

2024

Giant Manufacturing Co. Ltd.

ANNUAL MEETING

TWSE: 9921

2024 ANNUAL GENERAL MEETING MEETING AGENDA

Time: 9:00 AM, June 21, 2024

Place: No.999, Sec. 1, Dongda Rd., Xitun Dist.,
Taichung City, Taiwan



GIANT
GROUP

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GIANT MANUFACTURING CO., LTD.
Procedures of 2024 Annual Meeting

- I. Call Meeting to Order
- II. Chairperson's Opening Remarks
- III. Report Items
- IV. Ratification Items
- V. Discussion and Election Items
- VI. Extempore Motions
- VII. Meeting Adjourned

GIANT MANUFACTURING CO., LTD.

Agenda of 2024 Annual Meeting

Type of Meeting: Physical Meeting

Time: 9:00 a.m., Friday, June 21, 2024

Place: Headquater of Giant group

No.999, Sec. 1, Dong-Da Rd., Xitun Dist., Taichung City, Taiwan

- I. Call Meeting to Order
- II. Chairperson's Opening Remarks
- III. Report Items
 - 1. Business report for 2023
 - 2. Audit Committee's review report
 - 3. Appropriation of remuneration to directors and compensation to employees in 2023
 - 4. To report the commitments made for the application for the listing of Subsidiary D.MAG (KUNSHAN) NEW MATERIAL TECHNOLOGY CO., LTD. on the China stock market.
- IV. Ratification Items
 - 1. 2023 financial statements
 - 2. Distribution of 2023 earnings
- V. Discussion and Election Items
 - 1. Election of all directors
 - 2. Release of the new directors from non compete restrictions
- VI. Extempore Motions
- VII. Meeting Adjourned

Report Items

Item 1 Business report for 2023

Business Report for 2023

Due to the post-pandemic slowdown in bicycle demand in Europe and the U.S. as well as the easing of supply chain chaos, channel inventory level had risen. The industry was therefore struggling with inventory digestion in 2023, making it difficult to hit another record high after the revenue peaked during the pandemic. However, the bicycle market in China told a different story, and the Giant Group, with its long-term presence in the China market, had a solid foundation to support the cycling trend in China. As a result, the Group enjoyed an over-60 percent growth in China, which offset the adverse impact from downturns in Europe and the U.S. markets, keeping the consolidated revenues to stay above the 2020 level of NT\$70 billion.

Through drastic changes in demand during and after the pandemic, the Group relied on its comprehensive value chain and global reach to seize business opportunities and outperformed its peers. At the same time, it managed to secure profits and uphold its commitments to shareholders, consumers, customers and supply chain partners. Looking ahead, as bicycles can be one of the best solutions for both green cycling and exercise, we believe that introducing innovative products, advancing technologies, and offering high quality products and services on an ongoing basis would bring medium and long-term growth to the Group in spite of short-term fluctuations and corrections.

The Group released its first ESG Strategy Book and ESG Report in 2023. We initiated various action plans under the sustainability strategy of “Cycling for a Better Future”, and brought the Bicycling Alliance for Sustainability (BAS) and industry partners to join hands in contributing to environmental sustainability. In the same year, the Giant Group was once again selected in the Corporate Knights’ Global 100, which was a testament to our efforts in carbon emissions reduction, sustainability reporting and the establishment of BAS.

Financial performance

The Giant Group generated consolidated revenue of NT\$76.95 billion in 2023, down 16.4% from 2022 primarily due to weakening demand for middle and low-end bikes in Europe and the U.S., and inventory digestion at channels. We managed to keep gross margin at 22.1% through an improved product mix with a higher percentage of private label sales, which mitigated the impact of discounts and a lower capacity utilization rate. Gross profit amounted to NT\$16.97 billion, a year-over-year

decrease of 18.5%. As operating revenue was downsized, operating expense ratio climbed to 15.9%, resulting in operating profit of NT\$4.7 billion to experience a larger decline. Profit before income tax dropped 45.1% to NT\$4.8 billion as non-operating income and expenses suffered a decrease in foreign exchange gain and an increase in the cost of funds as interest rate rose. Net income attributable to shareholders of the parent amounted to NT\$3.4 billion, a year-over-year decrease of 42%, with an earnings per share of NT\$8.68.

Technology development

The Giant Group has developed products under its private brands with the spirit of One & Only and won over the trust of OEM customers with our manufacturing techniques and quality, thereby expanding our operation steadily to current scale. With our brand vision of “Raise the bar: Advancing the entire cycling world,” we will persistently innovate in three major directions: smart manufacturing, materials technology and a cycling ecosystem, for consumers to enjoy quality and ever-improving riding experience.

Our unwavering dedication to innovative technology is reflected in the quality products rolled out by the Group. The CADEX TRI frameset helps Kristian Blummenfelt to not only win numerous gold medals in triathlons, but also rise quickly to become the number one athlete in PTO rankings and stay a world record holder. In 2023, the CADEX Tri frameset won a prestigious gold award in the TAIPEI CYCLE d&i awards, a silver award in the Taiwan Excellence Award, as well as being selected as a winner of the iF DESIGN AWARD 2024! Besides highlighting the excellence of CADEX Tri frameset in product design, these awards are testaments to the fact that the component is unconventional with no restrictions and no limitations.

E-bike has been a primary growth driver in recent years. We continue to advance in directions of lightness, greater power output and longer riding range, and target the high-end consumer group. Trance X Advanced E+ Elite is the Group’s first lightweight, carbon composite e-mountain bike with full suspension, and the only one in the industry using the 22700 cells. The battery is smaller but capable of supporting the high torque of e-bikes. The model is also the one and only lightweight e-bike which delivers full fat torque outputs, i.e., 85Nm, in a lightweight package. Furthermore, cyclists can adjust acceleration, torque and power output through the exclusive RideControl App, offering a higher level of smart integration at Human Interface.

Brand development and marketing

The Giant Group provides products and services to different consumer groups through its four

private brands, i.e., GIANT, Liv, Momentum and CADEX. In the 2023 Taiwan Global Brand Survey, the Group ranked sixth with an all-time record brand value of US\$790 million, up 6% from the previous year, and had the highest brand value in the health and sports industry.

GIANT continues to sponsor UCI road race teams and the world's top athletes, such as Team Jayco AlUla, Giant Factory Off Road Team, Gravel athletes and triathletes, for them to shine on the stages of different cycling fields and to expose the Giant brand and related products. In addition to exposures at races, the teams and cyclists assist in product development and testing to deliver world-class competitive products. Liv stays focused on extending its road bike market and continues its sponsorship of the world-leading female teams, i.e., Liv Racing TeqFind and Team Jayco AlUla. It also launches a series of bikes and gears under the Blanc Collection, which is inspired by Tour de France Femmes, providing wider product choices as well as superb riding experience to female consumers.

Corporate development and future prospects

Giant has a complete value chain covering R&D, production technology and sales channels, allowing us to provide innovative products and quality services, and lead the cycling trends. We will further solidify our presence in the global market and expand our businesses.

After one and a half years of subdued demand in Europe and the U.S. markets, inventory digestion of the middle and low-end models will continue for several months while parts at the factories decrease every quarter. We have initiated projects to further improve our inventory level. The 10th generation of our iconic TCR road bikes unveiled at the Taipei Cycle starts a new chapter in road bike design. The model creates a sensation, warming up the cycling market for its return to growth.

Looking ahead, although uncertainties in political and economic situation may affect our operation, we are still confident in the bicycle market. The bicycle sales in China demonstrate that we can take the lead in cycling trends by combining online and offline efforts, i.e. through digital marketing and channel upgrades, to offer consumers comprehensive services and experience. We will pursue sustainable development and work towards achieving the long-term goal of communicating with consumers and establishing the cycling ecosystem for the steady growth of the Group, thereby distributing profits to shareholders and contributing to the society.

Chairperson: Bonnie Tu

CEO: Young Liu

Accounting Manager: Chiao-Li Pan

Item 2 Audit Committee's report

Please refer to Attachment 1 on page 11 of this handbook.

Item 3 Appropriation of remuneration to directors and compensation to employees in 2023

Explanation: 1. Pursuant to Article 27 of the Articles of Incorporation on the appropriation of remuneration to directors and compensation to employees, when the Company makes a profit for the year, the compensation to employees shall be 6% to 12% of the balance and the remuneration to the directors shall not be higher than 2% of the balance.

 2. The amount of compensation to employees and remuneration to directors were NT\$ 322,534,167 and NT\$ 92,067,267, respectively, which represented 7% and 2% of the profit, respectively. Both have been approved by the Board of Directors' meeting. The appropriation would be released in cash form.

Item 4 To report the commitments made for the application for the listing of Subsidiary D.MAG (KUNSHAN) NEW MATERIAL TECHNOLOGY CO., LTD. on the China stock market.

Explanation:

1. The application of D.MAG (KUNSHAN) NEW MATERIAL TECHNOLOGY CO., LTD., a subsidiary of the Company, for its A-share initial public offering (IPO) and listing in an overseas securities market has approved by the annual general meeting held on July 8, 2021.
2. The commitments made for the application for the listing of Subsidiary D.MAG (KUNSHAN) NEW MATERIAL TECHNOLOGY CO., LTD. on the China stock market, together with the impact analysis on the finances, business, or shareholder equity of Giant or its subsidiary, were approved in the Audit Committee and Board of Directors held by the Company on Dec. 15th, 2023. Please refer to the attachment 2 on page 12 of the Handbook.

Ratification Items

Item 1

(Proposed by the Board of Directors)

Subject: To accept the 2023 financial statements

Explanation: The 2023 business report and financial statements were audited by Deloitte & Touche, Lie-Dong, Wu and Ting-Chien, Su, and reviewed by audit committee. Please accept the above-mentioned financial statements. Please refer to Attachment 3 on page 15 to 35 of this meeting agenda for the financial statements.

Resolution:

Item 2

(Proposed by the Board of Directors)

Subject: To accept the distribution of 2023 earnings

Explanation: 1. For the year of 2023, the profit before tax was NT\$ 4,188,763 thousand. The estimated income tax is NT\$ 787,369 thousand. The net income of was NT\$ 3,401,394 thousand.

2. It is proposed that each common stock shareholder will be entitled to receive a cash dividend of NT\$ 5.0 per share. Cash dividends to be paid are rounded to the nearest dollar. Each shareholder's cash dividend shall be issued to the rounded-down full NT dollar (fractional amount will be other income of the company). After approval of annual general meeting, the Chairperson is authorized to announce ex-dividend base day, date for distribution and all other necessary measures. (Please refer to the following distribution table.)

Giant Manufacturing Co., Ltd.**2023 Earning Distribution Table**

	Total (In New Taiwan Dollars)
Unappropriated earnings, beginning balance	\$ 15,129,117,619
Net income of 2023	3,401,393,437
Remeasurement of defined benefit plan recognized in retained earnings directly	51,454,449
Adjusted net income	3,452,847,886
Appropriation of Legal reserve (Note 1)	(345,284,789)
Appropriation of special reserves according to Securities and Exchange Act (Note 2)	(79,925,408)
Distributable earnings for 2023	3,027,637,689
Total unappropriated earnings	18,156,755,308
Distribution items:	
Cash dividends to shareholders- NT\$ 5.0 per share	(1,960,323,130)
Unappropriated earnings, ending balance	\$ 16,196,432,178

(Note 1) Although the accumulated legal reserve has amounted to the aggregate par value of our outstanding share capital, the company chooses to set aside continuously.

(Note 2) The appropriation was due to the increase of deficit under other equity items. Please refer to the parent-only financial statement.

Chairperson: Bonnie Tu

CEO: Young Liu

Accounting Manager: Chiao-Li Pan

Resolution:

Discussion and Election Items

Item 1

(Proposed by the Board of Directors)

Subject: To hold the election for all directors

Explanation: 1. The 17th term of directors of the Company expires on July 7th, 2024. An election shall be held to elect new directors for the 18th term of directors in the 2024 annual shareholders' meeting.

2. In compliance with the Articles of Incorporation, the Company shall elect nine to eleven directors. This annual shareholders' meeting should elect eleven directors (including three independent directors) by adopting the candidate nomination system to serve a term of three years. Their tenure starts once they are elected. The tenure of newly elected directors commences on June 21, 2024 and expires on June 20, 2027.

3. According to the Article 18 of the Articles of Incorporation, the election of directors adopts candidate nomination system. The list of director candidates for this election has been reviewed and approved by the 16th Meeting of the 17th Board of directors. Please refer to the page 36 of the handbook for the director candidates list.

Voting by Poll:

Item 2

(Proposed by the Board of Directors)

Subject: To release the new directors from non-compete restrictions

Explanation: 1. In compliance with Article 209 of the Company Act, it is proposed to release the new directors and their representatives from the non-compete restrictions.

2. Please refer to the page 38 of the handbook for the concurrent positions of the directors candidates.

Resolution:

Extempore Motions

Meeting Adjourned

Details on Shareholdings of All Directors

1. The table below lists the shareholdings of all directors and supervisors on the register of shareholders as of the book closure date (April 22, 2024).

Title	Minimum shareholdings required	Shareholdings on the register of shareholders
Directors	15,682,585	70,574,926

2. Details on Shareholdings of All Directors on the Register of Shareholders

As of the Book Closure Date (April 22, 2024)

Title	Name	Shareholding
Chairperson	THO, TU HSIU-CHEN (Bonnie Tu)	13,006,668
Director	LIU, YUON-CHAN (Young Liu)	16,296,026
Director	LIU, CHIN-PIAO (King Liu)	7,738,278
Director	Kinabalu Holding Company	18,238,183
Director	THO, TZU CHIEN	3,693,827
Director	CHIU, TA-PENG	4,075,707
Director	YANG, HUAI-CHING	6,454,980
Director	CHIU, TA-WEI	1,071,257
Independent Director	CHEN, HONG-SO (Hilo Chen)	0
Independent Director	LO, JUI-LIN	0
Independent Director	HO, CHUN-SHENG (Chaney Ho)	0

Attachement 1

Audit Committee's Report

The Board of Directors has prepared the business report, parent company only and consolidated financial statements and earning distribution for the year ended December 31, 2023. Deloitte & Touche were retained by the Board to audit the parent company only and consolidated financial statements and they have issued an audit report.

The above-mentioned business report, parent company only and consolidated financial statements and earning distribution have been reviewed and determined to be in compliance with the Company Act and other relevant laws and regulations by the audit committee of Giant Manufacturing Co., Ltd.. We hereby submit this report in accordance with relevant requirements of the Securities and Exchange Act and the Company Law.

Giant Manufacturing Co., Ltd.

Chairmen of the Audit Committee

March 25, 2024

Attachment 2

The report the commitments made for the application for the listing of Subsidiary D.MAG (KUNSHAN) NEW MATERIAL TECHNOLOGY CO., LTD. (D. Mag Tech) on the China stock market

1. Under the requirements of China's National Equities Exchange and Quotations (NEEQ, also called the "New Third Board"), the Company and its subsidiaries must provide and issue relevant commitments in support of the listing application. The content of the commitments is summarized as follows:

- (1) Commitment letter regarding share lock-up
- (2) Commitment letter regarding acceptance to be bound by restrictive measures in relation to any non-performance of commitments
- (3) Commitment letter regarding avoiding horizontal competition
- (4) Commitment letter regarding reducing and avoiding connected transactions
- (5) Commitment letter regarding social insurance, housing provident fund, and labor dispatching
- (6) Commitment letter regarding non-appropriation of funds
- (7) Commitment letter regarding building non-compliance, etc.
- (8) Statement by the controlling shareholders of the company applying for listing
- (9) Letter of commitment on the truth, accuracy, and completeness of the application documents
- (10) Commitment, regarding the application documents, of consistency between the electronic documents and the retained documents.

The Company has summarised and accounced the above mention commitments on the MOPS on Dec. 15th 2023 under the subject which was Resolution adopted by Giant's BoD regarding commitments to be made pertinent to the application for listing on a China securities exchange of Giant's subsidiary D. Mag Tech.

2. The evaluation of the commitment that could have a potential material impact on the finances, business, or shareholder equity of Giant as below:

- (1) Commitment Letter Regarding Avoiding Horizontal Competition

Giant or any other enterprise controlled by Giant does not have horizontal competition with D.Mag Tech or any other enterprise controlled by it. Giant and any other enterprise controlled by Giant commit to comply with relevant rules prescribed by the China Securities Regulatory Commission (CSRC) and related institutions relating to horizontal competition, and warrant that they will take lawful and effective measures in this regard and will not engage in any activities leading to horizontal competition with D.Mag Tech or any other enterprise controlled by it. If in the future Giant or any other enterprise controlled by Giant has any new commercial opportunity to engage or take part in any business activities that might constitute substantive competition with D.Mag Tech, they will notify D.Mag Tech of the above commercial opportunity as soon as possible and to the extent legally and reasonably possible. After evaluation, this is not expected to have any significant impact on Giant's overall finances, business, or shareholder equity.

3. The commitments that with no significant impact to the the Company's financial, business and the equity of shareholders:

(1) Regarding to Commitment letter regarding share lock-up; Commitment letter regarding acceptance to be bound by restrictive measures in relation to any non-performance of commitments; Commitment letter regarding social insurance, housing provident fund, and labor dispatching; Commitment letter regarding building non-compliance, etc.; Statement by the controlling shareholders of the company applying for listing; Letter of commitment on the truth, accuracy, and completeness of the application documents; Commitment, regarding the application documents, of consistency between the electronic documents and the retained documents.

The Company and its subsidiaries pursue compliance with all regulation when application to listing and meet the requirements for the truthfulness, accuracy, absence of false concealment, misleading statements or major omissions in the operations related to the listing, therefore, above mentioned commitments, after evaluation, are no significant impact to the the Company's finance, business and the equity of shareholders.

(2) About Commitment letter regarding reducing and avoiding connected transactions; Commitment letter regarding non-appropriation of funds

Each subsidiaries in the Giant Group manages its own finance separately and follows the procedures for loan to others of the Company. The nature of business of other subsidiaries are different from the D. Mag Tech. The above mentioned 2 commitments, after evaluation, are no significant impact to the the Company's finance, business and the equity of shareholders.

Attachment 3

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Giant Manufacturing Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Giant Manufacturing Co., Ltd. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

In our opinion, based on our audits and the reports of other auditors (refer to the other matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

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, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2023 is stated as follows:

Authenticity of sales revenue from major customers

The Group's sales revenue from major customers was significant to the Group's consolidated net sales revenue for the year ended December 31, 2023. Since sales revenue was relatively concentrated on major customers, we identified the authenticity of sales revenue from major customers as a key audit matter. The accounting policy on the revenue recognition is disclosed in Note 4 to the consolidated financial statements.

The main audit procedures that we performed in respect of sales revenue from major customers included the following:

1. We obtained an understanding of the related internal controls on revenue recognition and the appropriateness of the design and implementation of the relevant controls.
2. We sampled the transaction documents of sales revenue from major customers, including sales orders, shipping documents and receipts of payments, and we confirmed the authenticity of revenue recognition.
3. We reviewed the significant sales returns and discounts recorded after the year and confirmed that they did occur after the balance sheet date.

Other Matter

We did not audit the financial statements of Microprogram Information Co., Ltd. ("Microprogram"), an investee accounted for by using the equity method, for the years ended December 31, 2023 and 2022, but such statements were audited by other auditors. Our opinion, insofar as it relates to the amounts included in the Group's consolidated financial statements for this investee, is based solely on the reports of other auditors. The aforementioned investmants accounted for using the equity method were \$118,567 thousand and \$90,834 thousand, respectively, both representing 0.1% of the Group's consolidated assets as of December 31, 2023 and 2022. The comprehensive income of the investee was \$17,078 thousand and \$1,837 thousand, respectively, representing 0.5% and 0.03% of the Group's consolidated comprehensive income for the years ended December 31, 2023 and 2022, respectively.

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2023 and 2022 on which we have issued an unmodified opinion with other matter paragraph.

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 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 the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Lie-Dong Wu and Ting-Chien Su.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 25, 2024

Notice to Readers

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

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

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	2023		2022	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 14,792,315	18	\$ 11,954,584	13
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	31,512	-	441,130	1
Financial assets at amortized cost - current (Notes 4, 9 and 35)	1,072,875	1	1,572,508	2
Notes receivable (Notes 4, 10, 26 and 35)	124,617	-	117,090	-
Accounts receivable (Notes 4, 10, 26, 34 and 35)	12,549,841	15	16,110,300	17
Other receivables (Notes 10 and 34)	260,298	-	374,442	-
Inventories (Notes 4 and 11)	34,760,187	41	41,385,088	44
Other current assets (Note 14)	1,315,902	2	1,261,772	1
Total current assets	64,907,547	77	73,216,914	78
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	60,183	-	38,964	-
Financial assets at amortized cost - non-current (Notes 4 and 9)	-	-	1,146,938	1
Investments accounted for using the equity method (Notes 4 and 13)	131,735	-	101,231	-
Property, plant and equipment (Notes 4 and 15)	13,101,779	16	13,091,836	14
Right-of-use assets (Notes 4 and 16)	2,934,693	4	2,611,790	3
Goodwill (Notes 4 and 17)	69,673	-	67,402	-
Other intangible assets (Notes 4 and 18)	330,617	-	415,534	1
Deferred tax assets (Notes 4 and 28)	2,674,866	3	2,099,996	2
Prepayments for equipment (Note 34)	313,685	-	489,350	1
Other non-current assets (Note 19)	98,559	-	254,824	-
Total non-current assets	19,715,790	23	20,317,865	22
TOTAL	\$ 84,623,337	100	\$ 93,534,779	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term bank loans (Notes 20 and 35)	\$ 18,169,514	21	\$ 21,508,034	23
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	33,200	-	33,058	-
Notes payable	1,401,506	2	2,097,881	2
Accounts payable (Note 34)	3,898,008	5	7,591,012	8
Other payables (Notes 22 and 34)	9,135,394	11	10,334,657	11
Current tax liabilities (Notes 4 and 28)	2,070,434	2	2,467,740	3
Provisions - current (Notes 4 and 23)	367,777	-	446,217	-
Lease liabilities - current (Notes 4 and 16)	559,948	1	528,110	1
Current portion of long-term borrowings (Note 20)	449,750	-	1,604,240	2
Other current liabilities (Note 26)	679,572	1	611,688	1
Total current liabilities	36,765,103	43	47,222,637	51
NON-CURRENT LIABILITIES				
Bonds payable (Note 21)	3,811,478	5	3,758,556	4
Long-term bank loans (Note 20)	3,439,568	4	2,389,708	3
Deferred tax liabilities (Notes 4 and 28)	2,125,580	3	1,865,301	2
Lease liabilities - non-current (Notes 4 and 16)	1,156,489	1	1,234,841	1
Deferred revenue - non-current (Notes 4 and 31)	904,244	1	964,245	1
Net defined benefit liabilities (Notes 4 and 24)	2,614	-	85,141	-
Other non-current liabilities (Note 23)	92,968	-	114,465	-
Total non-current liabilities	11,532,941	14	10,412,257	11
Total liabilities	48,298,044	57	57,634,894	62
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	3,920,646	5	3,920,646	4
Capital surplus	4,726,957	5	4,716,303	5
Retained earnings				
Legal reserve	6,531,622	8	5,939,679	6
Special reserve	1,904,900	2	2,522,195	3
Unappropriated earnings	18,581,965	22	18,161,869	19
Other equity	(1,984,825)	(2)	(1,904,900)	(2)
Total equity attributable to owners of the Company	33,681,265	40	33,355,792	35
NON-CONTROLLING INTERESTS	2,644,028	3	2,544,093	3
Total equity	36,325,293	43	35,899,885	38
TOTAL	\$ 84,623,337	100	\$ 93,534,779	100

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

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

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

	2023		2022	
	Amount	%	Amount	%
NET SALES REVENUE (Notes 4, 26 and 34)	\$ 76,953,546	100	\$ 92,043,675	100
COST OF GOODS SOLD (Notes 11, 27 and 34)	<u>59,980,253</u>	<u>78</u>	<u>71,219,652</u>	<u>77</u>
GROSS PROFIT	<u>16,973,293</u>	<u>22</u>	<u>20,824,023</u>	<u>23</u>
OPERATING EXPENSES (Notes 27 and 34)				
Selling and marketing expenses	7,629,180	10	7,944,478	9
General and administrative expenses	2,654,608	3	2,855,958	3
Research and development expenses	1,455,205	2	1,531,809	2
Expected credit loss (Notes 4 and 10)	<u>524,980</u>	<u>1</u>	<u>577,339</u>	<u>-</u>
Total operating expenses	<u>12,263,973</u>	<u>16</u>	<u>12,909,584</u>	<u>14</u>
PROFIT FROM OPERATIONS	<u>4,709,320</u>	<u>6</u>	<u>7,914,439</u>	<u>9</u>
NON-OPERATING INCOME AND EXPENSES (Note 4)				
Finance costs (Note 27)	(1,123,818)	(1)	(427,656)	-
Share of profit of associates accounted for using the equity method (Note 13)	20,355	-	5,802	-
Interest income	628,123	1	326,861	-
Other gains and losses (Notes 27, 31 and 34)	243,018	-	213,945	-
Foreign exchange gain, net	292,222	-	703,859	1
Valuation gain (loss) on financial assets and liabilities at fair value through profit or loss	31,370	-	(12,474)	-
Gain (Loss) on disposal of property, plant and equipment, net	<u>(1,456)</u>	<u>-</u>	<u>13,243</u>	<u>-</u>
Total non-operating income and expenses	<u>89,814</u>	<u>-</u>	<u>823,580</u>	<u>1</u>
PROFIT BEFORE INCOME TAX	4,799,134	6	8,738,019	10
INCOME TAX EXPENSE (Notes 4 and 28)	<u>1,232,742</u>	<u>1</u>	<u>2,561,488</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>3,566,392</u>	<u>5</u>	<u>6,176,531</u>	<u>7</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss				
Remeasurement of defined benefit plans (Note 24)	64,318	-	94,438	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(7,967)	-	(603)	-
Share of the other comprehensive income of associates accounted for using the equity method (Note 13)	146	-	-	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 28)	<u>(12,864)</u>	<u>-</u>	<u>(18,888)</u>	<u>-</u>
	<u>43,633</u>	<u>-</u>	<u>74,947</u>	<u>-</u>

(Continued)

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of the financial statements of foreign operations	\$ (155,374)	-	\$ 806,247	1
Share of the other comprehensive income (loss) of associates accounted for using the equity method (Note 13)	(351)	-	293	-
Income tax related to items that may be reclassified subsequently to profit or loss (Note 28)	<u>18,558</u>	<u>-</u>	<u>(154,474)</u>	<u>-</u>
	<u>(137,167)</u>	<u>-</u>	<u>652,066</u>	<u>1</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(93,534)</u>	<u>-</u>	<u>727,013</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,472,858</u>	<u>5</u>	<u>\$ 6,903,544</u>	<u>8</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,401,394	5	\$ 5,843,875	6
Non-controlling interests	<u>164,998</u>	<u>-</u>	<u>332,656</u>	<u>1</u>
	<u>\$ 3,566,392</u>	<u>5</u>	<u>\$ 6,176,531</u>	<u>7</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 3,372,923	5	\$ 6,536,720	7
Non-controlling interests	<u>99,935</u>	<u>-</u>	<u>366,824</u>	<u>1</u>
	<u>\$ 3,472,858</u>	<u>5</u>	<u>\$ 6,903,544</u>	<u>8</u>
EARNINGS PER SHARE (Note 29)				
Basic	<u>\$ 8.68</u>		<u>\$ 15.51</u>	
Diluted	<u>\$ 8.44</u>		<u>\$ 15.14</u>	

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

(Concluded)

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company						Other Equity		Total	Non-controlling Interests	Total Equity
	Ordinary Shares (Note 25)	Capital Surplus (Note 4, 13, 25 and 30)	Retained Earnings (Note 25)			Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
			Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2022	\$ 3,750,646	\$ 1,792,401	\$ 5,350,968	\$ 1,938,124	\$ 17,165,872	\$ (2,523,179)	\$ 984	\$ 27,475,816	\$ 2,177,269	\$ 29,653,085	
Appropriation of 2021 earnings											
Legal reserve	-	-	588,711	-	(588,711)	-	-	-	-	-	
Special reserve	-	-	-	584,071	(584,071)	-	-	-	-	-	
Cash dividends distributed by the Company - \$10.0 per share	-	-	-	-	(3,750,646)	-	-	(3,750,646)	-	(3,750,646)	
Recognition of equity component of convertible bonds issued	-	263,283	-	-	-	-	-	263,283	-	263,283	
Issuance of ordinary shares for cash	170,000	2,584,000	-	-	-	-	-	2,754,000	-	2,754,000	
Share-based payment arrangements	-	76,619	-	-	-	-	-	76,619	-	76,619	
Net profit for the year ended December 31, 2022	-	-	-	-	5,843,875	-	-	5,843,875	332,656	6,176,531	
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	75,550	617,898	(603)	692,845	34,168	727,013	
Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	5,919,425	617,898	(603)	6,536,720	366,824	6,903,544	
BALANCE AT DECEMBER 31, 2022	3,920,646	4,716,303	5,939,679	2,522,195	18,161,869	(1,905,281)	381	33,355,792	2,544,093	35,899,885	
Appropriation of 2022 earnings											
Legal reserve	-	-	591,943	-	(591,943)	-	-	-	-	-	
Special reserve	-	-	-	(617,295)	617,295	-	-	-	-	-	
Cash dividends distributed by the Company - \$7.8 per share	-	-	-	-	(3,058,104)	-	-	(3,058,104)	-	(3,058,104)	
Changes in equity of associates accounted for using the equity method	-	10,654	-	-	-	-	-	10,654	-	10,654	
Net profit for the year ended December 31, 2023	-	-	-	-	3,401,394	-	-	3,401,394	164,998	3,566,392	
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	-	-	-	-	51,454	(75,055)	(4,870)	(28,471)	(65,063)	(93,534)	
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	3,452,848	(75,055)	(4,870)	3,372,923	99,935	3,472,858	
BALANCE AT DECEMBER 31, 2023	\$ 3,920,646	\$ 4,726,957	\$ 6,531,622	\$ 1,904,900	\$ 18,581,965	\$ (1,980,336)	\$ (4,489)	\$ 33,681,265	\$ 2,644,028	\$ 36,325,293	

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

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,799,134	\$ 8,738,019
Adjustments for:		
Depreciation and amortization expenses	2,422,759	2,143,995
Expected credit loss	524,980	577,339
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	(31,370)	12,474
Finance costs	1,123,818	427,656
Interest income	(628,123)	(326,861)
Dividend income	(83)	(118)
Compensation cost of employee share options	-	76,619
Share of profit or loss of associates accounted for using the equity method	(20,355)	(5,802)
Loss (gain) on disposal of property, plant and equipment, net	1,456	(13,243)
Write-down of inventories	1,285,588	589,524
Unrealized loss (gain) on foreign currency exchange, net	(6,899)	61,201
Realized deferred revenue	(34,155)	(125,864)
Loss (gain) on lease modification	279	(1,952)
Net changes in operating assets and liabilities		
Notes receivable	(9,348)	(18,978)
Accounts receivable	3,171,111	(2,008,667)
Other receivables	72,145	662
Inventories	5,927,165	(9,880,367)
Other current assets	(37,750)	372,940
Notes payable	(660,311)	67,021
Accounts payable	(3,658,948)	440,188
Other payables	(1,291,582)	1,620,979
Provisions	(96,863)	(68,763)
Other current liabilities	71,948	(3,456)
Net defined benefit liabilities	(18,209)	(23,240)
Cash generated from operations	12,906,387	2,651,306
Interest received	667,654	256,339
Interest paid	(1,029,213)	(356,316)
Income tax paid	(1,955,025)	(2,039,756)
Net cash generated from operating activities	<u>10,589,803</u>	<u>511,573</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(30,000)	-
Purchase of financial assets at amortized cost	(149,152)	(363,633)
Proceeds from sale of financial assets at amortized cost	1,767,528	69,900
Purchase of financial assets at fair value through profit or loss	-	(441,130)
Proceeds from sale of financial assets at fair value through profit or loss	439,291	2,208,684
Payments for property, plant and equipment	(1,194,322)	(1,682,770)

(Continued)

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

(In Thousands of New Taiwan Dollars)

	2023	2022
Proceeds from disposal of property, plant and equipment	\$ 97,088	\$ 159,886
Payments for intangible assets	(127,398)	(57,944)
Payments for right-of-use assets	(527,127)	(170,367)
Decrease in other non-current assets	153,426	303,935
Increase in prepayments for equipment	(465,397)	(788,947)
Other dividends received	83	118
Proceeds from government grants	<u>3,826</u>	<u>131,621</u>
Net cash used in investing activities	<u>(32,154)</u>	<u>(630,647)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term bank loans	(3,589,762)	1,275,844
Proceeds from issuance of convertible bonds	-	4,015,190
Proceeds from long-term bank loans	1,873,999	818,712
Repayments of long-term bank loans	(2,073,343)	(122,917)
Repayment of the principal portion of lease liabilities	(330,943)	(282,081)
Decrease in other non-current liabilities	(2,828)	(98,471)
Dividends paid to owners of the Company	(3,058,104)	(3,750,646)
Proceeds from issuance of ordinary shares	<u>-</u>	<u>2,754,000</u>
Net cash generated from (used in) financing activities	<u>(7,180,981)</u>	<u>4,609,631</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>(538,937)</u>	<u>(250,359)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,837,731	4,240,198
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>11,954,584</u>	<u>7,714,386</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$14,792,315</u>	<u>\$11,954,584</u>

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

(Concluded)

Parent only Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Giant Manufacturing Co., Ltd.

Opinion

We have audited the accompanying parent company only financial statements of Giant Manufacturing Co., Ltd. (the “Company”), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the “parent company only financial statements”).

In our opinion, based on our audits and the reports of other auditors (please refer to the other matter paragraph), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2023 and 2022, and its parent company only financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

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,

2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Company's parent company only financial statements for the year ended December 31, 2023 is stated as follows:

Authenticity of sales revenue from major customers

The Company's sales revenue from major customers was significant to the Company's net sales revenue for the year ended December 31, 2023. Since sales revenue was relatively concentrated on major customers, we identified the authenticity of sales revenue from major customers as a key audit matter. The accounting policy on the revenue recognition is disclosed in Note 4 to the financial statements.

The main audit procedures that we performed in respect of sales revenue from major customers included the following:

1. We obtained an understanding of the related internal controls on revenue recognition and tested the operating effectiveness of the related controls.
2. We sampled the transaction documents of sales revenue from major customers, including sales orders, shipping documents and receipts of payments, and we confirmed the authenticity of revenue recognition.
3. We reviewed the significant sales returns and discounts recorded after the year and confirmed that they did occur after the balance sheet date.

Other Matter

We did not audit the financial statements of Microprogram Information Co., Ltd. ("Microprogram"), an investee accounted for by using the equity method, for the years ended December 31, 2023 and 2022, but such statements were audited by other auditors. Our opinion, insofar as it relates to the amounts included in the Company's parent company only financial statements for this investee, is based solely on the reports of other auditors. The aforementioned investments accounted for using the equity method were \$118,567 thousand and \$90,834 thousand, respectively, both representing 0.2% of the Company's parent company only total assets as of December 31, 2023 and 2022. The comprehensive income of the investee was \$17,078 thousand and \$1,837 thousand, respectively, representing 0.5% and 0.03% of the Company's parent company only total comprehensive income for the years ended December 31, 2023 and 2022, respectively.

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 the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Lie Dong Wu and Ting Chien Su.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 25, 2024

Notice to Readers

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

GIANT MANUFACTURING CO., LTD.

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

ASSETS	2023		2022	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash (Notes 4 and 6)	\$ 732,261	1	\$ 1,021,167	2
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	31,512	-	-	-
Accounts receivable from unrelated parties (Notes 4, 9 and 23)	2,399,281	5	3,675,881	7
Accounts receivable from related parties (Notes 4, 23 and 31)	3,926,419	8	6,986,356	13
Other receivables (Notes 9 and 31)	4,290,769	9	150,902	-
Inventories (Notes 4 and 10)	4,208,940	8	8,827,715	16
Other current assets (Note 12)	<u>220,039</u>	<u>-</u>	<u>176,431</u>	<u>-</u>
Total current assets	<u>15,809,221</u>	<u>31</u>	<u>20,838,452</u>	<u>38</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	30,865	-	1,468	-
Investments accounted for using the equity method (Notes 4 and 11)	28,224,305	56	27,704,689	51
Property, plant and equipment (Notes 4, 13 and 31)	4,109,612	8	4,248,066	8
Right-of-use assets (Notes 4 and 14)	267,987	1	271,541	1
Investment properties (Notes 4 and 15)	191,377	1	193,901	-
Other intangible assets (Note 4)	170,296	-	222,430	-
Deferred tax assets (Notes 4 and 25)	1,602,556	3	1,265,831	2
Prepayments for equipment	75,496	-	139,381	-
Other non-current assets (Note 16)	<u>14,188</u>	<u>-</u>	<u>15,002</u>	<u>-</u>
Total non-current assets	<u>34,686,682</u>	<u>69</u>	<u>34,062,309</u>	<u>62</u>
TOTAL	<u>\$ 50,495,903</u>	<u>100</u>	<u>\$ 54,900,761</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term bank loans (Note 17)	\$ 3,300,000	6	\$ 4,880,000	9
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	33,200	-	33,058	-
Notes payable	-	-	682	-
Accounts payable	1,313,802	3	3,304,399	6
Accounts payable to related parties (Note 31)	484,056	1	901,540	2
Other payables (Notes 19 and 31)	2,432,712	5	3,146,629	6
Current tax liabilities (Notes 4 and 25)	2,012,800	4	1,915,580	3
Provisions - current (Notes 4 and 20)	112,442	-	150,673	-
Lease liabilities - current (Notes 4 and 14)	9,878	-	7,666	-
Current portion of long-term bank loans (Note 17)	449,750	1	295,000	1
Other current liabilities (Note 23)	<u>170,188</u>	<u>-</u>	<u>116,635</u>	<u>-</u>
Total current liabilities	<u>10,318,828</u>	<u>20</u>	<u>14,751,862</u>	<u>27</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	3,811,478	8	3,758,556	7
Long-term bank loans (Notes 17 and 28)	882,701	2	1,301,899	2
Deferred tax liabilities (Notes 4 and 25)	1,489,664	3	1,302,845	2
Lease liabilities - non-current (Notes 4 and 14)	259,683	-	264,560	1
Deferred revenue - non-current (Notes 4, 17 and 28)	48,632	-	79,185	-
Net defined benefit liabilities (Notes 4 and 21)	<u>3,652</u>	<u>-</u>	<u>86,062</u>	<u>-</u>
Total non-current liabilities	<u>6,495,810</u>	<u>13</u>	<u>6,793,107</u>	<u>12</u>
Total liabilities	<u>16,814,638</u>	<u>33</u>	<u>21,544,969</u>	<u>39</u>
EQUITY				
Ordinary shares	3,920,646	8	3,920,646	7
Capital surplus	4,726,957	9	4,716,303	9
Retained earnings				
Legal reserve	6,531,622	13	5,939,679	11
Special reserve	1,904,900	4	2,522,195	4
Unappropriated earnings	18,581,965	37	18,161,869	33
Other equity	<u>(1,984,825)</u>	<u>(4)</u>	<u>(1,904,900)</u>	<u>(3)</u>
Total equity	<u>33,681,265</u>	<u>67</u>	<u>33,355,792</u>	<u>61</u>
TOTAL	<u>\$ 50,495,903</u>	<u>100</u>	<u>\$ 54,900,761</u>	<u>100</u>

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

GIANT MANUFACTURING CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
NET SALES REVENUE (Notes 4, 23 and 31)	\$ 28,782,131	100	\$ 39,537,210	100
COST OF GOODS SOLD (Notes 10, 24 and 31)	<u>25,028,979</u>	<u>87</u>	<u>33,804,291</u>	<u>85</u>
GROSS PROFIT	3,753,152	13	5,732,919	15
UNREALIZED GAIN ON TRANSACTIONS WITH SUBSIDIARIES AND ASSOCIATES	<u>(1,206,844)</u>	<u>(4)</u>	<u>(710,894)</u>	<u>(2)</u>
REALIZED GROSS PROFIT	<u>2,546,308</u>	<u>9</u>	<u>5,022,025</u>	<u>13</u>
OPERATING EXPENSES (Notes 24 and 31)				
Selling and marketing expenses	898,999	3	970,164	3
General and administrative expenses	1,001,614	3	1,309,904	3
Research and development expenses	648,433	2	732,898	2
Expected credit loss (Notes 4 and 9)	<u>155,379</u>	<u>1</u>	<u>331,421</u>	<u>1</u>
Total operating expenses	<u>2,704,425</u>	<u>9</u>	<u>3,344,387</u>	<u>9</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(158,117)</u>	<u>-</u>	<u>1,677,638</u>	<u>4</u>
NON-OPERATING INCOME AND EXPENSES (Notes 4)				
Finance costs (Notes 24 and 31)	(146,750)	(1)	(114,708)	-
Share of profit of subsidiaries and associates accounted for using the equity method (Note 11)	3,827,938	13	4,368,486	11
Interest income (Note 31)	180,854	1	39,313	-
Royalty income (Note 31)	287,861	1	232,878	1
Dividend income	83	-	118	-
Management service income (Note 31)	8,373	-	9,556	-
Other income (Notes 15 and 28)	54,466	-	78,113	-
Valuation gain (loss) on financial assets and liabilities at fair value through profit or loss	31,370	-	(12,474)	-
Gain on disposal of property, plant and equipment, net	3,152	-	1,295	-
Foreign exchange gain, net	224,371	1	652,120	2
Other expenses (Note 15)	<u>(124,838)</u>	<u>-</u>	<u>(4,682)</u>	<u>-</u>
Total non-operating income and expenses	<u>4,346,880</u>	<u>15</u>	<u>5,250,015</u>	<u>14</u>
PROFIT BEFORE INCOME TAX	4,188,763	15	6,927,653	18
INCOME TAX EXPENSE (Notes 4 and 25)	<u>787,369</u>	<u>3</u>	<u>1,083,778</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>3,401,394</u>	<u>12</u>	<u>5,843,875</u>	<u>15</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss				

(Continued)

GIANT MANUFACTURING CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2023		2022	
	Amount	%	Amount	%
Remeasurement of defined benefit plans (Note 21)	\$ 64,196	-	\$ 93,834	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(603)	-	(603)	-
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	(4,170)	-	483	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 25)	<u>(12,839)</u>	<u>-</u>	<u>(18,767)</u>	<u>-</u>
	<u>46,584</u>	<u>-</u>	<u>74,947</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss				
Exchange differences on translation of the financial statements of foreign operations	(93,262)	-	772,079	2
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method (Note 11)	(351)	-	293	-
Income tax related to items that may be reclassified subsequently to profit or loss (Note 25)	<u>18,558</u>	<u>-</u>	<u>(154,474)</u>	<u>-</u>
	<u>(75,055)</u>	<u>-</u>	<u>617,898</u>	<u>2</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(28,471)</u>	<u>-</u>	<u>692,845</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,372,923</u>	<u>12</u>	<u>\$ 6,536,720</u>	<u>17</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 8.68</u>		<u>\$ 15.51</u>	
Diluted	<u>\$ 8.44</u>		<u>\$ 15.14</u>	

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

(Concluded)

GIANT MANUFACTURING CO., LTD.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 (In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 22)	Capital Surplus (Notes 4, 11, 22 and 27)	Retained Earnings (Note 22)			Other Equity		Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	
BALANCE AT JANUARY 1, 2022	\$ 3,750,646	\$ 1,792,401	\$ 5,350,968	\$ 1,938,124	\$ 17,165,872	\$ (2,523,179)	\$ 984	\$ 27,475,816
Appropriation of 2021 earnings								
Legal reserve	-	-	588,711	-	(588,711)	-	-	-
Special reserve	-	-	-	584,071	(584,071)	-	-	-
Cash dividends distributed by the Company - \$10 per share	-	-	-	-	(3,750,646)	-	-	(3,750,646)
Recognition of equity component of convertible bonds issued	-	263,283	-	-	-	-	-	263,283
Issuance of ordinary shares for cash	170,000	2,584,000	-	-	-	-	-	2,754,000
Share-based payment arrangements	-	76,619	-	-	-	-	-	76,619
Net profit for the year ended December 31, 2022	-	-	-	-	5,843,875	-	-	5,843,875
Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>75,550</u>	<u>617,898</u>	<u>(603)</u>	<u>692,845</u>
Total comprehensive income (loss) for the year ended December 31, 2022	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>5,919,425</u>	<u>617,898</u>	<u>(603)</u>	<u>6,536,720</u>
BALANCE AT DECEMBER 31, 2022	<u>3,920,646</u>	<u>4,716,303</u>	<u>5,939,679</u>	<u>2,522,195</u>	<u>18,161,869</u>	<u>(1,905,281)</u>	<u>381</u>	<u>33,355,792</u>
Appropriation of 2022 earnings								
Legal reserve	-	-	591,943	-	(591,943)	-	-	-
Special reserve	-	-	-	(617,295)	617,295	-	-	-
Cash dividends distributed by the Company - \$7.8 per share	-	-	-	-	(3,058,104)	-	-	(3,058,104)
Changes in equity of associates accounted for using the equity method	-	10,654	-	-	-	-	-	10,654
Net profit for the year ended December 31, 2023	-	-	-	-	3,401,394	-	-	3,401,394
Other comprehensive income (loss) for the year ended December 31, 2023, net of income tax	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>51,454</u>	<u>(75,055)</u>	<u>(4,870)</u>	<u>(28,471)</u>
Total comprehensive income (loss) for the year ended December 31, 2023	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>3,452,848</u>	<u>(75,055)</u>	<u>(4,870)</u>	<u>3,372,923</u>
BALANCE AT DECEMBER 31, 2023	<u>\$ 3,920,646</u>	<u>\$ 4,726,957</u>	<u>\$ 6,531,622</u>	<u>\$ 1,904,900</u>	<u>\$ 18,581,965</u>	<u>\$ (1,980,336)</u>	<u>\$ (4,489)</u>	<u>\$ 33,681,265</u>

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

GIANT MANUFACTURING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 4,188,763	\$ 6,927,653
Adjustments for:		
Depreciation and amortization expenses	776,656	690,843
Expected credit loss	155,379	331,421
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	(31,370)	12,474
Finance costs	146,750	114,708
Interest income	(180,854)	(39,313)
Dividend income	(83)	(118)
Compensation cost of employee share options	-	76,619
Share of profit of subsidiaries and associates accounted for using the equity method	(3,827,938)	(4,368,486)
Gain on disposal of property, plant and equipment, net	(3,152)	(1,295)
Write-down of inventories	286,415	450,990
Unrealized gain on transactions with subsidiaries and associates	1,206,844	710,894
Unrealized loss on foreign currency exchange, net	66,549	5,772
Gain on lease modification	-	(1,770)
Net changes in operating assets and liabilities		
Notes receivable	-	452
Accounts receivable	4,113,288	(2,322,987)
Other receivables	31,090	507
Inventories	4,332,359	(1,205,887)
Other current assets	(43,607)	(55,739)
Notes payable	(682)	(38)
Accounts payable	(2,389,411)	(459,937)
Other payables	(709,519)	444,016
Provisions	(55,669)	(6,000)
Other current liabilities	53,552	27,597
Net defined benefit liabilities	(18,214)	(23,130)
Cash generated from operations	8,097,146	1,309,246
Interest received	146,483	39,313
Interest paid	(91,681)	(85,160)
Income tax paid	(834,334)	(665,248)
Net cash generated from operating activities	<u>7,317,614</u>	<u>598,151</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	(30,000)	-
Acquisition of investments accounted for using the equity method	(479,713)	(592,384)
Payments for property, plant and equipment	(71,702)	(72,849)
Proceeds from disposal of property, plant and equipment	3,152	2,110
Increase in other receivable from related parties	(4,140,306)	-
Payments for intangible assets	(60,905)	(25,989)
Decrease in other non-current assets	813	1,045

(Continued)

GIANT MANUFACTURING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(In Thousands of New Taiwan Dollars)

	2023	2022
Increase in prepayments for equipment	\$ (377,447)	\$ (680,815)
Dividends received from subsidiaries	2,494,061	2,514,362
Other dividends received	<u>83</u>	<u>118</u>
Net cash (used in) generated from investing activities	<u>(2,661,964)</u>	<u>1,145,598</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term bank loans	(1,579,989)	(4,220,000)
Proceeds from issuance of convertible bonds	-	4,015,190
Repayments of long-term bank loans	(295,000)	(122,917)
Repayment of the principal portion of lease liabilities	(11,463)	(9,792)
Dividends paid to owners of the Company	(3,058,104)	(3,750,646)
Proceeds from issuance of ordinary shares	<u>-</u>	<u>2,754,000</u>
Net cash used in financing activities	<u>(4,944,556)</u>	<u>(1,334,165)</u>
NET INCREASE IN (DECREASE) CASH	(288,906)	409,584
CASH AT THE BEGINNING OF THE YEAR	<u>1,021,167</u>	<u>611,583</u>
CASH AT THE END OF THE YEAR	<u>\$ 732,261</u>	<u>\$ 1,021,167</u>

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

(Concluded)

Attachement 4

List of director candidates

Title	Name	Gender	Education	Major Current & Past Positions	Shareholding
Director	THO, TU HSIU-CHEN (Bonnie Tu)	Female	Tamkang College of Sciences & Literatures	The Company - Chairperson 、 The Company - Executive Vice President and CFO	13,006,668
Director	LIU, YUON-CHAN (Young Liu)	Men	MBA, Roosevelt University	The Company - CEO The Company - COO GIANT (China) - President	16,296,026
Director	CHIU, TA-PENG	Men	Business Administration, Tamshui 3-year College	The Company – Director The Company - Vice President and CAO	4,075,707
Director	LIU, SU-CHUAN (Phoebe Liu)	Female	Department of Architecture and urban design, Chinese Culture University	The Company-Chief Marketing Officer and GBD officer The Company – Manager of Global sales 、Special Assistant of Giant China President 、 Giant (China)-Manager	5,367,724
Director	YANG, MENG-HSUEH (Marcel Yang)	Men	MBA of Yale University	The Company- Specialist of Global TM 、Special Assistant of CEO Director of Production of CQ fluency Project 、Department 、Program Manager of TransPerfect	10,000
Director	Kinabalu Holding Company	—	—	The Company-Director	18,238,183
Director	Yen Sing Investment Co., Ltd.	—	—	The Company-Director	4,632,863
Director	CHIU, TA-WEI	Men	Chung Yuan Christian University School of Department of Chemical Engineering	The Company – Director Lian Wei Company - Chairmen	1,071,257

Title	Name	Gender	Education	Major Current & Past Positions	Shareholding
Director	THO, TZU CHIEN	Men	University of Georgia, Ph. D Philosophy	The Company – Director University of Bristol Lecturer University of Milan Researcher	3,693,827
Independent Director	HO, CHUN-SHENG (Chaney Ho)	Men	Tatung Institute of Technology of Electronic Engineering	The Company – Independent Director ADVANTECH CO., LTD, - Director Advantech Beijing- Director Unabiz Pte Ltd - Director Tatung Co.-General Manager	0
Independent Director	TSOU, KAI-LIEN (Rose Tsou)	Female	MBA of J.L. Kellogg Graduate School of Management, Northwestern University MS in Mass Communication, Boston University	Former Head of International, Verizon Media Chairwomen, FNCapital Co., Ltd. Director, FundRich Securities Co., Ltd. Honorary Director of the Women on Boards Taiwan Association Independent Director of Sercomm Corp, DELTA ELECTRONICS, INC. and HK Television Entertainment Limited	0
Independent Director	CHANG, CHI-WEN (Dora Chang)	Female	MBA of UCLA Anderson School BA of Economics, NTU	CFO 、 CEO & GM, YAGEO Corp Chairwoman and CEO, Pulse Electronics Chairwoman, Shamrock Group LTD Senior Advisor of Blackstone Director, Posiflex Tech. Inc.	0

The qualification has been reviewed and approved by the 16th Meeting of the 17th Board of directors.

Attachement 5

The list for release of non-compete restrictions

Title	Name	Concurrent positions
Director	LIU, YUON-CHAN (Young Liu)	D-Mag Tech.-Director
Director	CHIU, TA-PENG	D-Mag Tech.-Director
Independent Director	HO, CHUN-SHENG (Chaney Ho)	ADVANTECH CO., LTD, - Director
Independent Director	TSOU, KAI-LIEN (Rose Tsou)	Independent Director, Sercomm Corp. Independent Director, DELTA ELECTRONICS, INC.
Independent Director	CHANG, CHI-WEN (Dora Chang)	Director, Posiflex Tech. Inc.

Appendix I Articles of Incorporation

Giant Manufacturing Co., Ltd.

Articles of Incorporation

Chapter I General Provisions

- Article 1 The Company is incorporated as a company limited by shares in accordance with the Company Act and named Giant Manufacturing Co., Ltd. in the English language.
- Article 2 The Company engages in the following business:
The Company invests and engages in the research, design, development, manufacturing and sales of the following products:
Research, development and provision of technical service for the integration of key components and parts associated with bicycles.
Business categories and codes of the aforementioned products are as follows:
1. I501010 Product Designing
 2. F401021 Restrained Telecom Radio Frequency Equipments and Materials Import
- Business below can only be conducted outside the Science Park
1. CA04010 Metal Surface Treating
 2. CB01010 Machinery and Equipment Manufacturing
 3. CB01990 Other Machinery Manufacturing Not Elsewhere Classified
 4. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
 5. CD01010 Ship and Parts Manufacturing
 6. CD01030 Automobiles and Parts Manufacturing
 7. CD01040 Motor Vehicles and Parts Manufacturing
 8. CD01050 Bicycles and Parts Manufacturing
 9. CD01060 Aircraft and Parts Manufacturing
 10. CF01011 Medical Materials and Equipment Manufacturing
 11. CH01010 Sporting and Athletic Articles Manufacturing
 12. F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
 13. F114040 Wholesale of Bicycle Parts and Supplies
 14. F209060 Retail Sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
 15. F214040 Retail Sale of Bicycles and Parts
 16. F401010 International Trade
 17. JA02030 Bicycle Repair Shops
 18. F108031 Wholesale of Drugs, Medical Goods
 19. F208031 Retail Sale of Medical Equipments
 20. F113070 Wholesale of Telecom Instruments
 21. C302010 Knit Fabric Mills
 22. C303010 Non-woven Fabrics Mills
 23. C801100 Synthetic Resin & Plastic Manufacturing
 24. C901020 Glass and Glass Made Products Manufacturing
 25. C901060 Refractory Materials Manufacturing
 26. F207200 Retail Sale of Chemistry Raw Material
 27. F107200 Wholesale of Chemistry Raw Material
 28. G801010 Warehousing and Storage
 29. IZ06010 Cargoes Packaging
 30. ZZ99999 other businesses which are not prohibited or restricted by the laws, in addition to business approved.
- Article 3 The Company may provide endorsement and guarantee for the outside parties upon

- resolution of the Board of Directors.
- Article 3-1 The total reinvestment of the Company shall not be limited to less than forty percent of paid-up capital.
- Article 4 The Company has its head office in Central Taiwan Science Park. The Company may, if necessary, set up branch offices domestically and abroad upon resolution of the Board of Directors and approval of competent authority.
- Article 5 The way to make announcement is accordance with the Article 28 of Company Act.

Chapter II Shares

- Article 6 The total amount of authorized capital stock of the Company is NT\$4,950,000,000, which is divided into 495,000,000 shares at a par value of NT\$10 each. The Board of Directors is authorized to issue the unissued shares by multiple installments.
- Article 7 The shares of the Company shall be name-bearing certificates. They are issued after signed and sealed by Directors representing the Company and certified by the bank which is competent to certify shares under the laws. The shares issued by the Company are exempted from printing, however, they shall be registered in the central securities depository.
- Article 8 Shareholders shall provide their names, addresses, and specimens of their personal seals to the Company for record. The same shall also be provided upon variation of any of the above details. Where any personal seals of the shareholders are lost, it is needed to be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.
- Article 9 Upon transfer of shares, the transferor and transferee shall complete an application for registration of the transfer and affix their personal seals on the application. The application, together with other documents evidencing the transfer, shall be submitted to the Company for the purpose of registration of the transfer. The transferee shall not have a right of action against the Company with respect to matters associated with or arising from the transfer if the name of the transferee is not recorded on the share certificates and the name and address of the transferee are not entered onto the register of shareholders of the Company.
- Article 10 The Company's affairs concerning shareholder services need to be handled in accordance with relevant laws or regulations,
- Article 11 The transfer of shares shall be suspended sixty days before the general meeting of shareholders is held, thirty days before the special meeting of shareholders is held or five days before the base date on which the Company decides to distribute the dividend and bonus or other benefits.

Chapter III Shareholders' Meeting

- Article 12 The shareholders' meeting of the Company shall be classified into the following two types:
1. The general meeting shall be annually convened within six months from the end of each fiscal year.
 2. The special meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.
- The Company's shareholders' meeting may be convened virtually or in other ways announced by the central competent authorities.
- Article 13 Shareholders who are unable to attend the shareholders' meeting may designate a proxy to attend the shareholders' meeting with a power of attorney. A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the company no later than 5 days prior to the meeting date of the shareholders' meeting. Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power represented by him/her shall not exceed 3% of the total number of voting

shares of the company, otherwise, the portion of excessive voting power shall not be counted. The affairs related to the proxies shall be in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies.

- Article 14 The Chairperson of the Board of Directors shall preside at the shareholders' meeting if the meeting is convened by the Board. When the Chairperson is on leave or unable to exercise power, the person who may preside the meeting shall be determined in accordance with Article 208 of the Company Act. If the shareholders' meeting is convened by a person entitled to convene the meeting, the person shall preside at the meeting. When there are two or more persons entitled to convene, they shall elect a person from among themselves to preside at the meeting.
- Article 15 Shareholders are entitled to one vote for each share held. However, this shall not apply to circumstances restricted by laws and regulations nor shares with no voting rights.
- Article 16 The resolutions of shareholders' meeting, unless otherwise provided by the Company Act, shall be passed, at a meeting attended by shareholders holding at least 50% of the issued capital stock, by more than 50% of the shareholders attending the meeting or proxies who represents the majority of total number of issued shares. When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding article.
- Article 17 The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed or sealed with the chop of the Chairperson of the meeting and shall be distributed to all shareholders of the company within 20 days after the close of the meeting.. The meeting minutes shall be kept within the Company. The period in compliance of the Article 183 of the Company Law.

Chapter IV Directors, Audit Committee and Managers

- Article 18 The Company shall have 9 to 11 directors. Directors shall be elected by adopting candidates nomination system and elected by the shareholders meeting to serve a term of three years. According to relevant laws and regulations, the directors may be eligible for re-election.
- Article 18-1 The number of independent directors within the number of directors in the preceding article shall be three at least and no less than one-fifth of the total number of directors. Independent directors of the Company shall be elected from the respective candidates of directors nominated at the shareholders' meeting. The professional qualification, shareholding, concurrent serving restrictions, nomination and election methods of independent directors and other compliance issues shall be subject to the relevant regulations stipulated by the competent securities authority.
- Article 19 If one third of the offices of the Directors become vacant, the Board shall convene an extraordinary meeting of the shareholders to re-elect and re-appoint Directors to fill the vacancies in accordance with the laws and regulation. The tenure shall be the balance of the term of the relevant offices.
- Article 20 The directors shall elect a Chairperson from among themselves in the Board of Directors' meeting with the consent of majority of attending directors which represents more than two-third of all directors. The Chairperson shall have the authority to represent the Company.
- Article 21 The business policy and other imperative matters of the Company shall be determined by the Board. Except for the first meeting of each term of the Board which shall be convened by the Director who received a ballot representing the largest number of votes at the election of Directors, Board meetings shall be convened by the Chairman, who shall also be the chairman of the meetings. If the Chairman is unable to perform his

duties for any reasons, the Chairman shall designate one of the Directors to act on his behalf, failing which, the Directors present at the meetings shall elect a person from amongst themselves to act on behalf of the Chairman.

Article 22 The Board of Directors' meeting shall be convened at least quarterly. The special meeting shall be convened, whenever is necessary. Resolutions in a board meeting, unless otherwise stipulated in the Company Act, shall be adopted by the majority of attending directors which represents the majority of all directors. The directors shall attend the Board meeting in person. If a director is unable to attend the meeting for some reason, he/she shall authorize other director to stand proxy with a power of attorney indicating the scope of authority with reference to the subjects to be discussed at the meeting. No director may act as proxy for more than one other director. For Board meetings conducted through video-conferencing, a director who participates through video-conferencing is deemed to attend in person. Resolutions adopted at a board meeting shall be recorded in the minutes of the meeting in accordance with Article 183 of the Company Act.

Article 22-1 The Board of Directors' meeting shall be convened by the Chairperson. All directors shall be notified of the meeting seven days in advance via mail, e-mail or fax. In case of emergency, the Board meeting can be convened via mail, e-mail or fax at a shorter period.

Article 23 The Company establishes an audit committee in compliance with Article 14-4 of the Securities and Exchange Act (Act). The audit committee shall be composed of the entire number of independent directors, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.
The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, and other relevant rules and regulations.

Article 24 The Compensation Committee would evaluate the involvement of directors (including the independent directors) in the business operation of the Company and their contributions to the Company, and make recommendations to the Board concerning their remuneration. The Board of Directors has been delegated to determine the remuneration based on the recommendations from the Compensation Committee with reference to the remuneration standard of the industry.

Article 24-1 The Company may purchase liability insurance for directors with respect to their liabilities resulting from exercising their duties during their terms of occupancy. The Company may purchase liability insurance for the key management as well.

Chapter V Managerial Officers

Article 25 The Company shall have one group chairperson and one chief executive officer president, and several vice presidents for daily operation of the Company and all affiliates of the Company. The appointment, dismissal and remuneration shall be handled in the Board of Directors meeting in accordance with related laws and regulation.

Chapter VI Accounting

Article 26 The Board of Directors shall prepare the following documents after the end of each fiscal year and submit them to the general meeting of shareholders for approval in accordance with laws:

1. Business report
2. Financial statement
3. Profit distribution or deficit compensation proposal

Article 27 When the Company makes a profit for the year, the compensation to employees shall be between 6 to 12 percent of the balance and the remuneration to the directors shall not be

higher than 2 percent of the balance. However, if the Company has an accumulated deficit, the profit shall cover the deficit.

The compensation can be made in the form of stock or cash based on the Board resolution. Parties eligible to receive the said compensation shall include employees in affiliated companies who met certain conditions set by the Board.

The distribution plan shall be resolved by the Board and reported to the shareholders' meeting.

Article 27-1 Current year's earnings of the Company, if any, shall be distributed in the following order:

1. Taxes and dues
2. Deficit compensation
3. 10% of net profit as legal capital reserves. However, this may not apply when the accumulated legal capital reserve has equaled the total capital of the Company.
4. Special capital reserve appropriated or reversed as stipulated by relevant laws and regulations or competent securities authority
5. For the remaining profits, if any, the Board of Directors shall draft a proposal for the distribution of bonus to shareholders and submit it to the Shareholders' meeting for resolution

After taking into account the environment and development stage of the Company, the needs of capital in the future, long-term financial planning and shareholders' demand for cash, the Board of Directors shall draw up an earnings distribution proposal not lower than 20 percent of the current distributable earnings calculated shall be appropriated as shareholders' dividends. Dividends can be made in the form of stock or cash based, however, cash dividend shall not be lower than 20 percent of the total dividends.

Article 28 If the accumulated legal capital reserve has equaled the total capital of the Company, shareholders' meeting can resolve to stop set aside.

Chapter VII Additional Provisions

Article 29 Matters not set forth in the Articles of Incorporation shall be subject to the Company Act and other relevant laws and regulations.

Article 30 The internal organization and the detailed procedures relevant to the business operation of the Company shall be separately determined by the Board.

Article 31 The Articles of Incorporation was established after approval of all promoters on October 13, 1972. It took effect on the date when the competent authority approved the registration.

The first amendment was made on April 30, 1973.

The second amendment was made on November 4, 1973.

The third amendment was made on April 7, 1975.

The fourth amendment was made on February 5, 1976.

The fifth amendment was made on February 12, 1978.

The sixth amendment was made on July 10, 1981.

The seventh amendment was made on August 1, 1982.

The eighth amendment was made on June 15, 1983.

The ninth amendment was made on May 31, 1984.

The tenth amendment was made on December 31, 1984.

The eleventh amendment was made on May 31, 1985.

The twelfth amendment was made on May 31, 1986.

The thirteenth amendment was made on September 30, 1986.

The fourteenth amendment was made on December 12, 1987.

The fifteenth amendment was made on April 12, 1988

The sixteenth amendment was made on April 7, 1989

The seventeenth amendment was made on November 1, 1989.

The eighteenth amendment was made on November 24, 1990.
The nineteenth amendment was made on June 25, 1991.
The twentieth amendment was made on December 31, 1991.
The twenty-first amendment was made on June 2, 1992.
The twenty-second amendment was made on April 22, 1993.
The twenty-third amendment was made on May 21, 1994.
The twenty-fourth amendment was made on May 25, 1996.
The twenty-fifth amendment was made on May 31, 1997.
The twenty-sixth amendment was made on May 29, 1998.
The twenty-seventh amendment was made on May 28, 1999.
The twenty-eighth amendment was made on June 2, 2000.
The twenty-ninth amendment was made on May 3, 2001.
The thirtieth amendment was made on June 21, 2002.
The thirty-first amendment was made on May 30, 2003.
The thirty-second amendment was made on June 15, 2004.
The thirty-third amendment was made on June 23, 2006.
The thirty-fourth amendment was made on June 15, 2007.
The thirty-fifth amendment was made on June 16, 2009.
The thirty-sixth amendment was made on June 25, 2010.
The thirty-seventh amendment was made on June 25, 2011.
The thirty-eighth amendment was made on June 22, 2012.
The thirty-ninth amendment was made on June 23, 2014.
The fortieth amendment was made on June 22, 2016.
The forty-first amendment was made on June 22, 2017.
The forty-second amendment was made on June 22, 2018.
The forty-third amendment was made on June 21, 2019.
The forty-fourth amendment was made on June 19, 2020.
The forty-fifth amendment was made on July 8, 2021.
The forty-sixth amendment was made on June 23, 2022.

Giant Manufacturing Co., Ltd.
Chairperson Bonnie Tu

Appendix II

Rules of Procedure for Shareholders' Meeting

Giant Manufacturing Co., Ltd.

Rules of Procedure for Shareholders' Meeting

2018.6.22

- Article 1: The rules of procedures for shareholders' meeting of the Company shall conform to the provisions of the Rules unless otherwise stipulated in the applicable laws and regulations or Articles of Incorporation.
- Article 2: The Company shall prepare the signing booklet for the attending shareholders or their appointed proxies (hereinafter referred to as "Shareholders") to sign in, or the attending Shareholders shall hand in the attendance cards in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the signing booklet or attendance card submitted plus the number of shares whose voting rights are exercised by correspondence or electronically.
- Article 3: The attendance at the shareholders' meeting shall be calculated based on the number of shares.
With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.
A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.
When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
- Article 4: The shareholders' meeting is presided by the chairperson of the board of directors if convened by the board. If the chairperson is on leave or unable to exercise power, the vice chairperson of the board shall stand proxy. If there is no vice chairperson of the board or the vice chairperson is also on leave or unable to exercise power, the chairperson may appoint one of managing directors to stand proxy. If there is no managing director, the chairperson may appoint one director to stand proxy. If the chairperson does not appoint a proxy, the managing directors or directors shall elect one person from among themselves to preside at the meeting. If the shareholders' meeting is convened by any other party entitled to convene the meeting, the convening party shall preside at the meeting. When there are two or more convening parties, they shall elect a person from among themselves to preside at the meeting.
- Article 5: The Company may appoint designated attorneys, certified public accountants or related persons to attend the shareholders' meeting. The staff involved in the meeting affairs shall wear identification cards or armbands.
- Article 6: The process of shareholders' meeting shall be tape-recorded or videotaped and kept for at least one year.
- Article 7: The chairperson shall call the meeting to order at the scheduled time. When the majority of the total number of issued shares are not represented by the attending Shareholders, the chairperson may announce to postpone the meeting. The postponement is limited to two times with a combined duration of less than one hour. If the quorum is not met after two

postponements and the attending Shareholders do not represent one-third or more of the total number of issued shares, the chairperson shall announce the adjournment of meeting.

If the quorum is not met after two postponements as mentioned in the preceding paragraph, but one-third or more of the total number of issued shares are represented by the attending Shareholders, tentative resolutions may be made. All Shareholders shall be notified of the tentative resolutions and the shareholders' meeting shall be convened within one month.

Article 8: The board of directors shall set the meeting agenda if the shareholders' meeting is convened by the board of directors. The meeting shall proceed according to the agenda which shall not be changed without a resolution of the shareholders' meeting.

The above provisions apply mutatis mutandis to the shareholders' meeting convened by a party entitled to convene other than the board of directors.

The chairperson shall not announce adjournment of the meeting before completion of the agenda (including extraordinary motions) referred to in the two preceding paragraphs unless otherwise resolved at the shareholders' meeting. If the chairperson announces the adjournment in violation of the Rules, other members of the board shall promptly assist the attending Shareholders in electing a chairperson pursuant to the statutory procedures with the consent of the majority of voting rights represented by the attending Shareholders to continue the meeting.

After the meeting is adjourned, the Shareholders shall not elect another chairperson to continue the meeting at the original or other venue.

Article 9: The shareholders' meeting shall be convened at the premises of the Company or an appropriate venue convenient for Shareholders to attend. The meeting shall begin no earlier than 9 a.m. or no later than 3 p.m.

Article 10: Before speaking, the attending Shareholder shall complete the speaker's slip indicating the subject of speech, Shareholder's account number (or the number of attendance permit) and account name. The sequence of speeches shall be determined by the chairperson.

If the attending Shareholder submits a speaker's slip without speaking, it shall be deemed as making no speeches. If the contents of speech are inconsistent with the contents of speaker's slip, the contents of speech shall prevail.

When the attending Shareholder speaks, other Shareholders shall not interrupt the speech unless they are permitted by the chairperson and the speaking Shareholder. Otherwise, the chairperson shall stop such interruption.

Article 11: The Shareholder shall not make a speech concerning the same proposal for more than two times without the consent of chairperson, and the duration of each speech shall not exceed five minutes. If the Shareholders speaks in violation of the provisions or beyond the scope of agenda item, the chairperson may stop the speech.

Article 12: When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

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

Article 13: After the attending Shareholder has spoken, the chairperson may respond in person or appoint an appropriate person to respond.

Article 14: The chairperson shall give ample opportunity for explanation and discussion of the proposals and amendments or extraordinary motions proposed by the Shareholders. When the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson shall announce the discussion closed and call for a vote.

Article 15: The ballot supervisors and ballot counters of proposal voting shall be appointed by the chairperson, but the ballot supervisors shall be Shareholders. The ballot counting shall be publicly conducted at the venue of shareholders' meeting. The voting results shall be announced at the meeting and recorded in the minutes.

Article 16: When the meeting is in progress, the chairperson may announce a break at his/her discretion.

Article 17: Unless otherwise provided in the Company Act and Articles of Incorporation, the adoption of resolution shall be approved by the majority of voting rights represented by the attending

Shareholders. At the time of a vote, for each proposal, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

Article 18: When there is an amendment or an alternative to a proposal, the chairperson shall present the amendment or alternative together with the original proposal and decide their voting orders. If one proposal among them has been adopted, the others shall be deemed overruled and no further voting is required.

Article 19: The chairperson shall direct the disciplinary officers (or security guards) to assist with order maintenance depending on meeting conditions. The disciplinary officers or security guards shall wear armbands marked “disciplinary officer” or identification cards while assisting with order maintenance on the site.

If the venue is equipped with public address system, the chairperson may stop Shareholders from making a speech through other devices.

If a Shareholder violates the Rules and defies the chairperson’s correction, obstructs the proceedings and refuses to heed calls to stop, the chairperson may direct the disciplinary officers or security guards to escort the Shareholder from the meeting.

Article 20: Any other matters not set forth in the Rules shall be subject to the Company Act, Articles of Incorporation and other applicable rules and regulations.

Article 21: The Rules and any amendment hereto shall take effect after adoption by the shareholders’ meeting.

Appendix III

Director Election Procedures

Giant Manufacturing Co., Ltd.

Director Election Procedures (Amendment July 8, 2021)

- Article 1: The Procedures are established in compliance with the Article 21 and Article 41 of “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” for a fair, just and open election of directors and supervisors.
- Article 2: Except for matters regulated in applicable laws or the Articles of Incorporation, the election of directors shall be in compliance with the Procedures.
- Article 3: Board composition shall be taken into consideration for director election. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
1. Basic requirements and values: Gender, age, nationality, and culture.
 2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, and technology), professional skills, and industry experience.
- Board members shall possess knowledge, skills and qualities necessary to carry out their duties. Abilities needed for each member are presented as follows:
1. Operational judgment
 2. Accounting and financial analysis
 3. Business management
 4. Crisis management
 5. Industrial knowledge
 6. International market perspective
 7. Leadership
 8. Decision-making
- More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- Article 4: The cumulative voting method shall be used for election of the directors of the Company. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- Article 5: The board of directors shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.
- Article 6: The number of directors shall be as specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairperson drawing lots on behalf of any person not in attendance.
- Article 7: Before the election begins, the chairperson shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

- Article 8: Ballots shall be deemed void in any of the following circumstances:
1. Ballots not prepared by the Company's Board of Directors
 2. Blank ballots
 3. Illegible writing or modification
 4. The candidate filled in the ballot is inconsistent with the list of director candidate.
 5. Ballots with written characters or symbols.
- Article 9: The ballots shall be calculated during the meeting right after the vote casting and the results of the election for directors shall be announced by the Chairperson at the meeting.
The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 10: The Board will issue elected notices to the elected directors.
- Article 11: The Procedures became effective after approval at the shareholders' meeting, as would any revision thereof.

RAISE THE BAR

