

2025

Giant Manufacturing Co. Ltd.

ANNUAL MEETING

TWSE: 9921

2025 ANNUAL GENERAL MEETING MEETING AGENDA

Time: 9:00 AM, June 23, 2025

Place: No.999, Sec. 1, DongdaRd., XitunDist.,
TaichungCity, Taiwan



 **GIANT**
GROUP

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GIANT MANUFACTURING CO., LTD.
Procedures of 2025 Annual Meeting

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

GIANT MANUFACTURING CO., LTD.

Agenda of 2025 Annual Meeting

Type of Meeting: Physical Meeting

Time: 9:00 a.m., Monday, June 23, 2025

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 2024
 - 2. Audit Commitee's review report
 - 3. Appropriation of remuneration to directors and compensation to employees in 2024
 - 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. 2024 financial statements
 - 2. Distribution of 2024 earnings
- V. Discussion Items
 - 1. To amend the Articles of Incorporation
- VI. Extempore Motions
- VII. Meeting Adjourned

Report Items

Item 1 Business report for 2024

Business Report for 2024

By the end of 2024, the Group's inventory had fallen below the 2021 level, with the inventory-to-asset ratio decreasing from its peak of 44% to 34%. Although sales of own brands business in Europe and the U.S. were sluggish due to weak demand, performance in the Chinese domestic market was still brilliant. The increased share of mid-to-high-end bicycles led to a distinct shift in sales dynamics. Meanwhile, the OEM business experienced a significant decline as customers adopted a more conservative ordering to reduce their inventory.

Through the ups in the pandemic and downs aftermath, Giant Group leveraged its comprehensive value chain and global presence to seize business opportunities, maintain profitability, and yet outperform industry peers—all while upholding its commitments to shareholders, consumers, customers, and suppliers. Looking ahead, Cycling remains one of the best solutions for both green commuting and fitness. We believe that by continuously introducing innovative products, advancing technology, and delivering premium quality and services, the Group can sustain mid-to-long-term growth despite short-term fluctuations or adjustments if any.

Giant Group leads by example, effectively delivering sustainable value, driving the transformation of Taiwan's supply chain, and positioning Taiwan as a hub for sustainable bicycles. This year, our sustainability efforts have been recognized by international institutions such as DJSI and Sustainalytics. By continuously introducing trendsetting products, we anticipate to enlarge growth momentum as the European and American markets recover.

Financial performance

In 2024, Giant Group's consolidated revenue totaled NT\$71.28 billion, reflecting a 7.4% decline. Due to aging inventory and significant sales discounts, the inventory impairment loss, amounted to NT\$1.9 billion, brought the gross margin rate down to 19%, compared to 22.1% in 2023. Excluding this impact, the gross margin rate would have remained at 21.7%. Meanwhile, although operating expenses decreased slightly in line with the revenue decline, the expense ratio rose to 16.4%, up from 15.9% in 2023, contributing to a 60% drop in operating profit. Additionally, as strong sales in China accounted for a larger share of the Group's profit, the estimated profit repatriation tax rate led to a higher overall tax burden. As a result, net profit after tax fell by 62.8% to NT\$1.26 billion, with earnings per share at NT\$3.22.

Technology development

With the mission of “Raise The Bar” Giant Group is dedicated to driving advancements in the world of cycling. Through recent carbon footprint assessments, we identified raw material procurement as the primary source of carbon emissions. Without compromising product performance, we have actively researched and developed eco-friendly, low-carbon materials as alternatives to traditional selections. As of 2024, we have successfully integrated 13 different eco-friendly, low-carbon materials and introduced a diverse range of products, including tires, saddles, bottle cages, sunglasses, helmets, grips, and handlebar tapes, demonstrating our commitment and capability in sustainable development.

Our commitment to innovation is also reflected in our high-quality products, including the all-new 10th-generation TCR series from the GIANT brand. These models incorporate the latest frame design and manufacturing techniques, featuring an integrated internal cable routing system that not only enhances aerodynamics and racing efficiency but also makes them the lightest and fastest TCR models ever, setting a new benchmark in road bike design. Notably, the TCR Advanced SL 0 road bike earned the Gold Award at the 2024 Taiwan Excellence Awards and was recognized as a winner of the 2025 Taipei Cycle D&I Award, underscoring Giant Group’s ongoing leadership in R&D, design, and quality control.

This year, the Group proudly introduced its first electric road bike, the highly anticipated Defy Advanced E+ Elite. Building on the long-distance, lightweight DNA of the Defy series, we independently developed the E-Road Riding Pattern, a proprietary riding algorithm that ensures a natural road bike experience. Whether accelerating, braking, reaching critical speed limits, or cruising, riders can enjoy the thrill of speed just as they would on a traditional road bike. Furthermore, we have ingeniously applied cycling science principles to enhance energy efficiency, subtly adjusting power output in cruise mode to optimize battery life. The Defy Advanced E+ Elite sets a new industry benchmark, seamlessly integrating lightweight design, high power output, and the most authentic road bike riding experience in an electric model.

Brand development and marketing

Giant Group owns four major brands: GIANT, Liv, Momentum, and CADEX, each catering to different consumer segments with specialized bicycle products and services. In 2024, Giant Group ranked 6th in the Taiwan Global Brands Survey for the third consecutive year, with a brand value of US\$744 million. This achievement highlights our leadership in the health and fitness industry, as well as our brand’s resilience and innovative strength. Since 2022, Giant Group has embraced ESG (Environmental, Social, and Governance) principles as a core part of its strategy, integrating

sustainability into its operations under the guiding vision of “Cycling for a Better Future.”

Giant Group actively sponsors pro teams and athletes in the UCI World Tour through its Giant, Liv, and CADEX brands. These include Team Jayco AlUla, Liv AlUla Jayco, Giant Factory Off-Road Team, BMC Pro Triathlon Team, as well as individual triathletes and gravel racers. Competing across various cycling disciplines, they showcase their talent while increasing exposure for the Giant Group brand and products. Beyond sponsorship, these teams and athletes contribute to the research, development, and testing of our products, ensuring they meet world-class competitive standards. Additionally, Liv continues to sponsor the Women’s Tour de France (TdF) white jersey, actively supporting the growth and promotion of young female cyclists and related organizations in the sport.

Corporate development and future prospects

With the most comprehensive global supply chain network, Giant Group is well-positioned to adapt to local market needs while enhancing the overall added value of each manufacturing plant. Through the 3S principle—Strategy, Service, and Support—we strive to help sales companies succeed and reignite enthusiasm and loyalty among consumers and dealers. The global bicycle industry continues to hold a strong long-term growth potential, and we anticipate a return of an upward growth trend. The new member brand Stages further expands our presence in the indoor cycling market, including home and commercial gym applications. Looking ahead, we plan to integrate indoor and outdoor cycling solutions, offering consumers a more seamless and comprehensive riding experience.

Chairperson: Young Liu

CEO: Phoebe 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 2024

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\$ 156,807,876 and NT\$ 44,548,246, 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. 13th, 2024. 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 2024 financial statements

Explanation: The 2024 business report and financial statements were audited by Deloitte & Touche, Ting-Chien, Su and Shu-Chin Chiang, and reviewed by audit committee. Please accept the above-mentioned financial statements. Please refer to Attachment 3 on page 13 to 32 of this meeting agenda for the financial statements.

Resolution:

Item 2

(Proposed by the Board of Directors)

Subject: To accept the distribution of 2024 earnings

Explanation: 1. For the year of 2024, the profit before tax was NT\$ 2,026,056 thousand. The estimated income tax is NT\$ 762,043 thousand. The net income of was NT\$ 1,264,013 thousand.

2. It is proposed that each common stock shareholder will be entitled to receive a cash dividend of NT\$ 2.2 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.**2024 Earning Distribution Table**

	Total (In New Taiwan Dollars)
Unappropriated earnings, beginning balance	\$ 16,196,432,178
Net income of 2024	1, 264,012,687
Realized Gain on Financial Assets at Fair Value Through Other Comprehensive Income	14,912
Remeasurement of defined benefit plan recognized in retained earnings directly	54,192,725
Adjusted net income	1,318,220,324
Appropriation of Legal reserve (Note 1)	(131,822,032)
Appropriation of special reserves according to Securities and Exchange Act (Note 2)	676,587,427
Distributable earnings for 2024	1,862,985,719
Total unappropriated earnings	18,059,417,897
Distribution items:	
Cash dividends to shareholders- NT\$ 2.2 per share	(862,542,178)
Unappropriated earnings, ending balance	\$ 17,196,875,719

(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 reverse was due to the decrease of deficit under other equity items. Please refer to the parent-only financial statement.

Chairperson: Young Liu

CEO: Phoebe Liu

Accounting Manager: Chiao-Li Pan

Resolution:

Discussion and Election Items

Item 1

(Proposed by the Board of Directors)

Subject: To amend the Articles of Incorporation

Explanation: 1. In accordance with the directive No. 1130385442 issued by the Financial Supervisory Commission on November 8, 2024, the company is required to specify in its Articles of Incorporation a certain percentage of annual profits to be allocated for salary adjustments or compensation for its entry-level employees. It is proposed to amend Article 27 of the Articles of Incorporation.

2. Please refer to page 33 of the handbook for the Comparison Table of Amendments to Articles of Incorporation

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 25, 2025).

Title	Minimum shareholdings required	Shareholdings on the register of shareholders
Directors	15,682,585	66,198,472

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

As of the Book Closure Date (April 25, 2025)

Title	Name	Shareholding
Chairperson	LIU, YUON-CHAN (Young Liu)	16,296,026
Director	LIU, SU-CHUAN (Phoebe Liu)	5,685,724
Director	THO, TU HSIU-CHEN (Bonnie Tu)	15,690,668
Director	Kinabalu Holding Company	18,238,183
Director	Yuan Hsin Investment	4,632,863
Director	CHIU, TA-PENG	4,076,751
Director	YANG, MENG-HSUEH (Marcel Yang)	507,000
Director	CHIU, TA-WEI	1,071,257
Independent Director	HO, CHUN-SHENG	0
Independent Director	TSOU, KAI-LIEN (Rose Tsou)	0
Independent Director	CHANG, CHI-WEN (Dora Chang)	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, 2024. 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 27, 2025

Attachment 2

Explanation of Commitments to Be Issued for the Listing Application of the Subsidiary, D.Mag (Kunshan) New Material Technology Co., Ltd. (hereinafter referred to as "D.Mag Tech"), on a Securities Exchange in China

1. In accordance with the "Notice on Urging Companies Planning to Be Listed to Improve the Quality of Declaration" issued by the Jiangsu Office of the China Securities Regulatory Commission, the actual controllers, directors, supervisors, and senior management of companies planning to be listed are required to enhance their awareness of integrity, self-discipline, and adherence to the law, and establish a proper "listing mindset." Companies entering the counseling recordation phase must sign the "Letter of Commitment to Improve the Quality of Declaration of Companies Planning to Be Listed."

2. Evaluation of the commitments with potential material impact on the finances, business, or shareholder equity of the Company and its subsidiary:

The commitments do not have any potential material impact on the finances, business, or shareholder equity of the Company or its subsidiary.

3. Additional explanation regarding the lack of material impact of the commitments on the finances, business, or shareholder equity of the Company and its subsidiary:

The "Letter of Commitment to Improve the Quality of Declaration of Companies Planning to Be Listed" issued by the Company and its subsidiary ensures that the relevant counseling recordation work complies with applicable laws and regulations. The application content is guaranteed to be truthful, accurate, and free of false records, concealed information, misleading statements, or significant omissions. Therefore, this commitment does not have any material impact on the finances, business, or shareholder equity of the Company or its subsidiary.

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, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion 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, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2024 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, 2024. 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, 2024 and 2023, 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 investments accounted for using the equity method were \$181,623 thousand and \$118,567 thousand, respectively, representing 0.2% and 0.1% of the Group’s consolidated assets as of December 31, 2024 and 2023, respectively. The comprehensive income of the investee was \$32,221 thousand and \$17,078 thousand, respectively, representing 1.4% and 0.5% of the Group’s consolidated comprehensive income for the years ended December 31, 2024 and 2023, respectively.

We have also audited the parent company only financial statements of the Company as of and for the years ended December 31, 2024 and 2023 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ting-Chien Su and Shu-Chin Chiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 27, 2025

Notice to Readers

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

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

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

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

	2024		2023	
ASSETS	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 13,998,819	18	\$ 14,792,315	18
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	50	-	31,512	-
Financial assets at amortized cost - current (Notes 4, 9 and 33)	220,139	-	1,072,875	1
Notes receivable (Notes 4, 10 and 24)	109,018	-	124,617	-
Accounts receivable (Notes 4, 10, 24 and 32)	10,694,425	14	11,937,207	14
Other receivables (Notes 10 and 32)	165,310	-	260,298	1
Inventories (Notes 4 and 11)	26,290,073	34	34,760,187	41
Other current assets (Note 4, 14 and 24)	<u>2,612,266</u>	<u>3</u>	<u>1,928,536</u>	<u>2</u>
Total current assets	<u>54,090,100</u>	<u>69</u>	<u>64,907,547</u>	<u>77</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	30,005	-	60,183	-
Financial assets at amortized cost - non-current (Notes 4 and 9)	3,963,915	5	-	-
Investments accounted for using the equity method (Notes 4 and 13)	193,990	-	131,735	-
Property, plant and equipment (Notes 4, 15 and 32)	12,684,570	16	13,101,779	16
Right-of-use assets (Notes 4 and 16)	3,432,830	4	2,934,693	4
Goodwill (Note 4)	70,288	-	69,673	-
Other intangible assets (Notes 4 and 17)	849,836	1	330,617	-
Deferred tax assets (Notes 4 and 26)	2,854,118	4	2,674,866	3
Prepayments for equipment (Note 32)	355,444	1	313,685	-
Net defined benefit assets - non-current (Notes 4 and 22)	75,306	-	-	-
Other non-current assets	<u>102,654</u>	<u>-</u>	<u>98,559</u>	<u>-</u>
Total non-current assets	<u>24,612,956</u>	<u>31</u>	<u>19,715,790</u>	<u>23</u>
TOTAL	<u>\$ 78,703,056</u>	<u>100</u>	<u>\$ 84,623,337</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term bank loans (Note 18)	\$ 13,410,792	17	\$ 18,169,514	21
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	49,445	-	33,200	-
Notes payable	1,340,986	2	1,401,506	2
Accounts payable (Note 32)	4,401,458	6	3,898,008	5
Other payables (Notes 20 and 32)	9,094,500	12	9,135,394	11
Current tax liabilities (Notes 4 and 26)	351,989	-	2,070,434	2
Provisions - current (Notes 4 and 21)	334,053	-	367,777	-
Lease liabilities - current (Notes 4 and 16)	626,222	1	559,948	1
Current portion of long-term borrowings and bonds payable (Notes 18 and 19)	4,368,836	5	449,750	-
Other current liabilities (Note 24)	<u>734,002</u>	<u>1</u>	<u>679,572</u>	<u>1</u>
Total current liabilities	<u>34,712,283</u>	<u>44</u>	<u>36,765,103</u>	<u>43</u>
NON-CURRENT LIABILITIES				
Bonds payable (Note 19)	-	-	3,811,478	5
Long-term bank loans (Note 18)	3,022,870	4	3,439,568	4
Deferred tax liabilities (Notes 4 and 26)	2,034,896	3	2,125,580	3
Lease liabilities - non-current (Notes 4 and 16)	1,182,831	1	1,156,489	1
Deferred revenue - non-current (Notes 4 and 28)	916,396	1	904,244	1
Net defined benefit liabilities - non-current (Notes 4 and 22)	-	-	2,614	-
Other non-current liabilities (Note 21)	<u>96,231</u>	<u>-</u>	<u>92,968</u>	<u>-</u>
Total non-current liabilities	<u>7,253,224</u>	<u>9</u>	<u>11,532,941</u>	<u>14</u>
Total liabilities	<u>41,965,507</u>	<u>53</u>	<u>48,298,044</u>	<u>57</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	3,920,646	5	3,920,646	5
Capital surplus	4,766,678	6	4,726,957	5
Retained earnings				
Legal reserve	6,876,907	9	6,531,622	8
Special reserve	1,984,825	3	1,904,900	2
Unappropriated earnings	17,514,653	22	18,581,965	22
Other equity	<u>(1,308,238)</u>	<u>(2)</u>	<u>(1,984,825)</u>	<u>(2)</u>
Total equity attributable to owners of the Company	33,755,471	43	33,681,265	40
NON-CONTROLLING INTERESTS	<u>2,982,078</u>	<u>4</u>	<u>2,644,028</u>	<u>3</u>
Total equity	<u>36,737,549</u>	<u>47</u>	<u>36,325,293</u>	<u>43</u>
TOTAL	<u>\$ 78,703,056</u>	<u>100</u>	<u>\$ 84,623,337</u>	<u>100</u>

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, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
NET SALES REVENUE (Notes 4, 24 and 32)	\$ 71,278,772	100	\$ 76,953,546	100
COST OF GOODS SOLD (Notes 11, 25 and 32)	<u>57,744,734</u>	<u>81</u>	<u>59,980,253</u>	<u>78</u>
GROSS PROFIT	<u>13,534,038</u>	<u>19</u>	<u>16,973,293</u>	<u>22</u>
OPERATING EXPENSES (Notes 25 and 32)				
Selling and marketing expenses	7,752,287	11	7,629,180	10
General and administrative expenses	2,500,611	4	2,654,608	3
Research and development expenses	1,424,074	2	1,455,205	2
Expected credit loss (reversed) (Notes 4 and 10)	<u>(1,419)</u>	<u>-</u>	<u>524,980</u>	<u>1</u>
Total operating expenses	<u>11,675,553</u>	<u>17</u>	<u>12,263,973</u>	<u>16</u>
PROFIT FROM OPERATIONS	<u>1,858,485</u>	<u>2</u>	<u>4,709,320</u>	<u>6</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Note 25)	(1,087,640)	(1)	(1,123,818)	(1)
Share of profit of associates accounted for using the equity method (Note 13)	29,604	-	20,355	-
Interest income	644,199	1	628,123	1
Other income (Notes 25, 28 and 32)	661,264	1	356,833	-
Other gains and losses (Notes 25 and 28)	<u>251,110</u>	<u>-</u>	<u>208,321</u>	<u>-</u>
Total non-operating income and expenses	<u>498,537</u>	<u>1</u>	<u>89,814</u>	<u>-</u>
PROFIT BEFORE INCOME TAX	2,357,022	3	4,799,134	6
INCOME TAX EXPENSE (Notes 4 and 26)	<u>876,918</u>	<u>1</u>	<u>1,232,742</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>1,480,104</u>	<u>2</u>	<u>3,566,392</u>	<u>5</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 22)	67,741	-	64,318	-
Unrealized gain or loss on investments in equity instruments at fair value through other comprehensive income	6,568	-	(7,967)	-
Share of the other comprehensive income of associates accounted for using the equity method	682	-	146	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 26)	<u>(13,548)</u>	<u>-</u>	<u>(12,864)</u>	<u>-</u>
	<u>61,443</u>	<u>-</u>	<u>43,633</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				

(Continued)

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES

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

	2024		2023	
	Amount	%	Amount	%
Exchange differences on translation of the financial statements of foreign operations	\$ 958,622	1	\$ (155,374)	-
Share of the other comprehensive income (loss) of associates accounted for using the equity method	622	-	(351)	-
Income tax related to items that may be reclassified subsequently to profit or loss (Note 26)	<u>(167,933)</u>	<u>-</u>	<u>18,558</u>	<u>-</u>
	<u>791,311</u>	<u>1</u>	<u>(137,167)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>852,754</u>	<u>1</u>	<u>(93,534)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,332,858</u>	<u>3</u>	<u>\$ 3,472,858</u>	<u>5</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,264,013	2	\$ 3,401,394	5
Non-controlling interests	<u>216,091</u>	<u>-</u>	<u>164,998</u>	<u>-</u>
	<u>\$ 1,480,104</u>	<u>2</u>	<u>\$ 3,566,392</u>	<u>5</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,994,808	3	\$ 3,372,923	5
Non-controlling interests	<u>338,050</u>	<u>-</u>	<u>99,935</u>	<u>-</u>
	<u>\$ 2,332,858</u>	<u>3</u>	<u>\$ 3,472,858</u>	<u>5</u>
EARNINGS PER SHARE (Note 27)				
Basic	<u>\$ 3.22</u>		<u>\$ 8.68</u>	
Diluted	<u>\$ 3.21</u>		<u>\$ 8.44</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, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company (Note 23)						Other Equity		Total	Non-controlling Interests	Total Equity
	Ordinary Shares	Capital Surplus	Retained 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				
			Legal Reserve	Special Reserve	Unappropriated Earnings						
BALANCE AT JANUARY 1, 2023	\$ 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	-	-	-	-	(3,058,104)	-	-	(3,058,104)	-	(3,058,104)	
Changes in equity of associates accounted for using the equity method (Note 13)	-	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	
Appropriation of 2023 earnings											
Legal reserve	-	-	345,285	-	(345,285)	-	-	-	-	-	
Special reserve	-	-	-	79,925	(79,925)	-	-	-	-	-	
Cash dividends distributed by the Company	-	-	-	-	(1,960,323)	-	-	(1,960,323)	-	(1,960,323)	
Changes in equity of associates accounted for using the equity method (Note 13)	-	39,721	-	-	-	-	-	39,721	-	39,721	
Disposals of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	15	-	(15)	-	-	-	
Net profit for the year ended December 31, 2024	-	-	-	-	1,264,013	-	-	1,264,013	216,091	1,480,104	
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	54,193	672,352	4,250	730,795	121,959	852,754	
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	1,318,206	672,352	4,250	1,994,808	338,050	2,332,858	
BALANCE AT DECEMBER 31, 2024	\$ 3,920,646	\$ 4,766,678	\$ 6,876,907	\$ 1,984,825	\$ 17,514,653	\$ (1,307,984)	\$ (254)	\$ 33,755,471	\$ 2,982,078	\$ 36,737,549	

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, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,357,022	\$ 4,799,134
Adjustments for:		
Depreciation and amortization expenses	2,535,995	2,422,759
Expected credit loss recognized (reversed)	(1,419)	524,980
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	137,698	(31,370)
Finance costs	1,087,640	1,123,818
Interest income	(644,199)	(628,123)
Dividend income	(32)	(83)
Share of profit or loss of associates accounted for using the equity method	(29,604)	(20,355)
Loss on disposal of property, plant and equipment, net	13,458	1,456
Write-down of inventories	1,914,374	1,285,588
Unrealized gain on foreign currency translation, net	(109,082)	(6,899)
Deferred revenue	(45,120)	(34,155)
Loss (gain) on lease modification	(1,928)	279
Net changes in operating assets and liabilities		
Notes receivable	18,592	(9,348)
Accounts receivable	1,048,520	3,171,111
Other receivables	45,702	72,145
Inventories	7,319,551	5,927,165
Other current assets	(146,474)	(37,750)
Notes payable	(115,153)	(660,311)
Accounts payable	401,710	(3,658,948)
Other payables	(150,495)	(1,291,582)
Provisions	(49,388)	(96,863)
Other current liabilities	45,290	71,948
Net defined benefit assets/liabilities	(77,920)	(18,209)
Cash generated from operations	15,554,738	12,906,387
Interest received	693,239	667,654
Interest paid	(1,044,572)	(1,029,213)
Income tax paid	(3,054,032)	(1,955,025)
Net cash generated from operating activities	<u>12,149,373</u>	<u>10,589,803</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	-	(30,000)
Proceeds from sale of financial assets at fair value through other comprehensive income	37,871	-
Purchase of financial assets at amortized cost	(4,663,438)	(149,152)
Proceeds from sale of financial assets at amortized cost	1,606,862	1,767,528
Purchase of financial assets at fair value through profit or loss	(89,991)	-
Proceeds from sale of financial assets at fair value through profit or loss	-	439,291

(Continued)

GIANT MANUFACTURING CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
Payment for property, plant and equipment	\$(1,061,617)	\$(1,194,322)
Proceeds from disposal of property, plant and equipment	102,103	97,088
Payment for intangible assets	(686,117)	(127,398)
Payments for right-of-use assets	(420,736)	(527,127)
Decrease (increase) in other non-current assets	(3,512)	153,426
Increase in prepayments for equipment	(347,399)	(465,397)
Other dividends received	8,918	83
Proceeds from government grants	<u>57,188</u>	<u>3,826</u>
Net cash used in investing activities	<u>(5,459,868)</u>	<u>(32,154)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Decrease in short-term bank loans	(5,053,744)	(3,589,762)
Proceeds from long-term bank loans	16,580	1,873,999
Repayments of long-term bank loans	(432,086)	(2,073,343)
Repayment of the principal portion of lease liabilities	(410,269)	(330,943)
Increase (decrease) in other non-current liabilities	7,735	(2,828)
Dividends paid to owners of the Company	<u>(1,960,323)</u>	<u>(3,058,104)</u>
Net cash used in financing activities	<u>(7,832,107)</u>	<u>(7,180,981)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>349,106</u>	<u>(538,937)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(793,496)	2,837,731
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>14,792,315</u>	<u>11,954,584</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$13,998,819</u>	<u>\$14,792,315</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, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including 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, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified in the Company's parent company only financial statements for the year ended December 31, 2024 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, 2024. 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, 2024 and 2023, 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 \$181,623 thousand and \$118,567 thousand, respectively, representing 0.4% and 0.2% of the Company's parent company only total assets as of December 31, 2024 and 2023, respectively. The comprehensive income of the investee was \$32,221 thousand and \$17,078 thousand, respectively, representing 1.6% and 0.5% of the Company's parent company only total comprehensive income for the years ended December 31, 2024 and 2023, 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, 2024, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ting Chien Su and Shu-Ching Chiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 27, 2025

Notice to Readers

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

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

GIANT MANUFACTURING CO., LTD.

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

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 5,499,995	12	\$ 732,261	1
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	50	-	31,512	-
Accounts receivable from unrelated parties (Notes 4, 9 and 23)	866,707	2	2,399,281	5
Accounts receivable from related parties (Notes 4, 23 and 30)	2,038,680	4	3,926,419	8
Other receivables (Notes 9 and 30)	281,613	1	4,290,769	9
Inventories (Notes 4 and 10)	2,831,212	6	4,208,940	8
Current tax assets (Notes 4 and 25)	236,057	1	-	-
Other current assets (Note 12)	109,222	-	220,039	-
Total current assets	11,863,536	26	15,809,221	31
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	30,005	-	30,865	-
Investments accounted for using the equity method (Notes 4 and 11)	27,994,712	61	28,224,305	56
Property, plant and equipment (Notes 4 and 13)	3,784,209	8	4,109,612	8
Right-of-use assets (Notes 4 and 14)	259,245	1	267,987	1
Investment properties (Notes 4 and 15)	188,853	-	191,377	1
Other intangible assets (Notes 4, 16 and 30)	577,692	1	170,296	-
Deferred tax assets (Notes 4 and 25)	1,183,377	3	1,602,556	3
Prepayments for equipment	58,344	-	75,496	-
Net defined benefit assets - noncurrent (Notes 4 and 21)	73,258	-	-	-
Other non-current assets	12,375	-	14,188	-
Total non-current assets	34,162,070	74	34,686,682	69
TOTAL	\$ 46,025,606	100	\$ 50,495,903	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term bank loans (Note 17)	\$ -	-	\$ 3,300,000	6
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	49,445	-	33,200	-
Notes payable	636	-	-	-
Accounts payable from unrelated parties	1,499,997	3	1,313,802	3
Accounts payable from related parties (Note 30)	424,073	1	484,056	1
Other payables (Notes 19 and 30)	2,792,573	6	2,432,712	5
Current tax liabilities (Notes 4 and 25)	635,923	2	2,012,800	4
Provisions - current (Notes 4 and 20)	81,819	-	112,442	-
Lease liabilities - current (Notes 4 and 14)	6,702	-	9,878	-
Current portion of long-term bank loans and bonds payable (Notes 17, 18 and 27)	4,219,264	9	449,750	1
Other current liabilities (Note 23)	82,194	-	170,188	-
Total current liabilities	9,792,626	21	10,318,828	20
NON-CURRENT LIABILITIES				
Bonds payable (Note 18)	-	-	3,811,478	8
Long-term bank loans (Notes 17 and 27)	629,810	1	882,701	2
Deferred tax liabilities (Notes 4 and 25)	1,567,397	4	1,489,664	3
Lease liabilities - non-current (Notes 4 and 14)	253,206	1	259,683	-
Deferred revenue - non-current (Notes 4, 17 and 27)	27,096	-	48,632	-
Net defined benefit liabilities (Notes 4 and 21)	-	-	3,652	-
Total non-current liabilities	2,477,509	6	6,495,810	13
Total liabilities	12,270,135	27	16,814,638	33
EQUITY				
Ordinary shares	3,920,646	9	3,920,646	8
Capital surplus	4,766,678	10	4,726,957	9
Retained earnings				
Legal reserve	6,876,907	15	6,531,622	13
Special reserve	1,984,825	4	1,904,900	4
Unappropriated earnings	17,514,653	38	18,581,965	37
Other equity	(1,308,238)	(3)	(1,984,825)	(4)
Total equity	33,755,471	73	33,681,265	67
TOTAL	\$ 46,025,606	100	\$ 50,495,903	100

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

GIANT MANUFACTURING CO., LTD.

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

	2024		2023	
	Amount	%	Amount	%
NET SALES REVENUE (Notes 4, 23 and 30)	\$ 15,081,204	100	\$ 28,782,131	100
COST OF GOODS SOLD (Notes 10, 24 and 30)	<u>14,947,979</u>	<u>99</u>	<u>25,028,979</u>	<u>87</u>
GROSS PROFIT	133,225	1	3,753,152	13
REALIZED (UNREALIZED) GAIN ON TRANSACTIONS WITH SUBSIDIARIES AND ASSOCIATES	<u>859,037</u>	<u>6</u>	<u>(1,206,844)</u>	<u>(4)</u>
REALIZED GROSS PROFIT	<u>992,262</u>	<u>7</u>	<u>2,546,308</u>	<u>9</u>
OPERATING EXPENSES (Notes 24 and 30)				
Selling and marketing expenses	762,891	5	898,999	3
General and administrative expenses	914,887	6	1,001,614	3
Research and development expenses	585,555	4	648,433	2
Expected credit loss (reversed) (Notes 4 and 9)	<u>(181,505)</u>	<u>(1)</u>	<u>155,379</u>	<u>1</u>
Total operating expenses	<u>2,081,828</u>	<u>14</u>	<u>2,704,425</u>	<u>9</u>
LOSS FROM OPERATIONS	<u>(1,089,566)</u>	<u>(7)</u>	<u>(158,117)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES ⁰				
Finance costs (Note 24)	(92,652)	(1)	(146,750)	(1)
Share of profit of subsidiaries and associates accounted for using the equity method (Note 11)	2,192,314	14	3,827,938	13
Interest income (Note 30)	296,886	2	180,854	1
Royalty income (Note 30)	324,378	2	287,861	1
Other income (Notes 15, 27 and 30)	146,612	1	66,074	-
Foreign exchange gain, net	395,575	3	224,371	1
Other expenses (Note 15)	(4,416)	-	(124,838)	-
Valuation gain (loss) on financial assets and liabilities at fair value through profit or loss	<u>(143,075)</u>	<u>(1)</u>	<u>31,370</u>	<u>-</u>
Total non-operating income and expenses	<u>3,115,622</u>	<u>20</u>	<u>4,346,880</u>	<u>15</u>
PROFIT BEFORE INCOME TAX	2,026,056	13	4,188,763	15
INCOME TAX EXPENSE (Notes 4 and 25)	<u>762,043</u>	<u>5</u>	<u>787,369</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>1,264,013</u>	<u>8</u>	<u>3,401,394</u>	<u>12</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	66,730	-	64,196	-

(Continued)

GIANT MANUFACTURING CO., LTD.

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

	2024		2023	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	\$ (860)	-	\$ (603)	-
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	5,919	-	(4,170)	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 25)	<u>(13,346)</u>	<u>-</u>	<u>(12,839)</u>	<u>-</u>
	<u>58,443</u>	<u>-</u>	<u>46,584</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	839,663	6	(93,262)	-
Share of the other comprehensive income (loss) of subsidiaries and associates accounted for using the equity method	622	-	(351)	-
Income tax related to items that may be reclassified subsequently to profit or loss (Note 25)	<u>(167,933)</u>	<u>(1)</u>	<u>18,558</u>	<u>-</u>
	<u>672,352</u>	<u>5</u>	<u>(75,055)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>730,795</u>	<u>5</u>	<u>(28,471)</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,994,808</u>	<u>13</u>	<u>\$ 3,372,923</u>	<u>12</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 3.22</u>		<u>\$ 8.68</u>	
Diluted	<u>\$ 3.21</u>		<u>\$ 8.44</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, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 22)	Capital Surplus (Notes 21 and 22)	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, 2023	\$ 3,920,646	\$ 4,716,303	\$ 5,939,679	\$ 2,522,195	\$ 18,161,869	\$ (1,905,281)	\$ 381	\$ 33,355,792
Appropriation of 2022 earnings								
Legal reserve	-	-	591,943	-	(591,943)	-	-	-
Special reserve	-	-	-	(617,295)	617,295	-	-	-
Cash dividends	-	-	-	-	(3,058,104)	-	-	(3,058,104)
Changes in equity of associates accounted for using 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	-	-	-	-	51,454	(75,055)	(4,870)	(28,471)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	3,452,848	(75,055)	(4,870)	3,372,923
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>
Appropriation of 2023 earnings								
Legal reserve	-	-	345,285	-	(345,285)	-	-	-
Special reserve	-	-	-	79,925	(79,925)	-	-	-
Cash dividends	-	-	-	-	(1,960,323)	-	-	(1,960,323)
Changes in equity of associates accounted for using equity method	-	39,721	-	-	-	-	-	39,721
Associates disposed of the investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	15	-	(15)	-
Net profit for the year ended December 31, 2024	-	-	-	-	1,264,013	-	-	1,264,013
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	54,193	672,352	4,250	730,795
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	1,318,206	672,352	4,250	1,994,808
BALANCE AT DECEMBER 31, 2024	<u>\$ 3,920,646</u>	<u>\$ 4,766,678</u>	<u>\$ 6,876,907</u>	<u>\$ 1,984,825</u>	<u>\$ 17,514,653</u>	<u>\$ (1,307,984)</u>	<u>\$ (254)</u>	<u>\$ 33,755,471</u>

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

GIANT MANUFACTURING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,026,056	\$ 4,188,763
Adjustments for:		
Depreciation and amortization expenses	709,830	776,656
Expected credit loss recognized (reversed)	(181,505)	155,379
Valuation loss (gain) on financial assets and liabilities at fair value through profit or loss, net	143,075	(31,370)
Finance costs	92,652	146,750
Interest income	(296,886)	(180,854)
Dividend income	(32)	(83)
Share of profit of subsidiaries and associates accounted for using the equity method	(2,192,314)	(3,827,938)
Loss (gain) on disposal of property, plant and equipment, net	776	(3,152)
Write-down of inventories	224,495	286,415
Unrealized loss (gain) on transactions with subsidiaries and associates	(859,037)	1,206,844
Unrealized loss (gain) on foreign currency exchange, net	(150,619)	66,549
Reversal of provisions	(30,623)	(55,669)
Gain on lease modification	(1,767)	-
Net changes in operating assets and assets/liabilities		
Accounts receivable	3,763,179	4,113,288
Other receivables	72,128	31,090
Inventories	1,153,233	4,332,359
Other current assets	110,817	(43,607)
Notes payable	636	(682)
Accounts payable	102,937	(2,389,411)
Other payables	373,463	(709,519)
Other current liabilities	(87,993)	53,552
Net defined benefit assets/liabilities	(10,180)	(18,214)
Cash generated from operations	4,962,321	8,097,146
Interest received	331,257	146,483
Interest paid	(39,210)	(91,681)
Income tax paid	(2,059,346)	(834,334)
Net cash generated from operating activities	<u>3,195,022</u>	<u>7,317,614</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through profit or loss	(95,368)	-
Purchase of financial assets at fair value through other comprehensive income	-	(30,000)
Acquisition of investments accounted for using the equity method	(101,820)	(479,713)
Payments for property, plant and equipment	(84,715)	(71,702)
Proceeds from disposal of property, plant and equipment	-	3,152
Increase in other receivable from related parties	(200,000)	(4,140,306)
Decrease in other receivables from related parties	4,122,868	-
Payments for intangible assets	(505,345)	(60,905)

(Continued)

GIANT MANUFACTURING CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
Decrease in other non-current assets	1,811	813
Increase in prepayments for equipment	(192,108)	(377,447)
Dividends received from subsidiaries	4,268,689	2,494,061
Other dividends received	<u>32</u>	<u>83</u>
Net cash generated (used in) from investing activities	<u>7,214,044</u>	<u>(2,661,964)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in short-term bank loans	500,000	2,200,000
Decrease in short-term bank loans	(3,800,000)	(3,779,989)
Repayments of long-term bank loans	(370,057)	(295,000)
Repayment of the principal portion of lease liabilities	(10,952)	(11,463)
Dividends paid to owners of the Company	<u>(1,960,323)</u>	<u>(3,058,104)</u>
Net cash used in financing activities	<u>(5,641,332)</u>	<u>(4,944,556)</u>
NET INCREASE IN (DECREASE) CASH AND CASH EQUIVALENTS	4,767,734	(288,906)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>732,261</u>	<u>1,021,167</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 5,499,995</u>	<u>\$ 732,261</u>

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

Attachement 4

Giant Manufacturing Co., Ltd. Comparison Table of Amendments to Articles of Incorporation

After the Amendment	Before the Amendment	Reasons
Article 27 When the Company makes a profit for the year, the compensation to employees shall 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. <u>Of the total amount allocated for employee compensation, no less than 30 percent shall be designated for distribution to entry-level employees.</u> The distribution plan shall be resolved by the Board and reported to the shareholders' meeting.	Article 27 When the Company makes a profit for the year, the compensation to employees shall 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.	Amended in accordance with Article 14, Paragraph 6 of the Securities and Exchange Act, as stipulated by Order No. 1130385442 issued by the Financial Supervisory Commission on November 8, 2024.
Article 31 The Articles of Incorporation was established after approval of all promoters on October 13, 1972. (Omitted) 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. <u>The forty-seventh amendment was made on June 23, 2025.</u>	Article 31 The Articles of Incorporation was established after approval of all promoters on October 13, 1972. (Omitted) 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.	To add the amendment date

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.

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.

RAISE THE BAR

