



T-Flex Techvest PCB Co.,LTD.

The 2024 Annual General Meeting

Meeting Handbook

June 21, 2024

Venue:

**Floor 2, No.216, Nanfeng Road, Pingzhen District,
Taoyuan City**

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THIS IS A TRANSLATION OF THE AGENDA FOR THE 2024 ANNUAL GENERAL MEETING (“THE AGENDA”) OF T-Flex Techvest PCB Co.,LTD. (“THE COMPANY”). THE TRANSLATION IS INTENDED FOR REFERENCE ONLY AND NO OTHER PURPOSE. THE COMPANY HEREBY DISCLAIMS ANY AND ALL LIABILITIES WHATSOEVER FOR THE TRANSLATION. THE CHINESE TEXT OF THE AGENDA SHALL GOVERN ANY AND ALL MATTERS RELATED TO THE INTERPRETATION OF THE SUBJECT MATTER STATED HEREIN.

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T-Flex Techvest PCB Co.,LTD.

Procedures for the 2024 Annual Shareholders Meeting

I. Call the Meeting to Order

II. Chairperson Remarks

III. Report Items

IV. Ratification Items

V. Discussion Items

VI. Questions and Motions

VII. Adjournment

T-Flex Techvest PCB Co.,LTD.

Agenda for the 2024 Annual Shareholders Meeting

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

Venue: Floor 2, No.216, Nanfeng Road, Pingzhen District, Taoyuan City

Conference Room of the Pingzhen Industrial Area Service Center, Ministry of Economic Affairs

Convening Methods: Physical shareholders' meeting

I. Chairperson Calling the Meeting

II. Chairperson Remarks

III. Report Items

- 1.2023 Business Report
- 2.2023 Audit Committee Report
- 3.Report on the 2023 Distribution of Employees' Compensation and Directors' ,Supervisors' Remuneration
- 4.Report on the 2023 Distribution of Cash Dividends from Earnings

IV. Ratification Items

- 1.2023 Business Report and Financial Statements
- 2.2023 Earnings Distribution Table

V. Discussion Items

1. Discussion of Amendments to the "Articles of Incorporation"
- 2.Discussion to approve the Lifting of Non-Competition Restrictions of Directors and their representatives.

VI. Questions and Motions

VII. Adjournment

Report Items

I. 2023 Business Report

Explanation: Please refer to Attachment 1 (Pages 5-7) of this Handbook for the 2023 Business Report of the Company.

II. 2023 Audit Committee Report

Explanation: Please refer to Attachment 2 (Pages 8-9) of this Handbook for the Audit Committee Report of the Company.

III. Report on the 2023 Distribution of Compensation to Employees and Remuneration to Directors

Explanation: The Company's Board of Directors passed the distribution on March 15, 2024. The employees' remuneration amounted to NT\$2,941,920, and the directors' and supervisors' remuneration amounted to NT\$0; both are to be paid in cash

IV. Report on the 2023 Distribution of Cash Dividends from Earnings

Explanation: 1. In accordance with Article 32-1 of the Articles of Incorporation, for the Company's dividends and bonuses distributed in the form of cash, the Board of Directors are authorized to decide by a resolution to be adopted by a majority vote of the directors at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the Shareholders' Meeting.

2. The Company appropriated shareholders' dividends at a total amount of NT\$13,942,533 for distribution of cash dividends from the 2023 distributable earnings. According to the shareholders indicated in the shareholders' roster on the ex-dividend base date and their shareholding percentage, NT\$0.2 per share is to be distributed. The total amount of the cash dividends paid to each shareholder will be rounded down to the nearest dollar and the remainder will be recognized as other revenue of the Company.

3. It is approved by the Board of Directors that the Chairperson is authorized to set the record date for distribution, distribution date, and conduct relevant matters in accordance with the Company Act and related regulations. If there are any factors on a later date that results in a change of outstanding shares and leads to a change in the payout ratio, the Chairperson is authorized to make an adjustment and conduct matters related to the changes.

Ratification Items

Item 1

Subject: To ratify the 2023 Business Report and Financial Statements.(Proposed by the Board of Directors)

Explanation: 1. The 2023 Financial Statements were audited by Yi- Jun Chen and Shu-Ling Lian of KPMG. The abovementioned Financial Statements and 2023 Business Report were approved by the Board of Directors and reviewed by the audit committee.
2. Please refer to Attachment 1 (Pages 5-7), Attachments 3 and 4 (Pages 10-24) of this handbook for the 2023 Business Report, CPA Audit Report and Financial Statements.

Resolution:

Item 2

Subject: To ratify the distribution of 2023 earnings. (Proposed by the Board of Directors)

Explanation: The Table of Distribution of 2023 Earnings was approved by the Board of Directors and audited by the audit committee. Please refer to Attachment 5 (Page 25) of this handbook for the Table of Distribution of 2023 Earnings.

Resolution:

Discussion Items

Item 1

Subject: Amendment of some provisions of the "Articles of Incorporation" is hereby submitted for discussion (Proposed by the Board of Directors)

Description: To cope with the actual operation in practice, it is proposed to amend parts of the provisions of the “Articles of Incorporation”. Please refer to pages 26 to 28 (Attachment VI) of this Handbook for the comparison table of provisions before and after the amendment.

Resolution:

Item 2

Subject: : Discussion to approve the Lifting of Non-Competition Restrictions of Directors and their representatives. (Proposed by the Board of Directors)

Description: : 1. In accordance with Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the Shareholders’ Meeting the essential contents of such an act and secure its approval.
2. Please refer to Attachment 7 (page 29) of this handbook for the Details for Directors’ and Its Representative’ Participation in Other Company’s Business. It is proposed to the Shareholders’ Meeting for release of the prohibition on directors from participation in competitive business.

Resolution:

Questions and Motions

Adjournment

(Attachment1)

Business Report

I. 2023 Business Report

The Company's 2023 net sales revenue was NT\$96,035,000, a decrease of NT\$22,669,000 or 19.10% compared with that of 2022. The gross margin on sales of 2023 was NT\$9,863,000, a decrease of NT\$884,000 or 8.23% compared with that of 2022. The net operating income of 2023 was NT\$2,165,000, an increase of NT\$10,737,000 compared with that of 2022. The net profit before tax was NT\$55,896,000, a decrease of NT\$4,437,000 compared with that of 2022.

As a result of a slump in the demand for consumer electronics during 2023, the operating revenue and the profit decreased compared to 2022. Looking forward to 2024, the Company will continue operating according to the Group's overall synergy, in the hopes of achieving performance objectives and success.

We would like to thank all of our shareholders, directors, and supervisors for your full support and confidence.

2023 Results of the business

(In thousands of New Taiwan Dollars)

Items	Year 2023	Year 2022	Amount of Increase (Decrease)	Percentage (%)
Operating revenues	96,035	118,704	-22,669	-19.10%
Operating costs	86,172	107,957	-21,785	-20.18%
Gross profit from operation	9,863	10,747	-884	-8.23%
Operating expenses	7,698	19,319	-11,621	-60.15%
Net operating income	2,165	(8,572)	10,737	125.26%
Net non-operating income (expenditure)	53,731	68,905	-15,174	-22.02%
Profit before income tax	55,896	60,333	-4,437	-7.35%
Profit after income tax	54,815	60,393	-5,578	-9.24%

II. Budget Implementation Status

This is not applicable as the Company does not disclose to the public its financial forecast.

III. Financial income and expenditure, and profitability analysis

(In thousands of New Taiwan Dollars)

Items		Year 2023	Year 2022
Financial income and expenditure	Operating revenues	96,035	118,704
	Gross profit from operation	9,863	10,747
	Profit after income tax	54,815	60,393
Profitability	Return on assets (%)	6.27	7.09
	Return on equity (%)	6.9	7.84
	Operating income to capital stock (%)	0.31	-1.23
	Profit before tax to capital (%)	8.02	8.65
	Profit margin (%)	57.08	50.88
	Basic earnings per share (NTD)	0.79	0.87

IV. Research and Development Status

To cooperate with customer demands and to develop mainstream products and technologies satisfying market demands, the Company continues to exert effort in the research and development of new technologies, and the main outcomes are as follows:

- (I) Utilize process and technology advantages, actively develop thin and high level boards and inner layered products with fine circuits, in order to increase the added values of products.
- (II) Improve equipment automation, reduce labor demand, and stabilize production quality.

V. Future Outlook

Looking into the year of 2024, economic forecast institutions hold a relatively conservative view on the global economic outlook in comparison to the last year. Under the impact of the increasing geopolitical risk, on-going wars in some parts of the world and the delay of interest rate cut by the central banks in Europe and the U.S. to suppression inflation. the global economic performance is expected to be relatively weaker than 2023, and IMF is the only institute that holds an optimistic view that the economic growth rate this year will maintain at 3.1% comparable to the rate of last year.

Taiwan Printed Circuit Association (TPCA) indicated that the imbalance of supply and demand under the impact of COVID-19 pandemic in 2021 and 2022 caused the over-inflation of the global consumption, such that companies faced the pressure of destocking and increase of interest rate adopted to suppress inflation. As a result, the PCB industry worldwide encountered significant decline in 2023. According to the estimate of the Industry, Science and Technology International Strategy Center (ISTI) of Industrial

Technology Research Institute (ITRI), the global PCB production value in 2023 was US\$73.9 billion, a decrease of 15.6%. Nevertheless, since the base period of 2023 is relatively lower, the overall electronic industry is expected to achieve higher growth in 2024. The business objective of the Company for 2024 is to secure the existing market and to increase the revenue growth with best effort.

(I) Operational Directives

The Company is deep-rooted in the printed circuit board (PCB) industry and develops different product customers. Through increase of product depth and breadth, utilization of group resources and improvement of production quality and production output, the Company actively enhances market competitiveness and market share along with improvement of customer service quality.

(II) Important Production and Sales Policies

1. Utilize the Group's advantage in large quantity purchase in order to reduce purchase cost and to reduce purchase lead time, thus improving production competitiveness.
2. Enhance process improvement, improve manufacturing yield rate, reduce production cost, and achieve highest operational efficiency.
3. Utilize Group's overseas factories for production in order to reduce production cost and to achieve maximum operational efficiency.

Looking into the year of 2024, after integration of Group resources, the Group will actively development new customers and will seek greater quantity of orders with reduction of production cost. In addition, the Group will enhance the management capability and sensitivity on the market change and trend, in order to actively increase market competitiveness and share, thus seizing greater business opportunities.

Chairman:
Hsu, Cheng-Min

Manager:
Lee, Ming-His

Accounting Supervisor:
Liu, Chu-Chen

(Attachment2)

**T-Flex Techvest PCB Co.,LTD.
Audit Committee Report**

The Company's financial statements for the year ending 2023 have been prepared by the Board of Directors, and have been audited and certified by the CPAs of KPMG. The Audit Committee has conducted its review and found it to be free from material misstatement. As per Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the Committee hereby submits the aforementioned reports.

Sincerely,
T-Flex Techvest PCB Co.,LTD. 2024 Annual General Shareholders'
Meeting

Convener of the Audit Committee: Hu, Chia-Li

(Signature or Stamp)

.....
March 27, 2024

**T-Flex Techvest PCB Co.,LTD.
Audit Committee Report**

The Board of Directors has prepared the Company's annual business report and profit distribution proposal for the fiscal year 2023, which have been reviewed by the Audit Committee and found to be in compliance. As per Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the Committee hereby submits the aforementioned reports.

Sincerely,
T-FLEX TECHVEST PCB CO.,LTD. 2024 Annual General Shareholders'
Meeting

Convener of the Audit Committee: TSENG, HSIU-MIN

(Signature or Stamp)

.....
April 22, 2024

(Attachment3)

Independent Auditor's Report

To the Board of Directors and Shareholders of T-Flex Techvest PCB Co., Ltd.:

Opinion

We have audited the accompanying parent company only financial statements of T-Flex Techvest PCB Co., Ltd. (“the “Company”), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2023 and 2022, 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 following the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor's 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 under these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Timing of income recognition

Please refer to Parent Company Only Financial Report Note 4 (10) Income Recognition for information on accounting policy for income. Please refer to Parent Company Only Financial Report Note 6 (12) Income Recognition for information on the income.

Description of Key Audit Matters:

T-Flex Techvest PCB Co., Ltd. is a TPEX listed company, and its sales revenue is a key indicator for investors and the management to evaluate financial or business performance. Since the accuracy of the timing of revenue recognition has material impact on the financial statements, the examination on the timing of revenue recognition is considered as a key audit matter to our audit on the Parent Company Only Financial Report of T-Flex Techvest PCB Co., Ltd.

Corresponding Audit Procedures:

The main audit procedure adopted by us on the aforementioned key audit matter includes the examination of the effectiveness of the internal control on the sales and payment collection operation cycle and the examination of the sub-items, understanding of T-Flex Techvest PCB Co., Ltd. revenue recognition accounting process and evaluation on whether relevant rules and requirements are complied, selection of sales transaction samples at a certain period before and after the financial report date, and verification of relevant documents and certificates, in order to assess the accuracy of the revenue recognition timing. In addition, the status of any major sales return after the period is also understood.

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 following the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to a going concern, and using the going concern's 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.

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

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

As part of an audit under the auditing standards generally accepted in the Republic of China, we exercised professional judgment and maintained professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not to express 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 auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may

cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless laws or regulations preclude 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.

KPMG

CPA:

Approval No.: JIN-GUAN-ZHENG-SHEN-ZI
No. 1000011652
JIN-GUAN-ZHENG-6-ZI
No.0940100754

March 27, 2024

Note to Readers

The accompanying parent company only financial statements are intended only to present the statement of financial position, financial performance and cash flows in accordance with the 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 accepted and applied in the Republic of China.

The independent auditors' report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

T-FLEX TECHVEST PCB CO.,LTD.
Parent Company Only Balance Sheets
For the years ended December 31, 2023 and 2022

單位：新台幣千元

Assets	December 31, 2023		December 31, 2022		Liabilities and Equity	December 31, 2023		December 31, 2022	
	金額	%	金額	%		金額	%	金額	%
Current assets					Current liabilities:				
1100 Cash and cash equivalents (Note 6(1))	\$ 45,850	5	14,588	2	2100 Short-term debts (Note 6(6))	\$ 59,000	6	30,000	4
1170 Accounts receivable, net (Note 6(3)and(12))	38,499	4	26,464	3	2180 Accounts payable to related parties (Note 7)	65,032	7	16,926	2
1470 Other current assets (Note 8)	279	-	271	-	2200 Other payables	6,586	1	8,657	1
	<u>84,628</u>	<u>9</u>	<u>41,323</u>	<u>5</u>	2399 Other current liabilities (Note 6(7))	1,600	-	169	-
					Total liabilities	<u>132,218</u>	<u>14</u>	<u>55,752</u>	<u>7</u>
Non-current assets:									
1517 Non-current financial assets at fair value through other comprehensive income(Note 6(2))	4,150	1	4,683	1	Equity: (Note 6(10))				
1550 Investment accounted for using equity method (Note 6(5))	841,148	90	801,242	94	3110 Ordinary shares	697,127	75	697,127	82
					3200 Capital surplus	28,787	3	28,787	4
	<u>845,298</u>	<u>91</u>	<u>805,925</u>	<u>95</u>	3310 Legal reserve	24,812	3	18,537	2
					3320 Special reserve	26,480	3	26,212	3
					3350 Unappropriated retained earnings(accumulated deficit)	75,172	8	63,021	7
					Others:				
					3410 Exchange differences on translation of foreign financial statements	(38,159)	(4)	(26,210)	(3)
					3420 Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	(16,511)	(2)	(15,978)	(2)
					Total equity	<u>797,708</u>	<u>86</u>	<u>791,496</u>	<u>93</u>
Total assets	\$ 929,926	100	847,248	100	Total liabilities and equity	\$ 929,926	100	847,248	100

See accompanying notes to parent company only financial statements.

T-FLEX TECHVEST PCB CO.,LTD.
Parent Company Only Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022

(Amounts in Thousands of New Taiwan Dollars)

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(12))	\$ 96,035	100	\$ 118,704	100
5000	Operating costs (Note 6(4)and7)	86,172	90	107,957	91
	Gross Profit	9,863	10	10,747	9
	Operating expenses:				
6100	Selling expenses	440	-	3,593	3
6200	Administrative expenses	11,125	12	12,112	10
6450	Expected credit loss	(3,867)	(4)	3,614	3
	Total operating expenses	7,698	8	19,319	16
	Net operating income	2,165	2	(8,572)	(7)
	Non-operating income and expenses: (Note 6(14))				
7100	Interest revenue	1,226	1	145	-
7010	Other income	22	-	20	-
7020	Other gains and losses	1,036	1	2,977	3
7050	Finance costs	(1,072)	(1)	(311)	-
7070	Share of profit (losses) of subsidiaries, associates and joint ventures accounted for using equity method	52,519	55	66,074	55
	Total non-operating income and expenses	53,731	56	68,905	58
	Income before income tax	55,896	58	60,333	51
7950	Less: Income tax expense(or benefit) (Note 6(9))	1,081	1	(60)	-
	Net income	54,815	57	60,393	51
8300	Other comprehensive income (loss):				
8310	Items that will not be reclassified into profit or loss				
8316	Unrealised gains (losses) from investments in equity instruments.	(533)	(1)	(900)	(1)
8330	Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using the equity method that will not be reclassified into profit or loss	(1,265)	(1)	2,361	2
8349	Less: Income tax related to items that will not be reclassified	-	-	-	-
	Total	(1,798)	(2)	1,461	1
8360	Items that may be reclassified subsequently into profit or loss				
8361	Exchange differences on translation of foreign financial statements	(11,949)	(12)	7,794	7
8399	Less: Income tax related to items that may be reclassified subsequently	-	-	-	-
	Total	(11,949)	(12)	7,794	7
8300	Other comprehensive income (loss), net of income tax	(13,747)	(14)	9,255	8
8500	Total comprehensive income (loss)	\$ 41,068	43	\$ 69,648	59
	Basic earnings per share (NTD) (Note 6(11))				
9750	Basic earnings per share (Unit: NTD)	\$ 0.79		0.87	
9850	Diluted earnings per share (Unit: NTD)	\$ 0.78		0.86	

See accompanying notes to parent company only financial statements.

T-FLEX TECHVEST PCB CO.,LTD.
Parent Company Only Statements of Changes in Equity
For the years ended December 31, 2023 and 2022

(Amounts in Thousands of New Taiwan Dollars)

	<u>Share capital</u>		<u>Retained earnings</u>			<u>Others</u>		<u>Total equity</u>
	<u>Ordinary shares</u>	<u>Capital surplus</u>	<u>Legal reserve</u>	<u>Special reserve</u>	<u>Unappropriated retained earnings</u>	<u>Exchange differences in translation of foreign financial statements</u>	<u>Unrealized gains or losses on financial assets measured at fair value through other comprehensive income</u>	
Balance on January 1, 2022	\$ 697,127	28,787	15,409	26,212	31,280	(34,004)	(15,078)	749,733
Net income in 2022	-	-	-	-	60,393	-	-	60,393
Other comprehensive income (loss) in 2022	-	-	-	-	2,361	7,794	(900)	9,255
Total comprehensive income (loss) in 2022	-	-	-	-	62,754	7,794	(900)	69,648
Appropriation and distribution of retained earnings:								
Legal reserve	-	-	3,128	-	(3,128)	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(27,885)	-	-	(27,885)
Balance on December 31, 2022	697,127	28,787	18,537	26,212	63,021	(26,210)	(15,978)	791,496
Net income in 2023	-	-	-	-	54,815	-	-	54,815
Other comprehensive income (loss) in 2023	-	-	-	-	(1,265)	(11,949)	(533)	(13,747)
Total comprehensive income (loss) in 2023	-	-	-	-	53,550	(11,949)	(533)	41,068
Appropriation and distribution of retained earnings:								
Legal reserve	-	-	6,275	-	(6,275)	-	-	-
Special reserve	-	-	-	268	(268)	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(34,856)	-	-	(34,856)
Balance on December 31, 2023	\$ 697,127	28,787	24,812	26,480	75,172	(38,159)	(16,511)	797,708

See accompanying notes to parent company only financial statements.

T-FLEX TECHVEST PCB CO., LTD.
Parent Company Only Cash Flow Statements
For the years ended December 31, 2023 and 2022

(Amounts in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Income before income tax	\$ 55,896	\$ 60,333
Adjustments for:		
Adjustments to reconcile net income (loss)		
Amortization expense	-	19
Expected credit loss (gain)	(3,867)	3,614
Interest expense	1,072	311
Interest revenue	(1,226)	(145)
Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method	(52,519)	(66,074)
Gain on disposal of property, plant and equipment	(601)	(600)
Total adjustments	(57,141)	(62,875)
Changes in assets and liabilities relating to operating activities:		
Net changes in assets relating to operating activities:		
Accounts receivable	(8,168)	43,685
Other current assets	(20)	(45)
Total net changes in assets relating to operating activities	(8,188)	43,640
Net changes in liabilities relating to operating activities:		
Accounts payable	48,106	(84,612)
Other payables	(2,030)	(2,686)
Other current liabilities	480	(255)
Total net changes in liabilities relating to operating activities	46,556	(87,553)
Total net changes in assets and liabilities relating to operating activities	38,368	(43,913)
Total adjustments	(18,773)	(106,788)
Cash provided by operations	37,123	(46,455)
Interest received	1,226	145
Interest paid	(1,113)	(199)
Income taxes refund(paid)	(118)	(2)
Net cash provided by operating activities	37,118	(46,511)
Cash flows from financing activities:		
Short-term debts	29,000	30,000
Distribution of cash dividends	(34,856)	(27,885)
Net cash used in financing activities	(5,856)	2,115
Increase (decrease) in cash and cash equivalents	31,262	(44,396)
Cash and cash equivalents at beginning of period	14,588	58,984
Cash and cash equivalents at end of period	\$ 45,850	14,588

See accompanying notes to parent company only financial statements.

(Attachment4)

Independent Auditor’s Report

To the Board of Directors and Shareholders of T-FLEX TECHVEST PCB CO., LTD.:

Opinion

We have audited the accompanying consolidated financial statements of T-FLEX TECHVEST PCB CO., LTD. and its subsidiaries (the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits following the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of Group under the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities under these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. 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. We have determined the matters described below to be the key audit matters to be communicated in our

report.

Timing of income recognition

Please refer to consolidated financial statements Note 4 (15) Income Recognition for information on accounting policy for income. Please refer to consolidated financial statements Note 6 (18) Income Recognition for information on the income.

Description of Key Audit Matters:

THT Group is a TPEX listed company, and its sales revenue is a key indicator for investors and the management to evaluate financial or business performance. Since the accuracy of the timing of revenue recognition has material impact on the financial statements, the examination on the timing of revenue recognition is considered as a key audit matter to our audit on the consolidated financial statements of THT Group.

How the matter was addressed in our audit:

The main audit procedure adopted by us on the aforementioned key audit matter includes the examination of the effectiveness of the internal control on the sales and payment collection operation cycle and the examination of the sub-items, understanding of THT Group's revenue recognition accounting process and evaluation on whether relevant rules and requirements are complied, selection of sales transaction samples at a certain period before and after the financial report date, and verification of relevant documents and certificates, in order to assess the accuracy of the revenue recognition timing. In addition, the status of any major sales return after the period is also understood.

Other Matter

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

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standard (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued by the Financial Supervisory Commission of the Republic of China. Besides, internal control, as determined by Management, 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 a going concern, and using the going concern's 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.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial

statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted following the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists in the consolidated financial statements. Misrepresentation may be the result of fraud or error. 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 based on these consolidated financial statements.

As part of an audit under the auditing standards generally accepted in the Republic of China, we exercised professional judgment and maintained professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 2. Obtain an understanding of internal control relevant to the audit to design audit procedures that are appropriate in the circumstances, but not to express 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 auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements.
- We are responsible for the direction, supervision and performance of the group audit.

We 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 identified 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 Group's consolidated financial statements for the year ended December 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless laws or regulations preclude 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.

KPMG

CPA

Approval No.: JIN-GUAN-ZHENG-SHEN-ZI
No. 1000011652
JIN-GUAN-ZHENG-6-ZI
No.0940100754

March 27, 2024

Note to Readers

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

T-FLEX TECHVEST PCB CO., LTD.AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

For the years ended December 31, 2023 and 2022

(Amounts in Thousands of New Taiwan Dollars)

Assets		December 31, 2023		December 31, 2022				December 31, 2023		December 31, 2022	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:											
1100	Cash and cash equivalents (Note 6(1))	\$ 91,416	5	163,125	10	2100	Short-term debts (Note 6(9))	\$ 59,000	4	30,000	2
	Notes and accounts receivable, net (Note 6(3)and(18))						Notes and accounts payable				
1170	- non-related parties	149,090	9	128,126	8	2170	- non-related parties	259,248	15	107,203	6
1180	-related parties(Note 7)	195,450	11	98,365	6	2180	-related parties(Note 7)	105,900	6	117,642	7
1200	Other receivables (Note 7)	16,693	1	8,407	1	2200	Other payables(Note 7)	172,872	10	150,959	9
1310	Inventories (Note 6(4))	133,710	8	107,663	7	2250	Provisions for liabilities, current (Note 6(13))	74,127	5	146,658	9
1470	Other current assets (Note 8)	3,418	-	3,280	-	2280	Lease liabilities, current (Note 6(12))	4,384	-	3,985	-
		<u>589,777</u>	<u>34</u>	<u>508,966</u>	<u>32</u>	2320	Current portion of long-term debts (Note 6(11))	19,5295	1	28,065	2
						2399	Other current liabilities (Note 6(10))	6,307	-	10,669	1
								<u>701,367</u>	<u>41</u>	<u>595,181</u>	<u>36</u>
Non-current assets:											
1517	Financial assets measured at fair value through other comprehensive income, non-current (Note 6(2))	4,150	-	4,683	-						
1550	Investment accounted for using equity method (Note 6(5))	648,589	38	597,431	36	2540	Long-term debts (Note 6(11))	69,706	4	93,235	6
1600	Property, plant and equipment (Note 6(7),7 and 8)	462,673	27	512,175	31	2580	Lease liabilities, non-current (Note 6(12))	17,014	1	18,754	1
1755	Right-of-use assets (Note 6(8))	20,815	1	22,146	1	2600	Other non-current liabilities (Note 6 (14))	3,108	-	795	-
1980	Other non-current financial assets (Note 8)	5,650	-	5,650	-			<u>89,828</u>	<u>5</u>	<u>112,784</u>	<u>7</u>
1990	Other non-current assets (Note 6(8))	1,486	-	1,130	-			<u>791,195</u>	<u>46</u>	<u>707,965</u>	<u>43</u>
		<u>1,143,363</u>	<u>66</u>	<u>1,143,595</u>	<u>68</u>						
Total assets											
		<u><u>\$ 1,733,140</u></u>	<u><u>100</u></u>	<u><u>1,652,561</u></u>	<u><u>100</u></u>						
Liabilities and Equity											
Current liabilities:											
Non-current liabilities:											
Total liabilities											
Equity (Note 6(16)):											
3110	Ordinary shares	697,127	40	697,127	42						
3200	Capital reserve	28,787	2	28,787	2						
3310	Legal reserve	24,812	1	18,537	1						
3320	Special reserve	26,480	2	26,212	2						
3350	Unappropriated retained earnings	75,172	4	63,021	4						
Others:											
3410	Exchange differences on translation of foreign financial statements	(38,159)	(2)	(26,210)	(2)						
3420	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	(16,511)	(1)	(15,978)	(1)						
	Equity attributable to owners of parent company	797,708	46	791,496	48						
36XX	Non-controlling interest	144,237	8	153,100	9						
	Total equity	<u>941,945</u>	<u>54</u>	<u>944,596</u>	<u>57</u>						
	Total liabilities and equity	<u><u>\$ 1,733,140</u></u>	<u><u>100</u></u>	<u><u>1,652,561</u></u>	<u><u>100</u></u>						

See accompanying notes to consolidated financial statements.

T-FLEX TECHVEST PCB CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022
(Amounts in Thousands of New Taiwan Dollars)

		<u>2023</u>		<u>2022</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
	Operating revenue (Note 6(18) and 7)				
4110	Sales revenue	\$ 1,214,843	94	1,249,554	94
4661	Processing fees revenue	74,814	6	82,360	6
	Net Operating revenue	<u>1,289,657</u>	<u>100</u>	<u>1,331,914</u>	<u>100</u>
5000	Cost of sales (Note 6(4) and 7)	<u>1,235,940</u>	<u>96</u>	<u>1,227,528</u>	<u>92</u>
	Gross Profit	<u>53,717</u>	<u>4</u>	<u>104,386</u>	<u>8</u>
	Operating expenses (Note 6(3) and 7)				
6100	Sales and marketing expenses	31,339	2	35,746	3
6200	General and administrative expenses	45,423	4	42,263	3
6450	Expected credit losses (gains)	(4,589)	-	4,927	-
	Total	<u>72,713</u>	<u>6</u>	<u>82,936</u>	<u>6</u>
	Operating income (loss)	<u>(18,456)</u>	<u>(2)</u>	<u>21,450</u>	<u>2</u>
	Non-operating income and expenses: (Note 6 (20) and 7)				
7100	Interest income	3,694	-	1,229	-
7010	Other income	4,050	-	7,569	-
7020	Other gains and losses	(91)	-	7,663	-
7050	Finance costs	(4,325)	-	(3,072)	-
7060	Share of profit (losses) of Affiliates and joint ventures accounted for using equity method	63,107	6	51,414	4
	Total non-operating income and expenses	<u>66,435</u>	<u>6</u>	<u>64,803</u>	<u>4</u>
	Income (loss) before income tax	<u>47,979</u>	<u>4</u>	<u>86,253</u>	<u>6</u>
7950	Less: Income tax expense (Note 6(15))	<u>1,081</u>	<u>-</u>	<u>14,895</u>	<u>1</u>
	Net income (loss)	<u>46,898</u>	<u>4</u>	<u>71,358</u>	<u>5</u>
8300	Other comprehensive income :				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurements of defined benefit plans	(2,211)	-	4,127	-
8316	Unrealized gains (losses) from equity instruments investments measured at fair value through other comprehensive income	(533)	-	(900)	-
8349	Less: Income tax related to items that will not be reclassified	-	-	-	-
	Total	<u>(2,744)</u>	<u>-</u>	<u>3,227</u>	<u>-</u>
8360	Items that may be reclassified subsequently into profit or loss				
8361	Exchange differences in translation of foreign financial statements	(11,949)	(1)	7,794	1
8399	Less: Income tax related to items that may be reclassified subsequently	-	-	-	-
	Total	<u>(11,949)</u>	<u>(1)</u>	<u>7,794</u>	<u>1</u>
8300	Other comprehensive income (loss), net of income tax	<u>(14,693)</u>	<u>(1)</u>	<u>11,021</u>	<u>1</u>
8500	Total comprehensive income (loss)	<u>\$ 32,205</u>	<u>3</u>	<u>\$ 82,379</u>	<u>6</u>
	Net profit attributable to:				
8610	Owners of the parent company	\$ 54,815	5	60,393	4
8620	Non-controlling interests (Note 6(6))	(7,917)	(1)	10,965	1
		<u>\$ 46,898</u>	<u>4</u>	<u>\$ 71,358</u>	<u>5</u>
	Total comprehensive income (loss) attributable to:				
8710	Owners of the parent company	\$ 41,068	4	69,648	5
8720	Non-controlling interests (Note 6(6))	(8,863)	(1)	12,731	1
		<u>\$ 32,205</u>	<u>3</u>	<u>\$ 82,379</u>	<u>6</u>
	Basic earnings per share (Note 6(17))				
9750	Basic earnings per share (Unit: NTD)	<u>\$ 0.79</u>		<u>\$ 0.87</u>	
9850	Diluted earnings per share (Unit: NTD)	<u>\$ 0.78</u>		<u>\$ 0.86</u>	

See accompanying notes to consolidated financial statements.

T-FLEX TECHVEST PCB CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the years ended December 31, 2023 and 2022

(Amounts in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent company					Others				Total equity
	Share capital Ordinary shares	Capital surplus	Reserved surplus		Unappropriated retained earnings	Exchange differences in translation of foreign financial statements	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	Equity attributable to owners of parent company	Non-controlling interests	
			Legal reserve	Special reserve						
Balance on January 1, 2022	\$ 697,127	28,787	15,409	26,212	31,280	(34,004)	(15,078)	749,733	140,369	890,102
Net income	-	-	-	-	60,393	-	-	60,393	10,965	71,358
Other comprehensive income (loss)	-	-	-	-	2,361	7,794	(900)	9,255	1,766	11,021
Total comprehensive income (loss)	-	-	-	-	62,754	7,794	(900)	69,648	12,731	82,379
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	3,128	-	(3,128)	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(27,885)	-	-	(27,885)	-	(27,885)
Balance on December 31, 2022	697,127	28,787	18,537	26,212	63,021	(26,210)	(15,978)	791,496	153,100	944,596
Net income(loss)	-	-	-	-	54,815	-	-	54,815	(7,917)	46,898
Other comprehensive income (loss)	-	-	-	-	(1,265)	(11,949)	(533)	(13,747)	(946)	(14,693)
Total comprehensive income (loss)	-	-	-	-	53,550	(11,949)	(533)	41,068	(8,863)	32,205
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	6,275	-	(6,275)	-	-	-	-	-
Special reserve	-	-	-	268	(268)	-	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	(34,856)	-	-	(34,856)	-	(34,856)
Balance on December 31, 2023	\$ 697,127	28,787	24,812	26,480	75,172	(38,159)	(16,511)	797,708	144,237	941,945

See accompanying notes to consolidated financial statements.

T-FLEX TECHVEST PCB CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2023 and 2022
(Amounts in Thousands of New Taiwan Dollars)

	2023	2022
Cash flows from operating activities:		
Income before income tax	\$ 47,979	86,253
Adjustments for:		
Adjustments to reconcile net income (loss)		
Depreciation expense	95,701	98,546
Amortization expense	24	550
Expected credit loss (gain)	(4,589)	4,927
Interest expense	4,325	3,072
Interest income	(3,694)	(1,229)
Share of profit of Affiliates and joint ventures accounted for using equity method	(63,107)	(51,414)
Gain on disposal of property, plant and equipment	(87)	(1,121)
Total adjustments	28,573	53,331
Changes in assets and liabilities relating to operating activities:		
Net changes in assets relating to operating activities:		
Financial Assets Mandatorily At Fair Value Through Profit or Loss	-	116
Notes and accounts receivable	(113,460)	167,728
Other receivables	(8,272)	5,585
Inventories	(26,047)	80,337
Other current assets	(243)	(1,247)
Total net changes in assets relating to operating activities	(148,022)	252,519
Net changes in liabilities relating to operating activities:		
Notes and accounts payable	140,303	(139,810)
Other payables	26,079	(82,153)
Provisions for liabilities	(72,531)	(50,970)
Other current liabilities	(5,037)	329
Other non-current liabilities	102	(8,747)
Total net changes in liabilities relating to operating activities	88,916	(281,351)
Total net changes in assets and liabilities relating to operating activities	(59,106)	(28,832)
Total adjustments	(30,533)	24,499
Cash provided by operations	17,466	110,752
Interest received	3,680	1,213
Interest paid	(4,465)	(2,883)
Income taxes refund	(301)	111
Net cash provided by operating activities	16,360	109,193
Cash flows from investing activities:		
Acquisition of property, plant, and equipment	(54,108)	(53,549)
Disposal of property, plant, and equipment	8,038	26,987
Acquisition of intangible assets	-	(333)
Other non-current assets	-	1,605
Net cash flows from (used in) investing activities	(46,070)	(25,290)
Cash flows from financing activities:		
Short-term loans	29,000	(22,869)
Proceeds from long-term debts	-	183,000
Repayment of long-term loans	(32,065)	(182,990)
Repayment of lease liabilities	(4,078)	(3,657)
Distribution of cash dividends	(34,856)	(27,885)
Net cash used in financing activities	(41,999)	(54,401)
Increase (decrease) in cash and cash equivalents	(71,709)	29,502
Cash and cash equivalents at beginning of year	163,125	133,623
Cash and cash equivalents at end of year	\$ 91,416	163,125

See accompanying notes to consolidated financial statements.

(Attachment5)

T-FLEX TECHVEST PCB CO.,LTD.
EARNINGS DISTRIBUTION TABLE

2023

Unit: NTD

Items	Amount
Undistributed earnings	\$ 21,622,319
Add : Net Profit After Tax of 2023	54,815,363
Less : Changes in re-measurement of defined benefit plans	<u>(1,265,061)</u>
Income after tax for the period and other items adjusted to the current year's undistributed earnings	53,550,302
Less:Appropriated as legal reserve (10%) Accumulated distributable earnings until the end of 2023	(5,355,030)
Appropriated as special reserve	<u>(28,190,591)</u>
Less: Distributable items	41,627,000
Dividend to shareholders (Cash Dividends NTD0.2 Per Share)	<u>(13,942,533)</u>
Unappropriated retained earnings	<u><u>27,684,467</u></u>

Chairman:
Hsu, Cheng-Min

Manager:
Lee, Ming-His

Accounting Supervisor:
Liu,Chu-Chen

(Attachment6)

Comparison Table of Articles Before and After Amendment to the Rules of Procedure of the Shareholders' Meeting

Before Amendment	After Amendment	Revision Notes
<p>Article 32: After the pre-tax net profit of the current term before the remuneration for directors and that for employees are subtracted from the profit for the current year of the Company, less than 3% shall be set aside to be the remuneration for directors and <u>5% to 15%</u> shall be that for employees. In cases of pending cumulative deficits borne by the Company, an amount sufficient to offset the deficits shall be retained first.</p> <p>The employees' compensation may be made in form of shares and cash to the employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription shall be authorized by the resolution of the Board of Directors.</p> <p>The company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation in the preceding two paragraphs distributed in the form of shares or cash; and in addition, thereto a report of such distribution shall be submitted to the Shareholders Meeting.</p>	<p>Article 32: After the pre-tax net profit of the current term before the remuneration for directors and that for employees are subtracted from the profit for the current year of the Company, less than 3% shall be set aside to be the remuneration for directors and <u>1% to 10%</u> shall be that for employees. In cases of pending cumulative deficits borne by the Company, an amount sufficient to offset the deficits shall be retained first.</p> <p>The employees' compensation may be made in form of shares and cash to the employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription shall be authorized by the resolution of the Board of Directors.</p> <p>The company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation in the preceding two paragraphs distributed in the form of shares or cash; and in addition, thereto a report of such distribution shall be submitted to the Shareholders Meeting.</p>	<p>Cooperate with the revision of practical operations</p>
<p>Article32-1 : For annual earnings concluded by the Company, besides taxation as required by law, they shall be prioritized for offsetting prior deficits. Secondly, 10% of the remainder will be the legal reserve unless the legal reserve has reached the overall capital size and provision or reversal of special reserve reflective of operational demand may be done. In case of any surplus, the Board of Directors may combine it with prior ones and prepare the distribution proposal and introduce it during the</p>	<p>Article32-1 : For annual earnings concluded by the Company, besides taxation as required by law, they shall be prioritized for offsetting prior deficits. Secondly, 10% of the remainder will be the legal reserve unless the legal reserve has reached the overall <u>paid -in</u> capital size and provision or reversal of special reserve reflective of operational demand may be done. In case of any surplus, the Board of Directors may combine it with prior ones and prepare the distribution proposal and introduce it during the</p>	<p>Cooperate with practical work corrections</p>

Before Amendment	After Amendment	Revision Notes
<p>Shareholders Meeting for a decision prior to actual distribution. The Company may distribute dividends, bonuses or legal reserve in whole or in part of the capital surplus. If the distribution is to be made by cash and authorized for by two-thirds of the Board of Directors attending the meeting, it must be approved with a majority vote and will be reported at the Shareholders Meeting.</p> <p>In light of steady developments and a sound financial structure, the distribution of surpluses of the Company is not to be below 10% of distributable surpluses after prior surpluses are subtracted. When it is below 1% of the paid-in capital size, however, it may be decided that all the remaining surpluses will continue to be retained and not be distributed.</p> <p>Upon distribution of earnings, the cash dividend may not be below 10% of the overall dividends.</p>	<p>Shareholders Meeting for a decision prior to actual distribution. The Company may distribute dividends, bonuses or legal reserve in whole or in part of the capital surplus. If the distribution is to be made by cash and authorized for by two-thirds of the Board of Directors attending the meeting, it must be approved with a majority vote and will be reported at the Shareholders Meeting.</p> <p>In light of steady developments and a sound financial structure, the distribution of surpluses of the Company is not to be below 10% of distributable surpluses after prior surpluses are subtracted. When it is below 1% of the paid-in capital size, however, it may be decided that all the remaining surpluses will continue to be retained and not be distributed.</p> <p>Upon distribution of earnings, the cash dividend may not be below 10% of the overall dividends.</p>	
<p>Article34 : These Articles were formulated on December24, 1999.</p> <p>A first amendment was made on January 24, 2000.</p> <p>The second amendment was made on December 18, 2000.</p> <p>The third amendment was made on November 1, 2001.</p> <p>The fourth amendment was made on May 28, 2002.</p> <p>The fifth amendment was made on February 21, 2003.</p> <p>The sixth amendment was made on June 20, 2003.</p> <p>The seventh amendment was made on November 26, 2003.</p> <p>The eighth amendment was made on June 17, 2004.</p> <p>The ninth amendment was made on May 24, 2005.</p> <p>The tenth amendment was made on June 15, 2006.</p> <p>The eleventh amendment was made on May 15, 2007.</p> <p>The twelfth amendment was made on June 17, 2010.</p> <p>The thirteenth amendment was made on November 5, 2010.</p> <p>The fourteenth amendment was made on June 9, 2011.</p>	<p>Article34 : These Articles were formulated on December24, 1999.</p> <p>A first amendment was made on January 24, 2000.</p> <p>The second amendment was made on December 18, 2000.</p> <p>The third amendment was made on November 1, 2001.</p> <p>The fourth amendment was made on May 28, 2002.</p> <p>The fifth amendment was made on February 21, 2003.</p> <p>The sixth amendment was made on June 20, 2003.</p> <p>The seventh amendment was made on November 26, 2003.</p> <p>The eighth amendment was made on June 17, 2004.</p> <p>The ninth amendment was made on May 24, 2005.</p> <p>The tenth amendment was made on June 15, 2006.</p> <p>The eleventh amendment was made on May 15, 2007.</p> <p>The twelfth amendment was made on June 17, 2010.</p> <p>The thirteenth amendment was made on November 5, 2010.</p> <p>The fourteenth amendment was made on June 9, 2011.</p>	<p>The date of this revision has been updated</p>

Before Amendment	After Amendment	Revision Notes
<p>The fifteenth amendment was made on June 15, 2012. The sixteenth amendment was made on June 13, 2016. The seventeenth amendment was made on June 14, 2017. The eighteenth amendment was made on June 11, 2018. The nineteenth amendment was made on June 21, 2019. The twentieth amendment was made on June 17, 2022.</p>	<p>The fifteenth amendment was made on June 15, 2012. The sixteenth amendment was made on June 13, 2016. The seventeenth amendment was made on June 14, 2017. The eighteenth amendment was made on June 11, 2018. The nineteenth amendment was made on June 21, 2019. The twentieth amendment was made on June 17, 2022. <u>The twentieth amendment was made on June 21, 2024.</u></p>	

(Attachment7)

Details for Directors' and Its Representative' Participation in Other Company's Business

Job Title	Name	Concurrently hold positions in other companies
<i>Director</i>	<i>LEE, MING-HIS</i>	<i>President of TGT TECHVEST CO., LTD.</i>
<i>Director</i>	<i>HSU, MING-CHIEH</i>	<i>Director of T-Mac Techvest (Wuxi) PCB Co., Ltd.</i>

(Appendix1)

T-FLEX TECHVEST PCB CO.,LTD.
Articles of Incorporation

Section 1 General Provisions

Article 1 : The Company shall be incorporated, as a company limited by shares, under the Company Act, and its name shall be T-Flex Techvest PCB Co.,LTD. (T-FLEX TECHVEST PCB CO.,LTD. in Chinese Language)

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

1. CC01080 Electronics Components Manufacturing.
2. F219010 Retail Sale of Electronic Materials.
3. F401030 Manufacture Export .
4. F119010 Wholesale of Electronic Materials.

Article 3 : The Company is headquartered in Taoyuan City and, when necessary, may establish branches at home and abroad as resolved by the Board of Directors following the law.

Article 4 : The Company may become a shareholder of limited liability in other companies and the total amount of its investments in such other companies may exceed forty percent of the amount of its own paid-up capital without being subject to the restriction outlined in Article 13 of the Company Act.

Article 5 : The Company may provide endorsements and guarantees to the external for business needs or investment relationships.

Article 6 : Any public announcement to be made by the Company shall comply with the Company Act.

Section II Shares

Article 7 : The total capital of the Company shall be NT\$1,500,000,000, divided into 150,000,000 common shares at NT\$10 per share, among which NT\$50,000,000 is provided for the issuance of employee stock options for a total of 5,000,000 shares at NT\$10 per share, and the board of directors is authorized to reach resolution on issuance at discrete times.

Article 7-1 : Treasury shares bought back by the Company shall be transferred to employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription are authorized by a resolution made by the Board of Directors. When the Company issues restricted stock awards to the employees, employees who subscribe to the shares including employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription are authorized by a resolution made by the Board of Directors.

When the Company issues new shares, employees who subscribe to the shares include employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription are authorized by a resolution made by the Board of Directors.

When the Company issues restricted stock awards to the employees, employees who subscribe to the shares include employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription are authorized by a resolution made by the Board of Directors.

Article 8: For the shares issued by the Company, the physical issuance of share certificates may be exempted; however, the shares shall be registered with the Centralized Securities Depository Enterprises.

Article 9: Shareholders of the Company shall indicate their name or title, residence or domicile and seal on the seal card for submission to the Company or stock affairs agency institution designated by the Company. The same requirement shall be applied to any changes of the above. During the collection of dividends, bonuses, or to exercise shareholders' rights in writing with the Company, the signature and seal cards preserved by the Company shall be used as a determination basis.

Article 10: The registered shares certificates of the Company shall be endorsed by the shareholders for transfer, and the name or title of the transferee of the transfer shall be indicated on the share certificate. In addition, the name or title and residence of the transferee shall be recorded in the shareholders' roster of the Company for the transfer to be set up as a defense against the Company.

Article 11: In case where any share certificate is lost, stolen or diminished, it is necessary to fill out the share certificate loss application form and the reissuance of share certificate must be applied according to the Regulations Governing the Administration of Shareholder Services of Public Companies announced by the competent authority.

Article 12 : (Deleted)

Article 13: Any change and transfer registration of shares shall be prohibited within 60 days prior to the ordinary shareholders' meeting, 30 days prior to the extraordinary shareholders' meeting, or 5 days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.

Section III Shareholders Meeting

Article 14: The shareholders' meeting are classified into two types of the ordinary shareholders' meeting and the extraordinary shareholders' meeting. The ordinary shareholders' meeting shall be convened at least once per year, and shall be convened within six months after the

closing of each fiscal year. The extraordinary shareholders' meeting shall be convened whenever necessary according to laws. Unless otherwise specified in the Company Act, the shareholders' meeting described in the preceding paragraph shall be convened by the Board of Directors. For the convention of an ordinary shareholders' meeting, all shareholders shall be informed according to Article 172 of the Company Act, and the notice shall indicate the meeting convention date, location and reason of convention.

Article 14-1 : The Company's Shareholders Meetings may be held by video conference or other means as announced by the Central Authority.

The conditions, operating procedures and other matters to be complied with in the video conference of the Shareholders Meeting shall be under the relevant regulations of the securities supervisory authority.

Article 15: Where a shareholder for any reasons cannot attend the shareholders' meeting in person, he or she may appoint a proxy to attend a shareholders' meeting in his/her/its behalf by executing a power of attorney according to the regulation of Article 177 of the Company Act.

Article 16: During the convention of a shareholders' meeting, the chairman of the board shall act as the chair of the meeting. In case where the chairman of the board is absent, the chairman of the board shall designate one director as the acting chair. If no director is assigned, the directors shall elect one acting chair among from themselves. When the board of directors fails to or cannot convene a shareholders' meeting such that the shareholders' meeting is convened by any person other than the board of directors and having the convening right , he/she shall act as the chair of such meeting; however, if there are two or more persons having the convening right, the chair of the meeting shall be elected from among themselves.

Article 17: Unless otherwise specified in or restricted by the laws, each shareholder of the Company shall have one voting right for each share held.

When the Company convenes a shareholders' meeting, the electronic method for exercising the voting rights shall be listed as one of the channels for exercising the voting rights. The method of exercise shall comply with the provisions of the Company Act and regulations of the competent authority.

Article 18: Unless otherwise specified in the Company Act, any resolution at a shareholders' meeting shall be adopted by a majority of the shareholders presented, who representing more than half of the total number of the Company's outstanding shares, and shall be executed based on the majority of the voting rights of attending shareholders.

Article 19: Resolutions made in a shareholders' meeting shall be recorded in meeting minutes and shall be handled according to Article 183 of the Company Act.

Section 4 Directors

Article 20: The Company shall have seven to ten directors, and the candidates nomination system shall be adopted. The directors shall be elected by the shareholders' meeting from the candidate roster .The term of office of the directors shall be three years, and the directors may be eligible for re-elections.

According to the provisions of Article 14-2 and Article 14-4 of the Securities and Exchange Act, in the aforementioned roster of directors, the number of independent directors shall not be less than three and shall not be less than one fifth of the total number of directors. Relevant matters of the acceptance method and the public announcement, etc. of the candidate nomination system shall be handled in accordance with the provisions of the Company Act, Securities and Exchange Act and relevant laws and regulations.

Independent directors and non-independent directors shall be elected at the same time but on separate ballots.

During the term of office of the directors to where the and Company shall purchase liability insurances for the directors for their indemnification liabilities within the scope of their official services according the laws.

Article 21: When the number of vacancies of directors reaches one third of the total number of directors, the board of directors shall convene an extraordinary shareholders' meeting within sixty days to fill the vacancies, and the term of office thereof shall be limited to fulfill the unexposed term of office of the predecessor.

Article 22: In case where no election of new directors is effected after the expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 23: For the remuneration of all directors of the Company, the board of directors is authorized to reach a resolution on such remuneration based on their participation level and value of contribution to the operation of the Company along with the consideration of the standard adopted in the same industry.

Article 23-1: The board of directors' meetings of the Company shall be convened at least once quarterly. During the convention of a board of directors' meeting, notices indicating the reasons of convention shall be delivered to all directors seven days in advance; provided that in case of emergencies, such meeting may be convened at any time. The board of directors' convention notices may be made in writing, facsimile or electronic method.

Article 24: The board of directors shall be formed by directors. A chairman of the board shall be elected from among the directors during a board meeting attended by more than two-thirds of the directors and with the consents of a majority of the attending directors. In addition,

all affairs of the Company shall be executed according to the laws and resolutions of the shareholders' meeting and board of directors' meeting.

Article 25: The operation directives and other important matters of the Company shall be handled according to the resolutions of the board of directors' meetings. Except where the first meeting of each term of the board of directors' meeting shall be convened according to Article 203 of the Company Act, the rest of the board of directors' meetings shall be convened by the chairman of the board as the chair of the meeting. In case where the chairman of the board cannot perform duties, the chairman of the board shall designate one director to act as the acting chair. In case where acting chair is designated, the directors shall elect one person from among themselves to act as the acting chair.

Article 26: For a board of directors' meeting, unless otherwise specified in the Company Act, it shall be attended by a majority of the directors, and resolutions shall be made based on the consent of a majority of attending directors. In case where a director cannot attend the meeting due to reasons, he/she/it may appoint another director to act as a proxy for attending the board of directors' meeting on his/her/its behalf, by presenting a power of attorney indicating the authorization scope of the reason of convention; provided that such appointment shall be limited to one director only. During the convening of a board of directors' meeting, it may be held with the video conference method, and directors attending the meeting through video communication method shall be deemed to attend the meeting in person.

Article 27: Resolutions and proceedings of board of directors' meetings shall be recorded in meeting minutes and shall be handled according to Article 207 of the Company Act.

Article 28: The Company establishes the audit committee according to Article 14-4 of the Securities and Exchange Act. The audit committee shall be composed of the entire number of independent directors. One of the committee members shall be the convener, and at least one of the committee members shall be equipped with accounting or financial expertise. The audit committee and its members are responsible for exercising the power of the supervisors pursuant to the Company Act, Securities and Exchange Act and other corporate laws and regulations.

Section 5 Managerial Officers

Article 29 : The Company shall have a manager, whose appointment, dismissal and remuneration shall be following Article 29 of the Company Act.

Article 30: The Company may hire consultants and important employees based on resolution of a board of directors' meeting in accordance with the provision of Article 26 of the Articles of Incorporation.

Section6 Final Accounts

Article 31: The accounting fiscal year of the Company shall be from January 1 to December 31. At the end of each fiscal year, the board of directors shall prepare the following reports and statements for submission to the ordinary shareholders' meeting for ratification according to the statutory procedures:

- (1) The Business Report
- (2) The Financial Statements
- (3) The surplus earning distribution or loss off-setting proposals.

Article32 : After the pre-tax net profit of the current term before the remuneration for directors and that for employees are subtracted from the profit for the current year of the Company, less than 3% shall be set aside to be the remuneration for directors and 5% to 15% shall be that for employees. In cases of pending cumulative deficits borne by the Company, an amount sufficient to offset the deficits shall be retained first.

The employees' compensation may be made in form of shares and cash to the employees of the Parent or subsidiaries of the Company who meet certain criteria. The criteria and the method of subscription shall be authorized by the resolution of the Board of Directors.

The company may, by a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, have the profit distributable as employees' compensation in the preceding two paragraphs distributed in the form of shares or cash; and in addition, thereto a report of such distribution shall be submitted to the Shareholders Meeting.

Article32-1 : For annual earnings concluded by the Company, besides taxation as required by law, they shall be prioritized for offsetting prior deficits. Secondly, 10% of the remainder will be the legal reserve unless the legal reserve has reached the overall capital size and provision or reversal of special reserve reflective of operational demand may be done. In case of any surplus, the Board of Directors may combine it with prior ones and prepare the distribution proposal and introduce it during the Shareholders Meeting for a decision prior to actual distribution.

The Company may distribute dividends, bonuses or legal reserve in whole or in part of the capital surplus. If the distribution is to be made by cash and authorized for by two-thirds of the Board of Directors attending the meeting, it must be approved with a majority vote and will be reported at the Shareholders Meeting.

In light of steady developments and a sound financial structure, the distribution of surpluses of the Company is not to be below 10% of distributable surpluses after prior surpluses are subtracted. When it is below 1% of the paid-in capital size, however, it may be decided that

all the remaining surpluses will continue to be retained and not be distributed.
Upon distribution of earnings, the cash dividend may not be below 10% of the overall dividends.

Section 7 Supplemental Provisions

Article33 : All matters not covered by these Articles of Incorporation shall be handled following the provisions of the Company Act and relevant rules and regulations.

Article34 : These Articles were formulated on December24, 1999.

A first amendment was made on January 24, 2000.

The second amendment was made on December 18, 2000.

The third amendment was made on November 1, 2001.

The fourth amendment was made on May 28, 2002.

The fifth amendment was made on February 21, 2003.

The sixth amendment was made on June 20, 2003.

The seventh amendment was made on November 26, 2003.

The eighth amendment was made on June 17, 2004.

The ninth amendment was made on May 24, 2005.

The tenth amendment was made on June 15, 2006.

The eleventh amendment was made on May 15, 2007.

The twelfth amendment was made on June 17, 2010.

The thirteenth amendment was made on November 5, 2010.

The fourteenth amendment was made on June 9, 2011.

The fifteenth amendment was made on June 15, 2012.

The sixteenth amendment was made on June 13, 2016.

The seventeenth amendment was made on June 14, 2017.

The eighteenth amendment was made on June 11, 2018.

The nineteenth amendment was made on June 21, 2019.

The twentieth amendment was made on June 17, 2022.

(Appendix2)

T-FLEX TECHVEST PCB CO.,LTD.

Rules of Procedure for Shareholders Meetings (Before Amendments)

1. The rules of procedures for the company 's shareholders meetings, shall be as provided in these Rules. Any other matters not set forth in the Procedures shall be dealt with in accordance with the applicable laws, rules, and regulations.
2. Shareholders under this Procedure are shareholders themselves and the proxy appointed by the shareholders to attend the Meeting in accordance with the law.
3. Attending shareholders or proxies attending shareholders' meeting shall sign in or submit sign-in cards as substitute for sign in of the meeting. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register at the place or website designated by the company two days before the meeting date.

4. Attendance and vote at Shareholders meeting shall be calculated based on numbers of shares.
5. The venue for a shareholders meeting shall be the premises of the company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The time during which shareholder attendance registrations will be accepted, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

The restrictions on the place of the meeting shall not apply when the company convenes a virtual-only shareholders meeting.

In the event of a virtual shareholders meeting, the company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

When the Company convenes a virtual Shareholders' Meeting, particular matters shall be specified in the Shareholders' Meeting notice in accordance with Article 44-21 of the "Regulations Governing the Administration of Shareholder Services of Public Companies".

When the company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

When convening a virtual-only shareholders meeting, the company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

6. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair. If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance

with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

7. The company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity. Staffs handling administrative affairs of a Shareholders Meeting shall wear identification cards or arm bands.

8. The Company shall make an audio or video recording through the entire procedure of the Shareholders Meeting and retain the recorded materials for at least 1 year. However, if a lawsuit is filed by a shareholder following Article 189 of the Company Act, it shall be kept until the end of the lawsuit.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

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

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the company in accordance with this regulations.

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

10. If a meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed per the agenda, which may not be changed without a resolution of the meeting. The above provision applies mutatis mutandis to the case where the meeting is convened by any person, other than the Board of Directors, entitled to convene such a meeting. Unless otherwise resolved at the meeting, the Chairperson cannot announce adjournment of the meeting before all the matters of discussion (including motions) listed in the agenda are resolved. The shareholders cannot designate any other person as Chairperson and continue the meeting in the same or another place after the meeting is adjourned.

11. When a shareholder presents at the meeting wishes to speak, a Speech Note should be filled out with a summary of the speech, the shareholder's number (or the number on the Attendance Card) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the Chairperson. A shareholder in attendance who has submitted a speaker's slip but does not speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Unless otherwise permitted by the Chairperson and the shareholder in speaking, no shareholder shall interrupt the speeches of the other shareholders; otherwise, the Chairperson shall stop such interruption.

12. A shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules of the previous paragraph or exceeds the scope of the agenda

item, the Chairperson may terminate the speech.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in the first two paragraphs and Article 11, Article 13 do not apply.

13. When a legal person is appointed to attend as a proxy, it may designate only one person to represent it in the meeting. When appointing two or more representatives to attend a meeting, only one of the representatives appointed may speak on the same proposal.
14. After an attending shareholder has spoken, the Chairperson may respond in person or direct relevant personnel to respond.
15. Regarding the discussion of motions, when the chair considers the motion has been discussed sufficiently and shall put it to a vote, the chair may announce the discussion closed and call for a vote.
16. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the Chairperson, provided that all monitoring personnel shall be shareholders of the Company.
17. During the meeting, the Chairperson may at his or her discretion, set time for a break.
18. The Chairperson may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
19. Except as otherwise provided in the Company Act and in the company 's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

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

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

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

- 19-1. On the day of a shareholders meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares

represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taipei Exchange Market regulations, the company shall upload the content of such resolution to the MOPS within the prescribed time period.

In the event of a virtual shareholders meeting, the company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations.

20. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
21. 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. The number of shares for which voting rights may not be exercised shall not be calculated as part of the voting rights represented by attending shareholders.
22. When a shareholder appoints a proxy to attend a Shareholders Meeting, except for trust enterprises or stock agencies approved by the competent authority, when a person 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. Any legal entity designated as a proxy by a shareholder to be present at a meeting may appoint up to two representatives to attend the meeting.
23. The Company calls a Shareholders Meeting, shareholders may exercise their voting rights by way of written form and electronic transmission in a Shareholders Meeting shall describe in the Shareholders Meeting notice the method of exercising their voting right. A shareholder who exercises his or her voting right at a Shareholders Meeting by way of written form or electronic transmission shall be deemed to have attended the said Shareholders Meeting in person. but to have waived his or her rights concerning 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.

When the company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with the rule decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal

24. A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the company, shall not vote nor exercise the voting right on behalf of another shareholder.

25. When a meeting is in progress, if a force majeure event occurs, the Chairperson may rule the meeting temporarily suspended and announce a time when, given the circumstances, the meeting will be resumed. A resolution may be adopted at a Shareholders Meeting to resume the meeting within five days of the announcement or without notice.
26. If the meeting cannot be held on the notified date, the Board of Directors is authorized to adjourn or resume the meeting, within five days, following Article 182 of the Company Act.
Article 172 of the Company Act shall not apply to the procedure of convening the meeting or adjourning or resuming the meeting of the preceding paragraph.
In the event of a virtual shareholders meeting, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.
For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.
For a meeting to be postponed or resumed under the third paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.
During a postponed or resumed session of a shareholders meeting held under the third paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.
When the company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in third paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the third paragraph is required.
Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
27. Anything not covered by the Procedure shall be governed by the Company Act, the Articles of Incorporation of the Company and other applicable laws.
28. This Rules of procedure shall be effective from the date it is approved by the Shareholders Meeting. The same applies in the case of its revision.

(Appendix3)

T-FLEX TECHVEST PCB CO.,LTD.
Status of Shares Held by Directors

- I. The Company has established an Audit Committee in lieu of a supervisor in accordance with Article 14-4 of the “Securities and Exchange Act”.
- II. In accordance with Article 26 of the “Securities and Exchange Act” and “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if the Company has elected two or more independent directors, the share ownership for all directors other than the independent directors shall be decreased by 20 percent. The minimum shareholding of all the Company’s directors other than independent directors shall be 5,577,013 shares.
- III. Until the book closure date of the Shareholders Meeting (April 23, 2024) the registered shareholding by the individual directors and the Board of Directors was as follows:

Position	Name	Date elected	Tenure	Shareholding when elected		Shareholdings listed on the shareholders’ list until the book closing date.	
				Shares	Ratio	Shares	Ratio
Chairman	Representative of Taiwan Printed Circuit Board Techvest Co., LTD.: HSU, CHENG-MIN	June 17, 2022	3	30,821,897	44.21%	30,821,897	44.21%
Directors	Representative of Taiwan Printed Circuit Board Techvest Co., LTD.: LEE, MING-HSI	June 17, 2022	3	30,821,897	44.21%	30,821,897	44.21%
Directors	Representative of Taiwan Printed Circuit Board Techvest Co., LTD.: HSU, MING-CHIEH	June 17, 2022	3	30,821,897	44.21%	30,821,897	44.21%
Directors	HU, HSIU-HSING	June 17, 2022	3	0	0%	0	0%
Independent Director	HU, CHIA-LI	June 17, 2022	3	0	0%	0	0%
Independent Director	TSENG, HSIU-MIN	June 17, 2022	3	0	0%	0	0%
Independent Director	WU, YA-CHUAN	June 17, 2022	3	0	0%	0	0%
Total shareholding of all the Company’s directors				30,821,897	44.21%	30,821,897	44.21%

Note: Total shares issued as of June 17, 2022: 69,712,666 shares.

Total shares issued as of April 23, 2024: 69,712,666 shares.

- IV. Shares held by the Company’s directors other than the independent directors amounted to 30,821,897 shares, which has fulfilled the minimum percentage requirements of the regulation.

(Appendix4)

Others Explanatory Documents :

The processing of the shareholders' proposal rights at the annual Shareholders Meeting was as follows:

1. According to Article 172-1 of the Company Act, shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the company for discussion at a regular Shareholders Meeting, provided that only one matter shall be allowed in every single proposal and the proposal shall include reasons with no more than three hundred (300) words (including punctuations), otherwise the proposal shall not be included in the agenda. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular Shareholders Meeting whereat his/her proposal is to be discussed and shall take part in the discussion of such proposal.
2. The period of processing the shareholders' proposal is from April 2, 2024 to April 12, 2024(proposal shall be served before 3:00 p.m. April 12, 2024) and announced following the law in the Market Observation Post System (MOPS).
3. During that period, the Company received no proposal from any shareholder.