



Stock Code: 8021

Topoint Technology Co., Ltd.
2025 Annual General Shareholders' Meeting Agenda

The meeting will be held by physical shareholders Meeting
Time: 27th May 2025 (Tuesday) at 9 am

Venue: No. 203, Sec. 3, Jiayuan Rd., Shulin District, New Taipei City 238, Taiwan.

Attending Shareholders: The total number of shares represented by shareholders attending the meeting in person or by proxy is 92,163,557 shares (including casted electronically 15,844,748 shares), representing 64.82% of the total number of issued shares of the Company

Chairman: David, Lin

Recorder: Julianna, Ko

Attending Directors : LIN, HSU-TING (Chairman), LIN, JUO-PING (Director), CHEN, CHUN-YEH (Independent Director), CHEN, I-FEE (Independent Director), HSU, CHING-HUI (Independent Director), HSU, CHAO-CHING (Independent Director)

As the number of shares represented by attending shareholder has reached the required quorum for shareholders' meeting, the chairman declares the shareholders' meeting begins

Chairperson Remarks: (Omitted)

1. Management Presentations

Proposal 1 Business Report for Fiscal Year 2024

Description: Please refer to Attachment 1 for the Business Report for Fiscal Year 2024.

Proposal 2 Audit Committee's Review Report for Fiscal Year 2024

Description: Please refer to Attachment 2 for the Audit Committee's Review Report for Fiscal Year 2024.

Proposal 3 Report on the Distribution of Cash Dividends for Fiscal Year 2024.

Description:

The cash dividend for Fiscal Year 2024 is NT\$1.2 per share, totalling NT\$170,616,560. Based on the Company's current total issued shares of 142,180,467 shares, the dividend amount for each shareholder will be calculated to the nearest NT dollar (rounded down). The total amount of fractional dividends will be recognized as other income of the Company.

This proposal has been approved by the Board of Directors, which authorized the Chairman to set the ex-dividend date, payment date, and other related matters. The Chairman is also authorized to make adjustments if the number of outstanding common shares changes, resulting in changes to the dividend rate.

Proposal 4 Report on the Distribution of Employees' and Directors' Compensation for Fiscal Year 2024

Description:

In accordance with Article 18 of the Company's Articles of Incorporation, the Company has allocated NT\$59,766,495 for employees' compensation and NT\$9,961,083 for directors' compensation for Fiscal Year 2024, both to be distributed in cash.

The aforementioned amounts are consistent with the estimated expenses for Fiscal Year 2024.

Proposal 5 Report on Directors' Remuneration for Fiscal Year 2024.

Description:

In accordance with Article 10-1 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Company shall report at the Annual Shareholders' Meeting the directors' remuneration for Fiscal Year 2024, including remuneration policies, individual remuneration details, amounts, and their correlation with performance evaluation results. Please refer to Attachment 3 for details.

Proposal 6 Report on Lending Funds and Endorsement/Guarantee for Fiscal Year 2024.

Description:

The Company had no lending funds in Fiscal Year 2024. Regarding endorsements/guarantees, which were provided due to business relationships with invested subsidiaries, the Company's maximum limit for endorsements/guarantees was NT\$4,620,511 thousand. As of the end of December 2024, the balance of endorsements/guarantees was NT\$98,355 thousand.

II. Proposals for Ratification

Proposal 1 To Ratify the Financial Statements for Fiscal Year 2024. (Proposed by the Board of Directors)

Description:

The Company's Financial Statements for Fiscal Year 2024 (please refer to Attachment 4) have been audited by CPAs Wan-Yi Liao and Chien-Hsin Hsieh of Deloitte & Touche, who have issued an unqualified opinion. The Financial Statements, along with the Business Report, have been reviewed by the Audit Committee and the Audit Committee's Review Report has been issued.

Voting Results:

Shares represented at the time of voting : 92,163,557

Voting Results*		% of the total represented share present
Votes in favor	84,046,312 votes (7,739,396 votes)	91.19%
Votes against	17,266 votes (17,266 votes)	0.01%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	8,099,979 votes (8,087,748 votes)	8.78%

*Including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 2 To Ratify the Proposal for Earnings Distribution for Fiscal Year 2024 (Proposed by the Board of Directors)

Description:

The Earnings Distribution Proposal for Fiscal Year 2024 has been approved by the Board of Directors and reviewed by the Audit Committee (please refer to Attachment 5).

Voting Results:

Shares represented at the time of voting : 92,163,557

Voting Results*		% of the total represented share present
Votes in favor	84,212,865 votes (7,905,949 votes)	91.37%
Votes against	24,134 votes (24,134 votes)	0.02%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	7,926,558 votes (7,914,327 votes)	8.60%

*Including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

III. Proposals for Discussion

Proposal 1 Amendment to the Company's Articles of Incorporation (Proposed by the Board of Directors)

Description:

In compliance with the "Guidelines for the Establishment and Exercise of Powers by the Board of Directors of Listed Companies" and "Article 14 of the Securities and Exchange Act", the Company proposes to amend certain provisions of its Articles of Incorporation. Please refer to Attachment 6 for the comparison table of the amended provisions.

Voting Results:

Shares represented at the time of voting : 92,163,557

Voting Results*		% of the total represented share present
Votes in favor	84,195,160 votes (7,888,244 votes)	91.35%
Votes against	17,647 votes (17,647 votes)	0.01%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	7,950,750 votes (7,938,519 votes)	8.62%

*Including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

Proposal 2 Issuance of Restricted Stock Awards (RSA) (Proposed by the Board of Directors)

Description:

1. To attract and retain professional talents, motivate employees, and enhance employee loyalty, the Company proposes to issue Restricted Stock Awards (RSA) in accordance with Article 267, Paragraph 9 of the Company Act and the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" (hereinafter referred to as the "Regulations").
2. Total Issuance Amount:
 - Number of shares: 700,000 ordinary shares
 - Par value: NT\$10 per share
 - Total amount: NT\$7,000,000
 - The shares will be issued in one or multiple tranches within two years from the date of receipt of the competent authority's effective registration notification. The actual issuance date will be determined by the Chairman as authorized by the Board of Directors.
3. Please refer to Attachment 7 for details regarding.
 - Issuance terms and conditions
 - Employee eligibility and subscription quota
 - Rationale for issuing RSA
 - Potential expense recognition
 - Impact on earnings per share dilution
 - Other effects on shareholders' equity
4. The implementation of this RSA plan, including related restrictions and important terms or matters not specified, shall be handled in accordance with relevant regulations and the Company's issuance rules.
5. If any amendment or revision to the terms and conditions of this RSA plan is required due to:
 - Instructions from competent authorities
 - Changes in relevant laws and regulations
 - Financial market conditions
 - Objective environmental factorsThe shareholders' meeting is requested to authorize the Chairman to handle such matters with full authority, subject to subsequent ratification by the Board of Directors before issuance

Voting Results:

Shares represented at the time of voting : 92,163,557

Voting Results*		% of the total represented share present
Votes in favor	83,354,952 votes (7,048,036 votes)	90.44%
Votes against	24,071 votes (24,071 votes)	0.02%
Votes invalid	0 votes (0 votes)	0.00%
Votes abstained	8,784,534 votes (8,772,303 votes)	9.53%

*Including votes casted electronically (numbers in brackets)

RESOLVED, that the above proposal be and hereby was approved as proposed.

IV. Provisional Motion : None.

V. Meeting Adjourned : The Chairman declared the meeting adjourned at 9:17 am on the same day. There were no shareholders' questions at this shareholders' meeting.

ATTACHMENT 1

Business Report

International organizations such as the Organisation for Economic Co-operation and Development (OECD) and the International Monetary Fund (IMF) have provided cautiously optimistic forecasts for global economic growth in 2025, projecting growth rates between 3.2% and 3.3%, similar to 2024's 3.2%. While the IMF notes that global inflation is easing and the world economy has avoided recession, downside risks have significantly increased, potentially leading to a situation of low growth and high debt. The world has generally entered an interest rate reduction cycle. With President Trump's return to the White House, U.S. domestic and foreign policies are expected to undergo another major shift. Combined with ongoing geopolitical conflicts and impacts from high costs, high debt levels, and protectionism, the global economy continues to face adjustment pressures in 2025.

In 2024, our company achieved consolidated revenue of NT\$3.54 billion and net profit after tax of NT\$206 million, with earnings per share (EPS) of NT\$1.45. Looking ahead to 2025, we have established clear growth and performance targets, aiming to outperform our industry peers in both revenue and profitability. The operational results for 2024 and business plans for 2025 are summarized as follows:

1. 2024 Operating Results

(1) Operation performance

In thousands of New Taiwan Dollars

	2024		2023		Changes in Dollar Amount	Changes in Percentage
	Amount	%	Amount	%		
Consolidated operating revenue	3,541,099	100%	2,748,486	100%	792,613	29%
Consolidated gross profit	927,328	26%	616,764	30%	310,564	50%
Consolidated profit from operations	278,333	8%	81,802	14%	196,531	240%
Consolidated profit before income tax	291,982	8%	137,020	15%	154,962	113%
Net profit	206,018	6%	(36,026)	10%	242,044	672%

(2) Budget implementation

The Company did not disclose financial forecasts in 2024.

(3) Profitability analysis

Items (consolidated basis)		2024	2023
Financial structure (%)	Debt ratio	28.72	27.16
	Long-term fund to fixed asset ratio	247.18	273.02
Liquidity analysis (%)	Current ratio	264.41	416.65
Operating performance analysis (%)	Accounts receivable turnover (times)	3.16	2.76
	Inventory turnover (times)	3.75	3.06
Profitability analysis (%)	Return on assets (%)	3.27	-0.35
	Return on shareholders' equity (%)	4.22	-0.75
	Basic earnings per share (NT\$)	1.45	-0.25

(4) Research and Development Status

The Company continues to make progress in improving product performance and reducing costs. The major product developments that have been completed or are ongoing include:

- A. Development and mass production implementation of specialized drill bits for next-generation server applications.
- B. Development and mass production implementation of new-generation drill bits specifically designed for ABF substrates.
- C. Development and mass production implementation of coated drill bits for automotive electronics applications.
- D. Development and mass production implementation of specialized drill bits for low Earth orbit satellite applications.
- E. Continuous development of mainstream technologies and products in line with customer requirements and industry trends. In 2024, R&D expenses accounted for approximately 4.0% of annual revenue, amounting to NT\$141 million.
- F. Ongoing development of patented technologies. In 2024, 12 new patents were obtained, bringing the total number of patents to 189 by the end of 2024.

(5) Other Project Implementation Results

A. Thailand Factory Project:

To meet customers' local supply chain requirements, the Company completed the construction of its Thailand factory in 2024, with production scheduled to commence in 2025.

B. Technical Development Services:

The Company continues to collaborate with customers on future product development directions, developing relevant products and advancing technologies accordingly. We provide PCB drilling solutions for high-performance computing, servers, high-power applications, and automotive electronics, working closely with customers to meet their product development needs and drill bit performance requirements.

C. Environmental, Social Responsibility, and Corporate Governance:

The Company actively promotes corporate sustainability by establishing goals and development strategies across environmental, social, and governance (ESG) dimensions. In 2024, in addition to the parent company, we continued to expand ISO 14064-1 greenhouse gas inventory and external verification to our subsidiaries. The Company was awarded the "2024 TCSA Taiwan Corporate Sustainability Report - Platinum Award," recognizing our achievements and efforts in promoting corporate sustainability.

2. 2025 Business Plan Overview

(1) Business Guidelines and Key Policies

- A. Deepen core technology R&D, focus on high-value-added product development, and build technological moats for products.
- B. Promote smart manufacturing transformation, optimize operational efficiency, and strengthen market competitiveness through cost structure improvements.
- C. Deploy resources in emerging application fields, keep pace with industry trends, and actively explore new market opportunities.
- D. Fulfill sustainability commitments, promote low-carbon transformation, and establish the company as an ESG benchmark enterprise.

(2) Future Development Overview

According to market research firm Prismark, the global PCB market is projected to achieve a compound annual growth rate (CAGR) of 5.4% from 2023 to 2028. Driven by growth in new applications such as AI, electric vehicles, and satellite communications, coupled with the gradual recovery of traditional electronic product demand, the overall PCB market is expected to experience moderate recovery. Due to increased demand for high-value-added products in new applications and products, high-end PCB growth rates continue to outperform the overall market. The Company will closely monitor various industry and technology trends, prepare for changes and opportunities, strengthen competitive capabilities, and maintain stable operations.

Chairman: Hsu-Ting, Lin

President: Juo- Ping, Lin

Accounting Officer: Li-Ching, Ke

ATTACHMENT 2

Audit Committee's Report

The Board of Directors has prepared and submitted the 2024 business report, financial statements, and earnings distribution proposal. The financial statements were audited by the CPAs: Wan-I, Liao and Chien-Hsin, Hsieh of Deloitte & Touche-Taiwan. The Business Report, Financial Statements, and earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of Topoint Technology Co., Ltd. According to relevant the Securities and Exchange Act and the Company Law, we hereby submit this report.

Sincerely yours,

2024 Shareholder's Meeting of Topoint Technology Co., Ltd.

Audit Committee convener: Chun-Yeh, Chen

Feb. 26, 2025

Topoint Technology Co., Ltd.
2024 Director Remuneration

Remuneration of Directors and Independent Directors

In Thousands of New Taiwan Dollars/Thousands of Shares																						
Title	Name	Remuneration								Total of A, B, C and D and as a % of Net Income		Remuneration Received by Directors Who are Also Employees								Total of A, B, C, D, E, F and G and as a % of Net Income		Compensation Paid to Directors from an Investee Other than the Company's Subsidiary or the Parent Company
		Base Compensation (A)		Severance Pay (B)		Director Compensation (C) (Note 1)		Allowances (D)				Salary, Bonuses, and Allowances (E) (Note 3)		Severance Pay (F)		Employee Compensation (G) (Note 1)						
		The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company	All entities in the consolidated financial statements (Note 2)	The Company		All entities in the consolidated financial statements		Total and % of the Company	All entities in the consolidated financial statements (Note 2)	
																Cash	Stock	Cash	Stock			
Director	David Lin	0	0	0	0	1, 245	1, 375	45	100	1, 290 0. 6%	1, 475 0. 7%	2, 540	7, 476	0	0	2, 800	0	2, 800	0	6, 630 3. 2%	11, 751 5. 7%	-
	Karen Lin	0	0	0	0	1, 245	1, 427	55	110	1, 300 0. 6%	1, 537 0. 7%	2, 590	8, 741	108	108	2, 500	0	2, 500	0	6, 498 3. 2%	12, 886 6. 3%	-
	Fortune Venture Capital Corporation Representative: Yin-Jung, Chen	0	0	0	0	1, 245	1, 245	40	40	1, 285 0. 6%	1, 285 0. 6%	0	0	0	0	0	0	0	0	1, 285 0. 6%	1, 285 0. 6%	-
	Macking International Investment Corporation Representative: Wen-Jin, Li	0	0	0	0	1, 245	1, 245	45	45	1, 290 0. 6%	1, 290 0. 6%	0	0	0	0	0	0	0	0	1, 290 0. 6%	1, 290 0. 6%	-
Independent director	Amy Chen	0	0	0	0	1, 245	1, 245	95	95	1, 340 0. 7%	1, 340 0. 7%	0	0	0	0	0	0	0	0	1, 340 0. 7%	1, 340 0. 7%	-
	Jeff Chen	0	0	0	0	1, 245	1, 245	105	105	1, 350 0. 7%	1, 350 0. 7%	0	0	0	0	0	0	0	0	1, 350 0. 7%	1, 350 0. 7%	-
	Eric Hsu	0	0	0	0	1, 245	1, 245	95	95	1, 340 0. 7%	1, 340 0. 7%	0	0	0	0	0	0	0	0	1, 340 0. 7%	1, 340 0. 7%	-
	Andrew Hsu	0	0	0	0	1, 245	1, 245	85	85	1, 330 0. 6%	1, 330 0. 6%	0	0	0	0	0	0	0	0	1, 330 0. 6%	1, 330 0. 6%	-
1. Please describe the remuneration policy, system, standards, and structure for directors and independent directors, and explain the correlation between remuneration amounts and factors such as responsibilities, risks, and time commitment: (1) Article 18 of the Company's Articles of Incorporation stipulates that the Company shall appropriate remuneration of directors at a rate not exceeding 3 percent of net profit before income tax, compensation of employees, and remuneration of directors. (2) Remuneration of directors is periodically evaluated in accordance with the "Rules for Performance Evaluation of the Board of Directors." Key evaluation items are as follows: Operating performance: Evaluated based on the growth rates of operating revenue, operating profit and return on equity of the year. External evaluation: Consideration of changes in the Company's governance evaluation, external board performance evaluation or credit rating agencies. Industry standard: Benchmarked against the average remuneration to directors of listed companies in the same industry or peers. (3) The Company's compensation package, as determined by the Compensation Committee Charter, includes cash compensation, stock options, stock dividends, retirement benefits or severance pay, various allowances, and other tangible incentive measures. Its scope aligns with the compensation to directors and executive officers set out in the Regulations Governing Information to be Published in Annual Reports of Public Companies. The Company has established the "Rules Governing the Compensation of Directors and Executive Officers." Director remuneration is granted in accordance with the Company's Articles of Incorporation when the Company is profitable. For both general and independent directors, remuneration is determined not only based on the results of the board performance evaluation but also in accordance with Article 18 of the Articles of Incorporation. The Compensation Committee reviews each director's involvement in and contributions to the Company's operations, ensuring a fair and reasonable alignment between performance risks and remuneration. Additionally, the Committee considers the Company's overall operational performance when formulating recommendations for approval by the Board of Directors. 2. Besides the amounts disclosed above, remuneration received by the Company's directors for providing services (e.g., as non-employee consultants) to all entities within the consolidated financial statements: None.																						

Note 1: This amount reflects the director remuneration approved by the board for the most recent fiscal year (2024).

Note 2: This represents the total remuneration paid to the Company's directors by all entities in the consolidated financial statements (including the Company).

Note 3: This includes salary, bonuses, and allowances received in the most recent fiscal year (2024) by directors who also serve as employees (including those concurrently holding positions as President and Vice President).

ATTACHMENT 4

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Topoint Technology Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Topoint Technology Co., Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including 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 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

The Authenticity of Drill Revenue

Management may feel pressure to achieve planned results, and therefore, the Standards on Auditing of the Republic of China assume there is a presumptive risk of fraud in revenue recognition. We have determined this to apply specifically to the authenticity of transactions of drill sales. Refer to Note 4 to the accompanying consolidated financial statements for the relevant accounting policy of revenue recognition.

By conducting tests of controls, we obtained an understanding of the Group's recognition of drill revenue and of its design and implementation of related controls, and analysed the changes in the top ten drill sales from customers and the accounts receivable turnover rate; we checked the rationale of drill revenue recognition based on the transactions. We tested the occurrence of drill revenue transactions, and we performed journal entry testing by selecting samples of drill revenue journals and matching them with the original orders and external shipping documents or customer receipt documents. We reviewed that there were no significant sales returns after the year end and confirmed that there are no material misstatements of drill revenue.

Other Matter

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Wan-I Liao and Chien-Hsin Hsieh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 26, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 2,012,970	28	\$ 1,596,526	24
Financial assets at fair value through profit or loss (Notes 4, 7 and 30)	70	-	182,392	3
Financial assets at amortized cost - current (Note 8)	341,922	5	882,019	13
Notes receivable (Notes 4, 10 and 23)	141,859	2	51,180	1
Accounts receivable (Notes 4, 10 and 23)	942,114	13	796,864	12
Accounts receivable - related parties (Notes 4, 23 and 31)	201,540	3	111,035	2
Other receivables (Notes 4 and 10)	32,895	-	96,525	1
Current tax assets (Notes 4 and 25)	1,219	-	5,744	-
Inventories (Notes 4 and 11)	746,823	10	646,623	9
Prepayments (Note 12)	66,285	1	14,846	-
Other current assets (Notes 17 and 32)	<u>5,582</u>	<u>-</u>	<u>8,137</u>	<u>-</u>
Total current assets	<u>4,493,279</u>	<u>62</u>	<u>4,391,891</u>	<u>65</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 9 and 30)	60,690	1	54,969	1
Property, plant and equipment (Notes 4, 14 and 32)	2,147,289	29	1,943,578	29
Right-of-use assets (Notes 4 and 15)	137,882	2	126,212	2
Intangible assets (Notes 4 and 16)	12,149	-	13,800	-
Deferred tax assets (Notes 4 and 25)	68,640	1	61,867	1
Other non-current assets (Notes 17, 21 and 32)	<u>355,803</u>	<u>5</u>	<u>143,790</u>	<u>2</u>
Total non-current assets	<u>2,782,453</u>	<u>38</u>	<u>2,344,216</u>	<u>35</u>
TOTAL	<u>\$ 7,275,732</u>	<u>100</u>	<u>\$ 6,736,107</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 32)	\$ 447,452	6	\$ 104,432	2
Financial liabilities at fair value through profit or loss (Notes 4, 7 and 30)	1,586	-	24	-
Contract liabilities (Note 23)	456	-	834	-
Notes payable	1,916	-	14	-
Accounts payable (Note 19)	316,543	4	211,052	3
Accounts payable - related parties (Note 31)	1,194	-	757	-
Other payables (Note 20)	836,691	12	632,628	10
Current tax liabilities (Notes 4 and 25)	64,785	1	79,567	1
Lease liabilities (Notes 4 and 15)	22,515	-	18,695	-
Other current liabilities	<u>6,223</u>	<u>-</u>	<u>6,095</u>	<u>-</u>
Total current liabilities	<u>1,699,361</u>	<u>23</u>	<u>1,054,098</u>	<u>16</u>
NON-CURRENT LIABILITIES				
Long-term borrowings, net of current portion (Note 18)	121,708	2	400,000	6
Lease liabilities (Notes 4 and 15)	68,554	1	61,687	1
Net defined benefit liabilities (Notes 4 and 21)	2,083	-	8,936	-
Guarantee deposits received	13,306	-	12,563	-
Deferred tax liabilities (Notes 4 and 25)	<u>184,840</u>	<u>3</u>	<u>292,463</u>	<u>4</u>
Total non-current liabilities	<u>390,491</u>	<u>6</u>	<u>775,649</u>	<u>11</u>
Total liabilities	<u>2,089,852</u>	<u>29</u>	<u>1,829,747</u>	<u>27</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 22)				
Share capital	<u>1,421,805</u>	<u>19</u>	<u>1,421,805</u>	<u>21</u>
Capital surplus	<u>1,228,872</u>	<u>17</u>	<u>1,227,638</u>	<u>18</u>
Retained earnings				
Legal reserve	552,893	7	552,893	8
Special reserve	368,401	5	305,480	4
Unappropriated earnings	<u>1,226,170</u>	<u>17</u>	<u>1,192,019</u>	<u>18</u>
Total retained earnings	<u>2,147,464</u>	<u>29</u>	<u>2,050,392</u>	<u>30</u>
Other equity	<u>(177,630)</u>	<u>(2)</u>	<u>(368,401)</u>	<u>(5)</u>
Total equity attributable to owners of the Company	4,620,511	63	4,331,434	64
NON-CONTROLLING INTERESTS	<u>565,369</u>	<u>8</u>	<u>574,926</u>	<u>9</u>
Total equity	<u>5,185,880</u>	<u>71</u>	<u>4,906,360</u>	<u>73</u>
TOTAL	<u>\$ 7,275,732</u>	<u>100</u>	<u>\$ 6,736,107</u>	<u>100</u>

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

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 23 and 31)	\$ 3,583,069	101	\$ 2,795,333	102
LESS: SALES RETURNS	1,556	-	1,059	-
SALES DISCOUNTS AND ALLOWANCES	<u>40,414</u>	<u>1</u>	<u>45,788</u>	<u>2</u>
NET OPERATING REVENUE	3,541,099	100	2,748,486	100
OPERATING COSTS				
Operating costs (Notes 11, 24 and 31)	<u>2,613,771</u>	<u>74</u>	<u>2,131,722</u>	<u>77</u>
GROSS PROFIT	<u>927,328</u>	<u>26</u>	<u>616,764</u>	<u>23</u>
OPERATING EXPENSES (Note 24)				
Selling and marketing	149,732	4	125,958	5
General and administrative (Note 31)	342,370	10	288,678	10
Research and development	140,713	4	126,484	5
Expected credit loss	<u>12,902</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total operating expenses	<u>645,717</u>	<u>18</u>	<u>541,120</u>	<u>20</u>
OTHER OPERATING INCOME AND EXPENSES (Note 24)	<u>(3,278)</u>	<u>-</u>	<u>6,158</u>	<u>-</u>
PROFIT FROM OPERATIONS	<u>278,333</u>	<u>8</u>	<u>81,802</u>	<u>3</u>
NON-OPERATING EXPENSES				
Interest income	31,079	1	57,849	2
Dividend income	2,198	-	3,504	-
Other income	7,904	-	6,926	-
Gain or loss on financial instruments at fair value				
through profit or loss, net	(961)	-	7,630	-
Foreign exchange (loss) gain, net (Note 24)	(5,327)	-	1,934	-
Other expenses	(615)	-	(613)	-
Impairment loss (Note 14)	-	-	(5,020)	-
Interest expense	<u>(20,629)</u>	<u>(1)</u>	<u>(16,992)</u>	<u>-</u>
Total non-operating expenses	<u>13,649</u>	<u>-</u>	<u>55,218</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	291,982	8	137,020	5
INCOME TAX EXPENSE (Notes 4 and 25)	<u>(79,257)</u>	<u>(2)</u>	<u>(175,567)</u>	<u>(7)</u>
NET PROFIT (LOSS)	<u>212,725</u>	<u>6</u>	<u>(38,547)</u>	<u>(2)</u>

(Continued)

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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

	2024		2023	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 7,408	-	\$ 2,974	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	5,721	-	2,615	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	(1,008)	-	(535)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation to the financial statements of foreign operations	<u>194,898</u>	<u>6</u>	<u>(63,240)</u>	<u>(2)</u>
Total other comprehensive income (loss)	<u>207,019</u>	<u>6</u>	<u>(58,186)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME (LOSS)	<u>\$ 419,744</u>	<u>12</u>	<u>\$ (96,733)</u>	<u>(4)</u>
NET PROFIT (LOSS) ATTRIBUTED TO:				
Owners of the Company	\$ 206,018	6	\$ (36,026)	(1)
Non-controlling interests	<u>6,707</u>	<u>-</u>	<u>(2,521)</u>	<u>-</u>
	<u>\$ 212,725</u>	<u>6</u>	<u>\$ (38,547)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTED TO:				
Owners of the Company	\$ 401,587	11	\$ (96,859)	(4)
Non-controlling interests	<u>18,157</u>	<u>1</u>	<u>126</u>	<u>-</u>
	<u>\$ 419,744</u>	<u>12</u>	<u>\$ (96,733)</u>	<u>(4)</u>
EARNINGS (LOSS) PER SHARE (Note 26)				
Basic	<u>\$ 1.45</u>		<u>\$ (0.25)</u>	
Diluted	<u>\$ 1.43</u>			

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

(Concluded)

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	Equity Attributable to Owners of the Company									
	Share Capital (Note 22)	Capital Surplus (Note 22)	Retained Earnings (Notes 4 and 22)			Other Equity (Note 22)		Total	Non-controlling Interest (Note 22)	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation to the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2023	\$ 1,421,805	\$ 1,227,638	\$ 519,383	\$ 363,234	\$ 1,486,074	\$ (322,214)	\$ 16,734	\$ 4,712,654	\$ 596,404	\$ 5,309,058
Appropriation of 2022 earnings										
Legal reserve	-	-	33,510	-	(33,510)	-	-	-	-	-
Special reserve	-	-	-	(57,754)	57,754	-	-	-	-	-
Cash dividends distributed by the Company (NT\$2.00 per share)	-	-	-	-	(284,361)	-	-	(284,361)	-	(284,361)
	-	-	33,510	(57,754)	(260,117)	-	-	(284,361)	-	(284,361)
Net loss for the year ended December 31, 2023	-	-	-	-	(36,026)	-	-	(36,026)	(2,521)	(38,547)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	2,088	(65,053)	2,132	(60,833)	2,647	(58,186)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	(33,938)	(65,053)	2,132	(96,859)	126	(96,733)
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	(21,604)	(21,604)
BALANCE AT DECEMBER 31, 2023	1,421,805	1,227,638	552,893	305,480	1,192,019	(387,267)	18,866	4,331,434	574,926	4,906,360
Appropriation of 2023 earnings										
Special reserve	-	-	-	62,921	(62,921)	-	-	-	-	-
Cash dividends distributed by the Company (NT\$0.80 per share)	-	-	-	-	(113,744)	-	-	(113,744)	-	(113,744)
	-	-	-	62,921	(176,665)	-	-	(113,744)	-	(113,744)
Net profit for the year ended December 31, 2024	-	-	-	-	206,018	-	-	206,018	6,707	212,725
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	4,798	185,770	5,001	195,569	11,450	207,019
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	210,816	185,770	5,001	401,587	18,157	419,744
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	(6,561)	(6,561)
Changes in percentage of ownership interests in subsidiaries	-	1,234	-	-	-	-	-	1,234	(21,153)	(19,919)
BALANCE AT DECEMBER 31, 2024	\$ 1,421,805	\$ 1,228,872	\$ 552,893	\$ 368,401	\$ 1,226,170	\$ (201,497)	\$ 23,867	\$ 4,620,511	\$ 565,369	\$ 5,185,880

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

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before income tax	\$ 291,982	\$ 137,020
Adjustments for:		
Depreciation	364,904	374,950
Amortization	4,294	4,618
Expected credit loss recognized	12,902	-
Loss (gain) on financial instruments at fair value through profit or loss	961	(7,630)
Interest expense	20,629	16,992
Interest income	(31,079)	(57,849)
Dividend income	(2,198)	(3,504)
Loss (gain) on disposal of property, plant and equipment	3,278	(6,158)
Impairment loss	-	5,020
Net changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	2,073	4,598
Notes receivable	(90,679)	27,130
Accounts receivable	(158,293)	44,273
Accounts receivable - related parties	(90,505)	2,369
Other receivables	2,814	73,540
Inventories	(99,169)	100,682
Prepayments	(51,439)	3,105
Other current assets	2,555	432
Contract liabilities	(378)	(64)
Notes payable	1,902	(155)
Accounts payable	105,491	36,520
Accounts payable - related parties	437	87
Other payables	44,734	(161,715)
Other current liabilities	128	(3,055)
Net defined benefit liability	(2,463)	(1,425)
Cash generated from operations	332,881	589,781
Interest received	91,895	21,432
Interest paid	(20,513)	(16,990)
Income tax paid	(213,887)	(176,322)
Net cash generated from operating activities	<u>190,376</u>	<u>417,901</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for financial assets at amortized cost	-	(882,019)
Proceeds from financial assets at amortized cost	540,097	-
Proceeds from financial assets at fair value through profit or loss	186,092	22,120
Payments for property, plant and equipment (Note 28)	(588,010)	(374,522)
Proceeds from disposal of property, plant and equipment (Note 28)	53,136	15,902
Increase in refundable deposits	(778)	(2,333)
Payments for intangible assets	(2,576)	(2,426)

(Continued)

TOPOINT TECHNOLOGY CO., LTD. AND SUBSIDIARIES

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

	2024	2023
Decrease in other non-current assets	\$ 503	\$ 642
Dividends received	<u>2,198</u>	<u>3,504</u>
Net cash generated from (used in) investing activities	<u>190,662</u>	<u>(1,219,132)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Net decrease in short-term borrowings	(56,980)	(604)
Proceeds from long-term borrowings	121,708	-
Net increase in guarantee deposits received	743	24
Repayment of the principal portion of lease liabilities	(22,683)	(23,222)
Cash dividends paid	(113,744)	(284,361)
Changes in non-controlling interests	(19,919)	-
Dividends paid to non-controlling interests	<u>(6,561)</u>	<u>(21,604)</u>
Net cash used in financing activities	<u>(97,436)</u>	<u>(329,767)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>132,842</u>	<u>(41,338)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	416,444	(1,172,336)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,596,526</u>	<u>2,768,862</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 2,012,970</u>	<u>\$ 1,596,526</u>

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Topoint Technology Co., Ltd.

Opinion

We have audited the accompanying parent company only financial statements of Topoint Technology Co., Ltd. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies (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 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

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

Details of key audit matters in the Company's parent company only financial statements for the year ended December 31, 2024 are as follows:

The Authenticity of Drill Revenue

Management may feel pressure to achieve planned results and, therefore, auditing standards presume there is a risk of fraud in revenue recognition. We have determined this to apply specifically to the authenticity of transactions of drill sales. Refer to Note 4 to the accompanying parent company only financial statements for the relevant accounting policy of revenue recognition.

By conducting tests of controls on the Company and its investments accounted for using the equity method, we obtained an understanding of the recognition of drill revenue and of its design and implementation of related controls, and analyzed the changes in the top ten drill sales from customers and the accounts receivable turnover rate. We checked the rationale of drill revenue recognition based on the transactions. We tested the occurrence of drill revenue transactions. We performed journal entry testing by selecting samples of drill revenue journals and matching them with the original orders and external shipping documents or customer receipt documents. We reviewed that there were no significant sales returns after the year end and confirmed that there are no material misstatements of drill revenue.

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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the 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 audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Wan-I Liao and Chien-Hsin Hsieh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 26, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

TOPOINT TECHNOLOGY CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 279,838	5	\$ 193,261	4
Financial assets at fair value through profit or loss (Notes 4, 7 and 29)	70	-	1,007	-
Financial assets at amortized cost (Note 8)	-	-	9,966	-
Notes receivable (Notes 4, 10 and 23)	2,718	-	3,003	-
Accounts receivable (Notes 4, 10 and 23)	159,026	3	137,319	3
Accounts receivable - related parties (Notes 4, 23 and 30)	109,409	2	72,126	1
Other receivables (Notes 4 and 10)	14,032	-	18,654	-
Inventories (Notes 4 and 11)	170,760	3	147,911	3
Prepayments (Note 12)	3,839	-	2,461	-
Other current assets	<u>6</u>	<u>-</u>	<u>49</u>	<u>-</u>
Total current assets	<u>739,698</u>	<u>13</u>	<u>585,757</u>	<u>11</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 9 and 29)	43,367	1	39,392	1
Investments accounted for using the equity method (Notes 4 and 13)	4,097,191	73	4,016,275	75
Property, plant and equipment (Notes 4, 14 and 31)	604,853	11	635,276	12
Right-of-use assets (Notes 4 and 15)	3,227	-	2,098	-
Intangible assets (Notes 4 and 16)	2,610	-	3,717	-
Deferred tax assets (Notes 4 and 25)	37,272	1	38,570	-
Other non-current assets (Notes 17 and 30)	<u>48,035</u>	<u>1</u>	<u>43,681</u>	<u>1</u>
Total non-current assets	<u>4,836,555</u>	<u>87</u>	<u>4,779,009</u>	<u>89</u>
TOTAL	<u>\$ 5,576,253</u>	<u>100</u>	<u>\$ 5,364,766</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 424,057	7	\$ 58,432	1
Financial liabilities at fair value through profit or loss (Notes 4, 7 and 29)	1,586	-	24	-
Accounts payable (Note 19)	51,160	1	38,768	1
Accounts payable - related parties (Note 30)	21,367	-	17,515	-
Other payables (Note 20)	323,178	6	322,529	6
Current tax liabilities (Notes 4 and 25)	37,200	1	64,424	1
Lease liabilities (Notes 4 and 15)	1,357	-	1,028	-
Other current liabilities	<u>3,663</u>	<u>-</u>	<u>3,266</u>	<u>-</u>
Total current liabilities	<u>863,568</u>	<u>15</u>	<u>505,986</u>	<u>9</u>
NON-CURRENT LIABILITIES				
Long-term borrowings, net of current portion (Note 18)	-	-	400,000	8
Lease liabilities (Notes 4 and 15)	1,870	-	1,069	-
Guarantee deposits received (Note 30)	11,478	-	10,750	-
Credit balance of investments accounted for using the equity method (Notes 4 and 13)	6,675	-	4,347	-
Deferred tax liabilities (Notes 4 and 25)	<u>72,151</u>	<u>2</u>	<u>111,180</u>	<u>2</u>
Total non-current liabilities	<u>92,174</u>	<u>2</u>	<u>527,346</u>	<u>10</u>
Total liabilities	<u>955,742</u>	<u>17</u>	<u>1,033,332</u>	<u>19</u>
EQUITY				
Share capital	<u>1,421,805</u>	<u>25</u>	<u>1,421,805</u>	<u>27</u>
Capital surplus	<u>1,228,872</u>	<u>22</u>	<u>1,227,638</u>	<u>23</u>
Retained earnings				
Legal reserve	552,893	10	552,893	10
Special reserve	368,401	7	305,480	6
Unappropriated earnings	<u>1,226,170</u>	<u>22</u>	<u>1,192,019</u>	<u>22</u>
Total retained earnings	<u>2,147,464</u>	<u>39</u>	<u>2,050,392</u>	<u>38</u>
Other equity	<u>(177,630)</u>	<u>(3)</u>	<u>(368,401)</u>	<u>(7)</u>
Total equity	<u>4,620,511</u>	<u>83</u>	<u>4,331,434</u>	<u>81</u>
TOTAL	<u>\$ 5,576,253</u>	<u>100</u>	<u>\$ 5,364,766</u>	<u>100</u>

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

TOPOINT TECHNOLOGY CO., LTD.

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

	2024		2023	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 23 and 30)	\$ 1,098,284	101	\$ 821,853	101
LESS: SALES RETURNS	1,388	-	1,059	-
SALES DISCOUNTS AND ALLOWANCES	<u>14,279</u>	<u>1</u>	<u>11,027</u>	<u>1</u>
NET OPERATING REVENUE	1,082,617	100	809,767	100
OPERATING COSTS (Notes 11, 24 and 30)				
Cost of goods sold	<u>736,358</u>	<u>68</u>	<u>602,892</u>	<u>74</u>
GROSS PROFIT	346,259	32	206,875	26
Realized gain on transactions with subsidiaries	<u>2,703</u>	<u>-</u>	<u>26,715</u>	<u>3</u>
Realized gross profit	<u>348,962</u>	<u>32</u>	<u>233,590</u>	<u>29</u>
OPERATING EXPENSES (Note 24)				
Selling and marketing	27,982	3	23,601	3
General and administrative (Note 30)	136,262	13	113,357	14
Research and development	77,409	7	60,085	7
Expected credit loss (Note 10)	<u>6,076</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total operating expenses	<u>247,729</u>	<u>23</u>	<u>197,043</u>	<u>24</u>
OTHER OPERATING INCOME AND EXPENSES (Note 24)	<u>21,742</u>	<u>2</u>	<u>18,877</u>	<u>2</u>
PROFIT FROM OPERATIONS	<u>122,975</u>	<u>11</u>	<u>55,424</u>	<u>7</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit or loss of subsidiaries accounted for using the equity method	202,621	19	118,216	15
Other income (Note 30)	15,081	2	16,989	2
Rental income (Note 30)	1,308	-	3,496	1
Dividend income	1,189	-	2,178	-
Interest income	2,973	-	1,091	-
Gain or loss on valuation of financial instruments	(2,499)	-	1,202	-
Foreign exchange gain or loss, net (Note 24)	2,536	-	(1,558)	-
Interest expense	<u>(17,468)</u>	<u>(2)</u>	<u>(13,630)</u>	<u>(2)</u>
Total non-operating income and expenses	<u>205,741</u>	<u>19</u>	<u>127,984</u>	<u>16</u>

(Continued)

TOPOINT TECHNOLOGY CO., LTD.

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

	2024		2023	
	Amount	%	Amount	%
PROFIT BEFORE INCOME TAX	\$ 328,716	30	\$ 183,408	23
INCOME TAX EXPENSE (Notes 4 and 25)	(122,698)	(11)	(219,434)	(27)
NET PROFIT (LOSS)	<u>206,018</u>	<u>19</u>	<u>(36,026)</u>	<u>(4)</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	2,924	-	2,001	-
Unrealized gain (loss) on investments in equity instruments at fair value through other comprehensive income	3,975	1	1,445	-
Share of remeasurement of defined benefit plans of subsidiaries accounted for using the equity method	2,459	-	487	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income of subsidiaries accounted for using the equity method	1,026	-	687	-
Income tax relating to items that will not be reclassified subsequently to profit or loss (Note 25)	(585)	-	(400)	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation to the financial statements of foreign operations	<u>185,770</u>	<u>17</u>	<u>(65,053)</u>	<u>(8)</u>
Total other comprehensive income (loss)	<u>195,569</u>	<u>18</u>	<u>(60,833)</u>	<u>(8)</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 401,587</u>	<u>37</u>	<u>(\$ 96,859)</u>	<u>(12)</u>
EARNINGS (LOSS) PER SHARE (Note 26)				
Basic	<u>\$ 1.45</u>		<u>(\$ 0.25)</u>	
Diluted	<u>\$ 1.43</u>			

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

(Concluded)

TOPOINT TECHNOLOGY CO., LTD.

**PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars, Except Dividends Per Share)**

	Share Capital (Note 22)	Capital Surplus (Note 22)	Retained Earnings (Note 22)			Other Equity (Note 22)		Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation to the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2023	\$ 1,421,805	\$ 1,227,638	\$ 519,383	\$ 363,234	\$ 1,486,074	(\$ 322,214)	\$ 16,734	\$ 4,712,654
Appropriation of 2022 earnings								
Legal reserve	-	-	33,510	-	(33,510)	-	-	-
Special reserve	-	-	-	(57,754)	57,754	-	-	-
Cash dividends distributed by the Company (NT\$2.00 per share)	-	-	-	-	(284,361)	-	-	(284,361)
	-	-	33,510	(57,754)	(260,117)	-	-	(284,361)
Net loss for the year ended December 31, 2023	-	-	-	-	(36,026)	-	-	(36,026)
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	2,088	(65,053)	2,132	(60,833)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	(33,938)	(65,053)	2,132	(96,859)
BALANCE AT DECEMBER 31, 2023	1,421,805	1,227,638	552,893	305,480	1,192,019	(387,267)	18,866	4,331,434
Appropriation of 2023 earnings								
Special reserve	-	-	-	62,921	(62,921)	-	-	-
Cash dividends distributed by the Company (NT\$0.80 per share)	-	-	-	-	(113,744)	-	-	(113,744)
	-	-	-	62,921	(176,665)	-	-	(113,744)
Net profit for the year ended December 31, 2024	-	-	-	-	206,018	-	-	206,018
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	4,798	185,770	5,001	195,569
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	210,816	185,770	5,001	401,587
Changes in percentage of ownership interests in subsidiaries	-	1,234	-	-	-	-	-	1,234
BALANCE AT DECEMBER 31, 2024	\$ 1,421,805	\$ 1,228,872	\$ 552,893	\$ 368,401	\$ 1,226,170	(\$ 201,497)	\$ 23,867	\$ 4,620,511

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

TOPOINT TECHNOLOGY CO., LTD.

PARENT COMPANY ONLY 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		
Profit before income tax	\$ 328,716	\$ 183,408
Adjustments for:		
Depreciation	68,962	70,947
Expected credit loss	6,076	-
Amortization	3,198	3,548
Loss (gain) on valuation of financial instruments	2,499	(1,202)
Interest expense	17,468	13,630
Interest income	(2,973)	(1,091)
Dividend income	(1,189)	(2,178)
Share of profit or loss of subsidiaries accounted for using the equity method	(202,621)	(118,216)
Gain on disposal of property, plant and equipment, net	(21,742)	(18,877)
Realized gain on transactions with subsidiaries	(2,703)	(26,715)
Net changes in operating assets and liabilities		
Notes receivable	285	421
Accounts receivable	(27,783)	41,286
Accounts receivable - related parties	(37,283)	(25,590)
Other receivables	4,623	31,959
Inventories	(22,849)	34,561
Prepayments	(1,378)	3,065
Other current assets	43	559
Accounts payable	12,392	(5,825)
Accounts payable - related parties	3,852	5,984
Other payables	6,366	(48,361)
Other current liabilities	(2,050)	(3,411)
Net defined benefit assets	(78)	(53)
Cash generated from operations	131,831	137,849
Interest received	2,972	1,080
Interest paid	(17,468)	(13,630)
Income tax paid	(188,238)	(120,134)
Net cash generated from (used in) operating activities	(70,903)	5,165

(Continued)

TOPOINT TECHNOLOGY CO., LTD.

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

(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at amortized cost	\$ -	(\$ 9,966)
Proceeds from disposal of financial assets at amortized cost	9,966	-
Acquisition of long-term equity investments accounted for using the equity method	(420,745)	(199,866)
Payments for property, plant and equipment (Note 27)	(47,944)	(118,324)
Proceeds from disposal of property, plant and equipment	7,000	307
Decrease in refundable deposits	869	43
Payments for intangible assets	(2,091)	(1,939)
Dividends received	<u>759,182</u>	<u>605,384</u>
Net cash generated from investing activities	<u>306,237</u>	<u>275,639</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term borrowings	(37,588)	(18,359)
Proceeds from long-term borrowings	1,000,000	1,650,000
Repayments of long-term borrowings	(1,000,000)	(1,650,000)
Net increase (decrease) in guarantee deposits received	728	(1)
Repayment of the principal portion of lease liabilities	(1,366)	(2,008)
Cash dividends paid	<u>(113,744)</u>	<u>(284,361)</u>
Net cash used in financing activities	<u>(151,970)</u>	<u>(304,729)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>3,213</u>	<u>(2,245)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	86,577	(26,170)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>193,261</u>	<u>219,431</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 279,838</u>	<u>\$ 193,261</u>

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

(Concluded)

ATTACHMENT 5

Statement of Distribution of Retained Earnings

Item	Amount
Undistributed Surplus at the Beginning of the Period	1,015,354,807
2024 Net Income After Tax	206,018,209
Remeasurements of defined benefit pension plans recognized in retained earnings	4,798,313
Undistributed Surplus (after adjust)	210,816,522
Less: Special reserve	(21,081,652)
Distributable Earnings	1,395,860,878
Distribution Items:	
Cash Dividends (cash dividend of NT\$0.8 per share)	170,616,560
Undistributed Surplus at the end of the Period	1,225,244,318

ATTACHMENT 6

Topoint Technology Co., Ltd.

Comparison Table of Amendments to Articles of Incorporation

After the Amendment	Before the Amendment	Explanation
Article 5 The Company's total capital is three Billions New Taiwan Dollars, divided into three hundred million shares with a par value of One New Taiwan Dollar each, and may be issued at different times. The board of directors shall be authorised to administer matters concerning share issue. Within the aforesaid total capital, three hundred million New Taiwan Dollars shall be set aside for exercise of options for employee stock option certificates, <u>employee restricted stock awards</u> , warrant-attached preference shares, warranted-attached corporate bonds, totalling thirty million shares, issuable at different times in accordance with the board of directors' resolution.	Article 5 The Company's total capital is three Billions New Taiwan Dollars, divided into three hundred million shares with a par value of One New Taiwan Dollar each, and may be issued at different times. The board of directors shall be authorised to administer matters concerning share issue. Within the aforesaid total capital, three hundred million New Taiwan Dollars shall be set aside for exercise of options for employee stock option certificates, warrant-attached preference shares, warranted-attached corporate bonds, totalling thirty million shares, issuable at different times in accordance with the board of directors' resolution.	Additions made in connection with the Company's issuance of employee restricted stock awards.
Article 5.2: <u>Employee Restricted Stock Awards</u> <u>The recipients of the Company's employee restricted stock awards may include employees of its subsidiaries who meet certain criteria.</u>		Additions made in connection with the Company's issuance of employee restricted stock awards.
Article 5.3 Treasury Shares Omitted	Article 5.2 Treasury Shares Omitted	Due to the addition of Article 5.2, the original articles have been renumbered accordingly.
Article 13.1 The company shall appoint independent directors with its articles of incorporation under Article 13. They shall be not less than <u>three</u> in number and not less than <u>one-third</u> of the total number of directors. The professional qualifications, restrictions on both shareholding	Article 13.1 The company shall appoint independent directors with its articles of incorporation under Article 13. They shall be not less than <u>two</u> in number and not less than <u>one-fifth</u> of the total number of directors. The professional qualifications, restrictions on both shareholding	Amendments made in compliance with the "Operation Directions for the Establishment and Exercise of Powers of the Board of Directors of TWSE-Listed Companies."

After the Amendment	Before the Amendment	Explanation
and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or GreTai Securities Market.	and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or GreTai Securities Market.	
Article 18 Profit before income tax set aside Employees' bonus to employees in the range of 1% to 25% <u>(with at least 20% of this amount designated for distribution to non-executive employees)</u> . Remuneration of directors shall be no more than 3%. Employees' dividend of distribution shall be stock or cash. Remuneration of director's shall be cash. The new stock provides by the Board of Directors meeting preceding on the Last Trade price and above mentioned to count the shares. Then by the Board of Directors, will be reported to shareholders.	Article 18 Profit before income tax set aside Employees' bonus to employees in the range of 1% to 25%. Remuneration of directors shall be no more than 3%. Employees' dividend of distribution shall be stock or cash. Remuneration of director's shall be cash. The new stock provides by the Board of Directors meeting preceding on the Last Trade price and above mentioned to count the shares. Then by the Board of Directors, will be reported to shareholders.	Amendments made in accordance with Article 14 of the Securities and Exchange Act.
Article 20 These Articles are formulated on the 21 st day of March 1996. The 1 st through the 24 th amendments have been omitted. <u>The 25th amendment was made on 27th May, 2025.</u>	Article 20 These Articles are formulated on the 21 st day of March 1996. The 1 st through the 24 th amendments have been omitted.	The date of the 25 th amendment has been added.

ATTACHMENT 7

TOPOINT TECHNOLOGY CO., LTD. Restricted Stock Awards Plan

Article 1. Total Issuance

Total of 700,000 ordinary shares, with par value of NT\$10 per share, amounting to NT\$7,000,000. These shares will be issued in one or multiple tranches within two years from the date of receipt of the competent authority's effective notice. The actual issuance date shall be determined by the Chairman as authorized by the Board of Directors.

Article 2. Issuance Terms

A. Issue Price

Paid issuance at NT\$10 per share.

B. Type of Shares

The shares issued to employees are new ordinary shares. Except for the restricted rights before meeting vesting conditions as specified in Article 6, these shares carry the same rights and obligations as other outstanding ordinary shares.

C. Vesting Conditions

1. After employees subscribe to the RSA, from the capital increase record date, they must meet the following conditions:
 - Still employed on each vesting date
 - No disciplinary records for violations of labor contracts, code of conduct, trust agreements, corporate governance practices, ethical management principles, work rules, non-compete and confidentiality agreements, or other contractual obligations
 - Meet both individual performance indicators and company operational targets
2. Vesting Schedule:
 - After one year: 30%
 - After two years: 35%
 - After three years: 35%
3. Performance Criteria:
 - Individual Performance: Average grade of A+ or above in the two most recent evaluations
 - Company Operational Targets:

Performance Indicator	Weight	Target
EPS	40%	8% increase over previous 3-year average
ROE	40%	8% increase over previous 3-year average
ESG	20%	Energy Intensity Reduction: - Year 1 (2025): ≥20% vs base year - Year 2 (2026): ≥21% vs base year

Performance Indicator	Weight	Target
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- Year 3 (2027): $\geq 22\%$ vs base year

Notes:

1. $EPS = (\text{Equity attributable to parent company owners} - \text{Preferred stock dividends}) / \text{Weighted average shares outstanding}$
2. $ROE = \text{Current year net income} / \text{Average total shareholders' equity}$
3. EPS three-year average calculated to two decimal places
4. ROE three-year average calculated to four decimal places
5. Energy intensity baseline year is 2016, scope covers GHG Protocol Scope 2 emissions

D. Treatment of Unvested Shares

1. If company targets are not met, unvested shares will be repurchased at original issue price and cancelled
2. Shares will be repurchased if employee:
 - Leaves employment before vesting date
 - Commits serious violations
 - Fails to meet performance targets
3. Unvested shares will be repurchased upon voluntary resignation, termination, or layoff

Article 3. Employee Eligibility and Subscription

A. Eligible Employees

Full-time employees of the Company and its subsidiaries who meet at least one of:

- Key personnel for company's future development
- Individuals with significant value contribution
- Core new employees

B. Allocation Method

Based on factors including seniority, position, performance, and overall contribution. Requires:

- Chairman's approval and Board consent
- Remuneration Committee approval for directors/managers
- Audit Committee approval for other employees

C. Restrictions

- Individuals holding $>10\%$ of company shares not eligible
- Remuneration Committee and non-employee directors not eligible
- Individual employee's combined RSA and stock options limited to 0.3% of total shares

Article 4. Purpose

To attract and retain key talent, achieve medium and long-term goals, and align employee interests with shareholder benefits.

Article 5. Financial Impact

A. Estimated Expenses

- Total estimated expense: NT\$16,695,000
- Annual breakdown (2025-2028):
 - 2025: NT\$2,469,000
 - 2026: NT\$8,626,000
 - 2027: NT\$4,139,000
 - 2028: NT\$1,461,000

B. EPS Dilution

Estimated EPS reduction:

- 2025: NT\$0.02
- 2026: NT\$0.06
- 2027: NT\$0.03
- 2028: NT\$0.01

C. Other Impact

Proposed issuance represents approximately 0.49% of total outstanding shares (based on 142,180,467 shares as of February 12, 2025).

