

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

台橡股份有限公司
TSRC CORPORATION

Stock Code : 2103

2025 Annual Shareholders' Meeting Handbook

Meeting Date : June 3, 2025

Venue : FUBON International Conference Center

B2, No. 108 Dun Hua S. Road, Sec. 1 Taipei

Method : Physical shareholders' Meeting

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Agenda for 2025 Annual Meeting of Shareholders

(Translation based on Chinese document)

I. Meeting Procedure

page

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

2

(2) To Report the Distribution of 2024 Cash Dividend

2

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

3

(2) To approve 2024 Earnings Distribution

3

(3) Amendments to the Company's "Articles of Incorporation"

4

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

4

5. Other Business and Extempore Motion

4

6. Adjournment

4

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

5

2. Comparison Table for Amendment of "Article of Incorporation"

27

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

29

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

30

2. Articles of Incorporation

33

3. Disclosure of Directors' Shareholdings

38

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Report Items

1. To Report 2024 Employees' Compensation and Directors' Compensation (Proposed by the Board of Directors)

The employees' compensation and Directors' compensation of the Company for 2024 was approved at the 5th and 6th Meeting of the 18th Term of Board of Directors in accordance with the Article 28-1 of the Articles of Incorporation. NT\$62,289,388 in cash was to be distributed as employees' compensation while no Directors' compensation was distributed.

2. To Report the Distribution of 2024 Cash Dividend (Proposed by the Board of Directors)

- (1) According to Article 29 of the Articles of Incorporation of the Company, the Board of Directors is authorized to distribute dividends in cash and the distribution shall be reported to the shareholders' meeting.
- (2) The Board of Directors has approved cash dividends of NT\$520,197,286 from 2024 earnings at NT\$0.63 per share.
- (3) The distribution is calculated to the dollar, and the remaining amount less than NT\$ 1 will be listed as the other income of the Company.
- (4) The Board of Directors authorizes the Chairman to determine the ex-dividend date, dividend payment date and all relevant matters including the allocation of dividends based on the actual situation.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Approval and Discussion Items

1. (Proposed by the Board of Directors)

Proposal: To approve 2024 Business Report and Financial Statements

Explanations: (1) 2024 business report is shown in attachment 1 (please refer to P.6) with the Parent Company Only Financial Statements and Consolidated Financial Report (also in attachment 1, please refer to P.7-25). The above reports were resolved by 6th Meeting of the 18th Term of Board of Directors.
(2) The financial report was audited by certified accountant. The above business report and financial report were approved by the Audit Committee and audit report was provided (also in attachment 1, please refer to P.26). Hence, we proposed to Annual Meeting of Shareholders for approval.

Resolution:

2. (Proposed by the Board of Directors)

Proposal: To approve 2024 Earnings Distribution

Explanations: (1) The proposed 2024 earnings distribution was approved by the Audit Committee and the Board of Directors of the Company.
(2) The proposed 2024 earnings distribution table is as below.

TSRC Corporation 2024 Earnings Distribution Table		Unit: NTD
At the beginning of Unappropriated Retained Earnings	3,730,326,959	
add: Net Income of 2024	862,265,475	
Remeasurement of Defined Benefit Plan	30,608,800	
Disposal of Financial Assets at Fair Value through Other Comprehensive Income	183,865,180	
subtract: Legal Reserve (10%)	(107,673,946)	
Earnings Available for Distribution	4,699,392,468	
Distributable items:		
Cash Dividend (NT\$ 0.63 per share)	(520,197,286)	
At the end of Unappropriated Retained Earnings	4,179,195,182	

Chairman:Nita Ing

Manager:Joseph Chai

Chief Accountant: Grace Lin

Resolution:

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

3. (Proposed by the Board of Directors)

Proposal: Amendments to the Company's "Articles of Incorporation"

Explanations: According to the Article 14, Paragraph 6 of the Securities and Exchange Act, a Company shall specify in its Articles of Incorporation that a certain percentage of annual earnings shall be allocated for salary adjustments or compensation distributions to non-executive employees. Therefore, the Company proposes to amend Article 28-1 of the Articles of Incorporation to specify the percentage of employee remuneration to be distributed to non-executive employees. The comparison table of proposed amendments is shown in Attachment 2 (please refer to P.27-29)

Resolution:

4. (Proposed by the Board of Directors)

Proposal: Amendments to the Company's "Procedures for Lending Funds to Other Parties"

Explanations: Considering the practical operation needs of the Company, the Company proposes to amend Article 5.8.2 of the "Procedures for Lending Funds to Other Parties" , the comparison table of proposed amendments is shown in Attachment 3 (please refer to P.29)

Resolution:

Other Business and Motions

Adjournment

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Attachment 1

Business Report, Financial Statement and Audit Committee's Audit Report for 2024

(1) Business Report.....	6
(2) Consolidated Financial Statements with Independent Auditors' Report.....	7
(3) Consolidated Balance Sheets.....	10
(4) Consolidated Statements of Comprehensive Income.....	12
(5) Consolidated Statements of Changes in Equity.....	13
(6) Consolidated Statements of Cash Flows.....	14
(7) Financial Statements with Independent Auditors' Report.....	16
(8) Balance sheet.....	20
(9) Statements of Comprehensive Income.....	22
(10)Statements of Changes in Equity.....	23
(11)Statements of Cash Flows.....	24
(12)Audit Report of Audit Committee.....	26

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

2024 Business Report

The petrochemical industry continued to face tough challenges in 2024, due to oversupply, price competition and escalating operating & production cost, although the global economic recovery was supported by decreased inflation. Against the headwinds, TSRC demonstrated resilience through agile business operation & product mix optimization; Synthetic Rubber business expanded sales volume with increased production to capture strong demand of Asian automotive market; despite oversupply and margin compression, Advanced Materials business delivered year-over-year improvement.

In 2024, the sales volume was 555 thousand metric tons, an increase of 3% versus 2023. Consolidated revenue was NTD 37,209 million, an increase of 18% compared to NTD 31,427 million in 2023. Gross profit increased 24% to NTD 4,116 million and gross margin was 11%. Operating profit was NTD 1,377 million, an increase of 45% from 2023, and operating profit margin was 4%. As a result, TSRC delivered net income of NTD 862 million with an EPS (earnings per share) of NTD 1.04 in 2024.

TSRC upheld commitment to achieving its annual ESG targets, including carbon emissions reduction and wastewater recycling, and its results have been recognized by leading sustainability rating institutions such as EcoVadis. In addition, TSRC successfully completed the new plant construction under its subsidiary' s relocation project, and initiated improvement actions to address underperforming business segments and assets. To drive future growth, TSRC continued to advance material technology for high-performance green tires & medical applications and was granted 15 patents in 2024 which support the pursuit of profitable business growth and lowering of environmental impact.

2025 global economic growth projection is expected to remain similar to that of 2024 amid market uncertainties, structural challenges in mainland China, and ongoing geopolitical disruptions. The supply-demand imbalance in the synthetic rubber and elastomer industry has yet to recover. In response to the industrial challenges, TSRC will accelerate the volume ramp-up of the new plant, leverage favorable factors such as stable Asian automotive demand and supportive natural rubber prices, continue optimizing plant utilization & cost structure, and advance its transformation toward a high-value-add business portfolio with sustainable values for customers and shareholders.

Chairman:Nita Ing

Manager:Joseph Chai

Chief Accountant: Grace Lin

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Consolidated Financial Statements

Independent Auditors' Report

The Board of Directors and Shareholders

TSRC Corporation

Opinion

We have audited the accompanying consolidated financial statements of TSRC Corporation (the "Corporation") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheet as of December 31, 2024, and the consolidated statement of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024, and its consolidated financial performance and its consolidated cash flows for the year 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 of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year end December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters for the audit of the consolidated financial statements of TSRC Corporation and its subsidiaries for the year ended 2024 are outlined as follows:

The accuracy and completeness of revenue disclosures and eliminations from the transactions within related parties

The revenue (before eliminated amounts) from related parties of TSRC Corporation and its subsidiaries accounted for 9% of consolidated operating revenue in 2024. As revenue represents a fundamental business activity for corporate sustainability and directly impacts operational performance, coupled with the inherently higher risks associated with related party transactions, the accuracy and completeness of eliminations and disclosures for these transactions were designated as a key audit matter under IFRS and auditing standards for the year ended December 31, 2024. For detailed disclosures, refer to Notes 29 and 34 in the consolidated financial statements.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Key Audit Procedures Performed

1. Understanding and testing the design and operational effectiveness of internal controls related to the summarization and reconciliation of sales transactions with related parties.
2. Obtaining the summary reconciliation report of related-party sales transactions and performing reconciliation procedures to verify the accuracy and completeness of the summarized transaction amounts and counterparties.
3. Reviewing whether related-party sales revenue has been properly and completely offset.
4. Reviewing whether the amount and counterparties of related-party sales revenue have been properly and completely disclosed.

Other Matter

We have also audited the financial statements of TSRC Corporation as of and for the year ended December 31, 2024, on which we have issued an unmodified opinion.

The consolidated financial statements of the Group for the year ended December 31, 2023 were audited by the other auditors, who issued a unmodified opinion report dated March 7, 2024.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Tza-Li Gung and Li-Yuan Kuo.

Deloitte & Touche

Taipei, Taiwan

Republic of China

March 6, 2025

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	\$ 6,335,266	15	\$ 5,448,591	14
Financial assets at fair value through profit or loss - current	17,644	-	-	-
Notes receivable, net	1,394,513	3	909,650	2
Accounts receivable, net	4,018,085	9	3,366,850	9
Other receivables	266,700	1	233,833	1
Inventories	7,583,322	18	6,652,861	18
Other current assets	501,678	1	528,446	1
Total current assets	20,117,208	47	17,140,231	45
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current	1,948,502	4	2,411,941	6
Investments accounted for under equity method	2,968,544	7	2,576,042	7
Property, plant and equipment	13,568,513	31	10,506,134	28
Right-of-use assets	1,559,545	4	1,628,017	4
Investment property	1,507,972	3	1,522,697	4
Intangible assets	663,086	2	739,458	2
Deferred income tax assets	663,709	2	536,615	1
Other non-current assets	219,210	-	927,242	3
Total non-current assets	23,099,081	53	20,848,146	55
TOTAL	\$ 43,216,289	100	\$ 37,988,377	100

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

LIABILITIES AND STOCKHOLDERS' EQUITY	2024		2023	
	Amount	%	Amount	%
CURRENT LIABILITIES				
Short-term borrowings	\$ 4,727,801	11	\$ 4,580,149	12
Short-term bills payable	99,950	-	-	-
Financial liabilities at fair value through profit or loss - current	217	-	18,531	-
Accounts payable	2,694,587	6	2,091,719	5
Accounts payable - related parties	73,628	-	59,179	-
Other payables	1,877,034	4	1,472,539	4
Current income tax liabilities	229,268	1	357,994	1
Lease liabilities - current	163,994	-	144,672	-
Current portion of long-term borrowings	607,555	2	1,494,060	4
Other current liabilities	366,246	1	214,590	1
Total current liabilities	10,840,280	25	10,433,433	27
NON-CURRENT LIABILITIES				
Long-term bank borrowings	6,308,861	15	3,182,586	8
Provisions - non-current	255,971	1	241,016	1
Non-current income tax liabilities	28,831	-	98,026	-
Deferred income tax liabilities	2,204,806	5	1,617,177	4
Lease liabilities - non-current	442,737	1	535,336	2
Other non-current liabilities	1,347,551	3	1,079,009	3
Total non-current liabilities	10,588,757	25	6,753,150	18
Total liabilities	21,429,037	50	17,186,583	45
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY				
Common stock	8,257,099	19	8,257,099	22
Capital surplus	57,219	-	179,833	-
Retained earnings				
Legal reserve	4,713,729	11	4,647,059	12
Unappropriated earnings	4,807,066	11	4,135,538	11
Total retained earnings	9,520,795	22	8,782,597	23
Other equity	2,516,380	6	2,202,291	6
Total equity attributable to shareholders of the Company	20,351,493	47	19,421,820	51
NON-CONTROLLING INTERESTS	1,435,759	3	1,379,974	4
Total equity	21,787,252	50	20,801,794	55
TOTAL	\$ 43,216,289	100	\$ 37,988,377	100

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 37,208,665	100	\$ 31,426,889	100
OPERATING COSTS	33,093,008	89	28,118,423	90
GROSS PROFIT	4,115,657	11	3,308,466	10
OPERATING EXPENSES				
Selling expenses	1,364,313	4	1,130,137	4
General and administrative expenses	1,121,308	3	1,064,844	3
Research and development expenses	427,402	1	396,693	1
Expected credit loss (reversed) on trade receivables	3,864	-	(2,528)	-
Total operating expenses	2,916,887	8	2,589,146	8
OTHER INCOME AND EXPENSES, NET	178,211	1	228,596	1
OPERATING PROFIT	1,376,981	4	947,916	3
NON-OPERATING INCOME AND EXPENSES				
Interest income	250,018	1	232,025	1
Other income	174,325	-	122,359	-
Other gains and losses	(262,570)	(1)	48,424	-
Finance costs	(399,632)	(1)	(347,572)	(1)
Share of gain of associates and joint ventures accounted for under equity method	643,736	2	420,931	1
Total non-operating income	405,877	1	476,167	1
PROFIT BEFORE INCOME TAX	1,782,858	5	1,424,083	4
INCOME TAX EXPENSE	734,205	2	457,156	1
NET PROFIT FOR THE YEAR	1,048,653	3	966,927	3
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	29,831	-	(13,318)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	(219,184)	(1)	988,993	3
Income tax related to items that will not be reclassified subsequently to profit or loss	(102,847)	-	(22,937)	-
	(292,200)	(1)	952,738	3
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	978,748	2	(167,058)	-
Share of the other comprehensive income of associates and joint ventures accounted for using equity method	(109,519)	-	9,438	-
	869,229	2	(157,620)	-
Other comprehensive income for the year, net of income tax	577,029	1	795,118	3
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 1,625,682	4	\$ 1,762,045	6
NET INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 862,265	2	\$ 680,018	2
Non-controlling interests	186,388	1	286,909	1
	\$ 1,048,653	3	\$ 966,927	3
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 1,390,828	4	\$ 1,532,931	5
Non-controlling interests	234,854	-	229,114	1
	\$ 1,625,682	4	\$ 1,762,045	6
EARNINGS PER SHARE				
Basic	\$ 1.04		\$ 0.82	
Diluted	\$ 1.04		\$ 0.82	

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of Parent											
	Retained Earnings					Total Other Equity Interest						
	Common stock	Capital surplus	Legal reserve	Unappropriated Retained Earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Gains (losses) on hedging instruments	Total	Total equity attributable to owners of parent	Non-controlling interests	Total equity
BALANCE AT JANUARY 1, 2023	\$ 8,257,099	51,725	4,463,584	4,544,080	9,007,664	251,770	1,004,081	(45,789)	1,210,062	18,526,550	2,204,713	20,731,263
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	183,475	(183,475)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	(891,767)	(891,767)	-	-	-	-	(891,767)	-	(891,767)
Cash dividends distributed to non-controlling interests by subsidiaries	-	-	-	-	-	-	-	-	-	-	(163,335)	(163,335)
Other changes in capital surplus	-	1,561	-	-	-	-	-	-	-	1,561	-	1,561
Net profit for the year ended December 31, 2023	-	-	-	680,018	680,018	-	-	-	-	680,018	286,909	966,927
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	(13,318)	(13,318)	(102,945)	966,056	3,120	866,231	852,913	(57,795)	795,118
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	666,700	666,700	(102,945)	966,056	3,120	866,231	1,532,931	229,114	1,762,045
Difference between the actual acquisition price and the book value of the subsidiary	-	126,547	-	-	-	125,998	-	-	125,998	252,545	(890,518)	(637,973)
BALANCE AT DECEMBER 31, 2023	8,257,099	179,833	4,647,059	4,135,538	8,782,597	274,823	1,970,137	(42,669)	2,202,291	19,421,820	1,379,974	20,801,794
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	66,670	(66,670)	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	(338,541)	(338,541)	-	-	-	-	(338,541)	-	(338,541)
Cash dividends distributed to non-controlling interests by subsidiaries	-	-	-	-	-	-	-	-	-	-	(179,069)	(179,069)
Cash dividends from capital surplus	-	(123,856)	-	-	-	-	-	-	-	(123,856)	-	(123,856)
Other changes in capital surplus	-	1,242	-	-	-	-	-	-	-	1,242	-	1,242
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	183,865	183,865	-	(183,865)	-	(183,865)	-	-	-
Net profit for the year ended December 31, 2024	-	-	-	862,265	862,265	-	-	-	-	862,265	186,388	1,048,653
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	30,609	30,609	816,686	(322,809)	4,077	497,954	528,563	48,466	577,029
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	892,874	892,874	816,686	(322,809)	4,077	497,954	1,390,828	234,854	1,625,682
BALANCE AT DECEMBER 31, 2024	\$ 8,257,099	57,219	4,713,729	4,807,066	9,520,795	1,091,509	1,463,463	(38,592)	2,516,380	20,351,493	1,435,759	21,787,252

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Consolidated net income before tax	\$ 1,782,858	\$ 1,424,083
Depreciation	1,078,923	1,181,146
Amortization	138,380	136,537
Expected credit loss recognized (reversed) on trade receivables	3,864	(2,528)
Interest expense	399,632	347,572
Interest income	(250,018)	(232,025)
Dividend income	(174,325)	(122,359)
Share of profit of associates and joint ventures accounted for using the equity method	(643,736)	(420,931)
Loss on disposal of property, plant and equipment	59,838	6,198
Impairment loss recognized on property, plant and equipment and intangible assets	244,278	-
Transfer to operating costs and inventories	77,952	78,344
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(17,644)	14
Notes receivable	(484,863)	31,288
Accounts receivable	(655,204)	(319,682)
Other receivables	(31,726)	(72,210)
Inventories	(930,461)	839,171
Other current assets	26,768	(19,036)
Financial liabilities at fair value through profit or loss	(18,314)	(18,198)
Accounts payable	602,868	457,436
Accounts payable - related parties	14,449	25,943
Other payables	105,718	(84,148)
Other current liabilities	151,656	(58,317)
Net defined benefit liability	(2,623)	(305)
Other non-current liabilities	(1,101)	22,953
Cash flow generated from operating activities	1,477,169	3,200,946
Interest income received	248,877	216,885
Interest paid	(402,398)	(330,233)
Income taxes paid	(575,216)	(370,313)
Net cash flow generated from operating activities	748,432	2,717,285

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	\$ 248,161	\$ -
Proceeds from capital reduction of investments accounted for using equity method	236,396	-
Payments of property, plant and equipment	(3,051,966)	(1,633,630)
Proceeds from disposal of property, plant and equipment	1,971	1,903
Decrease (increase) in other non-current assets	23,116	(655,806)
Dividends received	285,169	171,204
Compensation for relocation/Government grant	281,859	730,019
Net cash flow used in investing activities	(1,975,294)	(1,386,310)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	26,904,999	26,259,693
Decrease in short-term borrowings	(26,925,288)	(27,807,344)
Increase in short-term commercial paper payable	2,727,000	1,973,000
Decrease in short-term commercial paper payable	(2,627,000)	(2,223,000)
Proceeds from long-term borrowings	4,180,737	2,728,225
Repayments of long-term borrowings	(2,008,162)	(903,715)
Decrease in other long-term commercial paper payable	-	(350,000)
Repayments of lease liabilities	(170,598)	(168,464)
Cash dividends paid	(461,643)	(891,767)
Change in non-controlling interests	-	(637,659)
Cash dividends paid to non-controlling interests	(179,069)	(163,335)
Return of dividends not distributed within the stipulated period	-	2,561
Net cash flow generated from (used in) financing activities	1,440,976	(2,181,805)
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	672,561	(33,634)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	886,675	(884,464)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	5,448,591	6,333,055
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 6,335,266	\$ 5,448,591

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Financial Statements

Independent Auditors’ Report

The Board of Directors and Shareholders

TSRC Corporation

Opinion

We have audited the accompanying parent company only financial statements of TSRC Corporation (the “Corporation”), which comprise the parent company only balance sheet as of December 31, 2024, and the parent company only statement of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the “parent company only financial statements”).

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2024, and its parent company only financial performance and its parent company only cash flows for the year 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 parent company only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. The matter was addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

The key audit matters for the audit of the financial statements of TSRC Corporation for the year ended 2024 are outlined as follows:

The Accuracy and Completeness of Revenue Disclosures from the Transactions within Related Parties

TSRC Corporation’ s operating revenue from related parties amounted to \$731,950 thousand, accounting for 6% of its operating revenue in 2024. As revenue represents a fundamental business activity for corporate sustainability and directly impacts operational performance, coupled with the inherently higher risks associated with related party transactions. In addition, the revenue from related parties in 2024 was significantly higher than the revenue in 2023. Accordingly, the accuracy and completeness of disclosures for these transactions were designated as a key audit matter under IFRS and auditing standards for the year ended December 31, 2024. For detailed disclosures, refer to Notes 26 and 30 in the financial statements.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Key Audit Procedures Performed

1. Understanding and testing the design and operating effectiveness of internal controls related to the compilation and reconciliation of sales transactions with related parties.
2. Obtaining summary reconciliation reports of sales transactions with related parties and performing reconciliation procedures to verify the accuracy and completeness of the total amounts and counterparties involved.
3. Reviewing whether the amounts and counterparties of sales revenue from related parties have been properly and completely disclosed.

Other Matter

The financial statements of the Company for the year ended December 31, 2023 were audited by the other auditors, who issued a unmodified opinion report dated March 7, 2024.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

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

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

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

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

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

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

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

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

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

- (1) To Report 2024 Employees' Compensation and Directors' Compensation
- (2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

- (1) To approve 2024 Business Report and Financial Statements
- (2) To approve 2024 Earnings Distribution
- (3) Amendments to the Company's "Articles of Incorporation"
- (4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

- 1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report
- 2. Comparison Table for Amendment of "Article of Incorporation"
- 3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

- 1. Rules and Procedures of Shareholders' Meeting
- 2. Articles of Incorporation
- 3. Disclosure of Directors' Shareholdings

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

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

The engagement partners on the audits resulting in this independent auditors' report are Tza-Li Gung and Li-Yuan Kuo.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 6, 2025

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION

Balance Sheets

December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024		2023	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash	\$ 48,808	-	\$ 119,128	-
Financial assets at fair value through profit or loss - current	625	-	-	-
Accounts receivable, net	1,535,563	5	1,049,429	4
Accounts receivables from related parties	155,239	1	86,396	-
Other receivables	212,943	1	198,389	1
Inventories	2,095,798	7	1,992,764	7
Other current assets	84,922	-	116,478	-
Total current assets	4,133,898	14	3,562,584	12
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current	1,444,590	5	2,015,236	7
Investments accounted for under equity method	19,657,836	65	18,106,857	64
Property, plant and equipment	2,965,084	10	2,963,365	11
Right-of-use assets	161,111	1	190,273	1
Investment property	1,507,972	5	1,522,697	5
Intangible assets	141,981	-	48,478	-
Deferred income tax assets	95,455	-	21,603	-
Other non-current assets	70,294	-	72,641	-
Total non-current assets	26,044,323	86	24,941,150	88
TOTAL	\$ 30,178,221	100	\$ 28,503,734	100

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

(In Thousands of New Taiwan Dollars)				
LIABILITIES AND STOCKHOLDERS' EQUITY	2024		2023	
	Amount	%	Amount	%
CURRENT LIABILITIES				
Short-term borrowings	\$ 1,952,683	7	\$ 1,936,291	7
Short-term bills payable	99,950	-	-	-
Financial liabilities at fair value through profit or loss - current	-	-	1,227	-
Accounts payable	1,150,553	4	828,910	3
Other payables	663,906	2	628,205	2
Current income tax liabilities	156,075	1	185,206	1
Lease liabilities - current	46,985	-	42,991	-
Current portion of long-term borrowings	509,212	2	1,377,267	5
Other current liabilities	109,537	-	60,848	-
Total current liabilities	4,688,901	16	5,060,945	18
NON-CURRENT LIABILITIES				
Long-term bank borrowings	3,090,941	10	2,464,560	9
Non-current income tax liabilities	28,831	-	98,026	-
Deferred income tax liabilities	1,655,015	6	1,263,147	4
Lease liabilities - non-current	115,839	-	147,737	1
Other non-current liabilities	247,201	1	47,499	-
Total non-current liabilities	5,137,827	17	4,020,969	14
Total liabilities	9,826,728	33	9,081,914	32
EQUITY				
Common stock	8,257,099	27	8,257,099	29
Capital surplus	57,219	-	179,833	-
Retained earnings				
Legal reserve	4,713,729	16	4,647,059	16
Unappropriated earnings	4,807,066	16	4,135,538	15
Total retained earnings	9,520,795	32	8,782,597	31
Other equity	2,516,380	8	2,202,291	8
Total equity	20,351,493	67	19,421,820	68
TOTAL	\$ 30,178,221	100	\$ 28,503,734	100

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 12,684,055	100	\$ 10,449,554	100
OPERATING COSTS	11,155,058	88	9,001,724	86
GROSS PROFIT	1,528,997	12	1,447,830	14
UNREALIZED LOSS ON TRANSACTIONS	(6,322)	-	(8,543)	-
OPERATING EXPENSES				
Selling expenses	484,161	4	405,037	4
General and administrative expenses	623,897	5	541,539	5
Research and development expenses	280,113	2	264,125	3
Expected credit reversed on trade receivables	(367)	-	(806)	-
Total operating expenses	1,387,804	11	1,209,895	12
OTHER INCOME AND EXPENSES, NET	236,509	2	269,015	3
OPERATING PROFIT	384,024	3	515,493	5
NON-OPERATING INCOME AND EXPENSES				
Interest income	4,035	-	3,558	-
Other income	131,859	1	100,898	1
Other gains and losses	3,066	-	34,172	-
Finance costs	(182,053)	(1)	(153,560)	(1)
Share of profit of subsidiaries and associates	871,641	7	426,984	4
Total non-operating income	828,548	7	412,052	4
PROFIT BEFORE INCOME TAX	1,212,572	10	927,545	9
INCOME TAX EXPENSE	350,307	3	247,527	2
NET PROFIT FOR THE YEAR	862,265	7	680,018	7
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	29,831	-	(13,318)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	(322,485)	(2)	828,956	8
Share of other comprehensive income of subsidiaries and associates	103,301	1	160,037	1
Income tax related to items that will not be reclassified subsequently to profit or loss	(102,847)	(1)	(22,937)	-
	(292,200)	(2)	952,738	9
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	816,686	6	(102,945)	(1)
Share of the other comprehensive income of subsidiaries and associates	4,077	-	3,120	-
	820,763	6	(99,825)	(1)
Other comprehensive income for the period, net of income tax	528,563	4	852,913	8
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	\$ 1,390,828	11	\$ 1,532,931	15
EARNINGS PER SHARE				
Basic	\$ 1.04		\$ 0.82	
Diluted	\$ 1.04		\$ 0.82	

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION

Statements of Changes in Equity

For the years ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	Retained earnings					Total Other Equity Interest				
	Common stock	Capital surplus	Legal reserve	Unappropriated retained earnings	Total	Exchange Differences on Translation of the Financial Statements of Foreign operations	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Gain (Loss) on Hedging Instruments	Total	Total equity
BALANCE AT JANUARY 1, 2023	\$ 8,257,099	51,725	4,463,584	4,544,080	9,007,664	251,770	1,004,081	(45,789)	1,210,062	18,526,550
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	183,475	(183,475)	-	-	-	-	-	-
Cash dividends	-	-	-	(891,767)	(891,767)	-	-	-	-	(891,767)
Other changes in capital surplus	-	1,561	-	-	-	-	-	-	-	1,561
Net profit for the year ended December 31, 2023	-	-	-	680,018	680,018	-	-	-	-	680,018
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	(13,318)	(13,318)	(102,945)	966,056	3,120	866,231	852,913
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	666,700	666,700	(102,945)	966,056	3,120	866,231	1,532,931
Difference between the actual acquisition price and the book value of the subsidiary	-	126,547	-	-	-	125,998	-	-	125,998	252,545
BALANCE AT DECEMBER 31, 2023	8,257,099	179,833	4,647,059	4,135,538	8,782,597	274,823	1,970,137	(42,669)	2,202,291	19,421,820
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	66,670	(66,670)	-	-	-	-	-	-
Cash dividends	-	-	-	(338,541)	(338,541)	-	-	-	-	(338,541)
Cash dividends from capital surplus	-	(123,856)	-	-	-	-	-	-	-	(123,856)
Other changes in capital surplus	-	1,242	-	-	-	-	-	-	-	1,242
Net profit for the year ended December 31, 2024	-	-	-	862,265	862,265	-	-	-	-	862,265
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	30,609	30,609	816,686	(322,809)	4,077	497,954	528,563
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	892,874	892,874	816,686	(322,809)	4,077	497,954	1,390,828
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	183,865	183,865	-	(183,865)	-	(183,865)	-
BALANCE AT DECEMBER 31, 2024	\$ 8,257,099	57,219	4,713,729	4,807,066	9,520,795	1,091,509	1,463,463	(38,592)	2,516,380	20,351,493

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

TSRC CORPORATION

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income before tax	\$ 1,212,572	\$ 927,545
Depreciation	284,999	260,766
Amortization	27,255	21,459
Expected credit recognized reversed on trade receivables	(367)	(806)
Finance costs	182,053	153,560
Interest income	(4,035)	(3,558)
Dividend income	(131,859)	(100,898)
Share of profit of subsidiary and associates accounted for under equity method	(871,641)	(426,984)
Loss on disposal of property, plant and equipment	26,913	-
Unrealized loss on transactions	(6,322)	(8,543)
Transfer to operating costs and inventories	30,583	31,059
Changes in operating assets and liabilities:		
Financial assets at fair value through profit or loss	(625)	14
Accounts receivable	(485,767)	(53,238)
Accounts receivable from related parties	(68,843)	13,736
Other receivables	(14,554)	(19,659)
Inventories	(103,034)	37,330
Other current assets	31,556	(14,531)
Change in technical valuation	(42,436)	27,242
Financial liabilities at fair value through profit or loss	(1,227)	(2,438)
Accounts payable	321,643	256,441
Other payables	31,089	(42,152)
Other current liabilities	48,689	(7,342)
Net defined benefit liability	(2,623)	(305)
Other non-current liabilities gain (loss)	4,178	(152)
Cash flow generated from operating activities	468,197	1,048,546
Interest income received	4,035	3,581
Interest paid	(178,009)	(152,229)
Income taxes paid	(234,242)	(71,568)
Net cash flow generated from operating activities	59,981	828,330

[Home page](#)

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

(In Thousands of New Taiwan Dollars)		
	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	\$ 248,161	\$ -
Payments of property, plant and equipment	(297,559)	(316,251)
Acquisition of intangible assets	(100,919)	-
Decrease (increase) in other non-current assets	2,347	(24,444)
Dividends received	654,099	309,711
Net cash flow generated from (used in) investing activities	506,129	(30,984)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term borrowings	17,610,846	17,832,260
Decrease in short-term borrowings	(17,594,454)	(18,977,154)
Increase in short-term commercial paper payable	2,727,000	1,973,000
Decrease in short-term commercial paper payable	(2,627,000)	(2,223,000)
Proceeds from long-term borrowings	1,135,593	2,077,720
Repayments of long-term borrowings	(1,377,267)	(521,185)
Decrease in other long-term commercial paper payable	-	(350,000)
Repayments of lease liabilities	(49,505)	(50,449)
Cash dividends paid	(461,643)	(891,767)
Return of dividends not distributed within the stipulated period	-	2,561
Net cash flow (used in) financing activities	(636,430)	(1,128,014)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(70,320)	(330,668)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	119,128	449,796
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 48,808	\$ 119,128

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Audit Report of Audit Committee

To:

2025 Annual Shareholders' Meeting

Audit Report of Audit Committee

The Board of Directors has proposed the Company's 2024 Business Report, Financial Statements, and distribution of earnings. Financial Statements have been audited by Deloitte and an audit report is accordingly issued.

The Proposal of Business Report, Financial Statements, and distribution have been examined and deemed as fairly presented by Audit Committee. This Audit Report is duly submitted in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of The Company Act. Submission for perusal.

Sean Chao
The convener of Audit Committee TSRC Corporation
Date: March 6, 2025

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Comparison Table for Amendment of "Article of Incorporation"

Amended Article	Current Article	Description
<p>Article 28-1</p> <p>If there is profit at the end of each fiscal year, a ratio of no less than one percent (1%) of the profit shall be allocated as employees' compensation and not more than one percent (1%) of the profit shall be allocated as directors' compensation.</p> <p><u>At least 0.6 percent of the profit shall be reserved from the employees' compensation mentioned in the preceding paragraph for distribution to non-executive employees.</u></p> <p>The amount of directors' compensation and the regulation governing the employees' compensation as mentioned in <u>paragraph 1</u> shall be decided by the Board of Directors.</p>	<p>Article 28-1</p> <p>If there is profit at the end of each fiscal year, a ratio of no less than one percent (1%) of the profit shall be allocated as employees' compensation and not more than one percent (1%) of the profit shall be allocated as directors' compensation.</p> <p>The amount of directors' compensation and the regulation governing the employees' compensation as mentioned in <u>the preceding paragraph</u> shall be decided by the Board of Directors.</p>	<p>This article is amended in accordance with Article 14, Paragraph 6 of the Securities and Exchange Act,</p>
<p>Article 35</p> <p>These Articles of Incorporation was established on July 27, 1973. The first amendment of the Articles of Incorporation was made on June 25, 1974. The second amendment of the Articles of Incorporation was made on April 23, 1975. The third amendment of the Articles of Incorporation was made on February 27, 1976. The fourth amendment of the Articles of Incorporation was made on June 30, 1976. The fifth amendment of the Articles of Incorporation was made on April 26, 1977. The sixth amendment of the Articles of Incorporation was made on June 20, 1979. The seventh amendment of the Articles of Incorporation was made on May 23, 1980. The eighth amendment of the Articles of Incorporation was made on May 11, 1981. The ninth amendment of the Articles of Incorporation was made on November 25, 1981. The tenth amendment of the Articles of Incorporation was made on May 24, 1983. The eleventh amendment of the Articles of Incorporation was made on May 23, 1984. The twelfth</p>	<p>Article 35</p> <p>These Articles of Incorporation was established on July 27, 1973. The first amendment of the Articles of Incorporation was made on June 25, 1974. The second amendment of the Articles of Incorporation was made on April 23, 1975. The third amendment of the Articles of Incorporation was made on February 27, 1976. The fourth amendment of the Articles of Incorporation was made on June 30, 1976. The fifth amendment of the Articles of Incorporation was made on April 26, 1977. The sixth amendment of the Articles of Incorporation was made on June 20, 1979. The seventh amendment of the Articles of Incorporation was made on May 23, 1980. The eighth amendment of the Articles of Incorporation was made on May 11, 1981. The ninth amendment of the Articles of Incorporation was made on November 25, 1981. The tenth amendment of the Articles of Incorporation was made on May 24, 1983. The eleventh amendment of the Articles of Incorporation was made on May 23, 1984. The twelfth</p>	<p>Added the date of the amendments.</p>

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Amended Article	Current Article	Description
amendment of the Articles of Incorporation was made on April 26, 1985. The thirteenth amendment of the Articles of Incorporation was made on April 29, 1986. The fourteenth amendment of the Articles of Incorporation was made on April 29, 1987. The fifteenth amendment of the Articles of Incorporation was made on May 10, 1988. The sixteenth amendment of the Articles of Incorporation was made on May 12, 1989. The seventeenth amendment of the Articles of Incorporation was made on April 12, 1990. The eighteenth amendment of the Articles of Incorporation was made on April 24, 1991. The nineteenth amendment of the Articles of Incorporation was made on May 14, 1992. The twentieth amendment of the Articles of Incorporation was made on May 20, 1993. The twenty-first amendment of the Articles of Incorporation was made on June 27, 1995. The twenty-second amendment of the Articles of Incorporation was made on June 16, 1996. The twenty-third amendment of the Articles of Incorporation was made on May 24, 1997. The twenty-fourth amendment of the Articles of Incorporation was made on May 26, 1998. The twenty-fifth amendment of the Articles of Incorporation was made on May 29, 1999. The twenty-sixth amendment of the Articles of Incorporation was made on May 27, 2000. The twenty-seventh amendment of the Articles of Incorporation was made on June 20, 2001. The twenty-eighth amendment of the Articles of Incorporation was made on May 30, 2003. The twenty-ninth amendment of the Articles of Incorporation was made on May 31, 2005. The thirtieth amendment of the Articles of Incorporation was made on June 13, 2008. The thirty-first amendment of the Articles of .	amendment of the Articles of Incorporation was made on April 26, 1985. The thirteenth amendment of the Articles of Incorporation was made on April 29, 1986. The fourteenth amendment of the Articles of Incorporation was made on April 29, 1987. The fifteenth amendment of the Articles of Incorporation was made on May 10, 1988. The sixteenth amendment of the Articles of Incorporation was made on May 12, 1989. The seventeenth amendment of the Articles of Incorporation was made on April 12, 1990. The eighteenth amendment of the Articles of Incorporation was made on April 24, 1991. The nineteenth amendment of the Articles of Incorporation was made on May 14, 1992. The twentieth amendment of the Articles of Incorporation was made on May 20, 1993. The twenty-first amendment of the Articles of Incorporation was made on June 27, 1995. The twenty-second amendment of the Articles of Incorporation was made on June 16, 1996. The twenty-third amendment of the Articles of Incorporation was made on May 24, 1997. The twenty-fourth amendment of the Articles of Incorporation was made on May 26, 1998. The twenty-fifth amendment of the Articles of Incorporation was made on May 29, 1999. The twenty-sixth amendment of the Articles of Incorporation was made on May 27, 2000. The twenty-seventh amendment of the Articles of Incorporation was made on June 20, 2001. The twenty-eighth amendment of the Articles of Incorporation was made on May 30, 2003. The twenty-ninth amendment of the Articles of Incorporation was made on May 31, 2005. The thirtieth amendment of the Articles of Incorporation was made on June 13, 2008. The thirty-first amendment of the Articles of .	

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Amended Article	Current Article	Description
Incorporation was made on June 10, 2011. The thirty-second amendment of the Articles of Incorporation was made on June 6, 2012 The thirty-third amendment of the Articles of Incorporation was made on June 11, 2014. The thirty-fourth amendment of the Articles of Incorporation was made on June 10, 2015. The thirty-fifth amendment of the Articles of Incorporation was made on June 24, 2016. The thirty-sixth amendment of the Articles of Incorporation was made on June 21, 2018. The thirty-seventh amendment of the Articles of Incorporation was made on June 6, 2019. The thirty-eighth amendment of the Articles of Incorporation was made on June 19, 2020. The thirty-ninth amendment of the Articles of Incorporation was made on was made on June 17, 2022, <u>40th amendment is made on June 3, 2025.</u>	Incorporation was made on June 10, 2011. The thirty-second amendment of the Articles of Incorporation was made on June 6, 2012 The thirty-third amendment of the Articles of Incorporation was made on June 11, 2014. The thirty-fourth amendment of the Articles of Incorporation was made on June 10, 2015. The thirty-fifth amendment of the Articles of Incorporation was made on June 24, 2016. The thirty-sixth amendment of the Articles of Incorporation was made on June 21, 2018. The thirty-seventh amendment of the Articles of Incorporation was made on June 6, 2019. The thirty-eighth amendment of the Articles of Incorporation was made on June 19, 2020. The thirty-ninth amendment of the Articles of Incorporation was made on was made on June 17, 2022.	

Attachment 3

Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

Amended Article	Current Article	Description
5. Operating Procedures 5.8.2 For fund lending between offshore subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company, or fund lending to the Company by offshore subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company, the <u>total amount available for such fund-lending</u> shall not exceed 100% of the lender' s net worth as stated in its latest financial statements audited, certified, or reviewed by a CPA; <u>the total loan amount available for such loans</u> to one single entity shall not exceed <u>100%</u> of the lender' s net worth as stated in its latest financial statements audited, certified, or reviewed by a CPA.	5. Operating Procedures 5.8.2 For fund lending between offshore subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company, or fund lending to the Company by offshore subsidiaries whose voting shares are 100% owned, directly or indirectly, by the Company, the loan amount shall not exceed 100% of the lender' s net worth as stated in its latest financial statements audited, certified, or reviewed by a CPA; <u>the loan amount</u> to one single entity shall not exceed <u>50%</u> of the lender' s net worth as stated in its latest financial statements audited, certified, or reviewed by a CPA.	1. To amend the wordings to clearly define lending limit. 2. To increase the lending limit to a single entity to meet operating needs.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Appendix 1

Rules and Procedures of Shareholders' Meeting

Amended on June 10, 2015

- 1. The shareholders' meeting of the Company shall be conducted in accordance with these Rules and Procedures for Shareholders' Meeting (the "Rules").
- 2. The shareholders (or their proxies) attending the shareholders' meeting shall hand their attendance cards to the Company in lieu of signing in. The number of shares present in the meeting will be calculated based on the shares indicated by the attendance cards and plus the number of shares that have exercised their voting rights electronically. Any proxy that is not a shareholder of the Company and any proxy solicitor shall bring their IDs for the verification of their identities.

The following shares of the Company shall have no voting rights and will not be counted toward the total number of issued shares and the number of shares in attendance:

- (1) shares held by the Company pursuant to the law.
- (2) shares held by any subsidiary in which the Company holds more than 50% of all issued voting shares or of which the Company holds more than 50% of the aggregate capital.
- (3) shares held by other companies in which the Company and its subsidiaries hold, either directly or indirectly, more than 50% of all issued voting shares or of which the Company and its subsidiaries hold more than 50% of the aggregate capital.

- 2-1. The chair of the meeting may appoint designated attorneys, certified public accountants or other relevant personnel to attend the shareholders' meeting in non-voting capacity.

The chair may also direct personnel organizing the shareholders' meeting and the proctors (or security officers) maintaining the on-site order to assist with the proceeding of the meeting, provided that those individuals shall wear a badge or armband.

- 3. The chair shall call the meeting to order at the designated meeting time; provided, however, that if the shareholders present at the shareholders' meeting do not represent more than 50% of the total number of the issued shares, the chair may announce postponement of the meeting up to two times. The postponement shall last less than one hour in the aggregate. If, after two postponements, the quorum is still not met, but the shareholders present at the meeting can represent more than one-third the total number of the issued shares, a tentative resolution may be made pursuant to Article 175, Paragraph 1 of the Company Act.

When, prior to the conclusion of the meeting, the shareholders present at the meeting represent more than 50% of the total number of the issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

- 4. The meeting agenda shall be set by the Board of Directors, and the meeting shall proceed in accordance with the order of the agenda which may not be changed without a resolution of the shareholders' meeting.

The chair may not declare the meeting adjourned prior to the completion of the meeting agenda (including extraordinary motions) as decided under the preceding paragraph, except by way of the resolution of the shareholders' meeting.

Once the meeting is adjourned, any shareholder may not elect another chairperson to resume the meeting either at the original or a different venue. However, if the chair declares the meeting adjourned in violation of the Rules, a new chair may be elected by a majority vote of the shareholders present at the meeting and resume the shareholders' meeting.

If there is amendment to or substitute for a proposal, the chair shall decide the order of voting on the proposal, the amendment or the substitute. If any of them is passed at the meeting, the others will be deemed as vetoed and no further voting shall be required.

The chair of the meeting shall preside over the discussion and order of voting in relation to each proposal moved as an extraordinary motion.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

- 4-1. The Board of Directors shall specify, in the ordinary shareholders' meeting handbook, the reasons for not including any proposal submitted by shareholder in the meeting agenda. Such proposal will not be included in the meeting agenda nor will it be recorded in the meeting minutes.

If any shareholder-submitted proposal may be listed in the meeting agenda under paragraph 3 of Article 4-2 of the Procedure Rules of the Board of Directors Meeting, the chair of the shareholders' meeting shall combine it with other proposals of similar nature and paragraph 5 of Article 4 above shall apply mutatis mutandis.

- 4-2. If any shareholder appoints a juristic person who is not a shareholder of the Company as a proxy to attend the shareholders' meeting, such juristic person shall designate only one person to attend and speak on the shareholder's behalf.

Only one person shall be designated to speak as a representative of any government or corporate shareholder who appoints two or more representatives to attend the shareholders' meeting, or who attends the shareholders' meeting as a proxy on behalf of another shareholder.

- 4-3. If the shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board of Directors (the "Chairperson"). The Vice Chairperson shall act on behalf of the Chairperson if the Chairperson is on leave or for any reason unable to exercise his or her powers as Chairperson. If there is no Vice Chairperson or the Vice Chairperson is also on leave or for any reason unable to exercise the powers of his or her position, the Chairperson shall appoint a director to act on his or her behalf, or if no such director is appointed, the directors shall select one person from among themselves to serve as the chair of the meeting. If the shareholders' meeting is convened by any other party with the power to convene, such convening party shall serve as the chair of the meeting, and if there are two or more such convening parties, a chair shall be mutually selected from among themselves.

5. Before speaking, an attending shareholder who wishes to speak must specify on a speaker's slip the subject of the speech, attendance card number and name. The chair of the meeting will decide the order in which the shareholders speak. Any attending shareholder 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 will prevail.

6. Each shareholder may speak to inquire any report matter on the agenda only after all report matters have been read out or briefed by the chair of the meeting or the designee thereof. Any shareholder may not speak more than twice, and each time may not exceed five minutes. However, with the consent of the chair, the duration of the speech may be extended for another five minutes but only once.

The duration and the number of times for which each shareholder may speak on each proposal for ratification or discussion, or each extraordinary motion shall be in accordance with the preceding paragraph.

During the section of extraordinary motion, the duration and the number of times for which each shareholder may speak on a matter not constituting a proposal shall be in accordance with paragraph 1 of this Article 6.

- 6-1. After the speech of a shareholder, the chair may respond in person or appoint any relevant personnel to respond.

7. If any shareholder's speech exceeds the stipulated duration of time or the scope of the agenda items, the chair may discontinue the speech. If afterwards the shareholder still goes on speaking or otherwise act in any manner that impedes the proceeding of the meeting, the chair may direct the proctors (or security officers) to maintain the order on-site or take necessary measures to keep the meeting moving smoothly.

When one shareholder is speaking, the other shareholders at the meeting may not speak or interrupt unless with the consent of the chair and the shareholder who is taking the floor. The chair shall stop any shareholder from violating the aforementioned provision and will take necessary measures as set forth in the preceding paragraph.

8. During discussion of the proposals, the chair of the meeting may give the order to end the discussion and put the matter to the vote.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

- (1) To Report 2024 Employees' Compensation and Directors' Compensation
- (2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

- (1) To approve 2024 Business Report and Financial Statements
- (2) To approve 2024 Earnings Distribution
- (3) Amendments to the Company's "Articles of Incorporation"
- (4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

- 1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report
- 2. Comparison Table for Amendment of "Article of Incorporation"
- 3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

- 1. Rules and Procedures of Shareholders' Meeting
- 2. Articles of Incorporation
- 3. Disclosure of Directors' Shareholdings

- 9. The passage of any proposal at the meeting shall require an affirmative vote of an absolute majority of the voting rights represented by the shareholders present at the meeting except as otherwise provided in the Company Act and in the Company's Articles of Incorporation,. However, the election of directors shall be conducted in accordance with the Rules for Election of Directors.

The shareholders may exercise their voting rights either by correspondence or by electronic means. The exercise method shall be specified in the notice of the shareholders' meeting.

Any shareholder exercising voting rights by correspondence or by 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 the original proposals of that meeting.

The resolution result of the proposals shall be specified in detail in the meeting minutes.
- 9-1. Two vote monitoring personnel and several counting personnel shall be appointed by the chair of the meeting when the proposals are put to the vote, provided that all vote monitoring personnel shall be shareholders of the Company. The votes on the ballots will not be read aloud during the counting process. The result of voting shall be announced on site and recorded at the meeting.
- 10. In case that all vote monitoring personnel believe any of the following situations occurs, the relevant ballot shall be considered invalid:
 - (1) The ballot paper is not made and printed by the Board of Directors or is not in the form and format specified by the chair of the meeting.
 - (2) The ballot is blank and cast into the ballot box.
 - (3) The ballot is damaged or marked with blurry writing that makes the voter's decision unreadable.
 - (4) The ballot is tampered or filled in with other texts or symbols.
 - (5) The ballot is marked to vote both for and against a proposal.
 - (6) Other scenarios where it is hard to determine whether the voter is for or against a proposal.
- 11. If any shareholder disputes the voting process, vote counting method, or validity of any ballot, the voting monitoring personnel shall write down such shareholders' shareholder account number, number of shares held and argument, and then archive this record after it is signed or affixed with the seal imprint.
- 12. The chair may in his or her discretion announce breaks during the meeting.

If there is any air raid alert or other events that disrupt the meeting, the meeting shall be suspended immediately and be resumed one hour after the event or lifting of the air raid alert.
- 13. The procedure, proceedings, resolution method and all other relevant matters of the shareholders' meeting shall be governed by the Rules. Any matter not contained herein shall be decided by the chair of the meeting unless expressly provided in the Company Act, Securities and Exchange Act, or the Articles of Incorporation of the Company.
- 14. The Rules and any amendment thereof shall become effective upon the approval of the shareholders' meeting.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Appendix 2

Articles of Incorporation

Amended on June 17, 2022

Chapter 1 General Provisions

Article 1	The Company shall be incorporated under the Company Act of the Republic of China. Its Chinese name shall be 台橡股份有限公司 and its English name shall be TSRC Corporation.
Article 2	The business scope of the Company shall be as follows: <div><div>1. C801060 Synthetic Rubber Manufacturing</div><div>2. C804020 Industrial Rubber Products Manufacturing</div><div>3. C804990 Other Rubber Products Manufacturing</div><div>4. D101040 Non-Public Electric Power Generation</div><div>5. D401010 Thermal Energy Supply</div><div>6. F401010 International Trade</div><div>7. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</div></div>
Article 2-1	The aggregate amount of re-investment made by the Company into other businesses as a limited liability shareholder shall not be restricted by the limit of forty percent (40%) of the amount of the Company's paid-in capital.
Article 2-2	The Company may act as a guarantor where required by the business operation or investment of the Company.
Article 3	The Company shall have its head office in Kaohsiung City, and may, establish branch offices or factories at suitable locations within or outside the territories of the Republic of China. The establishment, change or termination of any such office or factory shall be made pursuant to a resolution of the board of directors of the Company ("Board of Directors")
Article 4	Public announcements of the Company shall be made in accordance with the Company Act.

Chapter 2 Shares

Article 5	<div>The authorized capital of the Company shall be twelve billion New Taiwan Dollars (NT\$12,000,000,000), divided into one billion and two hundred million (1,200,000,000) shares of a par value of ten New Taiwan Dollar each (NT\$10), which may be issued by the Board of Directors in installments according to the actual needs.</div> <div>Share certificates may not need to be issued in respect of any share issued by the Company, or in case of any new share issued, a consolidated share certificate may be printed to represent the total number of the new shares to be issued at the same time of issue, and in such case, the share certificate shall be either registered with or in the custody of a centralized securities depository enterprise.</div>
Article 6	[Deleted]
Article 7	Unless otherwise stipulated not to print physical share certificates for shares issued by the Company, the share certificates of the Company shall bear the shareholder's name and be issued in accordance with the Company Act and other applicable laws and regulations unless otherwise requires.
Article 8	[Deleted]
Article 9	Any share transfer, creation of share pledge, reporting of loss, inheritance, gifting of shares, change or reporting of loss of specimen seal, or change of address by the shareholder of the Company shall be made in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies and other applicable laws and regulations.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Article 10 Registration for change of shareholder or transfer of shares shall be suspended for a period of sixty (60) days prior to a general shareholders' meeting, thirty (30) prior to an extraordinary shareholders' meeting, or five (5) days prior to the day on which dividends, bonuses, or any other benefits are scheduled to be paid by the Company.

Article 11 [Deleted]

Chapter 3 Shareholders' Meeting

Article 12 Shareholders' meetings of the Company are of two kinds: (1) general meeting and (2) extraordinary meeting. The general meeting shall be convened at least once a year within six (6) months after close of each fiscal year. The extraordinary meeting shall be convened whenever necessary in accordance with the applicable laws and regulations.

The meeting notice for the general meeting shall be given to each shareholder no less than thirty (30) days in advance, and for the extraordinary meeting, no less than fifteen (15) days in advance; provided, however, that a public announcement may be made in lieu of meeting notice for shareholders who each holds less than one thousand (1,000) bearer shares in the Company.

Article 12-1 The shareholders' meeting of the Company may be conducted through video conference or other means as announced by the competent authority.

Video conference for the shareholders' meeting shall be held in accordance with the applicable laws, regulations, and the Rules of Procedure for Shareholders' Meetings of the Company.

Article 13 The shareholders' meeting shall be chaired by the Chairperson of the Board of Directors (the "Chairperson"). If the shareholders' meeting is convened by any other party with the power to convene, such convening party shall serve as the chair of the meeting, and if there are two (2) or more such convening parties, a chair shall be mutually selected from among themselves.

Article 14 Each shareholder shall be entitled to one vote for each share held unless otherwise provided in the laws and regulations.

A shareholder, if unable to attend the shareholders' meeting in person, may appoint one proxy to attend on his/her/its behalf by providing a power of attorney in the form printed by the Company and specifying the scope of power authorized to the proxy.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two (2) or more shareholders, the number of voting rights represented by such proxy, if exceeding three percent (3%) of the total number of issued shares of the Company, the excessive portion of the voting rights shall not be counted.

Any shareholder's power of attorney shall be served to the Company no later than five (5) days prior to the date of the shareholders' meeting. In case that two (2) or more copies of the same power of attorney are received from one (1) shareholder, the first one received by the Company shall prevail unless an explicit statement to revoke the previous version is made in the power of attorney which comes later.

After the power of attorney of the shareholder is served to the Company, in case the shareholder issuing the said power of attorney intends to attend the shareholders' meeting in person or to exercise his/her/its voting rights in writing or by electronic means, a written proxy rescission notice shall be provided to the Company two (2) days prior to the date of the shareholders' meeting. If such proxy rescission notice is delayed, the voting rights exercised by the authorized proxy at the meeting will prevail.

Article 15 A resolution of the shareholders' meeting shall, unless otherwise provided by the laws, the regulations, and these articles of incorporation of the Company, be passed by a majority of the shareholders who are present and entitled to vote at the meeting with a quorum of shareholders representing more than fifty percent (50%) of the total number of the issued shares of the Company.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Chapter 4 Directors

Article 16	<p>The Company shall have five (5) to nine (9) directors, and the actual number of directors to be elected shall be decided by the resolution of the Board of Directors.</p> <p>The directors shall be elected at the shareholders' meeting from among the individuals who have legal capacity. The total number of shares held by all directors in the Company shall comply with the regulations of the securities regulatory authority.</p> <p>A candidates nomination system as set forth in Article 192-1 of the Company Act shall be adopted for the election of the directors. The shareholders shall elect the directors from the nominees listed in the roster of director candidates.</p>
Article 16-1	<p>The number of directors provided in the preceding clause to constitute the Board of Directors shall include three (3) independent directors. The independent directors and the non-dependent directors shall be elected at the same time but the elected number of the independent directors and the non-dependent directors shall be calculated separately.</p> <p>The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and election, performance of duties and power, and other requirements with regards to the independent directors shall be governed by the Securities and Exchange Act and other relevant laws and regulations.</p>
Article 16-2	<p>The Company shall establish an audit committee consisting of all independent directors in accordance with the laws and regulations. The duties, power and other relevant requirements of the audit committee and its members shall be governed by the Securities and Exchange Act and other relevant laws.</p>
Article 17	<p>The term of office for directors shall three (3) years. and all directors may be eligible for re-election.</p>
Article 18	<p>The directors shall elect one (1) Chairperson from among themselves and such Chairperson shall externally represent the Company.</p> <p>The Chairperson shall appoint one (1) director to act on his or her behalf if he or she is on leave or for any reason unable to exercise his or her power as Chairperson; if no acting chairperson is appointed, the directors shall elect one from among themselves.</p>
Article 19	<p>The Board of Directors shall decide the business policies and other important matters of the Company unless any of them is required to be resolved by the shareholders' meeting under the Company Act or the articles of incorporation of the Company.</p> <p>The meeting of the Board of Directors shall be convened and chaired by the Chairperson.</p> <p>In the event that any director is unable to attend the meeting of the Board of Directors, he or she may appoint another director to act on his or her behalf at the meeting.</p> <p>A director acting as a proxy, as mentioned in the preceding paragraph, may be appointed by only one person.</p> <p>The notice of the meeting of the Board of Directors may be in writing or sent via fax or email.</p>
Article 20	<p>Unless otherwise provided in the laws and regulations, any resolution of the Board of Directors shall be approved by a majority of the directors present at the meeting of the Board of Directors with a quorum of more than one-half of all directors.</p>
Article 21	[Deleted]
Article 22	[Deleted]
Article 23	<p>The remuneration for the directors will be determined by the Board of Directors based on each director's level of involvement and contribution to the Company's operation, while also considering the industry-wide remuneration standards.</p>
Article 24	[Deleted]

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Article 24-1 To strengthen its governance and management capabilities, the Board of Directors may form various functional committees. The regulations and policies governing the authorities of these committees shall be established by the Board of Directors.

Article 24-2 The Company may obtain liability insurance to cover the liabilities of its directors that may result from exercising their duties during their term of office.

Chapter 5 Managerial Officers

Article 25 The Company may have one (1) or more managerial officers who shall legally manage the business of the Company in accordance with the resolutions of the Board of Directors. The appointment and removal of the managerial officers shall be made in accordance with Article 29 of the Company Act.

The foregoing managerial officers shall have the power to sign documents on behalf of the Company within the authorized scope defined by the relevant regulations regarding levels of delegation.

Article 26 [Deleted]

Article 27 [Deleted]

Chapter 6 Accounting

Article 28 The fiscal year of the Company shall commence on January 1 and end on December 31 annually. After the close of each fiscal year, the Board of Directors shall prepare the reports and statements under Article 228 of the Company Act and submit the same to the general meeting of the shareholders for ratification in accordance with the statutory procedures.

Article 28-1 If there is profit at the end of each fiscal year, a ratio of no less than one percent (1%) of the profit shall be allocated as employees' compensation and not more than one percent (1%) of the profit shall be allocated as directors' compensation.

The amount of directors' compensation and the regulation governing the employees' compensation as mentioned in the preceding paragraph shall be decided by the Board of Directors.

Article 29 The industries in which the Company operates its businesses have reached a mature and stable stage. The Company is actively moving toward a globalized and diversified development to seek sustainable growth pursuant to the Company's long-term plan. The dividend policy of the Company is as follows: If there are earnings after closing of accounts, the Company shall first pay all taxes, and make up the losses of the preceding years and then, pursuant to the applicable laws and regulations, set aside a legal reserve of ten percent (10%) of the net profit and either make allowance or reversal for the special surplus reserve. Subsequently, the amount of the remaining profit shall be added to the adjusted beginning period un-retained earnings as the distributable earnings. The Board of Directors shall prepare an earnings distribution proposal for such distributable earnings and submit it to the shareholders' meeting for approval. However, in the case of cash dividends, the proposal could be approved by a majority vote of the directors at the meeting of the Board of Directors with a quorum of two-thirds or more of the directors present and be reported to the shareholders' meeting.

In the distribution of dividends to the shareholders as mentioned in the preceding paragraph, the amount of cash dividends shall not be less than twenty percent (20%) of the aggregate distributable amount.

Article 30 [Deleted]

Article 31 The Company may, in accordance with Article 241 of the Company Act, distribute all or part of the legal reserve and capital surplus by the resolution of the shareholders' meeting, in the form of new shares or cash, to the shareholders in proportion to their shareholding percentages. Cash distribution could be approved by a majority vote of the directors at the meeting of the Board of Directors with a quorum of two-thirds or more of the directors present and be reported to the shareholders' meeting.

Article 32 If the legal reserve has reached the amount of the paid-in capital of the Company, the shareholders' meeting may resolve to stop setting aside any additional amount for the legal reserve.

Chapter 7 Miscellaneous

Article 33 [Deleted]

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Article 34	Matters not provided herein shall be governed by the Company Act and other relevant laws and regulations.
Article 35	These Articles of Incorporation was established on July 27, 1973. The first amendment of the Articles of Incorporation was made on June 25, 1974. The second amendment of the Articles of Incorporation was made on April 23, 1975. The third amendment of the Articles of Incorporation was made on February 27, 1976. The fourth amendment of the Articles of Incorporation was made on June 30, 1976. The fifth amendment of the Articles of Incorporation was made on April 26, 1977. The sixth amendment of the Articles of Incorporation was made on June 20, 1979. The seventh amendment of the Articles of Incorporation was made on May 23, 1980. The eighth amendment of the Articles of Incorporation was made on May 11, 1981. The ninth amendment of the Articles of Incorporation was made on November 25, 1981. The tenth amendment of the Articles of Incorporation was made on May 24, 1983. The eleventh amendment of the Articles of Incorporation was made on May 23, 1984. The twelfth amendment of the Articles of Incorporation was made on April 26, 1985. The thirteenth amendment of the Articles of Incorporation was made on April 29, 1986. The fourteenth amendment of the Articles of Incorporation was made on April 29, 1987. The fifteenth amendment of the Articles of Incorporation was made on May 10, 1988. The sixteenth amendment of the Articles of Incorporation was made on May 12, 1989. The seventeenth amendment of the Articles of Incorporation was made on April 12, 1990. The eighteenth amendment of the Articles of Incorporation was made on April 24, 1991. The nineteenth amendment of the Articles of Incorporation was made on May 14, 1992. The twentieth amendment of the Articles of Incorporation was made on May 20, 1993. The twenty-first amendment of the Articles of Incorporation was made on June 27, 1995. The twenty-second amendment of the Articles of Incorporation was made on June 16, 1996. The twenty-third amendment of the Articles of Incorporation was made on May 24, 1997. The twenty-fourth amendment of the Articles of Incorporation was made on May 26, 1998. The twenty-fifth amendment of the Articles of Incorporation was made on May 29, 1999. The twenty-sixth amendment of the Articles of Incorporation was made on May 27, 2000. The twenty-seventh amendment of the Articles of Incorporation was made on June 20, 2001. The twenty-eighth amendment of the Articles of Incorporation was made on May 30, 2003. The twenty-ninth amendment of the Articles of Incorporation was made on May 31, 2005. The thirtieth amendment of the Articles of Incorporation was made on June 13, 2008. The thirty-first amendment of the Articles of Incorporation was made on June 10, 2011. The thirty-second amendment of the Articles of Incorporation was made on June 6, 2012. The thirty-third amendment of the Articles of Incorporation was made on June 11, 2014. The thirty-fourth amendment of the Articles of Incorporation was made on June 10, 2015. The thirty-fifth amendment of the Articles of Incorporation was made on June 24, 2016. The thirty-sixth amendment of the Articles of Incorporation was made on June 21, 2018. The thirty-seventh amendment of the Articles of Incorporation was made on June 6, 2019. The thirty-eighth amendment of the Articles of Incorporation was made on June 19, 2020. The thirty-ninth amendment of the Articles of Incorporation was made on was made on June 17, 2022.

Home page

Table of Contents

I. Meeting Procedure

1. Call the Meeting to Order

2. Chairman Remarks

3. Report Items

(1) To Report 2024 Employees' Compensation and Directors' Compensation

(2) To Report the Distribution of 2024 Cash Dividend

4. Approval and Discussion Items

(1) To approve 2024 Business Report and Financial Statements

(2) To approve 2024 Earnings Distribution

(3) Amendments to the Company's "Articles of Incorporation"

(4) Amendments to the Company's "Procedures for Lending Funds to Other Parties"

5. Other Business and Extempore Motion

6. Adjournment

II. Attachment

1. 2024 Business Report, Financial Statement and Audit Committee's Audit Report

2. Comparison Table for Amendment of "Article of Incorporation"

3. Comparison Table for Amendment of "Procedures for Lending Funds to Other Parties"

III. Appendix

1. Rules and Procedures of Shareholders' Meeting

2. Articles of Incorporation

3. Disclosure of Directors' Shareholdings

Appendix 3

Disclosure of Directors' Shareholdings

April 5, 2025

Job title	Name	Shares held
Chairman	Wei Dar Development Co., Ltd. Representative: Ms. Nita Ing	53,708,923
Director	Wei Dar Development Co., Ltd. Representative: Mr. John Huang	
Director	Han-De Construction Co., Ltd. Representative: Mr. Charles Y. Huang	63,093,108
Director	Han-De Construction Co., Ltd. Representative: Ms.Monling Lee	
Independent Director	Mr. Sean Chao	0
Independent Director	Mr. Rex Yang	0
Independent Director	Ms. Ellen Tsai	0
Shareholdings of Directors subtotal		116,802,031
Minimum shareholdings of Directors		26,422,719

Remark: Up until April 5, 2025, share capital on book closure date, there are 825,709,978 shares.