

**Stock Code:3685**



**Tradetool Auto Co., Ltd.**

**2024 Annual General Shareholders' Meeting**

**Meeting Agenda Handbook**

**MEETING TIME: 30 MAY 2024**

**Location: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan  
(Chauyang Vil Activity Center Conference Room)**

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**Tradetool Auto Co., Ltd.  
2024 Annual Meeting of Shareholders**

**Meeting Procedure**

**I. Call the Meeting to Order**

**II. Chairman's Address**

**III. Report Items**

**IV. Proposed Resolutions**

**V. Extemporaneous Motions**

**VI. Adjournment**

**Tradetool Auto Co., Ltd.**  
**2024 Annual Meeting of Shareholder**  
**Meeting Agenda**

Time: 9:00 a.m., 30 May 2024 (Thursday) (24-hour clock)

Shareholders' attendance registrations will be accepted from: 8:30 a.m. (24-hour clock )

Place: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan  
(Chauyang Vil Activity Center Conference Room)

Type of meeting: Physical Meeting

- I. Meeting Commencement Announcement (Report the total number of shares represented at this AGM )
  
- II. Chairman's Address
  
- III. Report Items
  - (I)2023 Business Report
  - (II)Audit Committee's review of 2023 audited financial statements
  - (III)Report of the revision to the "Rules of Procedure for Board of Directors Meetings"
  - (IV)Report of the addition of the "Sustainable Development Best Practice Principles"
  
- IV. Proposed Resolutions
  - (I)Adoption of the 2023 Business Report and Financial Statements
  - (II)Adoption of the Proposal for 2023 Deficit Compensation

Voting by Poll
  
- V. Extemporaneous Motions
  
- VI. Adjournment

## Report Items

**Report No. 1:**(Proposed by the board of directors)

Description: 2023 Business Report.

Explanation: For the Company’s 2023 Business Report, please refer to pp.7 - 9 of this Handbook.

**Report No. 2:** (Proposed by the board of directors)

Description: Audit Committee’s review of 2023 audited financial statements.

Explanation: For the Company’s 2023 Business Report, please refer to pp.10 of this Handbook.

**Report No. 3:** (Proposed by the board of directors)

Description: Report of the revision to the “Rules of Procedure for Board of Directors Meetings”.

Explanation: In accordance with the amendment to the laws, the Company revised the partial provisions of its “Rules of Procedure for Board of Directors Meetings”. For the comparison table of revisions, please refer to pp.11-12 of this Handbook.

**Report No. 4:** (Proposed by the board of directors)

Description: Report of the addition of the “Sustainable Development Best Practice Principles”.

Explanation: To meet the Company’s operation needs, the Company added “Sustainable Development Best Practice Principles”. Please refer to pp.13-17 of this Handbook.

## Proposed Resolutions

### Report No. 1:(Proposed by the board of directors)

Description: Adoption of the 2023 Business Report and Financial Statements.

Explanation:

1. The Company's 2023 financial statements (including Parent Company Only Financial Statements and Consolidated Financial Statements) have been approved by the board of directors and have been reviewed by the CPAs of Ernst & Young, Huang, Tzu Ping and . Ching-Yuan Tu Also, the Company's Business Report has been examined by the Audit Committee and has issued an audit report.
2. For the financial statements and records as required in the preceding Paragraph, please refer to pp.7-9 and pp.18 -38 of this Handbook.
3. Proposed for adoption.

### Report No. 2:(Proposed by the board of directors)

Description: Adoption of the Proposal for 2023 Deficit Compensation.

Explanation:

1. In accordance with the regulations of the Company Act and the Articles of Association, on 11 March 2024, the Company's board of directors proposed its deficit compensation in 2023 as follows:

Tradetool Auto Co., Ltd.  
Deficit Compensation Statement



Unit: NT\$ (in thousands)

<b>Unappropriated retained earnings at the beginning of 2022</b>	<b>0</b>
(-)2023 net loss	(61,204,416)
<b>Deficit yet to be compensated – at the end of 2023</b>	<b>(61,204,416)</b>
<b>Items for compensating deficit:</b>	
Statutory reserves	16,614,332
Capital reserves – paid in capital in excess of par	44,590,084
<b>Accumulated earnings at the end of 2023</b>	<b>0</b>

Note: The Company did not distribute dividend, employee remuneration and director's remuneration in 2023.

Chairman:



Manager:



Accounting Executive:



2. The Company's net loss in 2023 was NT\$(in New Taiwan Dollars, similarly hereinafter) 61,204,416.
3. According to 26-1 of the Articles of Association, after adding unappropriated retained earnings at the beginning of 2023 of NT\$0, the deficit to be compensated became NT\$61,204,416. The Company proposed to compensate deficit with capital reserves – paid in capital in excess of par of NT\$44,590,084 and special reserves of NT\$16,614,332. It is expected that the accumulated earnings will be NT\$0 after executing the proposal. Therefore, the Company did not distribute dividend in 2023.
4. Proposed for adoption.

## Voting by Poll

## **Extemporany Motions**

## **Adjournment**

# **Attachment**



To shareholders,

Thanks to the entire management team's efforts of the Company, the specification and technology of automotive light guide plate of optical injection business department has been constantly improved; moreover, the quantity and size of automotive display has also increased. As a result, the division's operating revenue has been constantly growing in 2023. For automotive lightings, apart from automotive industry, the Company has also expanded into the electrically power assisted cycles and sequentially completed product mass production, specification verification, automotive lighting design, and obtained IATF16949 certification for manufacturing. For metal stamping business, due to the gradual increase in the popularity of new energy vehicles in the Chinese automotive market, the market share of domestic Chinese brands significantly grew compared to joint venture brands. Affected by the brand reshuffling in the Chinese automotive market, sales of Japanese automakers primarily focusing on gasoline-powered vehicles experienced a decline, which resulted in operational losses for this division. As a result, the performance of the business unit was not as good as the Company expected.

### 1. 2023 Operating Results

Item	2023	2022	Unit: NT\$ (in thousands)	
			Increase (decrease) amount	Increase (decrease) rate
Operating revenue	1,518,911	1,551,319	(32,408)	-2%
Operating cost	1,253,713	1,334,455	(80,742)	-6%
Gross profit	265,198	216,864	48,334	22%
Operating expense	284,263	262,573	21,690	8%
Operating losses	(19,065)	(45,709)	26,644	-58%
Non-operating incomes and expenses	(26,815)	(20,102)	(6,713)	33%
Net income before tax	(45,880)	(65,811)	19,931	-30%
Tax(expense) income	(2,692)	9,832	(12,524)	-127%
Net loss for the period	(48,572)	(55,979)	7,407	-13%
Net loss attributable to the shareholders of the parent	(61,204)	(59,812)	(1,392)	2%

In 2023, the consolidated operating revenue of the Company experienced a slight decline compared to 2022. This was primarily due to the impact of the brand reshuffling in the Chinese automotive market on the Group's metal stamping business resulting in a decrease in sales of joint venture brands and consequently a reduction in component revenue. However, as the Chinese government eased COVID-19 containment policies, economic activities across various industries gradually returned to normal. The expansion of production capacity in the steel industry stabilized steel prices, enabling effective control of material costs within the Group. This led to an overall decrease in operating costs and consequently drove a 22% growth in the Group's operating gross profit for 2023 compared with 2022. On the other

hand, the Group's metal stamping business was affected by the poor operational performance of some customers, resulting in the failure to recover some accounts receivable on time and leading to bad debt losses. This caused operating expenses for 2023 to increase by 8% compared with 2022, and affected the 2023 operating profit. However, the operating loss for 2023 still decreased by 58% compared with fiscal year 2022.

Non-operating income and expenses in 2023 has increased by 33% than that of 2022, which was mainly because of the rise in US dollar interest rates in 2023 . As a result, the interest expenses this year has increased than that of 2022.

Moreover, the foreign exchange loss arising from changes in exchange rate in 2022 has increased than that of 2021 also resulted in the increase in non-operating expenses,

To sum up, in 2023, the Company's comprehensive net loss was NT\$48,572,000 and the net loss attributable to the shareholders of the parent was NT\$61,204,000.

## 2. Financial Profitability Analysis for 2023

Item	2023	2022
Debt Ratio (%)	42.58	44.88
Current Ratio (%)	133.59	132.73
Assets Return Ratio (%)	(1.03)	(1.56)
Equity return ratio attributable to owners of the parent (%)	(7.07)	(6.49)
Net Profit Margin (%)	(3.20)	(3.61)
Earnings per Share (after tax) (NT\$)	(0.77)	(0.75)

Note: The table above is prepared based on International Financial Reporting Standards (IFRS) for the compilation of consolidated financial statements.

The Company's debt ratio in 2023 has decreased than that of 2022, while the current rate has increased than that of 2022. It was mainly because the gradual repayment of bank borrowings in 2022, which resulted in the decrease in current liabilities than that of 2022 and further influenced the related performance of financial ratio.

The Company's assets return ratio, equity return ratio, net profit margin and earnings per share (after tax) showed poor performance in 2023, which was mainly because the losses in the operation of the Company's metal stamping business, therefore the overall profitability for the period of the Group was lower.

## 3. Budget implementation for 2023:

The Company did not prepare its financial forecast for 2023.

## 4. R&D status in 2023

To maintain the development of the industry, the Company has been continuously developing new customers of optical component injection of automotive display and automotive metal stamping and welding parts. Also, the Company has been actively optimizing the automotive lighting products for light source efficiency, power consumption, and compactness. The Company has successfully developed a patented optical structure with high LED utilization efficiency and minimal volume, providing ongoing innovation in automotive lighting architecture for car manufacturers. Moreover, the Company is continuously optimizing materials and processes for automotive metal stamping parts, with a proactive investment in research and development." In 2023, the Group invested NT\$67,144,000 in

total for R&D, which accounted for about 4% of operating revenues.

#### 5. Summary of the business plan for 2024 and the Company's future development strategy

In the current global economy, heightened geopolitical risks, uncertain financial conditions, and the impacts of extreme weather events have led many research institutions to forecast a slowing pace of economic growth in the future. However, Asia is expected to remain a primary pillar of global economic growth. In addition to the stable domestic demand in China's automotive market, its automotive export industry has surpassed Japan to become the world's largest, with a continuously increasing share in the global electric vehicle market. Nevertheless, the current global economic landscape faces complex challenges. Whether it's the global economy or the development of the Chinese automotive market, we must approach with caution. Therefore, the Company has been actively seeking growth opportunities in other Asian regions outside of China.

The Company will pay close attention to global economic development, domestic and international policy trends, as well as regulatory changes, and strive to gain further business opportunities. Moreover, the Company will adjust its production capacity arrangement, continuously improve manufacturing process and keep engaging in various cost rationalization improvement activities to create better performance and increase the Company's benefits and profits and also to give back to shareholders' support to the Company.

Chairman: CHIANG, KAI-LIANG



President: CHANG, MING-HUNG



Chief accounting officer: WANG, CHENG-WEN



Attachment II. Audit Committee's Review Report

Tradetool Auto Co., Ltd.

Audit Committee's Review Report

The board of directors has prepared the Company's 2023 Financial Statements. The CPAs of Ernst& Young, Tzu-Ping Huang and Ching-Yuan Tu , were retained to audit Tradetool Auto Co., Ltd. 's Financial Statements and has issued an audit report relating to The Business Report, Financial Statements, and deficit off-setting have been reviewed and determined to be correct and accurate by the Audit Committee members of Tradetool Auto Co., Ltd. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Best regards,

Tradetool Auto Co., Ltd.

The 2024 Annual General Meeting of Shareholders

Convenor: CHEN, CHUN-MAO

Independent director:



11 March 2024

Attachment III. Comparison Table for the “Rules of Procedure for Board of Directors Meetings” Before and After Revision

Tradetool Auto Co., Ltd.

Comparison Table for the “Rules of Procedure for Board of Directors Meetings” Before and After Revision

Date of the resolution being approved: 1 February 2024

Date of shareholders meeting: 30 May 2024

After Revision	Before Revision	Explanation
<p>Article 3 A board meeting should meet at least quarterly. The reason for convening board meeting should be disclosed. The directors should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. With the consent of a counter party, the preceding notification for the convening of board meeting can be conducted through electronic transmission. All matters set out in Paragraph 1 of Article 12 of this regulation should be specified in the notice of the reasons for calling a board meeting; none of them may be raised by an extraordinary motion.</p>	<p>Article 3 A board meeting should meet at least quarterly. The reason for convening board meeting should be disclosed. The directors should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. With the consent of a counter party, the preceding notification for the convening of board meeting can be conducted through electronic transmission. All matters set out in Paragraph 1 of Article 12 of this regulation should be specified in the notice of the reasons for calling a board meeting, none of them may be raised by an extraordinary motion.</p>	<p>Text modification.</p>
<p>Article 8 When a board meeting is held, the designated unit responsible for the board meetings shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. When the meeting time is due and one-half all board directors are not present, the meeting chair may announce that the meeting time will be postponed on the same day, provided that no more than two postponements are made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in , paragraph 2, Article 3. The number of "all directors" as referred to in the preceding paragraph and in subparagraph 2, paragraph 2, Article 16 shall be counted as the number of directors then actually in office.</p>	<p>Article 8 When a board meeting is held, the designated unit responsible for the board meetings shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by this Corporation may also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in paragraph 2, Article 3. The number of "all directors," as used in the preceding paragraph and in subparagraph 2, paragraph 2, Article 16 shall be counted as the number of directors then actually in office.</p>	<p>1. To prevent disputes arising from indefinite extensions of board meetings and to avoid prolonging meeting times, it is hereby stipulated that when the attendance falls below the required number, the chairman may announce a deadline for adjournment, limited to the same day. 2. Text modification.</p>

After Revision	Before Revision	Explanation
<p>Article 11 A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.</p> <p>The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.</p> <p>At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case paragraph 4, Article 8 shall apply mutatis mutandis.</p> <p>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, paragraph 3, Article 7 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</p>	<p>Article 11 A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.</p> <p>The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.</p> <p>At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, <del>then upon the motion by a director sitting at the meeting,</del> the chair shall declare a suspension of the meeting, in which case paragraph <del>5</del>, Article 8 shall apply mutatis mutandis.</p>	<p>1. In consideration of practical situations during board meetings, where the chairman is unable to preside over the meeting due to unforeseen circumstances or fails to adjourn the meeting according to regulations, in order to avoid disruption to the operation of the board, the appointment procedure for the chairman's proxy shall be specified.</p> <p>2. Text modification.</p>

Attachment IV. Sustainable Development Best Practice Principles  
Tradetool Auto Co., Ltd.

Sustainable Development Best Practice Principles

Date of the resolution being approved: 10 August 2023

Date of shareholders meeting: 30 May 2024

General Principles

Article 1

In order to fulfill the Company's corporate social responsibility initiatives and to promote economic, environmental, and social advancement for purposes of sustainable development, the Company stipulates the Principles according to "Sustainable Development Best Practice Principles for TWSE/TPEX Listed Companies".

Article 2

The Principles apply to the entire operations of the Company and its business group. The Company actively fulfill sustainable development in the course of its business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on sustainable development.

Article 3

In promoting sustainable development initiatives, the Company shall, in its corporate management guidelines and business operations, give due consideration to the rights and interests of stakeholders and, while pursuing sustainable operations and profits, also give due consideration to the environment, society and corporate governance.

The Company shall, in accordance with the materiality principle, conduct risk assessments of environmental, social and corporate governance issues pertaining to company operations and establish the relevant risk management policy or strategy.

Article 4

To implement sustainable development initiatives, the Company is advised to follow the principles below:

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate sustainable development information.

Article 5

The Company shall take into consideration the correlation between the development of domestic and international sustainable development issues and corporate core business operations, and the effect of the operation of individual companies and of its respective business groups as a whole on stakeholders, in establishing its policies, systems or relevant management guidelines, and concrete promotion plans for sustainable development programs, which shall be approved by the board of directors and then reported to the shareholders meeting.

When a shareholder proposes a motion involving sustainable development, the company's board of directors is advised to review and consider including it in the shareholders meeting agenda.

Exercising Corporate Governance

Article 6

The Company is advised to follow the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies, the Ethical Corporate Management Best Practice Principles for TWSE/TPEX Listed Companies, and the Code of Ethical Conduct for TWSE/TPEX Listed Companies to establish effective corporate governance frameworks and relevant ethical standards so as to enhance corporate governance.

Article 7

The directors of the Company shall exercise the due care of good administrators to urge the Company to perform its sustainable development initiatives, examine the results of the implementation thereof from time to time and continually make adjustments so as to ensure the thorough implementation of its sustainable development policies.

The board of directors of the Company is advised to give full consideration to the interests of stakeholders, including the following matters, in the Company's furtherance of its sustainable development objectives:

1. Identifying the Company's sustainable development mission or vision, and declaring its sustainable development policy, systems or relevant management guidelines;
2. Making sustainable development the guiding principle of the Company's operations and development, and ratifying concrete promotional plans for sustainable development initiatives; and
3. Enhancing the timeliness and accuracy of the disclosure of sustainable development information.

The board of directors shall appoint executive-level positions with responsibility for economic, environmental, and social issues resulting from the business operations of the Company, and to report the status of the handling to the board of directors. The handling procedures and the responsible person for each relevant issue shall be concrete and clear.

Article 8

The Company is advised to, on a regular basis, organize education and training on the promotion of sustainable development initiatives, including promotion of the matters prescribed in paragraph 2 of the preceding article.

Article 9

For the purpose of managing sustainable development initiatives, the Company is advised to create a governance structure for promotion of sustainable development, and establish an exclusively (or concurrently) dedicated unit to be in charge of proposing and enforcing the sustainable development policies, systems, or relevant management guidelines, and concrete promotional plans and to report on the same to the board of directors on a periodic basis.

The Company is advised to adopt reasonable remuneration policies, to ensure that remuneration arrangements support the strategic aims of the organization, and align with the interests of stakeholders.

It is advised that the employee performance evaluation system be combined with sustainable development policies, and that a clear and effective incentive and discipline system be established.

Article 10

The Company shall, based on respect for the rights and interests of stakeholders, identify stakeholders of the Company, and establish a designated section for stakeholders on the company website; understand the reasonable expectations and demands of stakeholders through proper communication with them, and adequately respond to the important sustainable development issues which they are concerned about.

#### Fostering a Sustainable Environment

Article 11

The Company shall follow relevant environmental laws, regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business operations and internal management.

Article 12

The Company is advised to endeavor to utilize energy more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources.

Article 13

The Company is advised to establish proper environment management systems based on the characteristics of their industries. Such systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the Company's business operations on the natural environment.
2. Establishing measurable goals for environmental sustainability, and examining whether the development of such goals should be maintained and whether it is still relevant on a regular basis.
3. Adopting enforcement measures such as concrete plans or action plans, and examining the results of its operation on a regular basis.

Article 14

The Company is advised to establish a dedicated unit or assign dedicated personnel for drafting, promoting, and maintaining relevant environment management systems and concrete action plans, and should hold environment education courses for their managerial officers and other employees on a periodic basis.

Article 15

The Company is advised to take into account the effect of business operations on ecological efficiency, promote and advocate the concept of sustainable consumption, and conduct research and development, procurement, production, operations, and services in accordance with the following principles to reduce the impact on the natural environment and human beings from its business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services

Article 16

To improve water use efficiency, the Company shall properly and sustainably use water resources and establish relevant management measures.

The Company shall construct and improve environmental protection treatment facilities to avoid polluting



water, air and land, and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

#### Article 17

The Company is advised to assess the current and future potential risks and opportunities that climate change may present to enterprises and to adopt related measures.

The Company is advised to adopt standards or guidelines generally used in Taiwan and abroad to enforce corporate greenhouse gas inventory and to make disclosures thereof, the scope of which shall include the following:

1. Direct greenhouse gas emissions: emissions from operations that are owned or controlled by the company.
2. Indirect greenhouse gas emissions: emissions resulting from the utilization of energy such as imported electricity, heating, or steam.
3. Other indirect emissions: emissions resulting from corporate activities that are not indirect emissions from energy, but are from other sources of emissions owned or controlled by the company.

The Company is advised to compile statistics on greenhouse gas emissions, volume of water consumption and total weight of waste and to establish policies for energy conservation, carbon and greenhouse gas reduction, reduction of water consumption or management of other wastes. The Company's carbon reduction strategies should include obtaining carbon credits and be promoted accordingly to minimize the impact of their business operations on climate change.

#### Preserving Public Welfare

#### Article 18

The Company shall comply with relevant laws and regulations, and the International Bill of Human Rights, with respect to rights such as gender equality, the right to work, and prohibition of discrimination.

The Company, to fulfill its responsibility to protect human rights, shall adopt relevant management policies and processes, including:

1. Presenting a corporate policy or statement on human rights.
2. Evaluating the impact of the company's business operations and internal management on human rights, and adopting corresponding handling processes.
3. Reviewing on a regular basis the effectiveness of the corporate policy or statement on human rights.
4. In the event of any infringement of human rights, the company shall disclose the processes for handling of the matter with respect to the stakeholders involved.

The Company shall comply with the internationally recognized human rights of labor, including the freedom of association, the right of collective bargaining, caring for vulnerable groups, prohibiting the use of child labor, eliminating all forms of forced labor, eliminating recruitment and employment discrimination, and shall ensure that their human resource policies do not contain differential treatments based on gender, race, socioeconomic status, age, or marital and family status, so as to achieve equality and fairness in employment, hiring conditions, remuneration, benefits, training, evaluation, and promotion opportunities.

The Company shall provide an effective and appropriate grievance mechanism with respect to matters adversely impacting the rights and interests of the labor force, in order to ensure equality and transparency of the grievance process. Channels through which a grievance may be raised shall be clear, convenient, and unobstructed. The company shall respond to any employee's grievance in an appropriate manner.

#### Article 19

The Company shall provide information for their employees so that the employees have knowledge of the labor laws and the rights they enjoy in the countries where the companies have business operations.

#### Article 20

The Company is advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees' safety and health and to prevent occupational accidents.

The Company is advised to organize training on safety and health for their employees on a regular basis.

#### Article 21

The Company is advised to create an environment conducive to the development of its employees' careers and establish effective training programs to foster career skills.

The Company shall establish and implement reasonable employee welfare measures (including remuneration, leave and other welfare etc.) and appropriately reflect the business performance or achievements in the employee remuneration, to ensure the recruitment, retention, and motivation of human resources, and achieve the objective of sustainable operations.

#### Article 22

The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

#### Article 22-1

The Company is advised to treat customers or consumers of its products or services in a fair and reasonable manner, including according to the following principles: fairness and good faith in contracting, duty of care and fiduciary duty, truthfulness in advertising and soliciting, fitness of products or services, notification and disclosure, commensuration between compensation and performance, protection of the right to complain, professionalism of salespersons etc. Said company shall also develop the relevant strategies and specific measures for implementation.

#### Article 23

The Company shall take responsibility for their products and services, and take marketing ethics seriously. In the process of research and development, procurement, production, operations, and services, the company shall ensure the transparency and safety of their products and services. They further shall establish and disclose policies on consumer rights and interests, and enforce them in the course of business operations, in order to prevent the products or services from adversely impacting the rights, interests, health, or safety of consumers.

#### Article 24

The Company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The Company shall follow relevant laws, regulations and international guidelines in regard to customer health and safety and customer privacy involved in, and marketing and labeling of, their products and services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

#### Article 25

The Company is advised to evaluate and manage all types of risks that could cause interruptions in operations, so as to reduce the impact on consumers and society.

The Company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with laws and regulations related to the Personal Information Protection Act for respecting consumers' rights of privacy and shall protect personal data provided by consumers.

#### Article 26

The Company is advised to assess the impact its procurement has on society as well as the environment of the community that it is procuring from, and shall cooperate with its suppliers to jointly implement the corporate social responsibility initiative.

The Company is advised to establish supplier management policies and request suppliers to comply with rules governing issues such as environmental protection, occupational safety and health or labor rights. Prior to engaging in commercial dealings, the Company is advised to assess whether there is any record of a supplier's impact on the environment and society, and avoid conducting transactions with those against corporate social responsibility policy.

When the Company enters into a contract with any of its major suppliers, the content should include terms stipulating mutual compliance with corporate social responsibility policy, and that the contract may be terminated or rescinded any time if the supplier has violated such policy and has caused significant negative impact on the environment and society of the community of the supply source.

#### Article 27

The Company shall evaluate the impact of their business operations on the community, and adequately employ personnel from the location of the business operations, to enhance community acceptance.

#### Article 27-1

The Company is advised to, through equity investment, commercial activities, endowments, volunteering service or other charitable professional services etc., dedicate resources to organizations that commercially resolve social or environmental issues, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

#### Article 28

The Company shall disclose information according to relevant laws, regulations and the Corporate Governance Best Practice Principles for the Company and shall fully disclose relevant and reliable information relating to their sustainable development initiatives to improve information transparency.

Relevant information relating to sustainable development which the Company shall disclose includes:

1. The policy, systems or relevant management guidelines, and concrete promotion plans for sustainable

development initiatives, as resolved by the board of directors.

2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.
3. Goals and measures for promoting the sustainable development initiatives established by the companies, and performance in implementation.
4. Major stakeholders and their concerns.
5. Disclosure of information on major suppliers' management and performance with respect to major environmental and social issues.
6. Other information relating to sustainable development initiatives.

#### Article 29

The Company shall adopt internationally widely recognized standards or guidelines when producing sustainability reports, to disclose the status of its implementation of the sustainable development policy. It also is advisable to obtain a third-party assurance or verification for reports to enhance the reliability of the information in the reports. The reports are advised to include:

1. The policy, system, or relevant management guidelines and concrete promotion plans for implementing sustainable development initiatives.
2. Major stakeholders and their concerns.
3. Results and a review of the exercising of corporate governance, fostering of a sustainable environment, preservation of public welfare and promotion of economic development.
4. Future improvements and goals.

#### Supplementary Provisions

#### Article 30

The development of sustainability-related principles and the changing business environment prompt a review and improvement of the sustainability framework established by the company. This is aimed at enhancing the effectiveness of promoting sustainability development.

#### Article 31

These guidelines are implemented after being approved by the board of directors and reported to the shareholders' meeting. The same procedure applies when amendments are made.

## **REPORT OF INDEPENDENT ACCOUNTANTS**

### English Translation of a Report Originally Issued in Chinese

To Tradetool Auto Co., Ltd.

#### **Opinion**

We have audited the accompanying consolidated balance sheets of Tradetool Auto Co., Ltd. (the "Company") and its subsidiaries as at 31 December 2023 and 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2023 and 2022, and notes to the consolidated financial statements, including the summary of significant accounting policies.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries (the "Group") as at 31 December 2023 and 2022, and their consolidated financial performance and cash flows for the years ended 31 December 2023 and 2022, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2023 consolidated financial statements. 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.



### Income recognition

Tradetool Auto Co., Ltd. and its subsidiaries recognized operating income of NT\$1,518,911 thousand in 2023. The Group mainly engages in the manufacturing, trading of light guide plates and automotive stamping and welding parts, as well as the development and trading of related molds. The Company determines the timing of product control transfer based on the transaction terms specified in each sales contract, and recognizes sales revenue. Due to the different sales terms for major customers, judgement is made depending on the different transaction conditions. Because of the complexity of identifying the composition of performance obligations and the timing of satisfying performance obligations, there are significant risks in the recognition of operating income. As such, we determined this a key audit matter. Our audit procedures included, but were not limited to, understanding and testing of the effectiveness of the Company and the subsidiaries' internal control related to income recognition in the sales cycle; selecting samples to perform test of details of transactions and reviewing the revenue recognition requirements in the orders or contracts to meet the performance obligations; verifying the significant terms and conditions and checking the relevant supporting documents to confirm the accuracy of the timing to transfer rights of goods; examining the relevant supporting documents of the income transaction for a period of time before and after the balance sheet date to ensure the timing of income recognition was appropriate. We also considered the appropriateness of the disclosure of operating income in Note 6 of the consolidated financial statements.

### Valuation for inventories

As at 31 December 2023, the net inventories amounted to NT\$253,084 thousand, accounting for 11% of the total consolidated assets that could have significant impact on the Group. As the inventory price fluctuates greatly due to the influence of the market, the provision for valuation loss, sluggish or obsolete inventories involves major judgments by the management, we therefore determined this a key audit matter. Our audit procedures included, but were not limited to, evaluate the effectiveness of the internal control established by the management for inventory, including performing simple tests and understanding the appropriateness of the management's assessment of inventory evaluation policies and methods, evaluating the management's stocktaking plan and conducting inventory inspections on the spot, checking the unit cost of inventory, sampling inventory purchase and sales related documents to verify the net realizable value, and obtain the inventory aging table and test the correctness of the inventory age. We also considered the appropriateness of the disclosure of valuation for inventories in Notes 5 and 6 of the consolidated financial statements.



## **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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 ability to continue as a going concern of the Company and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

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

## **Auditor's 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 auditing standards generally accepted in 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 auditing standards generally accepted in 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 internal control of the Company and its subsidiaries.
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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that event exists a material uncertainty, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries 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 2023 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

### **Other**

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as at and for the years ended 31 December 2023 and 2022 as reference.

Huang Tzu Ping  
Tu Ching Yuan

Ernst & Young, Taiwan  
11 March 2024

### **Notice to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated financial position, results of operations 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 accepted and applied in the Republic of China.



TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
31 December 2023 and 31 December 2022  
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2023	31 Dec 2022
<b>Current assets</b>			
Cash and cash equivalents	4, 6(1), 12	\$225,599	\$290,282
Notes receivable, net	4, 6(2), 8, 12	63,835	47,629
Notes receivable- related parties, net	4, 6(2), 7, 8, 12	10,461	4,319
Accounts receivable, net	4, 6(2), 12	430,189	472,445
Accounts receivable- related parties, net	4, 6(2), 7, 12	8,998	17,055
Other receivables- related parties, net	7, 12	531	1,071
Current tax assets	4	35	32
Inventories	4, 6(3)	253,084	290,240
Prepayment	4	66,197	66,013
Non-current assets held for sale	4	6,503	-
Other current financial assets	8, 12	25,820	53,436
Other current assets- others		1,874	3,218
Total current assets		<u>1,093,126</u>	<u>1,245,740</u>
<b>Non-current assets</b>			
Financial assets at fair value through other comprehensive income, non-current	4, 12, 13	19,991	28,986
Property, plant and equipment	4, 6(4), 7, 8	949,002	1,027,679
Right-of-use assets	4, 6(13), 8	180,769	193,701
Intangible assets	4, 6(5)	38,587	24,497
Deferred tax assets	4, 6(17)	94,279	94,528
Other non-current assets- others		28,411	39,389
Total non-current assets		<u>1,311,039</u>	<u>1,408,780</u>
Total assets		<u>\$2,404,165</u>	<u>\$2,654,520</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
31 December 2023 and 31 December 2022  
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2023	31 Dec 2022
<b>Current liabilities</b>			
Short-term loans	4, 6(6), 8, 12	\$377,455	\$461,053
Contract liabilities, current	4, 6(11), 7	15,862	8,662
Notes payable	12	32,285	40,723
Notes payable- related parties	7, 12	645	6,453
Accounts payable	12	197,653	217,020
Accounts payable- related parties	7, 12	11,468	416
Other payables	12	70,568	91,630
Other payables- related parties	7, 12	26,533	25,226
Current tax liabilities	4	13,672	11,999
Lease liabilities, current	4, 6(13), 12	9,284	9,497
Current portion of long-term loans	4, 6(7), 8, 12	60,152	61,437
Other current liabilities- others		2,711	4,413
Total current liabilities		<u>818,288</u>	<u>938,529</u>
<b>Non-current liabilities</b>			
Long-term loans	4, 6(7), 8, 12	165,699	193,386
Deferred tax liabilities	4, 6(17)	20,638	36,842
Lease liabilities, non-current	4, 6(13), 12	16,612	22,513
Deposits received	12	2,385	-
Total non-current liabilities		<u>205,334</u>	<u>252,741</u>
Total liabilities		<u>1,023,622</u>	<u>1,191,270</u>
<b>Equity attributable to the parent company</b>			
Capital	4, 6(9)		
Common stock		795,740	795,740
Capital surplus		130,965	130,965
Retained earnings			
Legal reserve		-	18,825
Special reserve		16,615	31,914
Accumulated deficits		(61,204)	(34,124)
Total retained earnings		<u>(44,589)</u>	<u>16,615</u>
Other components of equity			
Exchange differences on translation of foreign operations		(22,715)	(18,421)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(28,552)	(23,297)
Total other components of equity		<u>(51,267)</u>	<u>(41,718)</u>
Total equity attributable to the parent company		<u>830,849</u>	<u>901,602</u>
Non-controlling interests	4, 6(9)(20)	549,694	561,648
Total equity		<u>1,380,543</u>	<u>1,463,250</u>
Total liabilities and equity		<u>\$2,404,165</u>	<u>\$2,654,520</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2023	2022
Net sales	4, 6(11), 7	\$1,518,911	\$1,551,319
Cost of sales	6(3)(14), 7	(1,253,713)	(1,334,455)
Gross profit		<u>265,198</u>	<u>216,864</u>
Operating expenses	6(14), 7		
Selling and marketing		(53,168)	(47,450)
General and administrative		(127,119)	(121,502)
Research and development		(67,144)	(91,368)
Expected credit losses	4, 6(12)	(36,832)	(2,253)
Total operating expenses		<u>(284,263)</u>	<u>(262,573)</u>
Operating loss		<u>(19,065)</u>	<u>(45,709)</u>
Non-operating income and expenses	6(15), 7		
Interest revenue		2,335	2,040
Other gains and losses		(1,033)	(1,051)
Financial costs		(28,117)	(21,091)
Total non-operating income and expenses		<u>(26,815)</u>	<u>(20,102)</u>
Loss from continuing operations before income tax		<u>(45,880)</u>	<u>(65,811)</u>
Income tax (expense) benefit	4,6(17)	(2,692)	9,832
Loss from continuing operations, net of tax		<u>(48,572)</u>	<u>(55,979)</u>
Other comprehensive income (loss)	6(16)(17)		
Items that may not be reclassified subsequently to profit or loss			
Equity instruments measured at fair value through other comprehensive income		(8,995)	(15,727)
Income tax related to items that will not be reclassified to profit or loss		3,740	-
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		(8,961)	11,670
Income tax related to items that may be reclassified subsequently to profit or loss		1,074	(1,481)
Total other comprehensive loss, net of tax		<u>(13,142)</u>	<u>(5,538)</u>
Total comprehensive loss income		<u><u>\$(61,714)</u></u>	<u><u>\$(61,517)</u></u>
Net loss attributable to:			
Stockholders of the parent		\$ (61,204)	\$ (59,812)
Non-controlling interests	6(9)(20)	<u>12,632</u>	<u>3,833</u>
		<u><u>\$(48,572)</u></u>	<u><u>\$(55,979)</u></u>
Comprehensive loss attributable to:			
Stockholder of the parent		\$ (70,753)	\$ (69,617)
Non-controlling interests	6(9)(20)	<u>9,039</u>	<u>8,100</u>
		<u><u>\$(61,714)</u></u>	<u><u>\$(61,517)</u></u>
Loss per share (NTD)	4,6(18)		
Loss per share-basic		<u>\$(0.77)</u>	<u>\$(0.75)</u>
Loss per share-diluted		<u>\$(0.77)</u>	<u>\$(0.75)</u>

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

**TRABE TOOLS AUTOCL. LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
For the Years Ended 31 December 2023 and 2022  
(Expressed in thousands of New Iranian Rial)

Item	Note	Equity attributable to the parent company										Non Controlling Interests	Total Equity
		Common Stock	Capital Surplus	Retained Earnings			Other components of equity			Treasury Stock	Total		
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Difference on Translation of Foreign Operations	Unrealized Gain or Loss on Financial Assets at Fair Value Through Other Comprehensive Income					
Balance as at 1 Jan 2022	8(9)	\$99,000	\$115,783	\$8,400	\$28,856	\$24,843	\$7,570	\$17,887	\$962,310	\$194,529	\$1,356,839		
Appropriations of earnings, 2022													
Legal reserve				365	(165)								
Special reserve				2,818	(2,803)								
Other comprehensive income, net of tax in 2022	8(16)				(59,812)	3,922	(15,277)		(9,981)	3,833	(55,979)		
Total comprehensive income (loss)										4,287	(55,581)		
Net this income in 2022	8(9)									3,100	(61,217)		
Retirement of treasury stock	8(9)	(4,160)			(59,812)	3,922	(15,277)	17,887			28,809		
Change in ownership of subsidiaries	8(9)												
Change in non-controlling interests	8(9/28)												
Balance as at 31 Dec 2022	8(9/28)	\$95,740	\$110,965	\$8,855	\$8,124	\$18,421	\$23,297	\$-	\$901,602	\$561,648	\$1,463,250		
Balance as at 1 Jan 2023	8(9)	\$95,740	\$110,965	\$8,855	\$8,124	\$18,421	\$23,297	\$-	\$901,602	\$561,648	\$1,463,250		
Appropriations of earnings, 2023													
Legal reserve used to offset a debit				(18,859)	18,824								
Special reserve used to offset a debit					15,299								
Net this income in 2023	8(16)									12,632	(88,572)		
Total comprehensive income (loss)										(3,569)	(13,142)		
Change in non-controlling interests	8(9)									8,019	(61,216)		
Balance as at 31 Dec 2023	8(9/28)	\$95,740	\$110,965	\$-	\$61,206	\$22,215	\$6,285	\$-	\$833,649	\$581,694	\$1,385,343		

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



TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars)

	For the Years Ended 31 December	
	Notes	2022
Cash flows from operating activities:		
Net loss before tax		\$(65,811)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	122,704	104,308
Amortization	8,781	8,536
Expected credit losses	36,832	2,253
Inventory valuation losses	10,035	5,884
Interest expense	28,117	21,091
Interest income	(2,335)	(2,040)
Loss on disposal of property, plant and equipment	1,798	1,376
Gain on lease modification	(1)	(8)
Impairment loss on non-financial assets	3,849	-
Depreciation expense reclassified as other costs	556	-
Expense transfer from property, plant and equipment	203	3,967
Changes in operating assets and liabilities:		
Increase in notes receivable	(16,206)	(18,589)
Increase in notes receivable- related parties	(6,142)	(4,319)
Decrease (increase) in accounts receivable	6,053	(63,954)
Decrease in accounts receivable- related parties	8,057	5,665
Decrease in other receivable- related parties	540	758
Decrease in inventories	24,738	44,859
Increase in prepayments	(1,221)	(16,298)
Decrease (increase) in other current assets	1,308	(433)
Increase in contract liabilities	7,200	3,656
(Decrease) increase in notes payable	(8,438)	32,143
(Decrease) increase in notes payable- related parties	(5,808)	6,453
Decrease in accounts payable	(19,367)	(6,785)
Increase (decrease) in accounts payable- related parties	11,052	(1,032)
(Decrease) increase in other payables	(11,140)	13,724
Increase in other payables- related parties	1,678	2,804
Decrease in other current liabilities	(1,702)	(2,566)
Cash provided by generated from operations	<u>155,261</u>	<u>75,642</u>
Interest received	2,371	2,009
Interest paid	(27,056)	(20,040)
Income tax paid	(12,163)	(2,625)
Net cash provided by generated from operating activities	<u>118,413</u>	<u>54,986</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December	
		2023	2022
(Continued)			
Cash flows from investing activities:			
Acquisition of property, plant and equipment		(49,273)	(189,622)
Disposal of property, plant and equipment		6,161	50
Acquisition of intangible assets		(11,158)	(8,154)
Increase in deposits-out		(178)	(1,329)
Cash inflow from business combinations		-	856
Decrease (increase) in other financial assets		27,616	(39,572)
Increase in prepayments for business facilities		(17,216)	(5,036)
Net cash used in investing activities		<u>(44,048)</u>	<u>(242,807)</u>
Cash flows from financing activities:			
Increase in short-term loans		635,854	707,017
Decrease in short-term loans		(714,598)	(521,983)
Increase in long-term loans		34,507	30,000
Repayment of long-term loans		(62,402)	(160,892)
Decrease in other receivables- related parties		-	22,173
Repayment of lease principal		(10,823)	(6,703)
Increase in deposits received		2,385	-
Change in non-controlling interests		(20,993)	188,128
Net cash (used in) provided by financing activities		<u>(136,070)</u>	<u>257,740</u>
Effect of changes in exchange rate on cash and cash equivalents		(2,978)	3,281
Net (decrease) increase in cash and cash equivalents		(64,683)	73,200
Cash and cash equivalents at beginning of period		290,282	217,082
Cash and cash equivalents at end of period	6(1)	<u>\$225,599</u>	<u>\$290,282</u>

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

## **REPORT OF INDEPENDENT ACCOUNTANTS**

### **English Translation of a Report Originally Issued in Chinese**

To Tradetool Auto Co., Ltd.

#### **Opinion**

We have audited the accompanying parent company only balance sheets of Tradetool Auto Co., Ltd. (the "Company") as at 31 December 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2023 and 2022, and notes to the parent company only financial statements, including the summary of significant accounting policies.

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 at 31 December 2023 and 2022, and its parent company only financial performance and cash flows for the years ended 31 December 2023 and 2022, in conformity with the requirements of 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 (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2023 the parent company only financial statements. 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.



#### Evaluation accounted for under equity method

The long-term equity investment of Tradetool Auto Co., Ltd. amounted to NT\$524,779 thousand, accounting for 49% of the total assets, which is significant to financial statements. We therefore considered this a key audit matter. The auditor's procedures included, but are not limited to, accounting for the Company's recognition of investment income in investee companies based on its shareholding ratio; discussing with management and understanding the assessment of important matters related to subsidiaries, so as to understand the reasonableness of the revenue recognition and the impairment assessment of accounts receivable of the subsidiaries, and evaluate the appropriateness of the disclosures of the notes to the financial statements by management. In addition, we also considered the appropriateness of the disclosures on investments using the equity method in Note 6 to the financial statements.

#### **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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of the 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 ability to continue as a going concern of the Company, 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 audit committee, are responsible for overseeing the financial reporting process of the Company.



## **Auditor's 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 auditing standards generally accepted in 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 the parent company only financial statements.

As part of an audit in accordance with auditing standards generally accepted in 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 internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the parent company only 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 2023 the parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Huang Tzu Ping  
Tu Ching Yuan

Ernst & Young, Taiwan  
11 March 2024

#### Notice to Readers

The accompanying parent company only financial statements are intended only to present the parent company only financial position, results of operations 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 accepted and applied in the Republic of China.



TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
31 December 2023 and 31 December 2022  
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2023	31 Dec 2022
<b>Current assets</b>			
Cash and cash equivalents	4, 6(1), 12	\$33,258	\$84,017
Other receivables, net-related parties	6(2), 7, 12	95,769	76,444
Current tax assets	4	17	6
Other current financial assets	8, 12	6,040	7,009
Other current assets- others		668	1,101
Total current assets		<u>135,752</u>	<u>168,577</u>
<b>Non-current assets</b>			
Financial assets at fair value through other comprehensive income, non-current	4, 12, 13	19,991	28,986
Investments accounted for under the equity method	4, 6(3), 7	524,779	589,118
Property, plant and equipment	4, 6(4), 8	42,057	44,094
Right-of-use assets	4	2,710	4,838
Investment property	4, 6(5), 8	269,000	273,010
Intangible assets	4	2,763	2,069
Deferred tax assets	4, 6(16)	59,794	55,618
Other non-current assets- others		5,335	3,506
Total non-current assets		<u>926,429</u>	<u>1,001,239</u>
Total assets		<u>\$1,062,181</u>	<u>\$1,169,816</u>

(The accompanying notes are an integral part of the parent company only financial statements)  
(continued)

TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY BALANCE SHEETS  
31 December 2023 and 31 December 2022  
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2023	31 Dec 2022
Current liabilities			
Short-term loans	4, 6(6), 8, 12	\$40,000	\$40,000
Other payables	12	5,605	5,578
Lease liabilities, current	4, 12	1,531	2,108
Current portion of long-term loans	4, 6(7), 8, 12	21,112	20,871
Other current liabilities- others		774	682
Total current liabilities		69,022	69,239
Non-current liabilities			
Long-term loans	4, 6(7), 8, 12	140,468	161,426
Deferred tax liabilities	4, 6(16)	20,636	34,812
Lease liabilities, non-current	4, 12	1,206	2,737
Total non-current liabilities		162,310	198,975
Total liabilities		231,332	268,214
Equity attributable to the parent company	4, 6(9)		
Capital			
Common stock		795,740	795,740
Capital surplus		130,965	130,965
Retained earnings			
Legal reserve		-	18,825
Special reserve		16,615	31,914
Accumulated deficits		(61,204)	(34,124)
Total retained earnings		(44,589)	16,615
Other components of equity			
Exchange differences on translation of foreign operations		(22,715)	(18,421)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(28,552)	(23,297)
Total other components of equity		(51,267)	(41,718)
Total equity		830,849	901,602
Total liabilities and equity		\$1,062,181	\$1,169,816

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

TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2023	2022
Net sales	4, 6(3)(11)	\$ (51,794)	\$ (41,656)
Cost of sales		-	-
Gross loss		(51,794)	(41,656)
Operating expenses	6(13), 7		
General and administrative		(38,348)	(39,816)
Total operating expenses		(38,348)	(39,816)
Operating loss		(90,142)	(81,472)
Non-operating income and expenses	6(14), 7		
Interest revenue		5,706	5,124
Other gains and losses		14,980	26,206
Financial costs		(5,145)	(4,177)
Total non-operating income and expenses		15,541	27,153
Loss from continuing operations before income tax		(74,601)	(54,319)
Income tax income (expense)	4, 6(16)	13,397	(5,493)
Loss from continuing operations, net of tax		(61,204)	(59,812)
Other comprehensive income (loss)	6(15)(16)		
Items that may not be reclassified subsequently to profit or loss			
Unrealised gains or losses from investments in equity instruments measured at fair value		(8,995)	(15,727)
Income tax related to items that will not be reclassified to profit or loss		3,740	-
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations	6(3)	(5,368)	7,403
Income tax related to items that may be reclassified subsequently to profit or loss		1,074	(1,481)
Total other comprehensive income, net of tax		(9,549)	(9,805)
Total comprehensive loss		\$ (70,753)	\$ (69,617)
(Loss) earnings per share (NTD)	4, 6(17)		
(Loss) earnings per share-basic		\$ (0.77)	\$ (0.75)
(Loss) earnings per share-diluted		\$ (0.77)	\$ (0.75)

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

TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars)

Item	Notes	Common Stock	Capital Surplus	Retained Earnings			Other components of equity		Treasury Stock	Total
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Transition of Foreign Operations	Unrealized Gains or Losses on Financial Assets at Fair Value Through Other Comprehensive Income		
Balance as at 1 Jan 2022	6(9)	\$799,900	\$115,783	\$18,460	\$29,111	\$28,856	\$(24,943)	\$(7,570)	\$(21,887)	\$942,310
Appropriations of earnings, 2021:										
Legal reserve				365		(365)				-
Special reserve					2,803	(2,803)				-
Net loss in 2022						(59,812)				(59,812)
Other comprehensive income, net of tax in 2022	6(15)						5,922	(15,727)		(9,805)
Total comprehensive income (loss)								(15,727)		(69,617)
Retirement of treasury stock			(13,727)						17,887	
Change in ownership of subsidiaries			28,909							28,909
Balance as at 31 Dec 2022	6(9)	\$795,740	\$130,965	\$18,825	\$31,914	\$(34,124)	\$(18,421)	\$(23,297)	\$-	\$901,602
Balance as at 1 Jan 2023	6(9)	\$795,740	\$130,965	\$18,825	\$31,914	\$(34,124)	\$(18,421)	\$(23,297)	\$-	\$901,602
Appropriations of earnings, 2022:										
Legal reserve used to offset a deficit				(18,825)		18,825				-
Special reserve used to offset a deficit					(15,299)	15,299				-
Net loss in 2023						(61,204)				(61,204)
Other comprehensive income, net of tax in 2023	6(15)						(4,294)	(5,255)		(9,549)
Total comprehensive loss							(4,294)	(5,255)		(70,753)
Balance as at 31 Dec 2023	6(9)	\$795,740	\$130,965	\$-	\$16,615	\$(61,204)	\$(22,715)	\$(28,552)	\$-	\$830,849

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

TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars)

	<u>For the Years Ended 31 December</u>		
	<u>Notes</u>	<u>2023</u>	<u>2022</u>
Cash flows from operating activities:			
Net loss income before tax		\$(74,601)	\$(54,319)
Adjustments:			
Reconcile net income to net cash provided by operating activities:			
Depreciation		7,325	7,140
Amortization		156	-
Interest expense		5,145	4,177
Interest income		(5,706)	(5,124)
Share of loss of subsidiaries, associates and joint ventures		51,794	41,656
Gains on lease modification		-	(4)
Dividends income		15,866	4,628
Changes in operating assets and liabilities:			
Decrease (increase) in other receivable- related parties		363	(33)
Decrease (increase) in other current assets		427	(68)
Decrease in other payable		(127)	(768)
Increase (decrease) in other current liabilities		92	(190)
Cash provided by (used in) generated from operations		734	(2,905)
Interest received		4,308	5,017
Interest paid		(5,053)	(4,123)
Income tax paid		(152)	(792)
Net cash used in generated from operating activities		<u>(163)</u>	<u>(2,803)</u>

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

(Continued)



TRADETOOL AUTO CO., LTD.  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
For the Years Ended 31 December 2023 and 2022  
(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December	
		2023	2022
(Continued)			
Cash flows from investing activities:			
Acquisition of investments accounted for under the equity method		(8,689)	(3,961)
Acquisition of property, plant and equipment		-	(234)
Increase in deposits-out		(1,699)	(1,013)
(Increase) decrease in other receivable- related parties		(18,284)	33,887
Decrease (increase) in other financial assets		969	(1,008)
Net cash (used in) provided by investing activities		<u>(27,703)</u>	<u>27,671</u>
Cash flows from financing activities:			
Increase in short-term loans		60,000	40,000
Decrease in short-term loans		(60,000)	-
Decrease in long-term loans		(20,717)	(60,716)
Decrease in lease liabilities		(2,176)	(1,988)
Net cash used in financing activities		<u>(22,893)</u>	<u>(22,704)</u>
Net (decrease) increase in cash and cash equivalents		(50,759)	2,164
Cash and cash equivalents at beginning of period		84,017	81,853
Cash and cash equivalents at end of period	6(1)	<u>\$33,258</u>	<u>\$84,017</u>

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



# Appendix

Appendix 1. Rules of Procedure for Board of Directors Meetings  
Tradetool Auto Co., Ltd.

Rules of Procedure for Board of Directors Meetings

Approved by the board on 1 February 2024

- Article 1  
To establish a well-established board governance system, sound supervisory function and strengthen management function of the Company, the Company stipulates this regulation according to Article 2 of the “Regulations Governing Procedure for Board of Directors Meetings of Public Companies”.
- Article 2  
With respect to the board meetings of the Company, the main agenda items, working procedures, required content of meeting minutes, public announcements, and other compliance requirements shall be handled in accordance with the provisions of these rules.
- Article 3  
The board of directors shall meet at least quarterly.  
A notice of the reasons for convening a board meeting shall be given to each director and supervisor 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.  
The notice to be given under the preceding paragraph may be effected by means of electronic transmission with the prior consent of the recipients.  
All matters set forth under paragraph 1, Article 12 of these Rules shall be specified in the notice of the reasons for convening a board meeting. None of those matters may be raised by an extraordinary motion except in the case of an emergency or for other legitimate reason.
- Article 4  
The designated unit responsible for the board meetings of the Company shall be the financial and accounting department.  
The agenda affairs group responsible for board meetings shall draft agenda items and prepare sufficient meeting materials, and shall deliver them together with the notice of the meeting.  
A director who is of the opinion that the meeting materials provided are insufficient may request their supplementation by the unit responsible for board meetings. If a director is of the opinion that materials concerning any proposal are insufficient, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 5  
When a board meeting is held, an attendance book shall be provided for signing-in by attending directors, which shall be made available for future reference.  
Directors shall attend board meetings in person. A director unable to attend in person may appoint another director to attend the meeting in his or her place in accordance with the Company’s Articles of Association. Attendance by video conference will be deemed attendance in person.  
A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting.  
The proxy referred to in Paragraph 2 may be the appointed proxy of only one person.
- Article 6  
A board meeting shall be held at the premises and during the business hours of the Company, or at a place and time convenient for all directors to attend and suitable for holding board meetings.
- Article 7  
Board meetings shall be convened and chaired by the chairperson of the board. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair. When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the 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 vice chairperson, the chairperson shall appoint one of the managing directors to act, or, if there are no managing directors, one of the directors shall be appointed to act as chair. If no such designation is made by the chairperson, the managing directors or directors shall select one person from among themselves to serve as chair.
- Article 8  
When a board meeting is held, the management (or the designated unit responsible for the board meetings) shall furnish the attending directors with relevant materials for ready reference. As merited by the content of a proposal to be put forward at a board meeting, personnel from a relevant department or a subsidiary may be

notified to attend the meeting as non-voting participants. When necessary, certified public accountants, attorneys, or other professionals retained by the Company also be invited to attend the meeting as non-voting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, Paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 16, Paragraph 2, Subparagraph 2, shall be counted as the number of directors then actually in office.

Article 9

Proceedings of a board meeting shall be recorded in their entirety in audio or video, and the recording shall be retained for a minimum of 5 years. The record may be retained in electronic form.

If any litigation arises with respect to a resolution of a board meeting before the end of the retention period of the preceding paragraph, the relevant audio or video record shall be retained until the conclusion of the litigation.

Where a board meeting is held by videoconference, the audio or video documentation of the meeting constitutes part of the meeting minutes and shall be retained for the duration of the existence of the Company.

Article 10

Agenda items for regular board meetings of the Company shall include at least the following:

I. Matters to be reported:

- (1) Minutes of the last meeting and action taken.
- (2) Important financial and business matters.
- (3) Internal audit activities.
- (4) Other important matters to be reported.

II. Matters for discussion:

- (1) Items for continued discussion from the last meeting.
- (2) Items for discussion at this meeting.

III. Extraordinary motions.

Article 11

A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting.

The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting.

At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting, the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 5 shall apply *mutatis mutandis*.

Article 12

The matters listed below as they relate to the Company shall be raised for discussion at a board meeting:

(I) The Company's business plan.

(II) A Annual financial reports and Q2 financial report that need to be audited and attested by a certified public accountant (CPA).

(III) Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act and assessment of the effectiveness of the internal control system.

(IV) Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of any handling procedures for material financial or business transactions, such as the acquisition or disposal of assets, derivatives trading, loans of funds to others, and endorsements or guarantees for others.

(V) The offering, issuance, or private placement of equity-type securities.

(VI) If the board of directors does not have managing directors, the election or discharge of the chairman of the board of directors.

(VII) The appointment or discharge of a financial, accounting, or internal audit officer.

(VIII) A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief that is made for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.

(IX) Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw, must be approved by resolution at a shareholder meeting or board meeting, or any material matter as may be prescribed by the competent authority.

The term “related party” in Subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term “major donation to a non-related party” means an individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NT\$100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

In the case of a foreign issuer whose shares have no par value or a par value other than NT\$10, 2.5 percent of shareholders' equity shall be substituted for the calculation of the amount equal to 5 percent of paid-in capital required under this paragraph.

At least one independent director of the Company shall attend the meeting in person. With respect to the matters which must be approved by resolutions at a board meeting as provided in the first paragraph, any and all independent directors shall attend the meeting. Where an independent director is unable to attend the meeting, that independent director shall appoint another independent director to attend the meeting as proxy. If an independent director objects to or expresses reservations about such a matter, it shall be recorded in the board meeting minutes; if an independent director intends to express an objection or reservation but is unable to attend the meeting in person, then unless there is a legitimate reason to do otherwise, that director shall issue a written opinion in advance, which shall be recorded in the board meeting minutes.

Article 13:

When the chair at a board meeting is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call a vote.

When a proposal comes to a vote at a board meeting, if no attending director voices an objection following an inquiry by the chair, the proposal will be deemed approved. If there is an objection following an inquiry by the chair, the proposal shall be brought to a vote.

One voting method for proposals at a board meeting shall be selected by the chair from among those below, provided that when an attending director has an objection, the chair shall seek the opinion of the majority to make a decision.

Article 14:

Except where otherwise provided by the Securities and Exchange Act and the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the directors in attendance at a board of directors meeting attended by a majority of all directors.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. If anyone among them is passed, the other proposals shall then be deemed rejected, and no further voting on them shall be required.

Voting results shall be made known on-site immediately and recorded in writing.

If a vote on a proposal requires monitoring and counting personnel, the chair shall appoint such personnel, providing that all monitoring personnel shall be directors.

Article 15

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where a director is prohibited by the preceding paragraph from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, Paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, Paragraph 4 of the same Act.

Article 16

Discussions at a board meeting shall be recorded in the meeting minutes, and the minutes shall fully and accurately state the matters listed below:

- 1.The meeting session (or year) and the time and place of the meeting.
- 2.The name of the chair.
- 3.The directors' attendance at the meeting, including the names and the number of directors in attendance, excused, and absent
- 4.The names and titles of those attending the meeting as non-voting participants.
- 5.The name of the minute taker.
- 6.The matters reported at the meeting.

7. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director pursuant to Paragraph 5 of Article 12,
8. Extraordinary motions: The name of the mover, the method of resolution and the result, a summary of the comments of any director, expert, or other person; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and their objections or reservations and any recorded or written statements.
9. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

1. Any objection or expression of reservations by an independent director expresses of which there is a record or written statement.

2. A resolution is adopted with the approval of two-thirds or more of all directors, without having been passed by the Audit Committee of the Company.

The attendance book constitutes part of the minutes for each board meeting and shall be retained for the duration of the existence of the Company.

The minutes of a board meeting shall bear the signature or seal of both the chair and the minute taker, and a copy of the minutes shall be distributed to each director within 20 days after the meeting. The minutes shall be deemed important corporate records and appropriately preserved during the existence of the Company. °

The meeting minutes of Paragraph 1 may produced and distributed in electronic form.

#### Article 17

Except for the matters for discussion at a board meeting mentioned in Paragraph 1 of Article 12, the chairman who is authorized by the board to exercise the power and authority of the board according to the law or this Articles of Incorporation, the level of delegation or the content or matters to be delegated shall be clearly specified.

#### Article 18

This regulation, and any amendments hereto, shall come into in force after adoption by a resolution of the board of directors

## Appendix 2. Articles Of Association

### Tradetool Auto Co., Ltd.

#### Articles of Association

Approved by the shareholders meeting on 30 May 2022

##### Chapter 1 General Provisions

Article 1: The Company shall be incorporated under the Company Act of the Republic of China, and its name shall be 元創精密車業股份有限公司, and TRADETOOL AUTO CO., LTD. in English.

Article 2: The business of the Company is as follows:

- 1.C805050 Industrial Plastic Products Manufacturing
- 2.CC01040 Lighting Equipment Manufacturing
- 3.CC01080 Electronics Components Manufacturing
- 4.CC01110 Computer and Peripheral Equipment Manufacturing
- 5.CC01120 Data Storage Media Manufacturing and Duplicating
- 6.CE01030 Photographic and Optical Equipment Manufacturing
- 7.CQ01010 Die manufacturing
- 8.CD01030 Automobiles and Parts Manufacturing
- 9.CD01040 Motorcycles and Parts Manufacturing
- 10.F113020 Wholesale of Household Appliance
- 11.F119010 Wholesale of Electronic Materials
- 12.F401010 International Trade
- 13.I501010 Product Designing
- 14.F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories
- 15.IG02010 Research Development Service
- 16.H201010 Investment
- 17.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the board of directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4: Public announcements of the Company shall be made according to Article 28 of the Company Act.

##### Chapter 2 Capital Stock

Article 5: The total capital stock of the Company shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at ten New Taiwan Dollars to be issued in installments. Each. A total of 30,000,000 New Taiwan Dollars among the above total capital stock should be reserved for stock warrants, preferred shares with warrants or quota of the conversion for corporate bonds with warrants, which amounted to 3,000,000 shares, at ten New Taiwan Dollars each. The unissued shares were authorized to the board of directors to issue in installments. If the Company's shares shall be purchased by the Company itself to comply with the laws, the Company has authorized the board of directors for implementation according to the regulations and the laws. The Company transfers shares to employees at less than the average actual share repurchase price or employee stock option certificates that were issued at the subscription price lower than market price (net worth per share) shall be submitted to the shareholders meeting for approval. The shareholders' meeting shall be approved by two-thirds or more of the votes of the shareholders present at the shareholders meeting who represent a majority of the total number of issued shares.

The treasury shares purchased by the Company in accordance with the Company Act, the transferee of which includes the employees of parents or subsidiaries of the company meeting certain specific requirements. Qualification requirements of employees entitled to receive share subscription warrant includes the employees of parents or subsidiaries of the company meeting certain specific requirements.

While issuing new shares, the qualification requirements of employees include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Qualification requirements of employees entitled to be granted new restricted employee shares issued by the Company include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Article 6: The shares issued by the Company may be exempted from printing any share certificate for the shares; nonetheless, the issued shares shall be registered with a centralized securities depository enterprise.

Article 7: Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders meeting, thirty days before the convening date of a special shareholders meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

### Chapter 3 Shareholders Meeting

Article 8: Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. The procedure for convening a shareholders meeting in accordance with the Company Act and related regulations and laws.

A shareholders meeting can be held by means of convening a physical shareholders meeting with the assistance of video conferencing, virtual-only shareholders meeting or other means approved and published by the central regulating authorities. The Company shall in line with the conditions, procedures and other affairs stipulated by the central competent authorities.

Article 9: According to Article 177 of the Company Act, if a shareholder is unavailable to attend a shareholders meeting, he/she could hand in a written proxy and appoints a proxy to attend the shareholders meeting on his/her behalf. Unless otherwise stipulated in the Company Act, the means of attending a shareholders meeting by proxy shall in line with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies".

Article 10: A company whose shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders meeting shall describe in the shareholders meeting notice the method of exercising their voting power.

A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporary motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders meeting .

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company two days prior to the scheduled meeting date of the shareholders meeting , whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

In case a shareholder who has exercised his/her/its voting power in writing or by way of electronic transmission intends to attend the shareholders' meeting in person, he/she/it shall, two days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his/her/its voting power, serve a separate declaration of intention to rescind his/her/its previous declaration of intention made in exercising the voting power under the preceding Paragraph Two. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by way of electronic transmission shall prevail.

In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

Article 11: The chairman shall preside the shareholders meeting, and if the chairman is on leave or absent, the vice chairman shall act on his/her behalf. In case the chairman and vice chairman are absent at the same time, the chairman shall designate one of the directors, or where there is no director being designated, to act on his/her behalf. For a shareholders meeting convened by any other person having the convening right, the chairman shall in line with the regulation of Article 182-1 of the Company Act.

Article 12: In addition to the circumstances stipulated in Paragraph 3 of Article 157 and Article 179 of the Company Act and other related regulations, each of the Company's shareholder is entitled to one vote for each share held.

Article 13: Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 14: Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting.

The distribution of the minutes of shareholders meeting as required in the preceding Paragraph may be effected by means of a public notice of disclosing on the Market Observation Post System.

The minutes of shareholders meeting shall record the date and place of the meeting, the name of the chairman, the

method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

Article 14-1: If the Company plans to revoke the public issuance of its shares, it shall be proposed as a resolution and approved by the shareholders meeting, and this provision shall remain unchanged during both the emerging stock market and the listed stock market periods.

#### Chapter 4 Board of directors and Audit Committee

Article 15: The Company shall have 7 to 9 directors. The number of directors is authorized to the board of directors for resolution, with the term of three years. Directors are chosen from the candidate lists and elected in the shareholders meeting, and they shall be eligible for re-election. After being elected, the Company shall take out liability insurance for directors during their terms.

For the aggregate shareholding percentage of all of the directors shall in line with the regulations stipulated by the central competent authority.

The Company adopts cumulative voting method with registered form for the election of directors. In the process of electing directors at a shareholders meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. If the method requires amendment, it shall be in line with Article 172 of the Company Act and other related regulations and specify the explanation of the material contents.

Article 15-1: The preceding number of directors includes independent directors, which shall not less than three people and shall be above one-fifth of all the directors.

Directors (including independent directors) shall be elected by adopting candidates nomination system as specified in Article 192-1 of the Company Act. The implementation and related affairs shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law.

The election of directors shall comply with Article 198 of the Company Act, independent and non-independent directors shall elected at the same time, but in separately calculated numbers. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director or non-independent director elect. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be prescribed by the Securities and Exchange Act and other related regulations and laws.

Article 15-2: In compliance with Articles 14-4 of the Securities and Exchange Law, the Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of supervisors specified under the Company Act, the Securities and Exchange Law and other relevant regulations. Supervisor was abolished on the date that the Audit Committee was established.

The number, term of office, functions and powers and other affairs that shall comply with shall be regulated by related regulations and laws.

The Company's board of directors is available to establish other functional committees such as Remuneration Committee, and the qualification, functions and powers and other related affairs of its members shall be in line with the related regulations and laws, which shall be stipulated by the board of directors.

Article 16: In the case that vacancies on the board of directors exceed one third of the total number of the directors or one-third of the independent directors are dismissed, then the board of directors shall convene a special meeting of the shareholders within 60 days to elect new directors to fill such vacancies. The new directors shall serve the remaining term of the predecessors.

Article 17: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 18: The Company's business policy and other important affairs shall be determined by the board of directors.

Except from the first meeting of each newly elected board of directors shall be convened in line with Article 203 of the Company Act, the rest of the meetings shall be convened by the chairman and he/she shall be the chairperson. In case the chairman is unavailable to exercise his/her duties, he /she shall designate one of the directors to on his/her behalf. Where there is no director being designated, one of the directors shall act on his/her behalf.

Article 19: Where there the chairman is on leave or for any reason unable to exercise the powers, his/her proxy shall comply with Article 208 of the Company Act.



Article 20: Except from being stipulated in the Company Act, a board meeting shall be attended by over half of the directors and decided by a resolution to be adopted by a majority vote of the directors. Where there a director for any reason unable to attend a meeting shall give a written proxy stating the scope of authorization with respect to the reasons for meeting and appoint another director to attend the meeting. A director may accept a proxy from one person only.

In case a board meeting is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20-1: The directors (independent directors included) should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph shall state the reason for calling the meeting in writing, E-mail or by fax.

Article 21: The minutes of a board meeting shall bear the signature or seal of the meeting chairperson; a copy of the minutes shall be distributed to each director within 20 days after the meeting, the meeting minutes may be conducted via electronic transmission. A meeting minute shall include a summary of the essential points of the proceedings and the results of the meeting. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Article 22: The board of directors is authorized to determine the salary for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

Article 23: (Deleted)

#### Chapter 5 Managers

Article 24: The appointment, discharge and the remuneration of the Company's managers shall be in line with Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 25: After the close of each fiscal year, the following reports shall be prepared by the board of directors, and submitted to the regular shareholders meeting for acceptance:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 26: Where there are profits of the Company for the year, the Company shall allocate above 2% and less than 10% as employee remuneration. For director remuneration, the Company shall allocate less than 3%. Nonetheless, the Company shall have reserved a sufficient amount to offset its accumulated losses. The preceding employee remuneration obtained by the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee remuneration shall be distributed in stocks (treasury stocks, new share issuance) or cash and shall be determined by the board of directors by a resolution and reported to the shareholders meeting.

Article 26-1: Where there are final accounts shall first pay taxes and offset previous losses. Then, set aside 10% of such profits as a legal reserve. However, when the legal reserve amounts to the Company's paid-in capital, this shall not apply. Furthermore, depending on the Company's operational requirements and to comply with legal regulations, the Company shall set aside or reverse a special reserve. Where there are earnings and undistributed earnings at the beginning of the period, the appropriation of earnings shall be proposed by the board and submitted to the shareholders meeting to approve the appropriation.

According to this Article, the Company may authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders meeting. The amount of dividend distributions of dividend policy is based on the Company's surplus earnings of the current year and the accumulated surplus of previous years. The distribution of dividend of the Company may be determined after considering the Company's profit status, capital structure and future operational requirements. The Company's dividend distribution policy shall be determined based on factors such as capital requirements and dilution of the Company's earnings per share, and will be appropriately distributed in the form of stock dividends or cash dividends. For the preceding dividend distributions for shareholders, the ratio of cash dividend distribution shall not be less than 20% of the amount of dividend distribution for the current year.

Article 26-2: Where the Company's legal reserve (only the portion of legal reserve which exceeds 25 percent of the paid-in capital may be distributed) and the paid-in capital in accordance with the regulations of the Company Act is all or partially distributed by cash, the Company shall authorize the board meeting with two-thirds of the directors present and approved by over one half of the directors for implementation and submitted to the shareholders meeting .

Article 27:When the Company becomes a shareholder of limited liability in other companies through investment, the total amount of its investments in such other companies may exceed forty percent of the amount of its own paid-up capital.

Article 28:For the Company's need of conducting business, the Company may provide endorsements and guarantees for others after being approved by the board.

Article 29:In regard to all matters not provided for in these Articles of Association, the Company Act of the Republic of China shall govern.

Article 30: This Articles of Association is stipulated on 24 August 1983, and its first amendment was on 12 September 1983, the second amendment was on 1 October 1984, the third amendment was on 23 May 1986, the fourth amendment was on 20 October 1986, the fifth amendment was on 12 June 1988, the sixth amendment was on 2 August 1988, the seventh amendment was on 16 June 2003, the eighth amendment was on 1 July 2004, the ninth amendment was on 25 March 2005, the tenth amendment was on 19 May 2005, the eleventh amendment was on 30 June 2005, the twelfth amendment was on 10 November 2005, the thirteenth amendment was on 16 October 2006, the fourteenth amendment was on 26 June 2007, the fifteenth amendment was on 20 May 2008, the sixteenth amendment was on 19 May 2009, the seventeenth amendment was on 6 August 2009, the eighteenth amendment was on 21 April 2010, the nineteenth amendment was on 21 April 2010, the twentieth amendment was on 18 May 2011, the twenty-first amendment was on 28 June 2012, the twenty-second amendment was on 5 May 2016, the twenty-third amendment was on 8 June 2017, the twenty-fourth amendment was on 30 May 2022.

## Appendix 3. Rules and Procedures of Shareholders Meeting

Tradetool Auto Co., Ltd.

### Rules and Procedures of Shareholders Meeting

Approved by the shareholders meeting on 30 May 2022

1. To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, therefore the Company these rules are established for compliance.
2. Except as otherwise provided by law and regulation or Articles of Association, the Company's rules of procedure for shareholders meetings shall as set out in these rules.
3. Unless otherwise provided by law or regulation, the Company's shareholders meeting s shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the originals of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting. The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

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

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

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

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

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

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

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

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

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

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

6. The Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders will be accepted, the place to register for attendance, and other matters for attention. The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations.

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

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

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

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

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

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one supervisor in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

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

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

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

The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders



still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Paragraph 1 of Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in

person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

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

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

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

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

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

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

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

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

15. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System (MOPS).

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

16. On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting.

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

17. Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or

armband bearing the word "Proctor."

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

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

18. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
19. If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.  
A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.
20. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

#### Appendix 4. Shareholdings of Directors and Independent Directors

Tradetool Auto Co., Ltd.

##### Shareholdings of Directors and Independent Directors

As of the book closure date (1 April 2024) of this shareholders meeting, the shareholdings of all the Company's directors recorded in the shareholders' roster is as follows:

Title	Name	Shareholdings Recorded in the Shareholders' Roster on Book Closure Date	
		Numbers of Shares Held	Shareholding (%)
Director	Fu Ya Enterprise Co.,Ltd. Representative: CHIANG, KAI-LIANG	18,344,076	23.05%
Director	CHANG, MING-HUNG	389,000	0.49%
Director	LIN, SHENG-CHIEH	439,000	0.55%
Director	Ai Po Technology Co., Ltd.	16,492,076	20.73%
Independent Director	CHEN, CHUN-MAO	0	0%
Independent Director	LIU, TE-SHOU	0	0%
Independent Director	LIN, YUN-SHAN	0	0%
Total		35,664,152	44.82%

(Note)

1. The Company's paid-in capital was NT\$795,740,000, and the number of issued shares was 79,574,000.
2. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies:  
All directors are required to hold a minimum of 6,365,929 shares.
3. It is stipulated in Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies that where the paid-in capital of the company is more than NT\$300 million but NT\$1 billion or less, the total registered shares owned by all directors shall not be less than ten percent of the total issued shares; the total registered shares owned by all supervisors shall not be less than one percent of the total issued shares.
4. Number of shares owned by all the directors: 35,664,152 shares.  
All the directors of the Company have achieved the regulatory standard.
5. The Company has established an Audit Committee in accordance with the law, therefore it is not applicable to the regulations related to supervisors' shareholdings.

#### Appendix 5.

Effect upon business performance and earnings per share of any stock dividend distribution proposed or adopted at the most recent shareholders meeting:

There was no stock dividend being proposed or adopted in this regular shareholders meeting. Moreover, according to the "Regulations Governing the Publication of Financial Forecasts of Public Companies", the Company may be exempted from disclosing its financial forecasts for 2024. As a result, it does not apply to the Company.

#### Appendix 6.

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company:

According to the related regulations of Article 172-1 of the Company Act, the period for the Company to disclose the proposals of shareholders on the Market Observation Post System (MOPS) is from 22 March 2024 to 2 April 2024. As no shareholder proposals were received during this period, there will be no discussion on the matter during the regular shareholders meeting in 2024.