



Stock Code: 5355

GIA TZOONG ENTERPRISE CO., LTD.

Handbook
for the 2025 Annual
General Shareholders' Meeting

Meeting format: In-person

Meeting date and time: 9:00am, June 11, 2025

Meeting place: No. 398, Taoying Road, Taoyuan District,
Taoyuan City, Taiwan (Xiangfu Hall, Chuto Plaza Hotel)

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One. Meeting Procedures

GIA TZOONG ENTERPRISE CO., LTD.

Procedures for the 2024 Annual General Shareholder Meeting

- I. Meeting Called to Order**
- II. Remarks by the Chairperson**
- III. Report Items**
- IV. Ratification Items**
- V. Discussion Items**
- VI. Election Items**
- VII. Extraordinary Motions**
- VIII. Meeting Adjourned**

Two. Meeting Agenda

GIA TZOONG ENTERPRISE CO., LTD.

Agenda of the 2025 Annual General Shareholder Meeting

Meeting format: In-person

Meeting date and time: 9:00am, June 11, 2025

Meeting place: No. 398, Taoying Road, Taoyuan District, Taoyuan City, Taiwan (Xiangfu Hall, Chuto Plaza Hotel)

I. Meeting Called to Order

II. Remarks by the Chairperson

III. Report Items

- (1) The Company's 2024 annual business report
- (2) Audit Committee Review Report on the 2024 financial statements
- (3) 2024 Annual Report on Endorsements and Guarantees

IV. Ratification Items

- (1) Ratification of the Company's 2024 Business Report and financial statements
- (2) Ratification of the Company's 2024 Loss Compensation Proposal

V Discussion Items

- (1) Amendments to the Company's Articles of Incorporation.

VI Election Items

- (1) The re-election of directors (including independent directors) of the Company was submitted for election.

VII 、Extraordinary Motions

VIII、 Meeting Adjourned

Report Items:

Report 1

Report: Review of the Company's 2024 business report.

Explanation: Please refer to pages 10-15, Annex 1 of this Handbook for the Company's 2024 Business Report.

Report 2

Report: Audit Committee Review Report on the 2024 Financial Statements.

Explanation: Please refer to page 16, Annex 2 of this Handbook for the Audit Committee Review Report on the Company's 2024 financial statements.

Report 3

Report: Review of the Company's 2024 Annual Report on Endorsements and Guarantees.

Explanation: The Company has no endorsements or guarantees as of the end of 2024.

Ratification Items:

Matter 1

(proposed by the Board of Directors)

Proposal: The 2024 Business Report and financial statements, submitted for your ratification.

Explanation: 1. The Company's 2024 annual business report, parent company-only financial statements, and consolidated financial statements have been prepared and completed in accordance with the relevant laws and regulations, and the parent company-only financial statements and consolidated financial statements have been audited by accountants LAI CHIA YU and WU HSIN LIANG of Baker Tilly Clock & Co., and they have issued an unqualified audit report.

2. For the above-mentioned Business Report, Accountant's Audit Report and Financial Statements (please refer to pages 10-15 and pages 17-38, Annex I and Annex III of this Handbook)

Resolution:

Matter 2

(proposed by the Board of Directors)

Proposal: Ratification of the 2024 Loss Compensation Proposal

Explanation: The Company's net loss at the beginning of 2024 was NT\$547,142,590. and the actuarial gain or loss was debited to retained earnings of NT\$89,129 The net loss after tax for the period was NT\$153,391,049. and the accumulated loss to be covered at the end of the period was NT\$700,622,768. Therefore, no earnings will be distributed for the year 2024. (Please refer to page 39, Annex IV of this Handbook)

Resolution:

Discussion Items:

Case 1: (proposed by the Board of Directors)

Subject: Amendments to the Company's Articles of Incorporation.

Description:

1. In accordance with the provisions of Article 14, Paragraph 6 of the Securities and Exchange Act and Order No. 1130385442 of the Financial Supervisory Commission, The Articles of Incorporation should stipulate that a certain percentage of the annual surplus should be allocated for the adjustment of salaries or remuneration for junior employees Amended the relevant provisions of the Articles of Incorporation.
2. After the Company proposes to amend the Articles of Association of the Company at the 114th Annual General Meeting of Shareholders, the following years (including 114 years) If there is an annual surplus, the remuneration of grassroots employees shall be distributed according to the proportion of allocation stipulated in the amended articles of association.
3. Comparison table before and after the amendment of the "Articles of Incorporation (Please refer to page 40, Annex V of this Handbook)

Resolution:

Election Items :

Case 1:

(proposed by the Board of Directors)

Subject: The re-election of directors (including independent directors) of the Company was submitted for election.

Description: 1. The term of office of the current directors and supervisors of the Company expires on June 15, 2025, and is intended to expire in 114 years. The general meeting of shareholders will be fully re-elected, and the new directors and independent directors will take office for a term of three years from the date of election from June 11, 2025 to June 10, 2028.

2. In accordance with Article 13 of the Articles of Incorporation of the Company, it is proposed that nine directors (including five independent directors) will be re-elected. The term of office is three years, and the candidate nomination system is adopted, and the general meeting of shareholders selects them on the list of candidates.

3. Methods for the election of directors.

(Please refer to page 53, Appendix III of this Handbook)

List of candidates for directorship :

Nominee Category	Nominee Name	Educational Background	Experience	Shares
Independent Director	TUAN MU CHENG	Drexel University	JING HUA CPA FIRM - Accountant	0
Independent Director	HUNG WEN MING	Soochow University	Yuanta Life Insurance Co., Ltd- Executive Vice	0
Independent Director	PI WAN PING	University of Leeds	SUNPOWER SMART ENERGY CO., LTD- CEO	0
Independent Director	CHIU CHENG CHUNG	National Taipei Institute of Technology	WEB PRO Industrial Company Limited - Chairman	0
Independent Director	HUANG KER JER	National Tsing Hua University	GranDen Corp - Project Manager	0

Director	LEE WEI HSIN	Chinese Culture University	Gia Tzoong Enterprise Co., Ltd. Vice President of Manufacturing	3,452,993
Director	TSENG CHI LI	Fu Jen Catholic University	Gia Tzoong Enterprise Co., Ltd. - Chairman	9,561,794
Director	TSENG I SHANG	THE UNIVERSITY OF QUEENSLAND	Mynet Inc group Overseas Business Supervisor	1,762,165
Director	YANG CHIAO SUNG	National Taiwan University	HON LIN Technology Co., Ltd-Engineer	0

Extraordinary Motions

Meeting Adjourned

Three. Annexes

[Annex I]

GIA TZOONG ENTERPRISE CO., LTD.

2024Annual Business Report

I. Introduction

The Company reported operating revenues of NT\$481,720thousand and net income after tax of NT\$ (153,391) thousand for 2024, with net income after tax of NT\$(0.92) per share.

The decrease in operating income in 2024 compared with the previous year was mainly due to the fact that the Company was in a period of transition; Gross profit margin also decreased due to unfavorable factors such as lower operating income, product mix factors and cost factors. Operating expenses increased slightly compared with the previous year, mainly due to the reversal of sluggish losses on accounts receivable in the same period last year. The biggest change was in non-operating income and expenditure, which increased compared with the previous year due to the impact of the recognition of foreign exchange benefits in 2024

Looking forward to 2025 years, innovation is one of the core values of GIA. We continue to develop new products together with customers and continuously strengthen R&D investment to meet customer needs. In recent years, the company has achieved initial results in copper-clad ceramic substrates and embedded printed circuit boards.

In terms of Environmental, Social and Governance (ESG), our strategy includes: Environmental protection: Promote green production and reduce carbon emissions and resource consumption in the production process. Social Responsibility: Pay attention to the well-being of employees, provide a safe and healthy working environment, and actively participate in charitable activities. Corporate Governance: Improve the corporate governance structure, ensure the transparency and compliance of the company's operations, and establish a good risk management mechanism.

We thank our shareholders for their support and trust, and we will continue to strive to enhance the value of the company and give back to shareholders.

II. 2024 Annual Business Report

(1) Comparative analysis of operating results

1. Consolidated

Unit: NT\$ thousand

Item	2024	2023	Variation ratio
Operating revenue	481, 720	496, 577	-3%
Operating costs	(576, 133)	(558, 066)	3%
Gross operating profit	(94, 413)	(61, 489)	54%
Operating expenses	(96, 740)	(88, 810)	9%
Operating profit	(191, 153)	(150, 299)	27%
Non-operating revenue and expense	41, 031	16, 126	154%
Net profit before tax	(150, 122)	(134, 173)	12%
Income tax expense	(3, 269)	(1, 783)	83%
Net profit for current year	(153, 391)	(135, 956)	13%

2. Parent company-only

Unit: NT\$ thousand

Item	2024	2023	Variation ratio
Operating revenue	446,920	478,991	-7%
Operating costs	(570,851)	(555,597)	3%
Gross operating profit	(123,931)	(76,606)	62%
Operating expenses	(80,956)	(77,114)	5%
Operating profit	(204,887)	(153,720)	33%
Non-operating revenue and expense	54,348	19,104	184%
Net profit before tax	(150,539)	(134,616)	12%
Income tax expense	(2,852)	(1,717)	66%
Net profit for current year	(153,391)	(136,333)	13%

(2) Budget implementation: Does not apply

(3) Financial position and profitability analysis:

1. Financial position

(1) Consolidated

Item	Year	2024	2023
Cash inflows (outflows)		51,818	(130,301)
Debt ratio(%)		20	17
Current ratio(%)		328	503

(2) Parent company-only

Item	Year	2024	2023
Cash inflows (outflows)		45, 973	(115, 751)
Debt ratio(%)		20	16
Current ratio(%)		290	476

2. Profitability analysis

(1) Consolidated

Analysis item		Year	2024	2023
Profitability	Return on assets(%)		(12. 30)	(9. 76)
	Return on shareholders equity(%)		(15. 14)	(11. 71)
	Ratio to paid-in capital	Operating profit	(11. 51)	(9. 05)
	Ratio(%)	Net profit before tax	(9. 04)	(8. 08)
	Net profit margin(%)		(31. 84)	(27. 38)
	Earnings per share (NT\$)		(0. 92)	(0. 82)

(2) Parent company-only

Analysis item		Year	2024	2023
Profitability	Return on assets(%)		(12. 40)	(9. 92)
	Return on shareholders equity(%)		(15. 14)	(11. 80)
	Ratio to paid-in capital	Operating profit	(12. 33)	(8. 88)
	Ratio(%)	Net profit before tax	(9. 06)	(4. 37)
	Net profit margin(%)		(34. 32)	(28. 46)
	Earnings per share (NT\$)		(0. 92)	(0. 82)

(4) Research and development status

1. Technologies and products developed successfully

- (1) High-end (6th level or above) HDI/Any-layer circuit board products have entered the mass production stage.
- (2) DBC ceramic substrate(AlN) has completed the R&D sample test and entered the trial mass production stage.
- (3) DBC ceramic substrate(Al_2O_3) is in mass production.
- (4) Hybrid circuit board, complete R&D sample test.

2. Research and development plan for the coming year

- (1) For hybrid circuit boards, increase product structure changes and expand the scope of market applications.
- (2) For DBC ceramic substrate(AlN), the process conditions are optimized to improve the yield and product reliability.

III. Summary of 2024 Business Plan:

(I) Business Strategy

1. Technological innovation: Broaden the scope of technology, deepen the diversity of composite HDI circuit board technology, and expand the niche market.
2. Customer satisfaction: In response to the trend of high power and product modularization of customers, we meet the product needs of customers for diversified composite circuit boards, improve product quality, and provide fast and flexible services to deepen and expand the niche market.
3. Cost-effective: Innovate and optimize the production process, improve yield, reduce costs, and ensure market price competitiveness.

(II) Estimated sales volume and basis

The company's products are mainly used in high-power/high-thermal conductivity device industries such as on-board systems, power drives, industrial controls, energy storage equipment, LED lighting, etc., and composite circuit boards are niche market-oriented. Based on this, the company's niche and market development trends are described as follows:

1. MCPCB (aluminum/copper): Sales of high-heat dissipation products are expected to continue to grow.
2. FR4 multilayer circuit board products: Sales of traditional FR4 multilayer circuit boards are expected to decline slightly due to fierce price competition in the market.
3. DBC ceramic substrate: Sales of traditional FR4 multilayer circuit boards are expected to decline slightly due to fierce price competition in the market.
4. Hybrid circuit boards: mainly targeting the power/communication module application market, generally using embedded technology and HDI technology, and are expected to have a significant growth.

(III) Important production and sales policies

1. Partnering with customers and co-developing new products is a strategic direction of the company, especially for composite circuit boards.
2. Most of the company's products are produced on an order-to-order basis to reduce the risk of inventory, and effectively configure orders to evaluate risks and rewards in real time.
3. Due to the long delivery time of raw materials, DBC copper-clad ceramic substrates must be planned for an appropriate amount of annual inventory according to customer estimates and the company's production capacity.

(IV) Concerning the overall business environment:

1. Technological innovation: increase R&D investment, promote technological innovation, and enhance product competitiveness.
2. Market expansion: further expand niche markets, increase the proportion of new product revenue, and improve gross profit margin.
3. Talent training: Strengthen talent training and team building, and build a professional and efficient workforce.

In terms of the external competitive environment, we are facing competitive pressure from domestic and foreign counterparts. Changing market demands and technological advancements have placed higher demands on us. We will meet these challenges by continuously innovating and improving the quality of our products. In terms of regulatory environment, due to the increasingly stringent environmental protection requirements of the government for the printed circuit board industry, we will actively respond to ensure that the company complies with relevant regulations and standards in the production process and promote green production. In terms of the overall operating environment, global economic uncertainty and supply chain volatility have had an impact on us. We will continue to pay attention to the global economic situation and flexibly adjust our business strategies to ensure the stable development of the company.

Finally, we wish you good health and great fortune!

Chairman: Cheng An Investment Co. Ltd.

Representative: Tseng Chi-li

Chief Executive Officer: Tseng Chi-li

Chief Accounting Officer: Chan Kuan-min

[Annex II]

GIA TZOONG ENTERPRISE CO., LTD.

Audit Committee's Review Report

The Company's Board of Directors has prepared and submitted the Company's business report, consolidated (parent company-only) financial statements, and a proposal for the loss compensation for the year 2024, of which the consolidated (parent company-only) financial statements have been audited by accountants LAI CHIA YU and WU HSIN LIANG of Baker Tilly Clock & Co., and an audit report has been issued.

We, as the Audit Committee of GIA TZOONG ENTERPRISE CO., LTD., have reviewed and verified the abovementioned business report, consolidated (parent company-only) financial statements, and a proposal for loss compensation, and have determined them to have no inaccuracies. Therefore, we hereby certify the above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely submitted to

GIA TZOONG ENTERPRISE CO., LTD. 2025 Annual General Shareholder Meeting

GIA TZOONG ENTERPRISE CO., LTD. Audit Committee

Chair: Wu Tseng-feng

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[Annex III]

**GIA TZOONG ENTERPRISE CO., LTD.
REPRESENTATION LETTER**

The entities that are required to be included in the combined financial statements of GIA TZOONG ENTERPRISE CO., LTD. as of and for the year ended December 31, 2024, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with the International Financial Reporting Standard 10, “Consolidated Financial Statements”. In addition, the information required to be disclosed in the combined financial statements is included in the consolidated financial statements.

Consequently, GIA TZOONG ENTERPRISE CO., LTD. and Subsidiaries do not prepare a separate set of combined financial statements.

Company name: GIA TZOONG ENTERPRISE CO., LTD.

Chairman: Cheng An Investment Co., Ltd.

Date: March 12, 2025

INDEPENDENT AUDITORS' REPORT

NO.16931130ECA

To GIA TZOONG ENTERPRISE CO., LTD.

Opinion

We have audited the accompanying consolidated financial statements of GIA TZOONG ENTERPRISE CO., LTD. (the “Company”) and its subsidiaries (the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2024 and 2023, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC), endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

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

The descriptions of the key audit matters of the Group's consolidated financial statements for the year ended December 31, 2024 are as follows:

1. Revenue recognition

Description of key audit matters

For details on the accounting policy for revenue recognition, refer to Note 4 (12) on the consolidated financial report; for a detailed description of the revenue of the current period, refer to Note 6 (17) on the consolidated financial report.

The sales locations of the Group include markets in Taiwan, China, Asia, the United States, Europe, etc. Different clients apply rather different trade conditions, and it is necessary to determine the transaction terms

and conditions based on client orders and other documents. Since the recognition of relevant revenue involves more manual operations in determining the timing of transfer of risk and rewards of ownership of sold goods, it is likely to cause inconsistent timing of revenue recognition. In addition, the transaction amount prior to and subsequent to the balance sheet date has a relatively direct effect on consolidated financial statements. Therefore, revenue recognition is one of the most important matters to be audited.

Audit procedures in response

Our audit procedures regarding to the above key audit matters included:

- (1) We acquired understanding of the internal sales cycle control system and conducted a test on the effectiveness of the internal controls; this resulted in the finding that the Group has properly implemented internal controls.
- (2) We carried out the cut-off test on revenue recognition aimed at a certain period prior to and subsequent to the balance sheet date, including verifying client orders, reviewing their transaction terms and conditions, and confirming whether the timing of revenue recognition was consistent with the timing of the performance of obligations and transfer of risk and rewards as stated in the purchase order.

2. Property, plant, and equipment impairment assessment

Description of key audit matters

For details on the accounting policy for property, plant, and equipment impairment, refer to Note 4 (10) in the consolidated financial report; for a detailed description of significant accounting judgments, estimates and assumption uncertainty that are involved in impairment assessment of property, plant, and equipment, refer to Note 5 (3) in the consolidated financial report.

The property, plant, and equipment of the Group accounted for about 31% of total group assets. In addition, due to factors such as market maturity and saturation of panels and consumer electronic products, competition in the printed circuit board industry to which the Group belong is relatively fierce. Where signs of impairment exist, assessments of recoverable amounts must be carried out. The Group commissioned the external expert to assess assets' recoverable amounts based on the net fair value, and found after the assessment that there was no impairment. However, this assessment used valuation techniques to measure the recoverable amount of related assets. The adoption of these assumptions and parameters is prone to subjective judgments, which may have a significant effect on measurement of net fair value, which would in turn affect property, plant, and equipment test result. Therefore, the assessment of the impairment of property, plant, and equipment is one of the most important matters to be audited.

Audit procedures in response

Our audit procedures regarding to the above key audit matters included:

- (1) Obtained written documents regarding signs of asset impairment and impairment testing for the Group, and conducted discussions with said the management of the Group.
- (2) Inquired about the professional qualifications, experience and reputation of external valuation specialists hired by the Group, in order to ascertain whether such specialists were reliable in terms of their skills and abilities, and to ascertain factors that may affect external experts' objectivity.
- (3) Obtained information provided by the management of the Group to external experts, to ascertain the appropriateness as well as the consistency of assumptions compared with those in the previous year.
- (4) Learned the basis upon which external experts adopted methods, so as to assess their appropriateness and consistency.
- (5) Assessed the reasonableness of assumptions made by the management of the Group, and its external experts, through the literature on related industries, market information, or historical results.

Other Matters

We have also audited the parent company only financial statements of GIA TZOONG ENTERPRISE CO., LTD. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion, respectively.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Hsien-Hsiu Cheng and Chia-Yu, Lai.

Baker Tilly Clock & Co
March 12, 2025

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flow 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 financial statements are those generally applied in the Republic of China.

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

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Code	Assets	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4.6(1)	\$ 223,681	19	\$ 171,863	13
1110	Financial assets at fair value through profit or loss - current	4.6(2)	102,235	9	202,247	16
1136	Financial assets at amortized cost - current	4.6(3).8	209,486	18	279,228	22
1150	Notes receivable	4.6(4)	2,268	—	1,086	—
1170	Accounts receivable	4.6(4)	106,354	9	133,842	10
1200	Other receivables	4	3,850	—	4,490	—
1220	Current income tax assets	4.6(22)	2,427	—	1,708	—
130X	Inventories	4.6(5)	73,472	7	81,447	6
1470	Other current assets		1,360	—	1,281	—
11XX	Total current assets		725,133	62	877,192	67
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	4.6(2)	46,630	4	688	—
1600	Property, plant and equipment	4.6(7).8	356,990	31	366,558	28
1755	Right-of-use assets	4.6(8)	3,092	—	5,071	1
1780	Intangible assets	4.6(9)	1,227	—	2,258	—
1840	Deferred income tax assets	4.6(22)	34,021	3	34,663	3
1915	prepayments for equipment		4,694	—	13,238	1
1920	Other noncurrent assets		4,712	—	3,965	—
15XX	Total non-current assets		451,366	38	426,441	33
1XXX	Total assets		\$ 1,176,499	100	\$ 1,303,633	100

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

(Continued)

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Code	LIABILITIES AND EQUITY	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
	Current liabilities					
2100	Short-term borrowings	6(11).8	\$ 60,000	5	\$ —	—
2170	Accounts payable	6(11).7	59,904	5	67,420	5
2220	Other payables	6(12)	82,652	7	80,346	6
2230	Current tax liabilities	4.6(22)	111	—	—	—
2281	Lease liabilities - current	6(8)	2,288	—	2,388	—
2322	Current portion of long-term borrowings	6(13)	12,247	1	20,170	2
2300	Other current liabilities		3,865	—	4,243	—
21XX	Total current liabilities		221,067	18	174,567	13
	Non-current liabilities					
2540	Long-term borrowings	6(13)	—	—	12,253	1
2570	Deferred income tax liabilities	4.6(22)	14,225	2	11,925	1
2581	Lease liabilities - non-current	6(8)	935	—	2,766	—
2640	Defined benefit liabilities	4.6(14)	—	—	12,279	1
2645	Guarantee deposits received		1,773	—	1,773	—
25XX	Total noncurrent liabilities		16,933	2	40,996	3
2XXX	Total liabilities		238,000	20	215,563	16
	Equity attributable to owners of the parent	6(15)				
3100	Capital					
3110	Common stock		1,661,228	141	1,661,228	129
3200	Capital surplus					
3230	Capital surplus, difference between consideration and carrying amount of subsidiaries acquired		474	—	474	—
3300	Retained earnings					
3350	Accumulated deficit		(700,623)	(59)	(547,143)	(43)
3400	Other equity					
3410	Exchange differences on translating the financial statements of foreign operations	4.6(15)	(22,580)	(2)	(26,489)	(2)
31xx	Total equity attributable to shareholders of the parent	4.6(15)	938,499	80	1,088,070	84
36xx	Non-controlling interests	4.6(15)	—	—	—	—
3xxx	Total equity		938,499	80	1,088,070	84
	Total liabilities and equity		\$ 1,176,499	100	\$ 1,303,633	100

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

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income for The Years Ended
December 31, 2024 And 2023
(In Thousands of New Taiwan Dollars)

Code	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	4.6(17).7	\$ 481,720	100	\$ 496,577	100
5000	Operating costs	6(5).7	(576,133)	(120)	(558,066)	(112)
5900	Gross operating loss		(94,413)	(20)	(61,489)	(12)
6000	Operating expenses					
6100	Selling and marketing expenses		(33,061)	(7)	(29,392)	(6)
6200	General and administrative expenses		(45,415)	(10)	(46,328)	(9)
6300	Research and development expenses		(16,189)	(3)	(14,119)	(3)
6450	Expected credit impairment gains	6(4)	(2,075)	—	1,029	—
6000	Total operating expenses		(96,740)	(20)	(88,810)	(18)
6900	Net operating loss		(191,153)	(40)	(150,299)	(30)
7000	Non-operating income and expenses					
7100	Interest income	6(18)	12,638	3	16,587	3
7010	Other income	6(19)	3,588	1	5,679	1
7020	Other gains and losses	6(20)	25,829	5	(4,899)	(1)
7050	Finance costs	6(21)	(1,024)	—	(1,241)	—
7000	Total non-operating income and expenses		41,031	9	16,126	3
7900	Loss from continuing operations before income tax		(150,122)	(31)	(134,173)	(27)
7950	Income tax expenses	4.6(22)	(3,269)	(1)	(1,783)	—
8200	Net loss		\$ (153,391)	(32)	\$ (135,956)	(27)
	Other comprehensive income/(loss)					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans	4.6(14)	—	—	2,503	—
8341	Income tax relating to items that will not be reclassified subsequently to loss	4.6(22)	(89)	—	(501)	—
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translating the financial statements of foreign operations	4			(223)	—
8300	Other comprehensive income, net of income tax		3,909	1	1,779	—
8500	Total comprehensive loss		\$ (149,571)	(31)	\$ (134,177)	(27)
8600	Net profit/(loss) attributable to:					
8610	Shareholders of the parent		\$ (153,391)	(32)	\$ (136,333)	(27)
8620	Non-controlling interests		—	—	377	—
			\$ (153,391)	(32)	\$ (135,956)	(27)
8700	Total comprehensive income/(loss) attributable to:					
8710	Shareholders of the parent		\$ (149,571)	(31)	\$ (134,554)	(27)
8720	Non-controlling interests		—	—	377	—
			\$ (149,571)	(31)	\$ (134,177)	(27)
	Loss per share	6(16)				
9710	Basic loss per share		\$ (0.92)		\$ (0.82)	
9810	Diluted loss per share		\$ (0.92)		\$ (0.82)	

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

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity for The Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	Equity attributable to shareholders of the parent company					Non-controlling interests	Total equity
	Share capital	Capital Surplus	Accumulated deficit	Exchange differences on translating the financial statements of foreign operations	Total		
Balance on January 1, 2023	\$ 1,661,228	\$ —	\$ (412,812)	\$ (26,266)	\$ 1,222,150	\$ 12,296	\$ 1,234,446
Net loss	—	—	(136,333)	—	(136,333)	377	(135,956)
Other comprehensive income, net of income tax	—	—	2,002	(223)	1,779	—	1,779
Total comprehensive income (loss)	—	—	(134,331)	(223)	(134,554)	377	(134,177)
Capital surplus, difference between consideration and carrying amount of subsidiaries acquired	—	474	—	—	474	(12,673)	(12,199)
Balance, December 31, 2023	1,661,228	474	(547,143)	(547,143)	1,088,070	—	1,088,070
Net loss	—	—	(153,391)	—	(153,391)	—	(153,391)
Other comprehensive income (loss), net of income tax	—	—	(89)	3,909	3,820	—	3,820
Total comprehensive income (loss)	—	—	(153,480)	3,909	(149,571)	—	(149,571)
Balance, December 31, 2024	\$ 1,661,228	\$ 474	\$ (700,623)	\$ (22,580)	\$ 938,499	\$ —	\$ 938,499

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

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows for The Years Ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities		
Loss before income tax	\$ (150,122)	\$ (134,173)
Adjustments for:		
Depreciation expense	38,591	38,728
Amortization expense	2,800	3,006
Expected credit impairment gain	2,075	(1,029)
Net profit on financial assets at fair value through profit or loss	(6,046)	(1,090)
Finance costs	1,024	1,241
Interest income	(12,638)	(16,587)
Dividend income	—	(14)
Loss on disposal or retirement of property, plant and equipment, net	10	8,812
Change in operating assets and liabilities:		
Financial assets at fair value through profit or loss	60,116	(119,925)
Notes receivable	(1,182)	(562)
Accounts receivable	25,026	(25,114)
Other receivables	(183)	1,784
Inventories	7,975	1,567
Other current assets	(79)	2,185
Accounts payable	(7,516)	4,005
Other payable	2,337	4,189
Other current liabilities	(378)	(272)
Defined benefit liabilities	(12,368)	219
Cash generated from operations	(50,558)	(233,030)
Interest received	13,461	16,213
Dividend received	—	14
Interest paid	(1,030)	(1,228)
Income tax refunded	(935)	(612)
Net cash used in operating activities	\$ (39,062)	\$ (218,643)

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

(Continued)

GIA TZOONG ENTERPRISE CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows for The Years Ended December 31, 2024 and 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from investing activities		
Proceeds from disposal of financial assets at amortized cost	\$ 69,742	\$ 146,217
Acquisition of property, plant and equipment	(17,673)	(20,368)
Acquisition of intangible assets	(1,769)	(1,745)
Increase in refundable deposits	(747)	(1,835)
Net cash generated by investing activities	49,553	122,269
Cash flows from financing activities		
Increase in long-term borrowings	60,000	—
Repayment of long-term borrowings	(20,176)	(19,317)
Repayment of lease liabilities	(2,793)	(2,181)
Obtain equity in subsidiary	—	(12,199)
Net cash generated by (used in) financing activities	37,031	(33,697)
Effect of exchange rate changes on cash and cash equivalents	4,296	(230)
Net increase (decrease) in cash and cash equivalents	51,818	(130,301)
Cash and cash equivalents, beginning year	171,863	302,164
Cash and cash equivalents, end of year	\$ 223,681	\$ 171,863

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

INDEPENDENT AUDITORS' REPORT

NO.16931130EA

To GIA TZOONG ENTERPRISE CO., LTD.

Opinion

We have audited the accompanying parent company only financial statements of GIA TZOONG ENTERPRISE CO., LTD. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statements Auditing 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 Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

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

1. Revenue recognition

Description of key audit matters

For details on the accounting policy for revenue recognition, refer to Note 4 (11) on the parent company only financial report; for a detailed description of the revenue of the current period, refer to Note 6 (17) on the parent company only financial report.

The sales locations of the Company include markets in Taiwan, China, Asia, the United States, Europe, etc. Different clients apply rather different trade conditions, and it is necessary to determine the transaction terms and conditions based on client orders and other documents. Since the recognition of relevant revenue involves more manual operations in determining the timing of transfer of risk and rewards of ownership of sold goods, it is likely to cause inconsistent timing of revenue recognition. In addition, the transaction amount prior to and subsequent to the balance sheet date has a relatively direct effect on parent company only financial statements. Therefore, revenue recognition is one of the most important matters to be audited.

Audit procedures in response

Our audit procedures regarding to the above key audit matters included:

- (1) We acquired understanding of the internal sales cycle control system and conducted a test on the effectiveness of the internal controls; this resulted in the finding that the Company has properly implemented internal controls.
- (2) We carried out the cut-off test on revenue recognition aimed at a certain period prior to and subsequent to the balance sheet date, including verifying client orders, reviewing their transaction terms and conditions, and confirming whether the timing of revenue recognition was consistent with the timing of the performance of obligations and transfer of risk and rewards as stated in the purchase order..

2. Property, plant, and equipment impairment assessment

Description of key audit matters

For details on the accounting policy for property, plant, and equipment impairment, refer to Note 4 (7) in the parent company only financial report; for a detailed description of significant accounting judgments, estimates and assumption uncertainty that are involved in impairment assessment of property, plant, and equipment, refer to Note 5 (3) in the parent company only financial report.

The property, plant, and equipment of the Company accounted for about 31% of total parent company only assets. In addition, due to factors such as market maturity and saturation of panels and consumer electronic products, competition in the printed circuit board industry to which the Company belong is relatively fierce. Where signs of impairment exist, assessments of recoverable amounts must be carried out. The Company commissioned the external expert to assess assets' recoverable amounts based on the net fair value, and found after the assessment that there was no impairment. However, this assessment used valuation techniques to measure the recoverable amount of related assets. The adoption of these assumptions and parameters is prone to subjective judgments, which may have a significant effect on measurement of net fair value, which would in turn affect property, plant, and equipment test result. Therefore, the assessment of the impairment of property, plant, and equipment is one of the most important matters to be audited.

Audit procedures in response

Our audit procedures regarding to the above key audit matters included:

- (1) Obtained written documents regarding signs of asset impairment and impairment testing for the Company, and conducted discussions with said company' management.
- (2) Inquired about the professional qualifications, experience and reputation of external valuation specialists hired by the Company, in order to ascertain whether such specialists were reliable in terms of their skills and abilities, and to ascertain factors that may affect external experts' objectivity.
- (3) Obtained information provided by the management of the Company to external experts, to ascertain the appropriateness as well as the consistency of assumptions compared with those in the previous year.
- (4) Learned the basis upon which external experts adopted methods, so as to assess their appropriateness and consistency.
- (5) Assessed the reasonableness of assumptions made by the management of the Company, and its external experts, through the literature on related industries, market information, or historical results.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the 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 the most significant audit matters of the parent company only financial statements for the years ended December 31, 2024. We describe these matters in our auditors' report unless the law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Hsien-Hsiu Cheng and Chia-Yu, Lai.

Baker Tilly Clock & Co
March 12, 2025

Notice to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flow 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 financial statements are those generally applied in the Republic of China.

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

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

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company Only Balance Sheets December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Code	Assets	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4.6(1)	\$ 191,820	17	\$ 145,847	11
1110	Financial assets at fair value through profit or loss - current	4.6(2)	102,235	9	202,247	16
1136	Financial assets at amortized cost - current	4.6(3).8	134,579	12	224,506	18
1150	Notes receivable	4.6(4)	2,077	—	1,086	—
1170	Accounts receivable	4.6(4)	78,715	7	113,114	9
1180	Receivables from related parties	4.6(4).7	27,307	2	11,634	1
1200	Other receivables	4	3,506	—	4,413	—
1220	Current income tax assets	4.6(22)	2,410	—	1,695	—
130X	Inventories	4.6(5)	73,357	6	80,693	6
1479	Other current assets		985	—	988	—
11XX	Total current assets		616,991	53	786,223	61
	Non-current assets					
1510	Financial assets at fair value through profit or loss - non-current	4.6(2)	46,630	4	688	—
1550	Investments accounted for using equity method	4.6(6)	100,347	9	81,828	6
1600	Property, plant and equipment	4.6(7).8	356,660	31	366,520	28
1755	Right-of-use assets	4.6(8)	2,943	—	4,834	1
1780	Intangible assets	4.6(9)	1,227	—	2,258	—
1840	Deferred income tax assets	4.6(22)	34,021	3	34,663	3
1915	prepayments for equipment		4,694	—	13,238	1
1920	Other noncurrent assets		4,429	—	3,699	—
15XX	Total noncurrent assets		550,951	47	507,728	39
1XXX	Total assets		\$ 1,167,942	100	\$ 1,293,951	100

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

(Continued)

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company Only Balance Sheets December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

Code	LIABILITIES AND EQUITY	Note	December 31, 2024		December 31, 2023	
			Amount	%	Amount	%
	Current liabilities					
2100	Short-term borrowings	6(10).8	\$ 60,000	5	\$ —	—
2170	Accounts payable	6(11)	49,264	4	59,233	5
2180	Payables to related parties	6(11).7	6,063	1	2,259	—
2200	Other payables	6(12)	78,943	7	76,839	6
2281	Lease liabilities - current	6(8)	2,183	—	2,293	—
2322	Current portion of long-term borrowings	6(13)	12,247	1	20,170	2
2300	Other current liabilities		3,864	—	4,242	—
21XX	Total current liabilities		212,564	18	165,036	13
	Non-current liabilities					
2540	Long-term borrowings	6(13)	—	—	12,253	1
2570	Deferred income tax liabilities	4.6(22)	14,225	2	11,925	1
2581	Lease liabilities - non-current	6(8)	881	—	2,615	—
2640	Defined benefit liabilities	4.6(14)	—	—	12,279	1
2645	Guarantee deposits received		1,773	—	1,773	—
25XX	Total noncurrent liabilities		16,879	2	40,845	3
2XXX	Total liabilities		229,443	20	205,881	16
	Equity attributable to owners of the parent	6(15)				
3100	Capital					
3110	Common stock		1,661,228	142	1,661,228	129
3200	Capital surplus					
3230	Capital surplus, difference between consideration and carrying amount of subsidiaries acquired		474	—	474	—
3300	Retained earnings					
3350	Accumulated deficit		(700,623)	(60)	(547,143)	(43)
3400	Other equity					
3410	Exchange differences on translating the financial statements of foreign operations	4.6(15)	(22,580)	(2)	(26,489)	(2)
3XXX	Total equity		938,499	80	1,088,070	84
	Total liabilities and equity		\$ 1,167,942	100	\$ 1,293,951	100

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

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company only Statements of Comprehensive Income for The Years Ended

December 31, 2024 And 2023

(In Thousands of New Taiwan Dollars)

Code	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenues	4.6(17).7	\$ 446,920	100	\$ 478,991	100
5000	Operating costs	6(5).7	(570,851)	(128)	(555,597)	(116)
5900	Gross operating loss		(123,931)	(28)	(76,606)	(16)
6000	Operating expenses					
6100	Selling and marketing expenses		(18,444)	(4)	(19,124)	(4)
6200	General and administrative expenses		(44,257)	(10)	(45,049)	(9)
6300	Research and development expenses		(16,188)	(4)	(14,119)	(3)
6450	Expected credit impairment (losses) gains	6(4)	(2,067)	—	1,178	—
6000	Total operating expenses		(80,956)	(18)	(77,114)	(16)
6900	Net operating loss		(204,887)	(46)	(153,720)	(32)
7000	Non-operating income and expenses					
7100	Interest income	6(18)	9,944	2	14,260	3
7010	Other income	6(19)	3,614	1	3,835	—
7020	Other gains and losses	6(20)	25,546	5	(4,964)	(1)
7050	Finance costs	6(21)	(1,014)	—	(1,233)	—
7070	Investment income recognized under equity method		16,258	4	7,206	2
7000	Total non-operating income and expenses		54,348	12	19,104	4
7900	Loss from continuing operations before income tax		(150,539)	(34)	(134,616)	(28)
7950	Income tax expenses	4.6(22)	(2,852)	—	(1,717)	—
8200	Net loss		(153,391)	(34)	(136,333)	(28)
	Other comprehensive income/(loss)					
8310	Items that will not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans	4.6(14)	—	—	2,503	—
8349	Income tax relating to items that will not be reclassified subsequently to loss	4.6(22)	(89)	—	(501)	—
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences on translating the financial statements of foreign operations	4	3,909	1	(223)	—
8300	Other comprehensive income, net of income tax		3,820	1	1,779	—
8500	Total comprehensive income		\$ (149,571)	(33)	\$ (134,554)	(28)
	Loss per share	6(16)				
9710	Basic loss per share		\$ (0.92)		\$ (0.82)	
9810	Diluted loss per share		\$ (0.92)		\$ (0.82)	

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

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company Only Statements of Changes in Equity for The Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	Share capital	Capital Surplus	Accumulated deficit	Exchange differences on translating the financial statements of foreign operations	Total equity
Balance on January 1, 2023	\$ 1,661,228	\$ —	\$ (412,812)	\$ (26,266)	\$ 1,222,150
Net loss	—	—	(136,333)	—	(136,333)
Other comprehensive income, net of income tax	—	—	2,002	(223)	1,779
Total comprehensive income (loss)	—	—	(134,331)	(223)	(134,554)
Capital surplus, difference between consideration and carrying amount of subsidiaries acquired	—	474	—	—	474
Balance, December 31, 2023	1,661,228	474	(547,143)	(26,489)	1,088,070
Net loss	—	—	(153,391)	—	(153,391)
Other comprehensive income (loss), net of income tax	—	—	(89)	3,909	3,820
Total comprehensive income (loss)	—	—	(153,480)	3,909	(149,571)
Balance, December 31, 2024	\$ 1,661,228	\$ 474	\$ (700,623)	\$ (22,580)	\$ 938,499

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

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company Only Statements of Cash Flows for The Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities		
Loss before income tax	\$ (150,539)	\$ (134,616)
Adjustments for:		
Depreciation expense	38,419	38,652
Amortization expense	2,800	3,006
Expected credit impairment loss (gain)	2,067	(1,178)
Net profit on financial assets at fair value through profit or loss	(6,046)	(1,090)
Finance costs	1,014	1,233
Interest income	(9,944)	(14,260)
Dividend income	—	(14)
Share of loss of subsidiaries	(16,258)	(7,206)
Loss on disposal or retirement of property, plant and equipment, net	10	8,812
Change in operating assets and liabilities:		
Financial assets at fair value through profit or loss	60,116	(119,925)
Notes receivable	(991)	(562)
Accounts receivable	32,332	(7,773)
Receivables from related parties	(15,673)	(10,383)
Other receivables	(173)	556
Inventories	7,336	1,952
Other current assets	3	2,067
Accounts payable	(9,969)	2,212
Payables to related parties	3,804	1,303
Other payable	2,135	11,722
Other current liabilities	(378)	(265)
Net defined benefit liabilities	(12,368)	219
Cash generated from operations	(72,303)	(225,538)
Interest received	11,024	13,810
Dividend received	1,648	37,348
Interest paid	(1,020)	(1,220)
Income tax refunded	(625)	(533)
Net cash used in operating activities	(61,276)	(176,133)

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

(Continued)

GIA TZOONG ENTERPRISE CO., LTD.

Parent Company Only Statements of Cash Flows for The Years Ended December 31, 2024 and 2023

(In Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from investing activities		
Acquisition of equity interest in subsidiary	\$ —	\$ (12,199)
Acquisition of property, plant and equipment	(17,310)	(20,339)
Acquisition of intangible assets	(1,769)	(1,745)
Increase in refundable deposits	(730)	(1,810)
Proceeds from disposal of financial assets at amortized cost	89,927	117,920
Net cash generated by investing activities	70,118	81,827
Cash flows from financing activities		
Increase in short-term borrowings	60,000	—
Repayment of long-term borrowings	(20,176)	(19,317)
Repayment of lease liabilities	(2,693)	(2,128)
Net cash generated by (used in) financing activities	37,131	(21,445)
Net increase (decrease) in cash and cash equivalents	45,973	(115,751)
Cash and cash equivalents, beginning year	145,847	261,598
Cash and cash equivalents, end of year	\$ 191,820	\$ 145,847

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

[Annex IV]

GIA TZOONG ENTERPRISE CO., LTD.

2024 Loss Compensation Table

Unit: NT\$

Net loss at the beginning of the year	(547, 142, 590)
Add:Net loss after tax for the period	(153, 391, 049)
Actuarial gain or loss was debited to retained earnings	(89, 129)
Accumulated loss to be covered at the end of the period	(700, 622, 768)

GIA TZOONG ENTERPRISE CO., LTD

Articles of Incorporation

Revision comparison table

Amended Article	Current Article	Reason for Amendment
<p>Article 23 : The Company shall use the pre-tax benefits of the current year to deduct the benefits before the distribution of employee remuneration and directors' remuneration, and after retaining the amount of accumulated losses, if there is any balance, it shall allocate not less than 3% of the remuneration of employees , <u>One-third of them should be paid to junior employees</u> , The remuneration of directors shall not be higher than 2%.</p> <p>The decision on the ratio of employee remuneration and directors' remuneration and the remuneration of employees in stock or cash shall be made by the board of directors by a resolution of more than two-thirds of the directors present and approved by a majority of the directors present, and shall be reported to the shareholders' meeting.</p> <p>Employee remuneration is paid to employees of subordinate companies who meet certain conditions.</p>	<p>Article 23 : The Company shall use the pre-tax benefits of the current year to deduct the benefits before the distribution of employee remuneration and directors' remuneration, and after retaining the amount of accumulated losses, if there is any balance, it shall allocate not less than 3% of the remuneration of employees , The remuneration of directors shall not be higher than 2%.</p> <p>The decision on the ratio of employee remuneration and directors' remuneration and the remuneration of employees in stock or cash shall be made by the board of directors by a resolution of more than two-thirds of the directors present and approved by a majority of the directors present, and shall be reported to the shareholders' meeting.</p> <p>Employee remuneration is paid to employees of subordinate companies who meet certain conditions.</p>	<p>Amended in accordance with Article 14, Paragraph 6 of the Securities and Exchange Law</p>

<p>Article 26: This charter was established on September 8, 77 years of the Republic of China. The amendment shall take effect after the resolution of the shareholders' meeting is passed. It was first amended on November 1, 77 years of the Republic of China.</p> <p>Second amendment→Twentieth Amendment °</p> <p>The twenty-fourth amendment was made on June 15, 107 of the Republic of China.</p> <p>It was amended for the twenty-fifth time on August 6, 110 of the Republic of China.</p> <p>The twenty-sixth amendment was made on June 16, 111 of the Republic of China.</p> <p><u>Twenty-seventh amended on June 11, 114 of the Republic of China.</u></p>	<p>Article 26: This charter was established on September 8, 77 years of the Republic of China. The amendment shall take effect after the resolution of the shareholders' meeting is passed. It was first amended on November 1, 77 years of the Republic of China.</p> <p>Second amendment→Twentieth Amendment °</p> <p>The twenty-fourth amendment was made on June 15, 107 of the Republic of China.</p> <p>It was amended for the twenty-fifth time on August 6, 110 of the Republic of China.</p> <p>The twenty-sixth amendment was made on June 16, 111 of the Republic of China.</p>	<p>Update the date of modification</p>
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Four. Appendices

[Appendix I]

GIA TZOONG ENTERPRISE CO., LTD.

Rules of Procedure for Company Shareholder Meetings

1. The Company's shareholder meetings shall be conducted in accordance with these Rules, unless otherwise provided by law.

2. The Company shall maintain a sign-in sheet for the attending shareholders to sign in, or the attending shareholders shall submit an attendance card in lieu of signing in.

The number of shares present shall be calculated by adding the number of shares exercising the right to vote by written or electronic means to those from the sign-in sheet or attendance cards.

3. Attendance and voting at shareholder meetings shall be calculated on the basis of shares.

4. The shareholder meeting shall be held at the place where the Company is located or at a place convenient for the shareholders to attend and appropriate for the shareholder meeting. The meeting shall commence neither earlier than 9:00am nor later than 3:00pm.

5. If the shareholder meeting is convened by the Board of Directors, the chairman of the meeting shall be the chairman of the Board of Directors. If the chairman of the Board of Directors is absent from work or is unable to exercise his or her duties for any reason, the vice chairman of the Board of Directors shall act as his or her proxy. If there is no vice chairman or if the vice chairman is also absent from office or unable to exercise his or her duties for any reason, the chairman of the Board of Directors shall designate one of the managing directors to act as his or her proxy; if there is no managing director, one of the directors shall be designated to act as his or her proxy; if the chairman of the Board of Directors does not designate a proxy, one of the managing directors or directors shall be elected from among themselves to act as his or her proxy.

If a shareholder meeting is convened by a person other than the Board of Directors with the right to call such a meeting, the chairman of the meeting shall be the person with the right to call the meeting; if there are more than two persons with the right to call, they shall elect from among themselves one person to be chairman.

6. The company may appoint its attorneys, accountants, or related persons to attend the shareholder meeting.

The staff handling administrative affairs at a shareholder meeting shall wear identification cards or armbands.

7. The Company shall make an uninterrupted audio or video recording of the entire shareholder meeting, and the recorded materials shall be retained for at least one year. However, if a shareholder

files a lawsuit in accordance with Article 189 of the Company Act, the recording materials shall be retained until the conclusion of the litigation.

8. The chairman shall call the meeting to order at the appointed meeting time. However, if the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, providing that no more than two such postponements and for a combined total of no more than one hour may be made. If, after two postponements, the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be made in accordance with Paragraph 1 of Article 175 of the Company Act.

If, before the adjournment of such meeting, the number of shares represented by the shareholders present reaches more than half of the total number of outstanding shares, the chairman may re-submit the tentative resolution to the shareholder meeting for a vote in accordance with Article 174 of the Company Act.

9. If a shareholder meeting is convened by the Board of Directors, the agenda shall be set by the Board of Directors; the meeting shall then proceed in accordance with the scheduled agenda, which shall not be changed without a resolution of the shareholder meeting.

If a shareholder meeting is convened by a person with the right to convene other than the Board of Directors, the provisions of the preceding paragraph shall apply *mutatis mutandis*.

The chairman may not adjourn the meeting without a resolution before the conclusion of the agenda as set forth in the preceding two paragraphs (including extraordinary motions). If the chairman of the meeting adjourns the meeting in violation of the Rules of Procedure, a chairman may be elected by a majority of the shareholders present to continue the meeting.

After the meeting is adjourned, the shareholders shall not elect another chairman to continue the meeting at the same location or another venue.

10. Before the attending shareholders speak, they must write down on a speaker's slip the subject of the speech, their shareholder account number (or attendance card number), and account name. The order in which shareholders speak shall be determined by the chairman.

An attending shareholder who has submitted a speaker's slip but does not actually speak shall be regarded as not having spoken. When the content of the speech does not comply with the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, no other shareholders may speak or interrupt unless they have obtained the agreement of the chairman and the speaking shareholder; the chairman shall stop all violations.

11. A shareholder may not speak more than twice on the same proposal, except with the consent of the chairman, and a single speech may not exceed five minutes.

If the shareholder's speech violates the foregoing provisions or exceeds the scope of the agenda item, the chairman may terminate the speech.

12. When a corporate shareholder is appointed to attend a shareholder meeting, the corporate shareholder may appoint only one representative to attend the meeting.

If a corporate shareholder appoints more than two representatives to attend the shareholder meeting, only one of the representatives may speak on the same proposal.

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

14. When the chairman is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed and call for a vote.

15. Vote monitoring and counting personnel on a proposal shall be appointed by the chairman, providing that all monitoring personnel shall be shareholders of the Company.

The results of the voting shall be announced on the spot at the meeting, and a record of the vote shall be made.

16. When a meeting is in progress, the chairman may announce a break based on time considerations.

If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when the meeting shall be resumed, depending on the circumstances. If the meeting venue is no longer available for continued use and not all of the matters (including extraordinary motions) on the meeting agenda have been concluded, the shareholder meeting may resolve to resume the meeting at another venue. If the agenda of a meeting cannot be concluded in one meeting, the meeting may be resolved to be extended or reconvened within five days, in accordance with the provisions of Article 182 of the Company Act.

17. When the Company convenes a shareholder meeting, shareholders may choose to exercise their voting rights by written or electronic means; the manner of such exercise shall be governed by the Company Act and other relevant laws and regulations.

Except as otherwise provided in the Company Act and the Company's Articles of Incorporation, a resolution shall be approved by a majority of the votes cast by the shareholders present. A resolution shall be deemed to have been approved if the chairman consults all shareholders present and there is no objection, and shall be as valid as a poll.

18. If there is are amendment(s) or alternative(s) to a proposal, the chairman shall decide the order in which they shall be put to a vote.

When any one proposal on an issue is passed, the other proposals shall then be regarded as rejected, so that no further voting shall be required.

19. The chairman may direct the proctors or security personnel to help maintain order at the meeting venue. The proctors or securities that help maintain order at the meeting place shall wear an armband bearing the word "Proctor".

20. Matters not provided for in these Rules shall be governed by the provisions of the Company Act, the Company's Articles of Incorporation, and other laws and regulations. These Rules shall be implemented after the approval of the shareholder meeting. The same shall apply to any amendments.

GIA TZOONG ENTERPRISE CO., LTD.

Articles of Incorporation

Chapter 1 General Provisions (Before change)

Article 1: The Company has been established in accordance with the provisions of the Company Act and shall be named GIA TZOONG ENTERPRISE CO., LTD.

Article 2: The Company shall conduct business in the following areas:

1. Electronic parts and components processing, manufacturing and sales (except controlled items).
2. Electronic parts, components and materials sales.
3. Import and export trade of related business.
- 4.F113010 Wholesale of Machinery
- 5.F113020 Wholesale of Electrical Appliances
- 6.F113050 Wholesale of Computers and Clerical Machinery Equipment
- 7.F113070 Wholesale of Telecommunication Apparatus
- 8.F119010 Wholesale of Electronic Materials
- 9.F213080 Retail Sale of Machinery and Tools
- 10.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The total amount of the Company's investment shall not be subject to the limit of 40% of the paid-in capital under Article 13 of the Company Act.

Article 2-2: The Company may make external guarantees for its business needs.

Article 3: The Company shall have its head office in Taoyuan District, Taoyuan City, and may establish domestic and foreign branches as needed for business purposes by resolution of the Board of Directors.

Chapter 2 Shares

Article 4: The total capital of the Company is set at NT\$2.5 billion, divided into 250 million shares of NT\$10 each, of which NT\$100 million, or 10 million shares, are reserved for the issuance of employee stock options. The unissued shares are authorized to be issued by the Board of Directors in instalments in accordance with the business needs of the Company.

Article 5: The shares of the Company shall be in registered form, and shall be issued after being signed or sealed by the directors on behalf of the Company, and after being attested by a bank licensed to issue shares in accordance with the law.

The Company's shares need not be issued in printed form, but must be registered with the Taiwan Depository & Clearing Corporation. The Company's shareholders shall transfer their shares, conduct a pledge of rights, report on loss, inheritance, gift and report on stamp loss or change, change of address, and exercise all their rights in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies, unless otherwise stipulated by the provisions of the securities laws and regulations.

Article 6: Transfers of shares shall be suspended for 60 days prior to an general shareholder meeting, for 30 days prior to an extraordinary shareholder meeting, and for five days prior to the base date of the Company's decision to distribute dividends, bonuses and other benefits.

Chapter 3 Shareholder Meetings

Article 7: The Company shall have two types of shareholder meetings: general meetings and extraordinary meetings. General meetings shall be held once a year, within six months after the end of each fiscal year, and the shareholders shall be notified at least 30 days in advance; extraordinary meetings shall be convened when necessary, and the shareholders shall be notified at least 15 days in advance.

The aforementioned notice shall specify the date and place of the meeting and the reason for the meeting.

Unless otherwise provided by law, the shareholder meeting shall be convened by the Board of Directors.

Article 8: If a shareholder is unable to attend a shareholder meeting for any reason, the shareholder may appoint a proxy to attend the meeting by issuing a proxy form issued by the Company, stating the scope of proxy authority. However, if one person is appointed by more than two shareholders at the same time, the proxy's voting rights shall not exceed 3% of the total number of issued shares; any voting rights in excess of this shall not be counted.

Except as otherwise provided in the Company Act, the procedure for proxy attendance by shareholders shall be in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies issued by the competent authorities.

Article 9: Unless otherwise provided by law, each Company share held shall have one voting right.

Article 10: Except as otherwise provided in the Company Act and these Articles of Incorporation, resolutions of shareholder meetings shall be made by the presence of shareholders representing a majority of the total number of outstanding shares and shall be approved by a

majority of the voting rights of the shareholders present. When the Company adopts electronic voting in accordance with the competent authorities' regulations, the Company's shareholders may also exercise their voting rights by electronic means. Shareholders who exercise their voting rights by electronic means shall be deemed to be present in person, and all related matters shall be handled in accordance with the provisions of the laws and regulations.

Article 11: Unless otherwise provided in the Company Act, the shareholder meeting shall be chaired by the chairman of the Board of Directors. If the chairman of the Board of Directors is absent from work or is unable to exercise his or her duties for any reason, the chairman of the Board of Directors shall appoint a proxy; if the chairman of the Board of Directors does not appoint a proxy, the directors shall elect one from among themselves to act as proxy. The shareholder meeting shall be conducted in accordance with the Company's Rules of Procedure.

Article 12: The minutes of the shareholder meeting shall be prepared, signed/sealed by the chairman, and distributed to the shareholders within 20 days after the meeting. The minutes may be distributed by public announcement.

The minutes shall contain the year, month, day, place, name of the chairman, method of resolution, the main content of the procedures, and the results of the meeting, and shall be kept permanently for the duration of the Company's existence.

The sign-in sheet and proxy form of shareholders present shall be kept for at least one year. However, if a shareholder files a lawsuit in accordance with Article 189 of the Company Act, they shall be retained until the conclusion of the litigation.

Chapter 4 Directors and Audit Committee

Article 13: The Company shall have five (5) to nine (9) directors, who shall be elected by the shareholder meeting from among those who have the capacity to act. The term of office shall be three years, and directors shall be eligible for re-election. Among the aforementioned quota of directors, the number of independent directors shall not be less than three and shall not be less than one-fifth of the number of directorships. The election of directors is based on a candidate nomination system. Independent directors and non-independent directors shall be elected together and the number of elected directors shall be calculated separately. The nomination of candidates for director and independent director, the method of election, and other matters to be followed shall be in accordance with the relevant regulations of the competent authorities.

The Company may purchase liability insurance for the directors during their term of office in relation to the scope of business they perform; the Board of Directors is authorized to handle all insurance-related matters.

The Board of Directors is authorized to determine remuneration to directors in accordance with the standards prevalent in the industry. Directors' transportation expenses shall be determined by the Board of Directors. Remuneration to directors for the performance of their duties is payable regardless of profit or loss. The total number of shares of the Company's registered stock held by all directors shall be determined in accordance with the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies. The Company shall establish an Audit Committee in accordance with the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors, and the exercise of its powers and functions and related matters shall be governed by the relevant laws and regulations, and be separately prescribed by the Board of Directors.

Article 14: The Board of Directors shall be composed of directors, and a chairman shall be elected by two-thirds or more of the directors present and by a majority of the directors present from among themselves. The chairman of the Board of Directors shall manage all business of the Company internally and represent the Company externally.

Article 15: The Board of Directors' meeting shall be convened by the Chairman of the Board. The Board of Directors shall notify the directors seven days prior to the meeting. However, in case of emergency, it may be convened at any time. If the chairman of the Board of Directors is absent from the meeting or is unable to exercise his or her authority for any reason, the chairman of the Board of Directors shall appoint a director to act as his or her proxy; if the chairman of the Board of Directors does not appoint a proxy, the directors shall elect one from among themselves to act as proxy. The foregoing notice of convening shall be made in writing, by e-mail, or by facsimile, stating the reason for the convening.

Article 16: If the number of director vacancies reaches one-third or more, the Board of Directors shall convene an extraordinary shareholder meeting within 60 days to hold a by-election. Such terms of office shall be limited to the period of time to fill the original term.

Article 17: If a director's term of office expires and there is no re-election, his or her office may be extended until the re-elected director assumes office. However, the competent authority may order the Company to re-elect the directors in accordance with its authority. If the directors have not been re-elected by the expiration date, they shall be dismissed from office upon the expiration of the term.

Article 18: Unless otherwise provided in the Company Act, a meeting of the Board of Directors shall be held with the presence of a majority of the directors and with the consent of a majority of the directors present. If a director is unable to attend for any reason, he/she may issue a proxy, listing the scope of authority regarding the convening of the meeting, and appoint other directors to attend the Board of Directors meeting by proxy, provided that one person shall be appointed by one person.

Article 19: Minutes for Board of Directors' meetings shall be prepared and distributed to the directors. The minutes shall record the main contents of the procedures and their results, and the minutes shall be retained in the Company together with the sign-in sheet of the directors present and the proxy form for their attendance.

Article 20: Deleted.

Chapter 5: Managers

Article 21: The Company may have a president, a vice president and associate managers, whose appointment, dismissal and remuneration shall be in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 22: The Company shall have a fiscal year beginning on January 1 and ending on December 31 of each year. At the end of each fiscal year, the Board of Directors shall prepare the following documents and submit them to the shareholder meeting for ratification, in accordance with the law.

(1) Business Report

(2) Financial statements

(3) Proposals for distribution of earnings or compensation for losses

Article 23: If there is any remaining balance of the current year's pre-tax income before the distribution of employee and director remuneration, as well as after retaining the amount to cover accumulated losses, the Company shall set aside no less than 3% as employee remuneration and no more than 2% as directors' remuneration.

The specific ratio of employee remuneration to director remuneration, as well as whether employees' remuneration is paid in stock or cash, shall be determined by the Board of Directors, with two-thirds of the directors present and with the approval of a majority of the directors present, then reported to the shareholder meeting.

Employees' remuneration in the form of stock or cash shall include subordinate employees who meet specific requirements.

Article 24: If the Company's annual final accounts have a surplus, it shall first be reserved to pay taxes and cover prior losses, and then 10% shall be set aside as a legal reserve. However, this restriction shall not apply if the accumulated legal reserve has reached the Company's total paid-in capital. In addition, the Company shall set aside or reverse the special reserve in accordance with the competent authorities' law and regulations. If there is any surplus, the remaining balance shall be added to the accumulated undistributed earnings for previous years, and the Board of Directors shall prepare a proposal for such distribution and submit it to the shareholder meeting for approval.

The Company is in the electronic manufacturing industry. If stock dividends are distributed to shareholders in a profitable year, the Company may retain capital for research and development and business development activities, but this will also cause capital to expand. Thus, if profits do not increase proportionately, earnings per share will decline and shareholder equity will be affected. Therefore, the Company's current dividend policy is a cash dividend policy, implemented in accordance with the Company's future capital budget plan; the Company will pay cash dividends, when possible and after measuring capital requirements for future years. The above cash dividend policy means that cash dividends shall be distributed primarily as dividends, while stock dividends (including Stock Dividend from Retained Earnings and Stock Dividend from Capital Reserve) shall be less than 50%.

Chapter 7 Supplementary Provisions

Article 25: Any matters not covered by these Articles of Incorporation shall be governed by the provisions of the Company Act and other relevant laws and regulations.

Article 26: These Articles of Incorporation were established on September 8, 1988. Any amendments shall become effective after they have been approved by the shareholder meeting.

The first amendment was made on November 1, 1988.

The second amendment was made on April 10, 1989.

The third amendment was made on December 16, 1989.

The fourth amendment was made on July 1, 1994.

The fifth amendment was made on August 28, 1995.

The sixth amendment was made on April 30, 1996.

The seventh amendment was made on June 2, 1997.

The eighth amendment was made on May 20, 1998.

The ninth amendment was made on May 24, 2000.

The tenth amendment was made on May 2, 2001.
The eleventh amendment was made on June 19, 2002.
The twelfth amendment was made on June 23, 2003.
The thirteenth amendment was made on June 30, 2004.
The fourteenth amendment was made on June 30, 2005.
The fifteenth amendment was made on June 29, 2006.
The sixteenth amendment was made on June 28, 2007.
The seventeenth amendment was made on November 10, 2008.
The eighteenth amendment was made on June 26, 2009.
The nineteenth amendment was made on June 25, 2010.
The twentieth amendment was made on June 18, 2012.
The twenty-first amendment was made on June 26, 2015.
The twenty-second amendment was made on June 17, 2016.
The twenty-third amendment was made on June 20, 2017.
The twenty-fourth amendment was made on June 15, 2018.
The twenty-fifth amendment was made on August 6, 2021.
The twenty-sixth amendment was made on June 16, 2022.

GIA TZOONG ENTERPRISE CO., LTD.
Chairman: Cheng An Investment Co. Ltd

GIA TZOONG ENTERPRISE Co., LTD.

Election of Directors Methods

1. The election of directors of the Company shall be handled in accordance with the provisions of these Regulations.
2. The election of directors of the Company shall be elected by the shareholders' meeting with the capacity to act. Each share shall have the same right to vote as the number of directors to be elected, and may be elected by one person or by allotment. The selection of directors of the Company, including independent directors, adopts a candidate nomination system, and independent directors and non-independent directors are elected together, and the number of elected directors is calculated separately. The selection of independent directors shall be handled in accordance with the " Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and relevant laws and regulations.
3. The directors of the Company shall calculate the voting rights of independent directors and non-independent directors respectively according to the quota stipulated in the Articles of Association, and the election summary details provided by the electronic voting platform and the election vote statistics at the shareholders' meeting, respectively, and the election votes obtained shall represent the more voting rights, in the order of success. If two or more persons are elected with the same number of weights and exceed the prescribed number of votes, the election shall be determined by drawing lots for those who have the same number of weights, and the chairman shall draw lots on behalf of those who are not present.
4. Before the commencement of the election, the President shall designate a number of scrutineers and tellers to perform various relevant duties.
For the election of directors, the board of directors shall set up a ballot box and the scrutineers shall open the ballot box before voting.
5. The Board of Directors shall prepare an election ballot equal to the number of directors to be elected, and distribute it to the shareholders attending the shareholders' meeting according to the attendance number and fill in the number of votes.
6. If the electee is a shareholder, the elector shall fill in the name of the electee and the account number of the shareholder in the column of "Electee" on the ballot, and if he is not a shareholder, he or she shall fill in the name of the candidate and the number of the identity document. However, if a shareholder of a government or a corporate person is an electee, the name of the government or legal person shall be stated in the name column of the person to be elected on the ballot paper, and the name of the government or legal person and its representative shall also be listed.
7. An electoral ballot shall be invalid if it falls under any of the following circumstances:
 - (1). Those who do not use the ballot papers specified in these Regulations.
 - (2). Those who put blank ballot papers into the ballot box.
 - (3). The handwriting is illegible or altered.

- (4). If the person to be elected is a shareholder, his or her account name and shareholder number are inconsistent with the register of shareholders, and if the person to be elected is not a shareholder, his name and identity document number are not consistent.
- (5). Those who fill in the name (account name) or shareholder account number (identity document number) and the number of voting rights allocated to the election.
- (6). Those who do not fill in the name (name) or shareholder account number (identity document number) of the person to be elected.
- 7. Two or more persons are listed on the same ballot paper.
- 8. After the voting is completed, the ballot will be opened on the spot, and the result of the ballot will be announced by the chairman on the spot.
- 9. The elected directors shall be issued by the Board of Directors of the Company with the notice of election.
- 10. Matters not specified in these Measures shall be handled in accordance with the Company Law, the Articles of Association of the Company and relevant laws and regulations.

[Appendix IV]

GIA TZOONG ENTERPRISE CO., LTD.

Shareholdings of all directors

Basis date: April 13, 2025

Title	Name	Number of shares registered in the Shareholders Roster	Remark
Chairman	CHENG AN INVESTMENT CO.,LTD.	1,242,134	
Director	LEE WEI HSIN	3,452,993	
Independent director	WU TSENG FENG	0	
Independent director	TAI KUO MING	0	
Independent director	TUAN MU CHENG	0	
Independent director	HUNG WEN MING	0	

Issued shares of the Company as of April 13, 2025, the book closure day of the shareholders' meeting: 166,122,792 shares