equity-based strategic partnerships, and integrating raw material supply chains. Through these approaches, it aims to establish a flexible and agile food and beverage group structure capable of rapidly responding to evolving market demand and shifting consumer trends.

4. **Internationalization and long-term strategy**
   Guided by the core development principles of "long-term, stability, growth, technology, and internationalization," the Company will continue to introduce digital technology applications—such as smart operations, data analytics, and online membership platforms—to enhance operational efficiency and customer experience, while further strengthening its global brand presence.
5. **Strengthening proprietary brands and targeting younger market segments**
   Our own brands will continue to expand their store presence aggressively. In particular, with Chatime as the core, the Company is advancing a brand revitalization initiative encompassing store design upgrades, packaging optimization, marketing innovation, and product development. Targeting the Gen Z demographic, it aims to strengthen brand affinity among younger consumers.
6. **Development of economies of scale for food brands**
   In the food brand segment, the Company will achieve economies of scale through group-based management. By lowering the break-even point and enhancing procurement and operational efficiency, it aims to further strengthen profitability and build a more competitive food and beverage footprint.
7. **Omnichannel operations and fmcg expansion**
   The Company will continue to deepen the integrated management of online and offline channels, with a particular focus on strengthening the online sales presence of fast-moving consumer goods (FMCG). Through diversified product offerings and a seamless shopping experience, it aims to meet consumers' comprehensive needs while enhancing brand reach and market share.

Through the continuous efforts of all employees, the Company is committed to building an "international food and beverages brand platform," while advancing along the two core business segments of "food" and "beverages." We would like to extend our sincere appreciation to our shareholders for their strong support, which has enabled La Kaffa International to achieve outstanding results. We would like to extend our sincere appreciation to our shareholders for their strong support, which has enabled La Kaffa International to consistently deliver outstanding results.

Best wishes
for your health and success,

Chairman: Wang Yaohui

Manager: Wang Yaohui

Chief accountant: Huang Ju Ping

[Attachment II]

La Kaffa International Co., Ltd.
Audit Committee's Review Report

the board of directors has prepared the Company's 2025 Business Report, financial statements, and earnings distribution proposal. The financial statements have been audited by Chiu Cheng Chun, CPA and Liu Yi Ching, CPA, Deloitte & Touche, and an independent auditors' report has been issued accordingly.

The aforementioned Business Report, financial statements, and earnings distribution proposal have been reviewed by the audit committee, which found no material inconsistencies. Accordingly, this report is submitted in compliance with the relevant provisions of the Securities and Exchange Act and the Company Act for review.

Respectfully submitted to

2026 Annual General Meeting

La Kaffa International Co., Ltd.

Convener of the audit committee:

March 10, 2026

Auditor's Report

To the board of directors of La Kaffa International Co., Ltd.:

Opinions

We have audited the accompanying consolidated financial statements of La Kaffa International Co., Ltd. and its subsidiaries (the “Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

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, 2025 and 2024, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission.

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 for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter for the Group's consolidated financial statements for the year ended December 31, 2025 is stated as follows:

Authenticity of revenue from certain sales

The Group experienced significant changes in revenue from certain customers in 2025 compared to the previous year. Accordingly, we assessed that the authenticity of revenue from the aforementioned certain customers would have a significant impact on the consolidated financial statements, and therefore identified it as a key audit matter for the year.

For the accounting policy on revenue recognition, please refer to Note 4 to the consolidated financial statements.

The principal audit procedures performed by us in response to this key audit matter are as follows:

1. We obtained an understanding of, and tested, the design and operating effectiveness of key internal controls over the authenticity of revenue from sales of certain customers.
2. We performed sampling procedures on transaction documents related to revenue from sales of certain customers, including shipping documents, customs declarations, and collection records, to verify that revenue was recognized upon satisfaction of performance obligations.

Authenticity of revenue from certain food and beverage operations

Revenue from food and beverage operations of the Group is primarily generated from direct sales to consumers. Among these, street-level stores directly provide Food and Beverage services and issue invoices to customers, which differs from the operating model of stores located in department stores or shopping malls. In addition, stores of newly acquired brands in 2025 have operating processes and management practices that differ from those of the Group. Accordingly, we assessed that the authenticity of the aforementioned food and beverage revenue would have a significant impact on the consolidated financial statements, and therefore identified it as a key audit matter for the year.

For the accounting policy on revenue recognition, please refer to Note 4 to the consolidated financial statements.

The principal audit procedures performed by us in response to this key audit matter are as follows:

1. We obtained an understanding of, and tested, the design and operating effectiveness of key internal controls over the authenticity of certain food and beverage revenue.
2. We performed sampling procedures on transaction documents related to certain food and beverage revenue, including store-level point-of-sale system records, invoices, and collection records or statements, to verify the authenticity of the recognized revenue amounts.
3. We performed analytical procedures using operating data of each store to assess the reasonableness of store-level revenue in relation to relevant operating metrics.

Other Matter

We have also audited the separate financial statements of La Kaffa International Co., Ltd. as of and for the years ended December 31, 2025 and 2024 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 the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including members of the Audit and Risk Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 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.

Deloitte & Touche

Liu Yi Ching, CPA	Chang Cheng Hsiu, CPA
Financial Supervisory Commission approval number FSC Securities and Futures Bureau Letter No. 1100356048	Financial Supervisory Commission approval number FSC Securities and Futures Bureau Letter No. 1120349008

March30,2026

La Kaffa International Co., Ltd. and Its Subsidiaries

Consolidated Balance Sheet

December 31, 2025 and December 31, 2024

Unit: NT$ thousands

Code	Assets	December 31, 2026 Amount	%	December 31, 2024 Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	$ 1,611,788	26	$ 1,176,629	23
1136	Financial assets measured at amortized cost - non-current (Notes 4, 8 and 35)	15,794	-	40,961	1
1150	Notes receivable (Notes 4 and 9)	4,630	-	3,202	-
1170	Accounts receivable - non-related parties (Notes 4 and 9)	430,067	7	426,878	8
1180	Accounts receivable - related parties (Notes 4, 9 and 34)	21,032	-	2,142	-
1197	Finance lease receivables - current (Notes 4 and 10)	198,104	3	206,977	4
1200	Other receivables - non-related parties (Note 4 and 9)	18,980	-	33,195	1
1210	Other receivables - related parties (Note 4, 9 and 34)	-	-	33,108	1
1220	Current tax assets (Notes 4 and 27)	21,271	1	26,201	-
130X	Inventory (Notes 4 and 11)	209,010	4	209,669	4
1410	Prepayments	70,480	1	57,824	1
1470	Other current liabilities	22,637	1	8,738	-
11XX	Total current assets	2,623,793	43	2,225,524	43
	Non-current assets				
1510	Financial assets measured at fair value through profit or loss—non-current (Notes 4, and 7)	130,379	2	131,012	3
1535	Financial assets measured at amortized cost - non-current (Notes 4, 8, 35 and 36)	117,116	2	7,194	-
1550	Investments accounted for using the equity method (Notes 4 and 13)	107,453	2	121,812	2
1600	Property, plant and equipment (Notes 4, 14, 19, 34 and 35)	700,171	11	621,064	12
1755	Right-of-use assets (Notes 4 and 15)	706,180	12	538,320	10
1805	Goodwill (Notes 4, 5, 16 and 30)	641,038	11	512,377	10
1821	Intangible assets (Notes 4, 17 and 38)	439,692	7	282,419	6
1840	Deferred tax assets (Notes 4 and 27)	129,011	2	158,636	3
194D	Finance lease receivables - non-current (Notes 4 and 10)	378,774	6	488,624	10
1990	Other non-current assets (Notes 18 and 37)	149,924	2	66,261	1
15XX	Total non-current assets	3,499,738	57	2,927,719	57
1XXX	Total assets	$ 6,123,531	100	$ 5,153,243	100

Code	Liabilities and equity	December 31, 2026 Amount	%	December 31, 2024 Amount	%
	Current liabilities				
2100	Short-term borrowings (Notes 14, 19 and 35)	$ 554,290	9	$ 98,355	2
2120	Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 20)	21,360	-	7,260	-
2130	Contract liabilities - current (Note 4 and 25)	55,778	1	45,382	1
2150	Notes payable	10	-	-	-
2170	Accounts payable	286,651	5	273,735	5
2180	Accounts payable - related parties (Note 34)	2,279	-	-	-
2219	Other payables - non-related parties (Note 21)	360,416	6	289,285	6
2209	Other payables - related parties (Notes 21 and 34)	910	-	590	-
2230	Current tax liabilities (Notes 4 and 27)	39,035	1	67,537	1
2250	Provisions - current (Notes 4 and 22)	17,215	-	8,805	-
2280	Lease liabilities - current (Notes 4, 15 and 34)	419,164	7	404,213	8
2320	Current portion of long-term liabilities (Notes 14, 19, 20 and 35)	597,333	10	3,368	-
2399	Other current liabilities	15,543	-	11,608	-
21XX	Total current liabilities	2,369,984	39	1,210,138	23
	Non-current liabilities				
2527	Contract liabilities - non-current (Note 4 and 25)	6,382	-	12,283	-
2530	Bonds payable (Notes 4 and 20)	560,566	9	573,754	11
2540	Long-term borrowings (Notes 14, 19 and 35)	37,611	1	29,096	1
2550	Provisions - non-current (Note 4 and 22)	14,154	-	12,091	-
2560	Current tax liabilities - non-current (Note 4 and 27)	-	-	7,291	-
2570	Deferred tax liabilities (Notes 4 and 27)	29,292	-	84,136	2
2580	Lease liabilities - non-current (Notes 4, 15 and 34)	886,834	15	846,412	17
2670	Other non-current liabilities	14,936	-	18,422	-
25XX	Total non-current liabilities	1,549,775	25	1,583,485	31
2XXX	Total liabilities	3,919,759	64	2,793,623	54
	Equity attributable to owners of the parent (Notes 4, 12, 13, 20, 24, 29 and 31)				
3100	Common shares	465,186	8	465,186	9
3200	Capital surplus	1,179,636	19	1,238,061	24
	Retained earnings				
3310	Legal reserve	252,150	4	230,290	4
3320	Special earnings reserve	19,990	-	31,714	1
3350	Undistributed earnings	57,884	1	108,982	2
3300	Total retained earnings	330,024	5	370,986	7
3400	Exchange differences arising from translation of financial statements of foreign operations	(26,416)	-	(19,990)	-
3500	Treasury shares	(177,744)	(3)	(96,697)	(2)
31XX	Total equity attributable to owners of the Company	1,770,686	29	1,957,546	38
36XX	Non-controlling interests (Notes 4, 12, 29 and 31)	433,086	7	402,074	8
3XXX	Total equity	2,203,772	36	2,359,620	46
	Total liabilities and equity	$ 6,123,531	100	$ 5,153,243	100

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

Chairman: Wang Yaohui   Manager: Wang Yaohui   Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd. and Its Subsidiaries

Consolidated Income Statement

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousand, except for earnings per share, which is expressed in NT$ per share.

		2025		2024	
Code		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 25, 34 and 41)	$ 4,299,913	100	$ 4,013,618	100
5000	Operating costs (Notes 4, 11, 26, and 34)	2,079,824	49	1,958,787	49
5900	Gross profit	2,220,089	51	2,054,831	51
5910	Realized (unrealized) gains from associates (Note 4)	299	-	(320)	-
5950	Realized gross profit	2,220,388	51	2,054,511	51
	Operating expenses (Notes 4 and 26)				
6100	Selling expenses	1,491,726	35	1,220,286	30
6200	Administrative expenses	568,325	13	580,677	14
6300	Research and development expenses	18,048	-	19,901	1
6000	Total operating expenses	2,078,099	48	1,820,864	45
6510	Net other income and expenses (Notes 4, 14, 17 and 26)	(2,175)	-	(4,314)	-
6900	Operating profit	140,114	3	229,333	6
	Non-operating income and expenses (Notes 4, 13, 16, 26 and 34)				
7020	Other gains and losses	(16,158)	(1)	64,945	2
7100	Interest income	13,144	-	17,130	-
7510	Interest expense	(52,933)	(1)	(40,025)	(1)
7060	Share of profit or loss of associates accounted for using the equity method	(14,536)	-	(6,602)	-
7000	Total non-operating income and expenses	(70,483)	(2)	35,448	1

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Code		2025 Amount	%	2024 Amount	%
7900	Profit before tax	$ 69,631	1	$ 264,781	7
7950	Income tax expense (Notes 4 and 27)	5,576	-	47,898	1
8200	Net profit for the year	64,055	1	216,883	6
	Other comprehensive income (Notes 4, 12 and 13)				
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences arising from translation of financial statements of foreign operations	(5,947)	-	15,014	-
8500	Total comprehensive income for the year	$ 58,108	1	$ 231,897	6
	Net profits attributable to:				
8610	Owners of the parent	$ 50,239	1	$ 218,598	5
8620	Non-controlling interests	13,816	-	(1,715)	-
8600		$ 64,055	1	$ 216,883	5
	Total comprehensive income attributable to:				
8710	Owners of the parent	$ 43,813	1	$ 230,354	6
8720	Non-controlling interests	14,295	-	1,543	-
8700		$ 58,108	1	$ 231,897	6
	Earnings per share (Note 28)				
9750	Basic	$ 1.09		$ 4.79	
9850	Diluted	$ 1.09		$ 4.70	

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

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd. and Its Subsidiaries

Consolidated Statement of Changes in Equity

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousands

		Equity attributable to owners of the parent (Notes 4, 12, 13, 20, 24, 29 and 31)										
		Common shares			Retained earnings							
Code		Number of shares	Amount	Capital surplus	Legal reserve	Special earnings reserve	Undistributed earnings	Exchange differences arising from translation of financial statements of foreign operations	Treasury shares	Total	Non-controlling interests (Notes 4, 12, 29 and 31)	Total equity
A1	Balance at January 1, 2024	46,473,070	$ 464,731	$ 1,147,044	$ 201,057	$ 31,236	$ 157,085	($ 31,714)	($ 96,697)	$ 1,872,742	$ 331,018	$ 2,203,760
	Earnings appropriation and distribution											
B1	Legal reserve	-	-	-	29,233	-	(29,233)	-	-	-	-	-
B3	Special earnings reserve	-	-	-	-	478	(478)	-	-	-	-	-
B5	Cash dividends to the Company's shareholders	-	-	-	-	-	(236,990)	-	-	(236,990)	-	(236,990)
C3	Unclaimed dividends	-	-	10	-	-	-	-	-	10	-	10
C5	Equity component of convertible bonds issued	-	-	29,215	-	-	-	-	-	29,215	-	29,215
C15	Cash dividends from capital surplus	-	-	(36,444)	-	-	-	-	-	(36,444)	-	(36,444)
M5	Actual disposal of partial interests in subsidiaries	-	-	2,815	-	-	-	-	-	2,815	714	3,529
M7	Changes in ownership interests in subsidiaries	-	-	89,302	-	-	-	-	-	89,302	(92,218)	(2,916)
N1	Employee stock options issued by the Company	-	-	1,644	-	-	-	-	-	1,644	-	1,644
M3	Liquidation of subsidiaries	-	-	-	-	-	-	(32)	-	(32)	-	(32)
O1	Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	186,754	186,754
O1	Employee stock options issued by subsidiaries	-	-	-	-	-	-	-	-	-	5,300	5,300
O1	Cash dividends paid by subsidiaries	-	-	-	-	-	-	-	-	-	(31,037)	(31,037)
D1	Net profit for 2024	-	-	-	-	-	218,598	-	-	218,598	(1,715)	216,883
D3	other comprehensive income, net of tax for 2024	-	-	-	-	-	-	11,756	-	11,756	3,258	15,014
D5	Total comprehensive income for 2024	-	-	-	-	-	218,598	11,756	-	230,354	1,543	231,897
N1	Share-based payment transaction	45,500	455	4,475	-	-	-	-	-	4,930	-	4,930
Z1	Balance at December 31, 2024	46,518,570	465,186	1,238,061	230,290	31,714	108,982	(19,990)	(96,697)	1,957,546	402,074	2,359,620
	Earnings appropriation and distribution											
B1	Legal reserve	-	-	-	21,860	-	(21,860)	-	-	-	-	-
B3	Special earnings reserve	-	-	-	-	(11,724)	11,724	-	-	-	-	-
B5	Cash dividends to the Company's shareholders	-	-	-	-	-	(91,201)	-	-	(91,201)	-	(91,201)
C3	Unclaimed dividends	-	-	1	-	-	-	-	-	1	-	1
C5	Equity component of convertible bonds issued	-	-	32,130	-	-	-	-	-	32,130	-	32,130
C15	Cash dividends from capital surplus	-	-	(89,843)	-	-	-	-	-	(89,843)	-	(89,843)
M5	Actual acquisition of partial interests in subsidiaries	-	-	-	-	-	-	-	-	-	62,404	62,404
M7	Changes in ownership interests in subsidiaries	-	-	(713)	-	-	-	-	-	(713)	2,860	2,147
O1	Increase in non-controlling interests	-	-	-	-	-	-	-	-	-	638	638
O1	Employee stock options issued by subsidiaries	-	-	-	-	-	-	-	-	-	3,988	3,988
O1	Cash dividends paid by subsidiaries	-	-	-	-	-	-	-	-	-	(53,173)	(53,173)
D1	Net profit for 2025	-	-	-	-	-	50,239	-	-	50,239	13,816	64,055
D3	other comprehensive income, net of tax for 2025	-	-	-	-	-	-	(6,426)	-	(6,426)	479	(5,947)
D5	Total comprehensive income for 2024	-	-	-	-	-	50,239	(6,426)	-	43,813	14,295	58,108
L1	Treasury stock repurchase	-	-	-	-	-	-	-	(81,047)	(81,047)	-	(81,047)
Z1	Balance at December 31, 2025	46,518,570	$ 465,186	$ 1,179,636	$ 252,150	$ 19,990	$ 57,884	($ 26,416)	($ 177,744)	$ 1,770,686	$ 433,086	$ 2,203,772

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

Chairman: Wang Yaohui

Manager: Wang Yaohui

Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd. and Its Subsidiaries

Consolidated Statements of Cash Flows

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousands

Code		2025	2024
	Cash flows from operating activities		
A10000	Profit before tax for the year	$ 69,631	$ 264,781
A20010	income and expense items		
A20100	Depreciation expense	409,948	336,828
A20200	Amortization expense	30,746	32,786
A20300	Expected credit loss	16,715	15,080
A20400	Net (loss) gain on financial assets and liabilities measured at fair value through profit or loss	11,313	(50,315)
A20900	Interest expense	81,369	67,018
A21200	Interest income	(41,580)	(44,123)
A21300	Dividend income	(3,698)	-
A21900	Employee stock option compensation cost	3,988	7,453
A22300	Share of profit or loss of associates accounted for using the equity method	14,536	6,602
A22500	Net loss on disposal of property, plant and equipment	4,756	12,497
A22900	Net gain on disposal of right-of-use assets	(2,750)	(3,038)
A23500	Impairment loss	1,070	-
A23700	inventory write-down and obsolescence loss	4,788	8,920
A23700	goodwill impairment loss	19,492	4,911
A23900	Unrealized (realized) gains from transactions with associates	(299)	320
A24100	Net gain on foreign currency exchange	(145)	(3,827)
A29900	Reclassification of long-term prepaid expenses to expenses	1,683	1,683
A29900	Other income and expenses	841	586
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	(1,428)	(1,089)
A31150	Accounts receivable - non-related parties	27,289	(19,715)
A31160	accounts receivable - related parties	(17,585)	13,849
A31180	Other receivables - non-related parties	17,162	29,863
A31200	Inventory	33,675	(1,085)
A31230	Prepayments	(8,449)	2,969
A31240	Other current liabilities	(13,035)	(6,623)
A32125	Contract liabilities	(5,157)	(1,340)
A32130	Notes payable	(12,461)	-
A32150	Accounts payable	(6,464)	(80,076)
A32180	Other payables - non-related parties	21,787	17,229
A32200	Provisions	(1,932)	(1,201)
A32230	Other current liabilities	2,026	(1,662)
A33000	Cash generated from operations	657,832	609,281
A33100	Interest and dividends received	13,463	16,811
A33300	Interest and dividends paid	(33,786)	(28,843)
A33500	income tax paid	(60,578)	(121,472)
AAAA	Net cash inflow from operating activities	576,931	475,777

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Code		2025	2024
	Cash flows from investing activities		
B00040	Increase in financial assets measured at amortized cost	($ 110,700)	($ 22,370)
B00050	Decrease in financial assets measured at amortized cost	31,926	664
B00100	Decrease in financial assets measured at fair value through profit or loss	-	58,149
B02000	Increase in prepayments for investments	(73,526)	-
B02200	Net cash outflow on acquisition of subsidiaries (Note 30)	(319,498)	-
B02700	Purchase of property, plant and equipment	(149,535)	(151,989)
B02800	Net cash inflow (outflow) from disposal of property, plant and equipment	(1,714)	6,190
B03700	Increase in deposits paid	(7,540)	(14,182)
B03800	Decrease in deposits paid	12,794	8,893
B04300	Increase in other receivables - related parties	(48,742)	(47,564)
B04400	Decrease in other receivables - related parties	80,565	15,741
B04500	Acquisition of intangible assets	(7,004)	(5,509)
B06700	Increase (decrease) in other non-current assets	(2,171)	2,716
B07600	dividends received	3,698	-
BBBB	Net cash outflow from investing activities	(591,447)	(149,261)
	Cash flows from financing activities		
C00200	increase (decrease) in short-term borrowings	457,751	(670,153)
C01200	Issuance of convertible bonds	595,028	595,027
C01700	Repayment of long-term borrowings	(14,416)	(3,316)
C03000	Receipt of deposits received	18,802	19,202
C03100	Refund of deposits received	(21,729)	(29,274)
C03700	Increase in other payables - related parties	-	384
C04020	Repayment of lease liabilities principal	(256,317)	(204,994)
C04300	Increase (decrease) in other non-current liabilities	(411)	578
C04500	Dividends paid to owners of the parent company	(181,043)	(273,424)
C04800	Exercise of employee stock options	2,147	4,930
C04900	Treasury stock repurchase cost	(81,047)	-
C05500	Proceeds from disposal of partial equity in subsidiaries	-	3,529
C05800	Cash dividends paid to non-controlling interests	(53,173)	(31,037)
C09900	Proceeds from non-controlling interests received by subsidiaries	2,388	186,754
CCCC	Net cash inflow (outflow) from financing activities	467,980	(401,794)
DDDD	Effect of exchange rate changes on cash and cash equivalents	(18,305)	59,573
EEEE	Net increase (decrease) in cash and cash equivalents	435,159	(15,705)
E00100	Cash and cash equivalents at beginning of year	1,176,629	1,192,334
E00200	Year-end cash and cash equivalents balance	$ 1,611,788	$ 1,176,629

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

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

[Attachment IV]

Auditor's Report

Opinions

We have audited the accompanying separate financial statements of La Kaffa International Co., Ltd. (the “Company"), which comprise the separate balance sheets as of December 31, 2025 and 2024, and the separate statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the separate financial statements, including material accounting policy information.

In our opinion, the accompanying separatefinancial statements present fairly, in all material respects, the separate financial position of the Company as of December31, 2025 and 2024, and itsseparate financial performance and its separate 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 Separate Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter for the Company's separate financial statements for the year ended December 31, 2025 is stated as follows:

Authenticity of revenue from certain sales

The Companyexperienced significant changes in revenue from certain customers in 2025 compared to the previous year. Accordingly, we assessed that the authenticity of revenue from the aforementioned certain customers would have a significant impact on the separate financial statements, and therefore identified it as a key audit matter for the year.

For the accounting policy on revenue recognition, please refer to Note 4 to the separate financial statements.

The principal audit procedures performed by us in response to this key audit matter are as follows:

1. We obtained an understanding of, and tested, the design and operating effectiveness of key internal controls over the authenticity of revenue from sales of certain customers.
2. We performed sampling procedures on transaction documents related to revenue from sales of certain customers, including shipping documents, customs declarations, and collection records, to verify that revenue was recognized upon satisfaction of performance obligations.

Responsibilities of Management and Those Charged with Governance for the Seprate 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 for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate 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 Cmpany or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Separate Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the separate 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 separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the separate financial statements. We are responsible for the direction, supervision and performance of the Company 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 separate financial statements for the year ended December 31, 2025 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.

Deloitte & Touche

Liu Yi Ching, CPA

Financial Supervisory Commission approval number
FSC Securities and Futures Bureau Letter No. 1100356048

Chang Cheng Hsiu, CPA

Financial Supervisory Commission approval number
FSC Securities and Futures Bureau Letter No. 1120349008

March30, 2026

La Kaffa International Co., Ltd.

Searate Balance Sheet

December 31, 2025 and December 31, 2024

Unit: NT$ thousands

Code	Assets	December31, 2025 Amount	%	December 31, 2024 Amount	%
	Current assets				
1100	Cash and cash equivalents (Notes 4 and 6)	$ 904,534	24	$ 402,400	14
1170	Accounts receivable - non-related parties (Notes 4 and 9)	102,631	3	149,148	5
1180	Accounts receivable - related parties (Notes 4, 9 and 31)	52,100	2	31,970	1
1200	Other receivables - non-related parties (Note 4 and 9)	-	-	1,089	-
1210	Other receivables - related parties (Notes 4, 9 and 31)	305	-	33,140	1
130X	Inventory (Notes 4 and 10)	48,795	1	63,799	2
1410	Prepayments	11,175	-	3,337	-
1470	Other current liabilities	13,675	-	4,166	-
11XX	Total current assets	1,133,215	30	689,049	23
	Non-current assets				
1535	Financial assets measured at amortized cost - non-current (Notes 4, 8, 32 and 33)	110,700	3	-	-
1510	Financial assets measured at fair value through profit or loss—non-current (Notes 4, and 7)	130,379	4	131,012	4
1550	Investments accounted for using the equity method (Notes 4, 5 and 11)	1,808,833	48	1,616,035	55
1600	Property, plant and equipment (Notes 4, 12, 17 and 32)	231,425	6	236,072	8
1755	Right-of-use assets (Notes 4 and 14)	93,396	3	103,657	4
1760	Investment property (Notes 4, 13, 17, and 32)	47,461	1	47,968	2
1821	Intangible assets (Notes 4, 15 and 35)	20,671	1	22,586	1
1840	Deferred tax assets (Notes 4 and 25)	89,235	2	69,483	2
1990	Other non-current assets (Notes 16 and 34)	83,538	2	20,562	1
15XX	Total non-current assets	2,615,638	70	2,247,375	77
1XXX	Total assets	$ 3,748,853	100	$ 2,936,424	100
Code	Liabilities and equity				
	Current liabilities				
2100	Short-term borrowings (Notes 12, 17 and 32)	$ 460,000	12	$ -	-
2120	Financial liabilities at fair value through profit or loss - current (Notes 4, 7 and 18)	21,360	1	7,260	-
2130	Contract liabilities - current (Notes 4 and 23)	3,655	-	3,954	-
2170	Accounts payable - non-related parties	86,568	2	86,873	3
2180	Accounts payable - related parties (Note 31)	6,981	-	5,545	-
2200	Other payables (Note 19)	97,284	3	82,530	3
2220	Other payables - related parties (Notes 19 and 31)	182	-	-	-
2230	Current tax liabilities (Notes 4 and 25)	1,034	-	39,390	1
2250	Provisions - current (Notes 4 and 20)	480	-	400	-
2280	Lease liabilities - current (Notes 4 and 14)	37,970	1	48,136	2
2320	Current portion of long-term liabilities (Notes 12, 13, 17, 18 and 32)	588,143	16	1,937	-
2399	Other current liabilities	4,508	-	6,475	-
21XX	Total current liabilities	1,308,165	35	282,500	9
	Non-current liabilities				
2527	Contract liabilities - non-current (Notes 4 and 23)	10,874	-	10,771	-
2530	Bonds payable (Notes 4 and 18)	560,566	15	573,754	20
2540	Long-term borrowings (Notes 12, 13, 17 and 32)	19,205	1	21,142	1
2550	Provisions - non-current (Notes 4 and 20)	1,020	-	730	-
2560	Current tax liabilities - non-current (Note 4 and 25)	-	-	7,291	-
2570	Deferred tax liabilities (Notes 4 and 25)	18,839	-	22,887	1
2580	Lease liabilities - non-current (Notes 4 and 14)	58,302	2	58,481	2
2650	Credit balance of investments accounted for using the equity method (Notes 4 and 11)	23	-	-	-
2670	Other non-current liabilities	1,173	-	1,322	-
25XX	Total non-current liabilities	670,002	18	696,378	24
2XXX	Total liabilities	1,978,167	53	978,878	33
	Equity (Notes 4, 11, 18, 22, 27 and 28)				
3110	Common shares	465,186	12	465,186	16
3200	Capital surplus	1,179,636	32	1,238,061	42
	Retained earnings				
3310	Legal reserve	252,150	7	230,290	8
3320	Special earnings reserve	19,990	-	31,714	1
3350	Undistributed earnings	57,884	2	108,982	4
3300	Total retained earnings	330,024	9	370,986	13
3400	Exchange differences arising from translation of financial statements of foreign operations	(26,416)	(1)	(19,990)	(1)
3500	Treasury shares	(177,744)	(5)	(96,697)	(3)
31XX	Total equity	1,770,686	47	1,957,546	67
	Total liabilities and equity	$ 3,748,853	100	$ 2,936,424	100

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

Chairman: Wang Yaohui　　Manager: Wang Yaohui　　Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd.

Separate Income Statement

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousand, except for earnings per share, which is expressed in NT$ per share.

		2025		2024	
Code		Amount	%	Amount	%
4000	Operating revenue (Notes 4, 23, and 31)	$ 1,003,929	100	$ 1,259,910	100
5000	Operating costs (Notes 4, 10, 24 and 31)	467,707	46	588,194	47
5900	Gross profit	536,222	54	671,716	53
5910	Realized gains from subsidiaries and associates (Note 4)	3,801	-	5,416	1
5950	Realized gross profit	540,023	54	677,132	54
	Operating expenses (Notes 4, 9, 24 and 31)				
6100	Selling expenses	313,060	31	297,537	24
6200	Administrative expenses	164,509	16	167,288	13
6300	Research and development expenses	13,921	2	13,099	1
6000	Total operating expenses	491,490	49	477,924	38
6510	Net other income and expenses (Notes 4 and 24)	(1,562)	-	(20)	-
6900	Operating profit	46,971	5	199,188	16
	Non-operating income and expenses (Notes 4, 11, 24 and 31)				
7020	Other gains and losses	(5,520)	(1)	74,275	6
7100	Interest income	5,942	1	8,448	-
7510	Interest expense	(27,254)	(3)	(15,853)	(1)
7070	Share of profit or loss of subsidiaries and associates accounted for using the equity method	11,130	1	(10,601)	(1)
7000	Total non-operating income and expenses	(15,702)	(2)	56,269	4

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Code		2025 Amount	2025 %	2024 Amount	2024 %
7900	Profit before tax	$ 31,269	3	$ 255,457	20
7950	Income tax expense (gain) (Notes 4 and 25)	(18,970)	(2)	36,859	3
8200	Net profit for the year	50,239	5	218,598	17
	Other comprehensive income (Notes 4 and 11)				
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences arising from translation of financial statements of foreign operations	(6,426)	(1)	11,756	1
8500	Total comprehensive income for the year	$ 43,813	4	$ 230,354	18
	Earnings per share (Note 26)				
9750	Basic	$ 1.09		$ 4.79	
9850	Diluted	$ 1.09		$ 4.70	

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

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd.

Separate Statement of Changes in Equity

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousands

Code		Common shares (Notes 4, 18, 22 and 27) Number of shares	Common shares (Notes 4, 18, 22 and 27) Amount	Capital surplus (Notes 4, 11, 18, 22, 27 and 28)	Retained earnings (Notes 4 and 22) Legal reserve	Retained earnings (Notes 4 and 22) Special earnings reserve	Retained earnings (Notes 4 and 22) Undistributed earnings	Exchange differences arising from translation of financial statements of foreign operations (Notes 4 and 11)	Treasury shares (Notes 4 and 22)	Total equity
A1	Balance at January 1, 2024	46,473,070	$ 464,731	$ 1,147,044	$ 201,057	$ 31,236	$ 157,085	($ 31,714)	($ 96,697)	$ 1,872,742
	Earnings appropriation and distribution									
B1	Legal reserve	-	-	-	29,233	-	(29,233)	-	-	-
B3	Special earnings reserve	-	-	-	-	478	(478)	-	-	-
B5	Cash dividends to the Company’s shareholders	-	-	-	-	-	(236,990)	-	-	(236,990)
C15	Cash dividends from capital surplus	-	-	(36,444)	-	-	-	-	-	(36,444)
C5	Equity component of convertible bonds issued	-	-	29,215	-	-	-	-	-	29,215
C3	Unclaimed dividends	-	-	10	-	-	-	-	-	10
M5	Actual disposal of partial interests in subsidiaries	-	-	2,815	-	-	-	-	-	2,815
M7	Changes in ownership interests in subsidiaries	-	-	89,302	-	-	-	-	-	89,302
N1	Employee stock options issued by the Company	-	-	1,644	-	-	-	-	-	1,644
M3	Liquidation of subsidiaries	-	-	-	-	-	-	(32)	-	(32)
D1	Net profit for 2024	-	-	-	-	-	218,598	-	-	218,598
D3	other comprehensive income, net of tax for 2024	-	-	-	-	-	-	11,756	-	11,756
D5	Total comprehensive income for 2024	-	-	-	-	-	218,598	11,756	-	230,354
N1	Share-based payment transaction	45,500	455	4,475	-	-	-	-	-	4,930
Z1	Balance at December 31, 2024	46,518,570	465,186	1,238,061	230,290	31,714	108,982	(19,990)	(96,697)	1,957,546
	Earnings appropriation and distribution									
B1	Legal reserve	-	-	-	21,860	-	(21,860)	-	-	-
B3	Special earnings reserve	-	-	-	-	(11,724)	11,724	-	-	-
B5	Cash dividends to the Company’s shareholders	-	-	-	-	-	(91,201)	-	-	(91,201)
C15	Cash dividends from capital surplus	-	-	(89,843)	-	-	-	-	-	(89,843)
C5	Equity component of convertible bonds issued	-	-	32,130	-	-	-	-	-	32,130
C3	Unclaimed dividends	-	-	1	-	-	-	-	-	1
M7	Changes in ownership interests in subsidiaries	-	-	(713)	-	-	-	-	-	(713)
D1	Net profit for 2025	-	-	-	-	-	50,239	-	-	50,239
D3	other comprehensive income, net of tax for 2025	-	-	-	-	-	-	(6,426)	-	(6,426)
D5	Total comprehensive income for 2024	-	-	-	-	-	50,239	(6,426)	-	43,813
L1	Treasury stock repurchase	-	-	-	-	-	-	-	(81,047)	(81,047)
Z1	Balance at December 31, 2025	46,518,570	$ 465,186	$ 1,179,636	$ 252,150	$ 19,990	$ 57,884	($ 26,416)	($ 177,744)	$ 1,770,686

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

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

La Kaffa International Co., Ltd.

Separate Statements of Cash Flow

For the Years then Ended December 31, 2025 and 2024

Unit: NT$ thousands

Code		2025	2024
	Cash flows from operating activities		
A10000	Profit before tax for the year	$ 31,269	$ 255,457
A20010	income and expense items		
A20100	Depreciation expense	77,846	73,334
A20200	Amortization expense	1,928	2,414
A20300	Expected credit loss	12,503	1,834
A20400	Net (loss) gain on financial assets and liabilities measured at fair value through profit or loss	11,313	(50,315)
A20900	Interest expense	27,254	15,853
A21200	Interest income	(5,942)	(8,448)
A21300	Dividend income	(3,698)	-
A21900	Employee stock option compensation cost	-	1,007
A22300	Share of profit or loss of subsidiaries and associates accounted for using the equity method	(11,130)	10,601
A22500	Net loss on disposal of property, plant and equipment	1,597	34
A22900	Net gain on disposal of right-of-use assets	(35)	(14)
A24000	Loss on liquidation of subsidiaries	-	(32)
A23700	inventory write-down and obsolescence loss	1,716	603
A23900	Realized gross profit from subsidiaries and associates	(4,373)	(4,130)
A24100	Net gain (loss) on foreign currency exchange	722	(4,860)
A29900	Reclassification of long-term prepaid expenses to expenses	1,003	1,003
A30000	Net changes in operating assets and liabilities		
A31150	Accounts receivable - non-related parties	32,109	(35,872)
A31160	accounts receivable - related parties	(17,981)	40,529
A31180	Other receivables - non-related parties	1,089	4,416
A31190	Other receivables - related parties	(272)	2,279
A31200	Inventory	13,288	(4,044)
A31230	Prepayments	(7,838)	5,329
A31240	Other current liabilities	150	(162)
A32125	Contract liabilities	(196)	(3,041)
A32150	Accounts payable - non-related parties	(305)	(33,905)
A32160	Accounts payable - related parties	1,436	84
A32180	Other payables - non-related parties	7,467	973
A32190	Other payables - related parties	182	(1,921)
A32200	Provisions	(200)	(80)
A32230	Other current liabilities	(1,967)	(279)
A33000	Cash generated from operations	168,935	268,647

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Code		2025	2024
A33100	Interest and dividends received	$ 6,260	$ 8,129
A33300	Interest and dividends paid	(8,107)	(4,671)
A33500	income tax paid	(50,477)	(97,874)
AAAA	Net cash inflow from operating activities	116,611	174,231
	Cash flows from investing activities		
B00040	Increase in financial assets measured at amortized cost	(110,700)	-
B00200	Decrease in financial assets measured at fair value through profit or loss	-	58,149
B02000	Increase in prepayments for investments	(73,526)	-
B02200	Net cash outflow on acquisition of subsidiaries	(272,000)	-
B02300	Net cash inflow from disposal of subsidiaries	-	1,523
B02700	Purchase of property, plant and equipment	(18,520)	(15,403)
B02800	Net cash inflow (outflow) from disposal of property, plant and equipment	(1,569)	238
B03700	Increase in deposits paid	(2,634)	(6,607)
B03800	Decrease in deposits paid	2,514	4,045
B04300	Increase in other receivables - related parties	(48,742)	(47,564)
B04400	Decrease in other receivables - related parties	80,565	15,741
B04500	Acquisition of intangible assets	(13)	(526)
B07600	dividends received	3,698	-
B07600	Dividends received from subsidiaries and associates	109,527	115,200
BBBB	Net cash outflow (inflow) from investing activities	(331,400)	124,796
	Cash flows from financing activities		
C00100	increase (decrease) in short-term borrowings	460,000	(640,000)
C01200	Issuance of convertible bonds	595,028	595,027
C01700	Repayment of long-term borrowings	(1,937)	(1,936)
C03000	Receipt of deposits received	-	149
C03100	Refund of deposits received	(149)	-
C04020	Repayment of lease liabilities principal	(51,991)	(49,028)
C04500	Payment of dividends	(181,043)	(273,424)
C04800	Exercise of employee stock options	-	4,930
C05400	Acquisition of subsidiary shares	(21,938)	(89,333)
C04900	Treasury stock repurchase cost	(81,047)	-
C05500	Proceeds from disposal of partial equity in subsidiaries	-	3,529
CCCC	Net cash inflow (outflow) from financing activities	716,923	(450,086)
EEEE	Net increase (decrease) in cash and cash equivalents	502,134	(151,059)
E00100	Cash and cash equivalents at beginning of year	402,400	553,459
E00200	Year-end cash and cash equivalents balance	$ 904,534	$ 402,400

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

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

[Attachment V]

La Kaffa International Co., Ltd.
Earnings Distribution Schedule for 2025

Unit: NT$

Beginning undistributed earnings	7,646,059
Adjustment to retained earnings from investments accounted for using the equity method	-
Adjusted undistributed earnings	7,646,059
Net profit for the year	50,239,252
Appropriation of legal reserve (10%)	(5,023,925)
Special earnings reserve	(6,426,365)
Earnings available for distribution for the period	46,435,021
Distribution items	
Cash dividends to shareholders ($1)	(44,695,570)
Ending undistributed earnings	1,739,451

Chairman: Wang Yaohui Manager: Wang Yaohui Chief accountant: Huang Ju Ping

[Attachment VI]

La Kaffa International Co., Ltd.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Amended articles	Current articles	Description
Article 30: Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the competent authority's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: I. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. II. Merger, demerger, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (I) For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. (II) For a public company whose paid-in capital is NT$10 billion or more but less than NT$50 billion, the transaction amount reaches NT$1 billion or more. (III) For a public company whose paid-in capital is NT$50 billion, the transaction amount reaches 5 percent or more of paid-in capital. V. Where land is acquired under an arrangement on engaging others to build on the Company's	Article 30: Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the competent authority's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: I. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. II. Merger, demerger, acquisition, or transfer of shares. III. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company. IV. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (I) For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. (II) For a public company whose paid-in capital is NT$10 billion or more, the transaction amount reaches NT$1 billion or more. V. Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units,	This amendment is made in compliance with revisions to applicable laws and regulations.

Comparison Table of Amendments to the Procedures for Acquisition or Disposal of Assets

Amended articles	Current articles	Description
own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT$500 million. VI. In the case of a public company with paid-in capital reaching NT$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of subparagraph 7, and where furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of paid-in capital. VII. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million;provided, this shall not apply to the following circumstances: (I) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. (II) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within	joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT$500 million. V. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (I) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan. (II) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. The amount of transactions above shall be calculated as follows: I. The amount of any individual transaction. II. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year. III. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these regulations need not be counted toward the transaction amount.	

Amended articles	Current articles	Description
the same development project within the preceding year. IV. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these regulations need not be counted toward the transaction amount. The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the competent authority by the 10th day of each month. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission. The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.	
Article 33-1: For the calculation of 10 percent of total assets under these regulations, the total assets stated in the most recent separate financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the shares of a company have no par value or a par value per share other than NT$10, the provisions of these regulations concerning transaction amounts of 20% of paid-in capital shall be calculated as 10% of equity attributable to the parent company's owners; for the calculation of transaction amounts of 5 percent of paid-in capital under these regulations, 2.5 percent of equity attributable to owners of the parent	Article 33-1: For the calculation of 10 percent of total assets under these regulations, the total assets stated in the most recent separate financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the shares of a company have no par value or a par value per share other than NT$10, the provisions of these regulations concerning transaction amounts of 20% of paid-in capital shall be calculated as 10% of equity attributable to the parent company's owners;	This amendment is made in compliance with revisions to applicable laws and regulations.

Amended articles	Current articles	Description
shall be substituted; for calculations under the provisions of these regulations regarding transaction amounts relative to paid-in capital of NT$10 billion, NT$20 billion of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these regulations regarding transaction amounts relative to paid-in capital of NT$50 billion, NT$100 billion of equity attributable to owners of the parent shall be substituted.		
Article 35 These Procedures were established on August 17, 2012. The first amendment was made on May 27, 2014. The second amendment was made on May 28, 2015. The third amendment was made on May 26, 2017. The fourth amendment was made on May 29, 2019. The fifth amendment was made on June 3, 2020. The sixth amendment was made on June 9, 2022. The seventh amendment was made on June 9, 2026.	(Added)	Addition of amendment Date

[Appendix I]

La Kaffa International Co., Ltd.
Rules of Procedure for Shareholders Meetings

Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.

Article 3 Unless otherwise provided by law or regulation, the Company's shareholders meetings shall be convened by the board of directors.

Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, a company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.

Changes to how the Company 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.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of an annual general shareholders meeting or before 15 days before the date of a extraordinary shareholders meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the annual general shareholders' meeting or before 15 days before the date of the extraordinary shareholders' meeting. If, however, the Company has the paid-in capital of NT$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the annual general shareholders' meeting. In addition, before 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

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

I. For physical shareholders' meetings, to be distributed on-site at the meeting.
II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the Company, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at an annual general shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

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

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

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

Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

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

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

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

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

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

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

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

Article 6 (Preparation of documents such as the attendance book)

The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

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

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

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

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

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

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

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

Article 6-1 (Particulars to be included in the notice of a virtual shareholders' meeting)

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

I. How shareholders attend the virtual meeting and exercise their rights.

II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

(I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

(II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

(III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

(IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the Company and other related matters requiring attention shall be specified.

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

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors.

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

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

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

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and 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 Company 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.

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

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

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

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

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

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

Article 10 (Motion deliberation)

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

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

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

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

Article 11 (Shareholder speech)

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

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

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

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

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair 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 1 to 5 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.

Article 12 (Calculation of voting shares and recusal system)

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

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

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

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

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

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

When the Company holds a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

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

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

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

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

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

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

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces 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 chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the 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.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 (Election matters)

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

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the 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 recording shall be retained until the conclusion of the litigation.

Article 15

Resolutions of the shareholders' meeting shall be recorded in the meeting minutes and handled in accordance with Article 183 of the Company Act. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

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

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

Article 16 (Public disclosure)

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

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented 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 votes is released during the meeting.

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

Article 17 (Maintaining order at the meeting place)

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

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

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

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

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

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

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

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

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders meeting, the Company 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 chair has announced the meeting adjourned.

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

When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21 (Handling of disconnection)

In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

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

For a meeting to be postponed or resumed under the second 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.

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

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

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

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

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

Article 22 (Handling of the digital divide)

When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the Company and other related matters requiring attention shall be specified.

Article 23 These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be effected in the same manner.

Article 24 These Rules were established on June 29, 2012.

The first amendment was made on August 17, 2012.

The second amendment was made on June 17, 2013.

The third amendment was made on May 27, 2014.

The fourth amendment was made on June 3, 2020.

The fifth amendment was made on July 12, 2012.

The sixth amendment was made on June 9, 2013.
The seventh amendment was made on June 5, 2024.

[Appendix II]

La Kaffa International Co., Ltd.
Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company is organized in accordance with the Company Act and is named La Kaffa International Co., Ltd.

Article 2 The Company's scope of business is as follows:

1. F208040 Retail Sale of Cosmetics
2. F108040 Wholesale of Cosmetics
3. F401010 International Trade
4. F102170 Wholesale of Food and Grocery
5. F301020 Supermarkets
6. F201070 Retail sale of flowers
7. F101100 Wholesale of Flowers
8. F106050 Wholesale of Ceramic and Glassware
9. F102040 Wholesale of Beverages
10. F102050 Wholesale of Tea Leaves
11. F106020 Wholesale of Daily Commodities
12. F203010 Retail Sale of Food, Grocery and Beverage
13. F204110 Retail Sale of Fabrics, Clothing, Shoes, Hats, Umbrellas and Clothing Accessories
14. F206020 Retail Sale of Daily Goods
15. I103060 Management Consulting
16. JZ99050 Agency Services
17. F109070 Wholesale of Educational, Musical and Recreational Goods
18. F205040 Retail Sale of Furniture, Bedding, Kitchen Utensils and Fixtures
19. F501030 Beverage Shops
20. IZ06010 Cargo Packaging
21. F501060 Restaurants
22. I301030 Electronic Information Supply Services
23. JB01010 Conference and Exhibition Services
24. I401010 General Advertising Services
25. I501010 Product Design Industry
26. C104020 Bakery Food Manufacturing
27. ZZ99999 In addition to licensed businesses, the Company may engage in activities that are not prohibited or restricted by laws and regulations.

Article 3 The Company’s head office is located in Hsinchu County, Taiwan. When necessary, the Company may, upon resolution of the board of directors and in accordance with applicable laws and regulations, establish branch offices domestically or overseas.

Article 4 The Company shall make public announcements in accordance with the Company Act and other applicable laws and regulations.

Article 5 The total amount of all of the Company’s external investments is not subject to the 40% limitation stipulated in Article 13 of the Company Act.

Article 5-1: Where necessary for business purposes, the Company may provide endorsements/guarantees in accordance with the Company's Endorsement/Guarantee Procedures.

Chapter 2 Shares

Article 6 The Company’s total capital is set at NT$1,000,000,000, divided into 100,000,000 shares at a par value of NT$10 per share. Of this, NT$100,000,000, consisting of 10,000,000 shares at a par value of NT$10 per share, is reserved for the exercise of stock options. The remaining unissued shares are authorized to be issued by the board of directors in installments.

The recipients of shares repurchased by the Company, the grantees of employee stock options, the employees eligible to subscribe for shares upon issuance of new shares, and the recipients of restricted employee shares may include employees of affiliated companies who meet certain conditions, which shall be determined by the board of directors.

Article 7 The Company may be exempt from issuing physical share certificates; however, it shall arrange for registration with a centralized securities depository institution.

Article 8 Matters concerning the Company's shareholders, such as stock transfers, pledge of rights, loss notification, inheritance, gifts, loss or change of seal, and change of address, shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies," unless otherwise provided by laws or securities regulations.

Article 9 Registration of share transfers of the Company shall be suspended during the period of 60 days prior to the date of the annual general meeting, 30 days prior to the date of a extraordinary shareholders’ meeting, and 5 days prior to the record date for distribution of dividends, bonuses, or other benefits.

Article 10 All matters relating to the handling of the Company’s shares shall be conducted in accordance with applicable laws and regulations and the requirements of the competent authority.

Chapter 3 Shareholders' meeting

Article 11 The shareholders’ meetings are classified into two types: annual general meetings and extraordinary meetings. The annual genera meeting shall be convened once each year by the board of directors in accordance with applicable laws and regulations within six months after the end of each fiscal year. A extraordinary meeting shall be convened as necessary in accordance with applicable laws and regulations.

Notice of a shareholders’ meeting of the Company may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof. For shareholders holding fewer than 1,000 registered shares, the aforementioned notice may be made by public announcement.

Article 11-1: The Company may convene its shareholders’ meetings by means of a virtual meeting or other methods as announced by the central competent authority. The conditions, procedures, and other compliance requirements for conducting a virtual shareholders’ meeting shall be governed by the relevant regulations; where the securities competent authority has otherwise prescribed, such provisions shall prevail.

Article 12 If a shareholder is unable to attend a shareholders’ meeting in person for any reason, they may execute a proxy form issued by the Company, specifying the scope of authorization, to appoint one proxy to attend on their behalf.

Except as otherwise provided in the Company Act, the appointment of a proxy by a shareholder to attend a shareholders’ meeting shall be handled in accordance with the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.”

In accordance with the regulations of the competent authority, the Company’s shareholders may also exercise their voting rights by electronic means. Shareholders who exercise their voting rights electronically shall be deemed to have attended the meeting in person, and all related matters shall be handled in accordance with applicable laws and regulations.

Article 13 At shareholders’ meetings, the Chairman of the Board shall act as the chair. In the Chairman's absence, a director designated by the Chairman shall act on the Chairman's behalf; if no such designation is made, the directors shall elect one among themselves to serve as the chair.

Article 14 Except as otherwise provided in the Company Act and relevant laws and regulations, each share of the Company shall carry one voting right.

Article 15 Resolutions of the shareholders' meeting shall, unless otherwise provided in the Company Act, be adopted with the attendance of shareholders representing a majority of the total number of issued shares and with the approval of a majority of the voting rights represented by the shareholders present.

Article 16 Resolutions of the shareholders' meeting shall be recorded in the minutes, which shall be signed or sealed by the chair and distributed to all shareholders within twenty days after the meeting. The distribution of the minutes referred to in the preceding paragraph may be made by public announcement.

Article 17 If the Company intends to terminate its public offering, it shall, in addition to obtaining approval from the board of directors, secure the approval of a special resolution of the shareholders' meeting before proceeding with such termination of public offering.

Chapter 4 Directors

Article 18 The Company shall have seven to nine directors. The board of directors is authorized to determine the number of directors. Among the directors mentioned in the preceding paragraph, at least three shall be independent directors. Directors shall be elected by the shareholders' meeting from individuals with legal capacity in accordance with Articles 198 and 227 of the Company Act. Their term of office is three years, and they are eligible for re-election. The Company may, during the term of office of its directors, obtain liability insurance for the directors' responsibilities arising from the lawful execution of their duties.

Article 18-1: In the election of directors, each share shall carry a number of voting rights equal to the number of directors to be elected. Such voting rights may be concentrated on one candidate or distributed among multiple candidates. Those candidates receiving the greatest number of votes, representing the highest voting rights, shall be elected as directors. The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act. The procedures for accepting nominations of director candidates and related public announcements shall be handled in accordance with the Company Act, the Securities and Exchange Act, and other applicable laws and regulations. Independent directors and non-independent directors shall be elected concurrently, with the number of seats to be filled calculated separately.

Article 18-2: The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, and the audit committee shall consist of all independent directors.

Article 19 When vacancies in the board of directors reach one-third of the total number of directors, a extraordinary shareholders' meeting shall be convened promptly to fill the vacancies. The term of office of the newly elected directors shall be limited to the remaining term of their predecessors.

Article 20 When the term of office of directors expires and a replacement election cannot be held promptly, their term shall be extended until new directors assume office.

Article 21 The directors shall form a board of directors. With the attendance of more than two-thirds of the directors and the consent of a majority of the directors present, one director shall be elected as the Chairman of the board. The Chairman shall execute all affairs of the Company in accordance with applicable laws and regulations, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the board of directors.

Article 22 A meeting of the board of directors shall be convened by giving notice to each director at least seven days prior to the meeting; provided, however, that in the case of emergency, it may be convened at any time. The notice of the convening of the board meeting may be given by fax or e-mail.

Article 23 The remuneration of the Company's directors is authorized to be determined by the board of directors based on each director's level of participation in the Company's operations and the value of their contributions, with reference to prevailing industry standards. The provisions of Article 29, paragraph 2 of the Company Act shall apply mutatis mutandis to the directors.

Article 24 Except for the first meeting of each term of the board of directors, which shall be convened in accordance with Article 203 of the Company Act, all other meetings shall be convened by the Chairman of the board, who shall act as the chair. If the Chairman is unable to perform such duties, a director designated by the Chairman shall act on the Chairman's behalf; if no such designation is made, the directors shall elect one among themselves to act as the chair.

Article 25 Meetings of the board of directors shall, unless otherwise provided in the Company Act, require the attendance of a majority of the directors and the approval of a majority of the directors present. If a director is unable to attend for any reason, the director may issue a proxy specifying the scope of authorization with respect to the matters for which the meeting is convened and appoint another director to attend on the director's behalf. However, one person may only act as proxy for one other person. Meetings of the board of directors may be conducted by virtual meeting. Directors participating in such meetings virtually shall be deemed to have attended in person.

Article 26 Proceedings of the meeting of board of directors shall be recorded in minutes, which shall be signed or sealed by the chairn and distributed to all directors within twenty days after the meeting. The minutes shall record the essential points of the proceedings and the results thereof, and shall be kept at the Company together with the attendance register signed by the attending directors and the proxies for directors attending by proxy.

Chapter 5 Managers

Article 27 The Company may appoint managers; their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Final Account

Article 28 The Company's fiscal year shall commence on January 1 and end on December 31 of each year. For each fiscal year, the board of directors shall prepare the following reports and statements and, at least thirty days prior to the annual general shareholders' meeting, submit them to the audit committee for review and thereafter present them to the annual general shareholders' meeting for approval: 1. Business Report. 2. Financial statements 3. Proposal for the distribution of earnings or the appropriation of losses.

Article 29 If there is a profit during the period when the Company distributes dividends (profit refers to pre-tax income before employee and director bonuses are deducted),1% to 10% of the profit should be allocatedas employee remuneration (of which 0.5% to 5% should be distributed to rank-and-file employees) and no more than 5% as director remuneration. However, if the Company has outstanding cumulative losses (including adjustments to undistributed earnings), it should retain the amount needed to cover those losses in advance. The aforementioned employee remuneration (including distribution to rank-and-file employees) may be paid in shares or cash, and the recipients may include employees of affiliated companies who meet criteria set by the board of directors. The directors' remuneration under the preceding paragraph shall be paid only in cash. The matters set forth in the preceding two paragraphs shall be resolved by the board of directors and reported to the shareholders' meeting.

Article 29-1: The Company may distribute earnings or make up losses after the end of each quarter. Where earnings are distributed in cash, such distribution shall be resolved by The board of directors in accordance with Article 228-1 and Article 240, paragraph 5 of the Company Act and reported to the shareholders' meeting; no submission to the shareholders' meeting for approval shall be required.

If the Company'sannual final accounts show net income after tax for the current period, it shall first cover accumulated losses (including adjustments to undistributed earnings) using the "net income after tax for the period" plus any amounts included in the year's undistributed earnings balance from sources other than "net income after tax for the period." Ten percent of the resulting amount shall be appropriated as legal reserve in accordance with the law; provided, however, thatthis requirement does not apply when the accumulated legal reserve has reached the Company's paid-in capital. Then, special surplus reserves shall be allocated or reversed in accordance with laws and regulations or the directives of the competent authority. The Board of Directors shall prepare a proposal for the distribution of remaining earnings, together with any undistributed earnings from the beginning of the period (including adjustments to the amount of undistributed earnings). If the distribution is to be made by issuing new shares, the proposal mustbe submitted to the shareholders' meeting for approval. The Company's dividend policy is formulated in consideration of its current and future development plans, the investment environment, funding needs, domestic and international competitive conditions, and the interests of shareholders. The Company shall distribute no less than 10% of distributable earnings as dividends to shareholders; provided, however, that no distribution may be made when the accumulated distributable earnings are less than 10% of the Company's paid-in capital. Dividends may be distributed in cash or in shares, of which cash dividends shall account for no less than 30% of the total dividends. Where the Company has no earnings available for distribution, or where earnings exist but are significantly lower than the amounts previously distributed, or as otherwise deemed appropriate based on the Company's financial, business, and operational considerations, the Company may distribute all or part of its reserves in accordance with applicable laws and regulations or the requirements of the competent authority. Where such distribution is made in cash, it may be resolved by the board of directors in accordance with Article 241 of the Company Act and reported to the shareholders' meeting.

Chapter 7 Chapter 7 Supplementary Provisions

Article 30 The Company's organizational rules and regulations are established separately by the board of directors.

Article 31 Matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and other applicable laws and regulations.

Article 32 These Articles of Incorporation were established on January 30, 2004.
The first amendment was made on December 27, 2004.
The second amendment was made on March 23, 2005.
The third amendment was made on August 26, 2005.
The fourth amendment was made on November 21, 2005.
The fifth amendment was made on April 27, 2007.
The sixth amendment was made on September 21, 2007.
The seventh amendment was made on September 21, 2007.
The eighth amendment was made on May 2, 2012.
The ninth amendment was made on June 29, 2012.

The tenth amendment was made on June 17, 2013.
The eleventh amendment was made on May 27, 2014.
The twelfth amendment was made on May 31, 2016.
The thirteenth amendment was made on May 29, 2018.
The fourteenth amendment was made on June 3, 2020.
The fifteenth amendment was made on June 9, 2022.
The sixteenth amendment was made on June 3, 2025.

La Kaffa International Co., Ltd.

Chairman: Wang Yaohui

[Appendix IV]

La Kaffa International Co., Ltd.
Shareholding of all directors
Base date: April 11, 2026

Job title	Name	Number of shares held	Shareholding ratio (%)
Chairman	Wang Yaohui	1,652,753	3.55%
Directors	Hengtai International Investment Holding Co., Ltd. Representative: Wang Li-Yu	6,798,727	14.62%
Directors	Kuan Jung Investment Co., Ltd. Representative: Lin Tzu Heng	5,841,517	12.56%
Independent director	Wang Ting Sheng	-	-
Independent director	Wang Wen Tsung	-	-
Independent director	Chu Tsai Pao	-	-
Independent director	Huang Chen Yuan		
Total		14,292,997	30.73%

Note:

(1) As of April 11, 2026, the Company has issued a total of 46,518,570 common shares.

(2) The statutory shareholding percentage required for all directors: 10.00%

(3) The statutory number of shares required to be held by all directors: 3,721,485 shares

(4) The Company has an audit committee in place, therefore no supervisors hold shares.

(5) As of April 11, 2026, all directors held a total of 14,292,997 shares

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