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**JIIN YEEH DING ENTERPRISE CORP.**

**2025 Annual Shareholders' Meeting**

**Meeting Handbook**

**(TRANSLATION)**

**June 18, 2025**

## **Table of Contents**

	<b><u>Page</u></b>
I. Meeting Procedures.....	1
II. Meeting Agenda.....	2
III. Report Items.....	3
IV. Matters for Ratification.....	3
V. Matters for Discussion.....	4
VI. Electoral Matter.....	4
VII. Other Proposal.....	5
VIII. Extempore Motions.....	5
Appendix	
1. Business Report.....	6
2. Audit Committee's Review Report.....	11
3. Comparison Table of the Amended Provisions of Corporate Governance Best Practice Principles.....	12
4. CPAs' Audit Report and 2024 Parent Company Only Financial Statements.....	13
5. CPAs' Audit Report and 2024 Consolidated Financial Statements.....	19
6. Comparison Table of the Amended Provisions of Articles of Incorporation.....	27
7. List of Candidates for Director and Independent Director.....	28
8. Details of Concurrent Positions of Directors in Other Companies.....	31
Annex	
1. Share Ownership of Directors.....	32
2. Corporate Governance Best Practice Principles (Before Amendment)....	33
3. Articles of Incorporation (Before Amendment).....	45
4. Rules of Procedures for Shareholders' Meetings.....	50
5. Procedures for Election of Directors .....	56

## **I. Meeting Procedure**

Jiin Yeeh Ding Enterprise Corp.

### **Procedure for the 2025 Annual Shareholders' Meeting**

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Report Items
- IV. Matters for Ratification
- V. Matters for Discussion
- VI. Election Matter
- VII. Other Proposal
- VIII. Extempore Motions
- IX. Meeting Adjourned

## **II. Meeting Agenda**

### **Jiin Yeeh Ding Enterprise Corp. Agenda of the 2025 Annual Shareholders' Meeting**

Time: 9:00 a.m., Wednesday, June 18, 2025

Venue: Conference room of the Company's Xibin factory (No. 760, Sec. 6, Xibin Rd., Siangshan District, Hsinchu City)

Convening method: Physical Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Report Items
  - 1. 2024 Business Report.
  - 2. Audit Committee's Review Report.
  - 3. Allocation of employees' and directors' remuneration for 2024.
  - 4. Report on the distribution of 2024 profits in cash dividends
  - 5. Report on the revision of the " Corporate Governance Best Practice Principles ".
- IV. Matters for Ratification
  - 1. Adoption of the 2024 Business Report and Financial Statements.
  - 2. Adoption of the proposal for distribution of 2024 profits.
- V. Matters for Discussion
  - 1. The amendment of " Articles of Incorporation ".
- VI. Election Matter
  - 1. Full re-election of directors (including independent directors).
- VII. Other Proposal
  - 1. Lifting the non-compete restriction on directors.
- VIII. Extemporaneous Motions
- IX. Meeting Adjourned

### III. Reports

#### 1. 2024 Business Report.

Descriptions: Attached business report. (Please refer to Page 6 to 10, Appendix 1)

#### 2. Audit Committee's Review Report.

Descriptions: Attached Audit Committee's review report. (Please refer to Page 11, Appendix 2)

#### 3. Allocation of employees' compensation and directors' remuneration for 2024.

Descriptions: 1. According to Article 20 of the Articles of Incorporation, if there is any profit as a result of the yearly accounting closing, the Company shall appropriate no less than 6% to 15% of the profit as employees' compensation and no more than 5% of the profit as directors' remuneration.

2. The employees' compensation and directors' remuneration for 2024 were approved by the Board of Directors. The total amount of employees' compensation was NT\$32,432,054 and the total amount of directors' remuneration was NT\$8,108,014, both of which were paid in cash.

#### 4. Report on the distribution of 2024 profits in cash dividends.

Descriptions: 1. In accordance with Article 20-1 of the Articles of Incorporation, the distributable dividends and bonuses may be paid in the form of cash, the Board of Directors is authorized to resolve the matter by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors. Additionally, a report of the distribution shall be submitted to the shareholders' meeting.

2. It is proposed to allocate NT\$240,290,320 as shareholders' dividends, to be distributed in the form of cash dividends at NT\$2.5 per share. Cash dividends shall be calculated based on the distribution ratio and rounded down to the nearest whole dollar. The total amount of fractional remainders less than one dollar shall be accounted for as other income of the Company.

3. After the proposal is approved by the Board of Directors, the Chairman is authorized to set the ex-dividend record date of distribution of 2024 cash dividends, and the payment operation. In the event of any subsequent change in the Company's share capital that affects the number of outstanding shares, and the shareholders' cash dividend ratio changes as a result, the Chairman is also fully authorized to handle it.

#### 5. Report on the revision of the " Corporate Governance Best Practice Principles ".

Descriptions: 1. In accordance with the newly added provisions of the " Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies " on August 23, 2024. To enhance corporate value and sustainable development, companies should formulate and disclose their operational strategies and business plans, and actively engage with shareholders and stakeholders.

2. The comparison table of amended provisions. (Please refer to Page 12, Appendix 3)

### IV. Ratifications

Proposal 1: Adoption of the 2024 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Descriptions: 1. The Company's Financial Statements for 2024, including Balance Sheets, Statements of Comprehensive Income, Statements of Changes in Equity, and Statements of Cash Flows have been approved by the Board of Directors. In addition, the above-mentioned Financial Statements were audited by certified public accounts, Luo, Re-Chih and Huang, Yung-Hua of KPMG.

2. Attached the 2024 Business Report, CPA's audit report and above-mentioned Financial Statements. (Please refer to 13 to 26, Appendix 4 and Appendix 5)

Resolution:

Proposal 2: Adoption of the proposal for distribution of 2024 profits.

(Proposed by the Board of Directors)

Descriptions: 1. To be formulated the Earnings Distribution table is as follows:

Jiin Yeeh Ding Enterprise Corp.  
2024 Earnings Distribution Table

Unit: NT\$

Undistributed surplus earnings, beginning of period	687,029,214
Add: Remeasurement of the defined benefit plan	508,660
Add: Net profit for the period	465,433,937
Less: Legal reserve	(46,594,260)
Add: Reversal of special reserve	10,677,394
Earnings available for distribution for the period	1,117,054,945
Distribution item:	
Shareholders' dividend (cash dividend of NT\$2.5 per share)	(240,290,320)
Undistributed surplus earnings, end of period	876,764,625

Chairman: Chuang, Ching-Chi    Manager: Chuang, Jui-Yuan    Accounting Manager: Hu, Pei-Ju

2. Please proceed to vote on the proposal.

Resolution:

## V. Discussions

Proposal 1: The Amendment of " Articles of Incorporation ".

(Proposed by the Board of Directors)

Descriptions: 1. In accordance with the amended provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, the Company shall specify in its Articles of Incorporation the relevant matters regarding allocating a certain percentage of annual surplus earnings for adjusting the salaries or distributing remuneration to grassroots employees.

2. The comparison table of Articles of Incorporation. (Please refer to Page 27, Appendix 6)

3. Please proceed to vote on the proposal.

Resolution:

## VI. Election Matter

Proposal 1: Full re-election of directors (including independent directors).

(Proposed by the Board of Directors)

Descriptions: 1. The term of office of the current director expires on June 26, 2025. It is proposed to conduct a comprehensive re-election in advance at the 2025 ordinary meeting of shareholders.

2. In accordance with Article 13 of the Articles of Incorporation, 11 directors (including 4 independent directors) shall be selected and appointed by the shareholders from the list of candidates for directors, and the new directors shall take office from the date of election for a term of three years from June 18, 2025 to June 17, 2028.

3. This election is conducted in accordance with the Company's " Procedures for Election of Directors ".

4. The list of candidates for directors and independent directors of the Company was reviewed and approved at the board meeting on May 7, 2025, with relevant academic education, experience and number of shares held. (Please refer to Page 28 to 30, Appendix 7)

5. Please proceed to elect on the proposal.

Resolution:

## **VII. Other proposal**

Proposal 1: Lifting the non-compete restriction on directors.

(Proposed by the Board of Directors)

Descriptions: 1. In accordance with Article 209 of the Company Act, a director who does anything for himself or others that is within the scope of the company's business, shall explain to the meeting of shareholders the important contents of his acts and secure its permission.

2. The 11th Board of Directors and the representative of the corporate director have committed the non-compete act specified in Article 209 of the Company Act. On the premise of harming the interests of the Company, they shall submit to the shareholders' meeting for approval to lift the non-compete restrictions.

3. The newly elected directors (including independent directors) and their representatives shall be attached with the details of the positions concurrently in other companies. (Please refer to Page 31, Appendix 8)

4. Please proceed to vote on the proposal.

Resolution:

## **IX. Extempore Motions**

## **IX. Meeting Adjourned**

## Appendix

### Appendix 1. Business Report

#### Jiin Yeeh Ding Enterprise Corp. 2024 Business Report

Thank you for taking the time to attend the Company's 2025 Annual Shareholders' Meeting amidst your busy schedules. In 2024, the Company once again achieved record profits, delivering an outstanding overall performance. Here is a report on the implementation of the 2024 business plan and the outlook for 2025 operations:

#### I. Business results of the previous year (2024)

##### (I) Implementation results of the business plan

The Company recorded a consolidated net operating revenues of NT\$4.9 billion in 2024, consolidated gross profit was NT\$830 million (gross profit margin of 17%), a decrease from the previous year's gross profit of NT\$470 million (gross profit margin of 13%). This increase was primarily driven by hedging demand due to geopolitical risks, expectations of interest rate cuts by the Fed, and increased gold reserves by some central banks. As gold prices repeatedly reached new highs, this boosted metal prices and improved gross profit performance. In 2024, the consolidated net profit after tax was NT\$465 million, with earnings per share of NT\$4.84. In terms of the product sales mix in 2024, gold and gold-containing precious metals accounted for 27% of total revenue; copper accounted for 52% of revenue; other accounted for 21%.

Increases in two of the three profitability ratios. Excluding the net profit margin, which declined due to a higher base from NTD 300 million in non-operating income from the listing of of Chung Tai stock in the previous year (2023), both the gross profit margin and operating profit margin increased, indicating strong core business profitability.

Unit: NTD Thousand

Item	Year			
	2024	%	2023	%
Operating revenue	4,935,997	100	3,658,466	100
Gross profit	826,974	17	472,448	13
Operating profit	588,283	12	280,151	8
Net profit attributable to owner of the parent company	465,434	9	534,753	15
Earnings per share (NT\$)	4.84	-	5.57	-

##### (II) Budget implementation status 、analysis of financial revenue and expenditure and profitability

1. Budget implementation status: The Company has not prepared financial forecasts for 2024 and this is therefore not applicable.

2. Analysis of financial revenue and expenditure and profitability: Please refer to the summary table and the complete financial report below.

##### (i) Financial revenue and expenditure

Unit: NTD Thousand

Item	2024	2023	Amount of increase (decrease)	Percentage of increase (decrease)
Operating activities in cash inflows	419,596	212,148	207,448	97.78%
Investing activities in cash outflows	(81,425)	(143,244)	61,819	43.16%
Financing activities in cash outflows	(161,233)	(183,061)	21,828	11.92%



#### Cash flow analysis:

- (1) Increase in inflow from operating activities: Mainly due to both the gross profit margin and operating profit margin increased, indicating strong core business profitability.
- (2) Decrease in outflow from investing activities: Mainly due to the equity transaction proceeds of Lianyungang Rongding has been received.
- (3) Decrease in outflow from financing activities: Mainly due to short-term working capital needs, short-term borrowings were increased.

#### (ii) Analysis of profitability

Item		2024	2023
Return on assets (%)		12.78	15.99
Return on equity (%)		14.94	18.90
Ratio of paid-in capital (%)	Operating profit	61.21	29.16
	Net profit before tax	53.97	68.35
Net profit margin (%)		9.43	14.40
Earnings per share (NT\$)		4.84	5.57

#### (IV) Research and development status

- 1.The Company has developed purification technology to increase the recovery rate of precious metals and to reduce the use of chemicals in the recovery process. Pursuing a more eco-friendly processing method is the Company's main research direction.
- 2.Research and development results are as follows:

Year	Technology or products successfully developed
2016	* Separated Pt and Rh * Improved the platinum processes and enhanced the purity
2017	* Indium recovery * Recovered nickel and tin from small steel balls
2018	* Recovered palladium gold from copper anode slime * Increased the purity of palladium from 80% to 90% or higher
2019	* Electrolyzed low-grade copper
2020	* PET plastic recycling * Cleaned and recycled Ni and Cu paste containers for reuse * Increased the purity of palladium from 90% to 99% or higher
2021	* Recycled tin-containing waste
2022	* Recovery of rhodium from rhodium acetate materials
2023	* Recycling of valuable metals from waste batteries - Cobalt (Co)
2024	* Recovery of Rh-containing isooctanol waste liquid

## II. Outline of the business plan for the current year (2025)

### (I) Operating guidelines and Operating strategies

#### 1. Operating guidelines:

The Company upholds the business philosophy of "technology first, quality first, service first," and the three major operational principles of resource assurance, resource recycling, and resource utilization. It forges alliances with the technology industry to jointly create a new vision for the "green technology industry."

#### 2. Operating strategies: Upgrade, control, create, customer relationship maintenance, and building Brand Awareness

- (1) Upgrade: Refine existing gold, copper and rhodium refining technology, develop new product metal Cobalt and new energy automobile batteries recovery technology.
- (2) Control: Strictly control metal price fluctuation risk and exchange risk.
- (3) Create: Follow market trends and actively develop related products to expand the Company's product portfolio and reduce the impact of economic cycles on Company operations.
- (4) Customer relationship maintenance: By deepening customer relationships and accurately understanding their demands, the Company retains detailed records of the process and outcomes of addressing customer feedback, serving as a reference for providing customers with higher-quality services in the future.
- (5) Building Brand Awareness: By leveraging new channel development through cooperation or investment, the Company enhances its exposure, boosts customer brand awareness, and fosters greater feelings of security and trust among customers, thereby increasing collaboration opportunities. Establishing a successful, competitive brand can mitigate the impact of regional economic fluctuations or the operational risks posed by individual sales customers on the Company's operations.

### (II) Expected sales volume and its basis

Looking ahead, the EU (CBAM) began its trial phase in October 2023 and will officially take effect in 2026. In the United States, the (CCA) has recently passed its second reading. If approved, the U.S. will begin levying a carbon tax in 2024. Corporate carbon reduction is a global trend that Taiwan, as an export-oriented economy, cannot avoid. In the current dual energy transition (green energy + digital), resilient grids and stable power supply, along with distributed generation and virtual power plants, are becoming increasingly important, with their market share steadily growing. With the increasing adoption of electric vehicles, effective battery recycling will play an ever more crucial role in the green and circular economy. Furthermore, while promoting solar power generation, ensuring the environmentally sound treatment of solar panels is also a very important aspect. To create a net-zero economy, enhancing hard power will be a mandatory course for enterprises.

Jiin Yeeh Ding Hsinchu Plant II is establishing a complete process for the disposal of waste solar panels and applying for patents in various countries (patents in Taiwan and Japan have been obtained). It is expected to be officially operational in Q3 of 2025, enabling the recovery of various materials from solar panels. The main materials in solar panels are approximately 75% glass, 10% aluminum, 10% EVA plastic, and other materials such as silicon, copper, and silver. Solar panels can withstand sunlight, wind, and rain for at least 20 years, indicating a high level of material quality that should be recycled and reused.

Another aspect, Jiin Yeeh Ding is deeply aware that the electric vehicle battery recycling business is a continuously expanding business opportunities. With the popularity of electric vehicles and technological advancements, the demand is steadily increasing. This business area includes the collection, processing, disassembly, and recycling of electric vehicle batteries to ensure the reuse of valuable materials in the batteries while reducing environmental impact. Before venturing into the electric vehicle battery recycling business, understanding market demand and trends is key. Establishing partnerships with electric vehicle manufacturers, battery producers, and government agencies can help ensure a stable supply and enhance the sustainability of the business. We are actively seeking battery processing plants as strategic partners to achieve greater value through collaborative efforts, risk sharing, and resource integration, thereby gaining a competitive advantage.

### (III) Important production and marketing policies

1. Focus on the core business:
  - (1) Avoid non-hedging derivative trading.
  - (2) Expand deployment in household electronic waste and waste solar panel recycling.
2. Lean operation:
  - (1) Reduce the inventory of raw materials and increase the speed of destocking.
  - (2) Optimize work flow.
3. Creating value:
  - (1) Develop new markets for existing products.
  - (2) Expand the recycling value chain of the existing recycling technologies.
  - (3) We are diversifying the development of new products and new recycling technologies to broaden the Company's product range.

### III. Future Development Strategy of the Company

The business plan of the Company for 2025 is organized into five major development axes:

1. The ongoing construction of Jiin Yeeh Ding Hsinchu Plant II is expected to be officially operational in Q3 of 2025, which will increase revenue from the processing of Class A mixed hardware waste (including waste small appliances and waste solar panels).
2. We are establishing a complete process for the treatment of waste solar panels and applying for patents in various countries (patents in Taiwan and Japan have been obtained), continue to apply for patents in various countries and penetrate the waste solar panel recycling market in the United States.
3. Work on the market access and recycling of electronic waste and hardware waste in Southeast Asia.
4. Observing the alliance battery processing plants to expand the electronic waste treatment market.
5. Having deployed green electricity investments, we have secured a 1,300 kW agrivoltaic project, enabling us to achieve the RE10X10 green electricity initiative's commitment to using 10% renewable energy by 2025. Our 2050 net-zero emissions target remains unchanged.

### IV. Influence of external competition environment, the legal environment, and the overall business environment

#### (I) Competitive advantages of JYD:

- 1.Environmental pollution directly and indirectly affects a country's overall image and competitiveness. With the continuous revision of the domestic Waste Disposal Act and the Resource Recycling Act, the government has become increasingly stringent in the formulation of environmental protection laws and regulations and has spared no effort to combat lawlessness. In addition, it is difficult to obtain acquisition and handling licenses for special purpose land use for waste clearance (processing) agencies. This makes the Company strongly competitive in the market.
- 2.The Company has abundant experience in clearing and disposing of industrial waste. Among the licensed Grade A processing institutions nationwide in Taiwan. There are only three companies that specialize in solid waste metal recovery and are listed on the TSE: Jiin Yeeh Ding, Super Dragon, and Solar Applied Materials. Jiin Yeeh Ding is a leader in waste processing volume and enjoys an outstanding reputation in the industry.
- 3.The Company is the only listed firm among classified participants in the domestic solar panel recycling industry. We can clear and dispose of "D-2528 solar panels discarded after use", making us the preferred manufacturer for the Taiwan Photovoltaic Industry Association. The Xibin Plant II is currently under construction and will increase production capacity after completion. We expect the Plant to create, generate profits and growth for JYD in the future.

- (II) The Company's daily operations are handled in accordance with the relevant domestic and foreign laws and regulations, and we pay constant attention to the development trend of domestic and foreign policies and regulatory changes, collect relevant information to provide for management decision-making reference, and consult with relevant professionals for the sake of immediate adjustments to the Company's operating strategy. In February 15, 2023, the President enacted the Climate Change Response Act, formally enshrining “Net Zero Emissions by 2050” into law. The Financial Supervisory Commission (FSC) also set a clear timetable for listed companies to complete carbon audits. Our Company has established a Sustainable Development Task Force in response. In the most recent year, the Company has not been affected by changes in important domestic and foreign policies and laws having an influence on the Company's financial business.
- (III) The emergence of green business opportunities has shifted the perception of “green” from a passive regulatory requirement to a critical competitive advantage affecting sales volume and brand image. Investing in and embracing these opportunities not only contributes to environmental preservation but also holds the potential for significant long-term economic returns. In light of the overall business landscape, Jiin Yeeh Ding is committed to supporting corporate sustainability through emission reduction and carbon offsetting, while also expanding our footprint in the recycling sector to capitalize on green business opportunities

Jiin Yeeh Ding remains steadfast in our commitment to rewarding shareholders by sharing the Company's operational success through regular cash dividends. Moving forward, we will maintain our consistent execution capability, implement strategic initiatives, and fortify our competitive position. Lastly, we extend our sincere appreciation to all shareholders for their unwavering support and patronage over the years.

Jiin Yeeh Ding Enterprise Corp.

Chairman: Chuang, Ching-Chi

President: Chuang, Jui-Yuan

Accounting Manager: Hu, Pei-Ju

## Appendix 2. Audit Committee's Review Report

Jiin Yeeh Ding Enterprise Corp.

### Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements, and earnings distribution proposal, among which Financial Statements have been audited by Luo, Re-Chih and Huang, Yung-Hua, CPAs at KPMG, by whom an audit report have been issued. The Business Report, Financial Statements, and earnings distribution proposal above have been examined and reviewed by the Audit Committee, and no discrepancies were found. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

2025 Annual Shareholders' Meeting of Jiin Yeeh Ding Enterprise Corp.

Jiin Yeeh Ding Enterprise Corp.

Convener of the Audit Committee: Chuang, Chin-Te

May 7, 2025

**Appendix 3. Comparison Table of the Amended Provisions of Corporate Governance Best Practice Principles**

Jiin Yeeh Ding Enterprise Corp.  
Comparison Table of the Amended Provisions of  
Corporate Governance Best Practice Principles

No.	After Amendment	Before Amendment	Reference and reason for the amendment
Section 2 Article 13-3	The Company shall formulate and disclose its operational strategies and business plans, and clarify its specific measures to enhance corporate value, submit it to the Board of Directors and actively communicate with shareholders.	Added	1. In accordance with the newly added provisions of the “Corporate Governance Best Practice Principles for TWSE/GTSM Listed Companies” on August 23, 2024. 2. To enhance corporate value and sustainable development, the Company shall formulate and disclose its operational strategies and business plans, and actively engage with shareholders and stakeholders.

## Appendix 4. CPAs' Audit Report and 2024 Parent Company Only Financial Statements

### Independent Auditors' Report

To the Board of Directors of Jiin Yeeh Ding Enterprise Corp.:

#### Opinion

We have audited the financial statements of Jiin Yeeh Ding Enterprise Corp. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the financial statements, including a summary of significant accounting policies.

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

#### Basis for Opinion

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

##### 1. Inventory valuation

Please refer to note 4(g) "Inventories", note 5(a) "Valuation of inventories" and note 6(e) "Inventories" to the financial statements.

Description of key audit matter:

The Company is operating professional electronic waste recycling and treatment business. Inventories are measured at the lower of cost and net realizable value. The main content of inventories are precious metals (copper, gold, silver, palladium, etc.), which have risk of impairment due to market price fluctuation. Therefore, inventory valuation is one of the important issues in performing audit of the financial statement of the Company.

How the matter was addressed in our audit:

Our principal audit procedures to the key audit matter mentioned above included: understanding the Company's policies regarding inventory impairment loss recognition; selecting proper samples in assessing whether the established accounting policies had been implemented accordingly; check the calculation of allowance for inventory impairment prepared by management, select items to check the data resource of its net realizable value and verify supporting documents, recalculate the amount of allowance for inventory impairment to assess whether it is reasonable.

## 2. Revenue Recognition

Please refer to note 4(n) "Revenue" and note 6(s) "Revenue from contracts with customers" to the financial statements.

Description of key audit matter:

The Company is operating professional electronic waste recycling and treatment business. Operating revenue is one of the most significant accounts to the financial statements. It matters to financial statements that whether revenue is recognized at proper timing and whether it is complete. Therefore, revenue recognition is one of the important issues in performing audit of the financial statement of the Company.

How the matter was addressed in our audit:

Our principal audit procedures to the key audit matter mentioned above included: understanding the Company's policies regarding revenue recognition and matching them to the sales terms to see if the applicable policies are reasonable; understanding and testing internal control of sales and collection cycle for effectiveness of its design and implementation; selecting sales transactions to check its supporting documents such as customer orders and shipment documentations; selecting sales transactions before and after cutoff date to check supporting documents of shipment and sales terms to verify if they are recorded in proper period.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

As part of an audit in accordance with the Statements of Auditing Standards, we exercise professional judgment and professional skepticism. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.



3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Luo, Re-Chih and Huang, Yung-Hua.

KPMG

Taipei, Taiwan (Republic of China)  
March 21, 2025

#### **Notes to Readers**

The accompanying financial statements are intended only to present the 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 financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying 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 auditors' report and financial statements, the Chinese version shall prevail..

(English Translation of Parent Company Only Financial Statements and Report Originally Issued in Chinese)  
**Jiin Yeeh Ding Enterprise Corp.**  
**Balance Sheets December 31, 2024 and 2023**  
**(Expressed in Thousands of New Taiwan Dollars)**

Assets		December 31, 2024		December 31, 2023				Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%					Amount	%	Amount	%
<b>Current assets:</b>								<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 346,096	9	347,328	10	2100	Short-term borrowings (notes 6(k))	\$ 60,000	2	-	-	-	-
1110	Current financial assets at fair value through profit or loss (note6(b))	263,556	7	340,708	10	2120	Current financial liabilities at fair value through profit or loss (note 6(b))	-	-	1,439	-	-	-
1170	Trade receivables, net (including related parties) (note 6(c) and 7)	159,662	4	147,554	4	2170	Notes payables and trade Payables (including related parties) (note 7)	158,812	4	81,817	2	-	-
1200	Other receivables (including related parties) (note6(d) and 7)	20,790	-	17,390	1	2200	Other payables (including related parties) (note 7)	120,248	3	104,192	3	-	-
130X	Inventories (note 6(e))	727,934	19	498,265	15	2230	Current tax liabilities	-	-	47,385	1	-	-
1476	Other current financial assets (notes 6(i) and 8)	135,457	4	128,225	4	2280	Current lease liabilities (notes 6(m) and 7)	5,571	-	2,294	-	-	-
1479	Other current assets, others (note 6(j)(p))	<u>65,572</u>	<u>2</u>	<u>58,757</u>	<u>2</u>	2322	Long-term loans due within one year (notes 6(l), 7 and 8)	37,976	1	29,149	1	-	-
		<u>1,719,067</u>	<u>45</u>	<u>1,538,227</u>	<u>46</u>	2399	Other current liabilities	<u>8,077</u>	<u>-</u>	<u>548</u>	<u>-</u>	-	-
<b>Non-current assets:</b>										<u>390,684</u>	<u>10</u>	<u>316,587</u>	<u>7</u>
1550	Investments accounted for using equity method (note 6(f))	1,279,733	34	1,243,033	38		<b>Non-current liabilities:</b>						
1600	Property, plant and equipment (notes 6(g) and 8)	676,954	18	445,959	14	2540	Long-term borrowing (notes 6(l), 7 and 8)	100,700	3	87,066	3	-	-
1755	Right-of-use assets (note 6(h))	23,566	-	12,486	-	2570	Deferred tax liabilities (notes 6(o))	1,102	-	136	-	-	-
1980	Other non-current financial assets (notes 6(i) and 8)	25,645	1	11,396	-	2580	Non-current leased liabilities (notes 6(m) and 7)	18,452	3	10,572	1	-	-
1990	Other non-current assets (note 6(j)(n) and 7)	<u>65,158</u>	<u>2</u>	<u>63,773</u>	<u>2</u>	2600	Other non-current Liabilities (notes 6(n))	-	-	<u>145</u>	<u>-</u>	-	-
		2,071,056	31	1,776,647	54		<b>Total non-current liabilities</b>	<u>120,254</u>	<u>3</u>	<u>97,9197</u>	<u>4</u>	-	-
							<b>Total liabilities</b>	<u>510,938</u>	<u>13</u>	<u>364,743</u>	<u>11</u>	-	-
							<b>Equity (notes 6(p)(q)):</b>						
						3100	Ordinary share	961,161	26	960,611	29	-	-
						3200	Capital surplus	811,176	21	811,151	24	-	-
						3300	Retained earnings	1,443,532	38	1,189,046	36	-	-
						3400	Other equity	<u>63,316</u>	<u>2</u>	<u>(10,667)</u>	<u>-</u>	-	-
							<b>Total equity</b>	<u>3,279,185</u>	<u>87</u>	<u>2,950,131</u>	<u>89</u>	-	-
<b>Total assets</b>		<u><u>\$ 3,790,123</u></u>	<u><u>100</u></u>	<u><u>3,314,874</u></u>	<u><u>100</u></u>		<b>Total liabilities and equity</b>	<u><u>\$ 3,790,123</u></u>	<u><u>100</u></u>	<u><u>3,314,874</u></u>	<u><u>100</u></u>	-	-

See accompanying notes to parent company only financial statements.

English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)  
**Jiin Yeeh Ding Enterprise Corp.**  
**Statements of Comprehensive Income**  
**For the years ended December 31, 2024 and 2023**  
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenues (note 6(s) and 7)</b>	\$ 3,746,360	100	2,406,222	100
5000	<b>Operating costs (notes 6(g), 7 and 12)</b>	<u>3,110,889</u>	<u>83</u>	<u>2,033,310</u>	<u>86</u>
5900	<b>Gross profit from operations</b>	<u>635,471</u>	<u>17</u>	<u>372,912</u>	<u>14</u>
6000	<b>Operating expenses (notes 6(c)(n)(t), 7 and 12):</b>				
6100	Selling expenses	48,574	2	38,065	2
6200	Administrative expenses	121,688	3	119,289	5
6300	Research and development expenses	<u>4,175</u>	<u>-</u>	<u>2,831</u>	<u>-</u>
	<b>Total operating expenses</b>	<u>174,437</u>	<u>5</u>	<u>160,185</u>	<u>7</u>
6900	<b>Net operating income</b>	<u>461,034</u>	<u>12</u>	<u>212,727</u>	<u>9</u>
7000	<b>Non-operating income and expenses:</b>				
7010	Other income (notes 6(u) and 7)	20,413	1	14,208	1
7020	Other gains and losses, net (notes 6(b)(u))	(71,969)	(2)	299,874	12
7050	Finance costs (notes 6(u) and 7)	(1,090)	-	(1,000)	-
7060	Share of profit (loss) of associates accounted for using equity method (note 6(f))	88,254	2	73,627	3
7100	Interest income (notes 6(u) and 7)	<u>3,352</u>	<u>-</u>	<u>6,567</u>	<u>-</u>
	<b>Total non-operating income and expenses</b>	<u>38,960</u>	<u>1</u>	<u>393,276</u>	<u>16</u>
	<b>Profit from continuing operations before income tax</b>	499,994	13	606,003	25
7950	<b>Less: Income tax expenses (note 6(o))</b>	<u>34,560</u>	<u>1</u>	<u>71,250</u>	<u>3</u>
	<b>Profit</b>	<u>465,434</u>	<u>12</u>	<u>572,648</u>	<u>22</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8311	Gains on remeasurements of defined benefit plans (note 6(n))	508	-	437	-
8330	Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	-	-	(143)	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<b>Items that will not be reclassified subsequently to profit or loss</b>	<u>508</u>	<u>-</u>	<u>294</u>	<u>-</u>
8360	<b>Items that will be reclassified subsequently to profit or loss</b>				
8381	Exchange differences on translation of foreign financial statements	73,993	2	(4,013)	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<b>Components of other comprehensive income that may be reclassified to profit or loss</b>	<u>73,993</u>	<u>2</u>	<u>(4,013)</u>	<u>-</u>
8300	<b>Other comprehensive income</b>	<u>74,501</u>	<u>2</u>	<u>(3,719)</u>	<u>-</u>
8500	<b>Total comprehensive income</b>	<u><u>\$ 539,935</u></u>	<u><u>14</u></u>	<u><u>531,034</u></u>	<u><u>22</u></u>
	<b>Basic earnings per share (NT dollars) (note 6(r))</b>				
9750	<b>Basic earnings per share</b>	<u><u>\$ 4.84</u></u>		<u><u>5.57</u></u>	
9850	<b>Diluted earnings per share</b>	<u><u>\$ 4.81</u></u>		<u><u>5.51</u></u>	

See accompanying notes to parent company only financial statements.

**(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)**

**Jiin Yeeh Ding Enterprise Corp.**

**Statements of Changes in Equity**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	Share Capital		Retained earnings				Other equity	
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Total equity
<b>Balance at January 1, 2023</b>	\$ 959,421	811,244	194,942	70,081	569,468	834,491	(6,664)	2,598,492
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	31,435	-	(31,435)	-	-	-
Special reserve appropriated	-	-	-	(63,416)	63,416	-	-	-
Cash dividends of ordinary share	-	-	-	-	(180,492)	(180,492)	-	(180,492)
	-	-	31,435	(63,416)	(148,511)	(180,492)	-	(180,492)
Profit	-	-	-	-	534,753	534,753	-	534,753
Other comprehensive income	-	-	-	-	294	294	(4,013)	(3,719)
Total comprehensive income	-	-	-	-	535,047	535,047	(4,013)	531,034
Share-based payments	1,190	(93)	-	-	-	-	-	1,097
<b>Balance at December 31, 2023</b>	960,611	811,151	226,377	6,665	956,004	1,189,046	(10,677)	2,950,131
Appropriation and distribution of retained earnings:								
Legal reserve appropriated	-	-	53,505	-	(53,505)	-	-	-
Special reserve appropriated	-	-	-	4,012	(4,012)	-	-	-
Cash dividends of ordinary share	-	-	-	-	(211,456)	(211,456)	-	(211,456)
	-	-	53,505	4,012	(268,973)	(211,456)	-	(211,456)
Profit (loss)	-	-	-	-	465,434	465,434	-	465,434
Other comprehensive income	-	-	-	-	508	508	73,993	74,501
Total comprehensive income	-	-	-	-	465,942	465,942	73,993	539,935
Due to donated assets received	-	80	-	-	-	-	-	80
Share-based payments	550	(55)	-	-	-	-	-	495
<b>Balance at December 31, 2024</b>	<u>\$ 961,161</u>	<u>811,176</u>	<u>279,882</u>	<u>10,677</u>	<u>1,152,973</u>	<u>1,443,5326</u>	<u>63,316</u>	<u>3,279,185</u>

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**Jiin Yeeh Ding Enterprise Corp.**

**Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
<b>Profit before tax</b>	\$ 499,994	606,003
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit:</b>		
Depreciation expense	21,855	20,325
Amortization expense	358	247
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	81,984	(291,174)
Interest expense	1,090	1,000
Interest income	(3,352)	(6,567)
Dividend income	(8,627)	(5,949)
Share of profit of associates accounted for using equity method	(88,254)	(73,627)
Loss (Profit) from disposal of property, plant and equipment	353	(188)
Unrealized foreign exchange loss	(1,672)	(877)
<b>Total adjustments to reconcile profit</b>	<u>3,735</u>	<u>(356,810)</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Financial assets at fair value through profit or loss	(6,271)	(1,805)
Current contract asset	(3,701)	-
Net notes and accounts receivable	(12,598)	(50,971)
Other receivables	(3,400)	21,267
Inventories	(229,669)	(69,176)
Other current financial assets	(19,243)	16,589
Other current assets	(5,666)	19,654
<b>Total changes in operating assets</b>	<u>(276,847)</u>	<u>(64,442)</u>
<b>Changes in operating liabilities:</b>		
Held-for-trading current financial liabilities	-	1,439
Notes payables and trade payables (including related parties)	76,919	(42,297)
Other payables (including related parties)	16,032	9,296
Other current liabilities	7,529	89
Other non-current liabilities	(56)	982
<b>Total changes in operating liabilities</b>	<u>100,424</u>	<u>(30,491)</u>
<b>Total changes in operating assets and liabilities</b>	<u>(176,423)</u>	<u>(94,933)</u>
<b>Total adjustments</b>	<u>(172,688)</u>	<u>(451,743)</u>

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**Jiin Yeeh Ding Enterprise Corp.**

**Statements of Cash Flows (CONT' D)**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
Cash inflow generated from operations	327,306	154,260
Interest received	3,352	6,567
Interest paid	(1,066)	(929)
Income taxes paid	(81,721)	(107,787)
<b>Net cash flows from perating activities</b>	<b>247,871</b>	<b>52,111</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets measured at fair value through profit and loss	-	(25,000)
Disposal of financial assets measured at fair value through profit and loss	-	113,917
Acquisition of investments accounted for using equity method	(63,580)	-
Disposal of investments accounted for using equity method	172,090	428
Acquisition of property, plant and equipment	(225,333)	(93,695)
Disposal of property, plant and equipment	-	2,646
Acquisition of intangible assets	(1,337)	(270)
Increase in prepayments for business facilities	(23,845)	(30,807)
Dividends received	25,664	26,603
<b>Net cash flows used in investing activities</b>	<b>(116,341)</b>	<b>(6,178)</b>
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	60,000	-
Increase from long-term loans	70,635	106,991
Repayments of long-term loans	(48,174)	(11,360)
Repayments of lease liabilities	(4,362)	(3,457)
Cash dividends paid	(211,457)	(180,492)
Proceeds from exercise of employee stock options	495	1,097
Other financing activities	100	-
<b>Net cash flows used in financing activities</b>	<b>(132,762)</b>	<b>(87,247)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(1,232)</b>	<b>(41,288)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>347,328</b>	<b>388,616</b>
<b>Cash and cash equivalents at end of period</b>	<b><u>\$ 346,096</u></b>	<b><u>347,328</u></b>

See accompanying notes to parent company only financial statements.

## Appendix 5. CPAs' Audit Report and 2024 Consolidated Financial Statements

### Independent Auditors' Report

To the Board of Directors of Jiin Yeeh Ding Enterprise Corp.:

#### Opinion

We have audited the consolidated financial statements of Jiin Yeeh Ding Enterprise Corp. and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the consolidated financial statements, including a summary of significant accounting policies

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

#### Basis for Opinion

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

##### 1. Inventory valuation

Refer to Notes 4(h) “Inventories”, Note 5(a) “Valuation of inventories” and Note 6(e) “Inventories” to the consolidated financial statements.

Description of key audit matter:

The Group is operating professional electronic waste recycling and treatment business. Inventories are measured at the lower of cost and net realizable value. The main content of inventories are precious metals (copper, gold, silver, palladium, etc.), which have risk of impairment due to market price fluctuation. Therefore, inventory valuation is one of the important issues in performing audit of the consolidated financial statement of the Group.

How the matter was addressed in our audit:

Our principal audit procedures to the key audit matter mentioned above included: understanding the Group's policies regarding inventory impairment loss recognition; selecting proper samples in assessing whether the established accounting policies had been implemented accordingly; check the calculation of allowance for inventory impairment prepared by management, select items to check the data

resource of its net realizable value and verify supporting documents, recalculate the amount of allowance for inventory impairment to assess whether it is reasonable.

## 2. Revenue Recognition

Refer to Note 4(o) “Revenue” and Note 6(t) “Revenue from contracts with customers” to the consolidated financial statements.

Description of key audit matter:

The Group is operating professional electronic waste recycling and treatment business. Operating revenue is one of the most significant accounts to the consolidated financial statements. It matters to consolidated financial statements that whether revenue is recognized at proper timing and whether it is complete. Therefore, revenue recognition is one of the important issues in performing audit of the consolidated financial statement of the Group.

How the matter was addressed in our audit:

Our principal audit procedures to the key audit matter mentioned above included: understanding the Group's policies regarding revenue recognition and matching them to the sales terms to see if the applicable policies are reasonable; understanding and testing internal control of sales and collection cycle for effectiveness of its design and implementation; selecting sales transactions to check its supporting documents such as customer orders and shipment documentations; selecting sales transactions before and after cutoff date to check supporting documents of shipment and sales terms to verify if they are recorded in proper period. .

### **Other Matter**

Jiin Yeeh Ding Enterprise Corp. has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

### **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 IFRSs, IASs, interpretation as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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



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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Luo, Re-Chih and Huang, Yung-Hua.

KPMG  
Taipei, Taiwan (Republic of China)  
March 21, 2025

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and its 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 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 auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Jiin Yeeh Ding Enterprise Corp. and subsidiaries

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023				Liabilities and Equity		December 31, 2024		December 31, 2023	
		Amount	%	Amount	%					Amount	%	Amount	%
<b>Current assets:</b>								<b>Current liabilities:</b>					
1100	Cash and cash equivalents (note 6(a))	\$ 871,184	22	631,532	19	2100		Short-term borrowings (notes 6(l))		\$ 60,000	2	-	-
1110	Current financial assets at fair value through profit or loss (note6(b))	272,153	7	414,359	12	2120		Current financial liabilities at fair value through profit or loss (note 6(b))		-	-	1,439	-
1140	Current contract asset	3,701	-	-	-	2170		Notes payables and trade Payables		178,459	5	91,016	3
1170	Trade receivables, net (note 6(c)(t))	255,466	7	274,679	8	2200		Other payables		140,136	4	116,504	3
1200	Other receivables (note6(d)(g) )	23,894	1	125,483	4	2230		Current tax liabilities		11,653	-	61,010	2
130X	Inventories (note 6(e))	1,023,979	26	778,960	23	2280		Current lease liabilities (notes 6(o) and 7)		11,527	-	16,875	-
1476	Other current financial assets (notes 6(j) and 8)	145,524	4	211,534	6	2322		Long-term loans due within one year (note 6(m) and 8)		37,976	1	29,149	1
1479	Other current assets, others (note 6(k))	80,369	2	69,432	2	2399		Other current liabilities (notes 6(t))		8,459	-	594	-
		2,676,270	69	2,505,979	74					448,210	12	316,587	9
<b>Non-current assets:</b>								<b>Non-current liabilities:</b>					
1510	Non-current financial assets at fair value through profit or loss (note 6(b))	29,867	1	19,404	1	2540		Long-term borrowing (note 6(m) and 8)		125,700	3	87,066	3
1550	Investments accounted for using equity method (note 6(f))	12,119	-	16,809	-	2580		Non-current leased liabilities (notes 6(n) and 7)		25,300	1	15,204	-
1600	Property, plant and equipment (notes 6(h) and 8)	841,457	22	540,241	16	2600		Other non-current Liabilities (notes 6(p))		2,497	-	34,217	1
1755	Right-of-use assets (note 6(i))	183,493	5	174,414	5			<b>Total non-current liabilities</b>		153,497	4	136,487	4
1780	Intangible assets	7,300	-	6,320	-			<b>Total liabilities</b>		601,707	16	453,074	13
1980	Other non-current financial assets (notes 6(j) and 8)	50,518	1	32,954	1			<b>Equity attributable to owners of parent (notes 6(q)):</b>					
1990	Other non-current assets (note 6(k)(o)(p))	79,868	2	107,084	3	3100		Ordinary share		960,611	25	960,611	28
		1,204,622	31	897,226	26	3200		Capital surplus		811,176	21	811,151	24
						3300		Retained earnings		1,443,532	37	1,189,046	35
						3400		Other equity		63,316	1	(10,667)	-
								<b>Total equity</b>		3,279,185	84	2,623,287	87
<b>Total assets</b>		<b>\$ 3,880,892</b>	<b>100</b>	<b>3,403,205</b>	<b>100</b>			<b>Total liabilities and equity</b>		<b>\$ 3,880,892</b>	<b>100</b>	<b>3,184,564</b>	<b>100</b>

See accompanying notes to parent company only financial statements.

**Jiin Yeeh Ding Enterprise Corp. and subsidiaries****Consolidated Statements of Comprehensive Income****For the years ended December 31, 2024 and 2023****(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share)**

		<b>2024</b>		<b>2023</b>	
		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
4000	<b>Operating revenues (note 6(t))</b>	\$ 4,935,997	100	3,658,466	100
5000	<b>Operating costs (notes 6(e)(h)(i)(o), and 7)</b>	4,109,023	83	3,186,018	86
5900	<b>Gross profit from operations</b>	826,974	17	472,448	14
6000	<b>Operating expenses (notes 6(h)(i)(n)(o)(u)):</b>				
6100	Selling expenses	57,195	1	38,545	1
6200	Administrative expenses	177,321	4	150,921	4
6300	Research and development expenses	4,175	-	2,831	-
	<b>Total operating expenses</b>	238,691	5	192,297	5
6900	<b>Net operating income</b>	588,283	12	280,151	8
7000	<b>Non-operating income and expenses:</b>				
7010	Other income (notes 6(v))	24,900	-	34,900	1
7020	Other gains and losses, net (notes 6(g)(v) and 7)	(105,723)	(2)	327,518	9
7050	Finance costs (notes 6(n)(v) and 7)	(2,298)	-	(1,633)	-
7060	Share of profit (loss) of associates accounted for using equity method (note 6(f))	(4,690)	-	1,686	-
7100	Interest income (notes 6(w))	19,129	-	13,963	-
	<b>Total non-operating income and expenses</b>	(69,573)	(2)	376,434	10
	<b>Profit before income tax</b>	518,710	10	656,585	18
7950	<b>Less: Income tax expenses (note 6(p))</b>	53,276	1	83,937	2
	<b>Profit from continuing operations</b>	465,434	9	572,648	16
	<b>(Loss) profit from discontinued operations (Unit Subject to Disposal) (note 12(b)):</b>				
8101	(Loss) profit from discontinued operations (Unit Subject to Disposal), net of tax	-	-	(45,869)	(1)
	<b>Profit</b>	465,434	9	526,779	15
8300	<b>Other comprehensive income:</b>				
8310	<b>Items that will not be reclassified subsequently to profit or loss</b>				
8311	Gains on remeasurements of defined benefit plans	508	-	294	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	-	-	-	-
	<b>Items that will not be reclassified subsequently to profit or loss</b>	508	-	294	-
8360	<b>Items that will be reclassified subsequently to profit or loss</b>				
8361	Exchange differences on translation	73,993	2	(4,084)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	<b>Components of other comprehensive income that may be reclassified to profit or loss</b>	73,993	2	(4,084)	-
8300	<b>Other comprehensive income</b>	74,501	2	(3,790)	-
8500	<b>Total comprehensive income</b>	<b>\$ 539,935</b>	<b>11</b>	<b>522,989</b>	<b>15</b>
	<b>Profit (loss), attributable to:</b>				
8610	Owners of parent	\$ 465,434	9	534,753	15
8620	Non-controlling interests	-	-	(7,974)	-
		<b>\$ 465,434</b>	<b>9</b>	<b>526,779</b>	<b>15</b>
	<b>Comprehensive income attributable to:</b>				
8710	Owners of parent	\$ 539,935	11	531,034	15
8720	Non-controlling interests	-	-	(8,045)	-
		<b>\$ 539,935</b>	<b>11</b>	<b>522,989</b>	<b>15</b>
	<b>Basic earnings per share (NT dollars) (note 6(s))</b>				
9710	Basic earnings (losses) per share from continuing operations	\$	4.84		6.05
9720	Basic earnings (losses) per share from discontinued operations (Unit Subject to Disposal)	-			(0.48)
	<b>Total basic earnings per share</b>	<b>\$</b>	<b>4.84</b>		<b>5.57</b>
	<b>Diluted earnings (losses) per share (NT dollars) (note 6(s))</b>				
9810	Diluted earnings (losses) per share from continuing operations	\$	4.81		5.98
9820	Diluted earnings (losses) per share from discontinued operations (Unit Subject to Disposal)	-			(0.47)
	<b>Diluted earnings per share</b>	<b>\$</b>	<b>4.81</b>		<b>5.51</b>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Jiin Yeeh Ding Enterprise Corp. and subsidiaries**

**Consolidated Statements of Changes in Equity**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent									
	Share Capital						Other equity			
	Retained earnings						Exchange differences on translation of foreign financial statements	Total equity attributable to owners of parent	Non-controlling interests	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings				
<b>Balance at January 1, 2023</b>	\$ 959,421	811,244	194,942	70,081	569,468	834,491	(6,664)	2,598,492	24,795	2,623,287
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	31,435	-	(31,435)	-	-	-	-	-
Special reserve appropriated	-	-	-	(63,416)	(63,416)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(180,492)	(180,492)	-	(180,492)	-	(180,492)
	-	-	31,435	(63,416)	(148,511)	(180,492)	-	(180,492)	-	(180,492)
Profit (loss)	-	-	-	-	534,753	534,753	-	534,753	(7,974)	526,779
Other comprehensive income	-	-	-	-	294	294	(4,013)	(3,719)	(71)	(3,790)
Total comprehensive income	-	-	-	-	535,047	535,047	(4,013)	531,034	(8,045)	522,989
Share based payments	1,190	(93)	-	-	-	-	-	1,190-	-	1,190
Non controlling interests	-	-	-	-	-	-	-	-	(16,750)	(16,750)
<b>Balance at December 31, 2023</b>	960,611	811,151	226,377	6,665	956,004	1,189,046	(10,677)	2,950,131	-	2,950,131
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	53,505	-	(53,505)	-	-	-	-	-
Special reserve appropriated	-	-	-	4,012	(4,01)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(211,456)	(211,456)	-	(211,456)	-	(211,456)
	-	-	53,505	4,012	(268,973)	(211,456)	-	(211,456)	-	(211,456)
Profit (loss)	-	-	-	-	465,434	465,434	-	465,434	-	465,434
Other comprehensive income	-	-	-	-	508	508	73,993	74,501	-	74,501
Total comprehensive income	-	-	-	-	465,942	465,942	73,993	539,935	-	539,935
Due to donated assets received	-	80	-	-	-	-	-	80	-	80
Share based payments	550	(55)	-	-	-	-	-	495	-	495
<b>Balance at December 31, 2024</b>	<u>\$ 961,161</u>	<u>811,176</u>	<u>279,882</u>	<u>10,667</u>	<u>1,152,973</u>	<u>1,443,532</u>	<u>63,316</u>	<u>3,279,185</u>	<u>-</u>	<u>3,279,185</u>

See accompanying notes to parent company only financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Jiin Yeeh Ding Enterprise Corp. and subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2024</u>	<u>2023</u>
<b>Cash flows from operating activities:</b>		
Profit from continuing operations before tax	\$ 518,710	656,585
Net Loss from discontinued operations (Unit Subject to Disposal) before tax	-	(45,869)
<b>Profit before tax</b>	<u>518,710</u>	<u>610,716</u>
<b>Adjustments:</b>		
Adjustments to reconcile profit (loss):		
Depreciation expense	53,575	49,206
Amortization expense	389	261
Net loss (profit) on financial assets or liabilities at fair value through profit or loss	72,565	(290,290)
Interest expense	2,298	1,633
Interest income	(19,129)	(13,963)
Dividend income	(9,130)	(6,449)
Share of loss (profit) of associates accounted for using equity method	4,690	(1,686)
Loss (profit) from disposal of property, plan and equipment	353	(188)
Unrealized foreign exchange loss (gain)	6,225	(16,159)
Net loss from discontinued operations	-	45,869
Disposal of interests in non-current assets pending for sale	-	(18,446)
<b>Total adjustments to reconcile profit (loss)</b>	<u>111,836</u>	<u>(250,212)</u>
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Financial assets at fair value through profit or loss, mandatorily measured at fair value	(6,271)	(1,805)
Current contract asset	(3,701)	-
Net notes receivables and trade receivables	18,231	(67,299)
Other receivables	4,753	(29,986)
Inventories	(245,019)	78,239
Other current assets	(9,468)	15,108
<b>Total changes in operating assets</b>	<u>(241,475)</u>	<u>(5,743)</u>
Changes in operating liabilities:		
Financial liabilities held for trading	-	1,439
Notes payables and trade payables	87,194	(47,163)
Other payables	23,658	4,965
Other current liabilities	7,866	(519)
Defined benefit obligations	(5,047)	(551)
<b>Total changes in operating liabilities</b>	<u>113,671</u>	<u>(41,829)</u>
<b>Total changes in operating assets and liabilities</b>	<u>(127,804)</u>	<u>(47,572)</u>
<b>Total adjustments</b>	<u>(15,968)</u>	<u>(297,784)</u>

See accompanying notes to parent company only financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

**Jiin Yeeh Ding Enterprise Corp. and subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2024 and 2023**

**(Expressed in Thousands of New Taiwan Dollars)**

	<b>2024</b>	<b>2023</b>
Cash inflow generated from operations	345,212	312,932
Interest received	6,703	14,272
Interest paid	(3,404)	(1,608)
Income taxes paid	(16,052)	(113,448)
<b>Net cash flows from operating activities</b>	<b>332,459</b>	<b>212,148</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through profit or loss	(9,558)	(25,000)
Disposal of financial assets at fair value through profit or loss	73,567	113,917
Acquisition of property, plant and equipment	(261,156)	(102,315)
Disposal of property, plant and equipment	-	2,645
Decrease in other accounts receivables	96,519	-
Acquisition of intangible assets	(1,337)	(364)
Acquisition of right-of-use assets	(780)	-
Decrease (increase) in other financial assets	50,684	(65,553)
Increase in other non-current assets	(38,494)	(73,318)
Dividends received	9,130	6,449
Other investing activities	-	295
<b>Net cash flows used in investing activities</b>	<b>(81,425)</b>	<b>(143,244)</b>
<b>Cash flows from (used in) financing activities:</b>		
(Increase) decrease in short-term loans	52,623	(81,029)
Proceeds from long-term debt	106,924	106,991
Repayments from long term debt	(59,463)	(11,360)
Decrease in guarantee deposits received	(30,648)	(788)
Payment of lease liabilities	(19,808)	(17,502)
Cash dividends paid	(211,456)	(180,492)
Proceeds from exercise of employee stock options	495	1,097
Other financing activities	100	-
<b>Net cash flows used in financing activities</b>	<b>(161,233)</b>	<b>(183,061)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>62,714</b>	<b>7,303</b>
<b>Net decrease in cash and cash equivalents</b>	<b>239,652</b>	<b>(106,854)</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>631,532</b>	<b>738,386</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 871,184</b>	<b>631,532</b>

See accompanying notes to parent company only financial statements.

## Appendix 6. Comparison Table of the Amended Provisions of Articles of Incorporation

### Jiin Yeeh Ding Enterprise Corp. Comparison Table of the Amended Provisions of Articles of Incorporation

No.	After Amendment	Before Amendment	Reference and reason for the amendment
Article 20	The Company shall appropriate no less than 6 percent to 15 percent of the profit in the current year as employee compensation. <u>No less than 50% of such employee compensation shall be distributed to grassroots employees.</u> The distribution, in the form of stock or cash is decided by the Board of Directors. Employee compensation may be issued to employees in affiliated companies that meet certain criteria. The Company may appropriate no more than 5 percent of the profit above as directors' remuneration upon approval of the Board of Directors. The remuneration distributed to the employees, directors, and supervisors shall be reported to the shareholders' meeting. When there is a cumulative deficit, the Company shall reserve an amount for compensation in advance, before appropriation for employee compensation and directors' remuneration in proportion to the percentages in the preceding paragraph.	The Company shall appropriate no less than 6 percent to 15 percent of the profit in the current year as employee compensation. The distribution, in the form of stock or cash is decided by the Board of Directors. Employee compensation may be issued to employees in affiliated companies that meet certain criteria. The Company may appropriate no more than 5 percent of the profit above as directors' remuneration upon approval of the Board of Directors. The remuneration distributed to the employees, directors, and supervisors shall be reported to the shareholders' meeting. When there is a cumulative deficit, the Company shall reserve an amount for compensation in advance, before appropriation for employee compensation and directors' remuneration in proportion to the percentages in the preceding paragraph.	In accordance with the amended provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, the Company shall specify in its Articles of Incorporation the relevant matters regarding allocating a certain percentage of annual surplus earnings for adjusting the salaries or distributing remuneration to grassroots employees
Chapter VII Supplemental Provisions Article 22	The Article of Incorporation was formulated on March 22, 1997. The first amendment was made on July 20, 1999. ...(omitted)... The 21st amendment was made on June 24, 2019. The 22st amendment was made on June 28, 2023. The 23st amendment was made on June 26, 2024. <u>The 24st amendment was made on June 18, 2025.</u>	The Article of Incorporation was formulated on March 22, 1997. The first amendment was made on July 20, 1999. ...(omitted)... The 21st amendment was made on June 24, 2019. The 22st amendment was made on June 28, 2023. The 23st amendment was made on June 26, 2024.	Added revision date.

## Appendix 7. List of Candidates for Director and Independent Director

### List of Candidates for Director :

Categories of candidates	Name	Number of shareholding	Major Education (Experience)
Director	Yeeh Ding Corp.	11,727,421	None
	Representative: Chuang, Ching-Chi	1,854,888	Graduated from Chemical Engineering National Hualien Industrial Vocational Senior High School Leading Foreman, Taiwan Fertilizer Co., Ltd. Hsinchu Factory Member, Taiwan Waste Removal Association President, the 1st, 2nd President, Hsinchu Waste Removal Association Member, Hsinchu Industrial Development Investment Committee Chairman, Taiding (TianJin) Environment Technology Co., Ltd. Chairman, Lianyungang Rongding Metal Co., Ltd. Chairman, Jiin Yeeh Ding Enterprise Corp. Director, Yeeh Ding Corp. Director, Helui Investment Co., Ltd.
Director	Yeeh Ding Corp.	11,727,421	None
	Representative: Chuang, Jui-Long	3,876	ST.Peter Senior High School (Partial Completion) President, Hsinchu City Dasheng Association Chairman, Grand Tone Enterprise Company Limited Supervisor, Helui Investment Co., Ltd. Supervisor, Yeeh Ding Corp. Project Manager, Jiin Yeeh Ding Enterprise Corp. President, Haishan Community Development Association, Xiangshan District, Hsinchu City Executive Director, Luzikeng Earth God Benevolence Association, Hsinchu City Executive Director, Chuang Clan Association of Hsinchu City
Director	Chuang, Jui-Yang	5,323,913	Graduated from physics department of Fu Jen Catholic University Deputy General Manager, Grand Tone Enterprise Company Limited Supervisor, Geneaid Biotech Ltd. Director, Taiding (TianJin) Environment Technology Co., Ltd. Director, Lianyungang Rongding Metal Co., Ltd. General Manager, Jiin Yeeh Ding Enterprise Corp. General Manager of Grand Tone Enterprise Company Limited Chairman, Yuanlong Investment Co., Ltd. Chairman, Hung Wei Development Co., Ltd. Director, Gold Finance Ltd. Director, JYD Premium Materials Technology (Thailand) Co., Ltd. Director, Yeeh Ding Corp. Director, Herui Investment Co., Ltd. Director, Su Fong Enterprise Co., Ltd. Director, Chung Tai Resource Technology Corp.



Categories of candidates	Name	Number of shareholding	Major Education (Experience)
Director	Chuang, Jui-Chin	4,031,278	MBA, University of California Finance Manager, Dongfanglongzhong Medicine Co. Ltd. Director, Lianyungang Rongding Metal Co., Ltd. Deputy General Manager of Management, Jiin Yeeh Ding Enterprise Corp. Deputy General Manager, Grand Tone Enterprise Company Limited Chairman, Yeeh Ding Corp. Chairman, Helui Investment Co., Ltd. Chairman, Mingrui Co., Ltd.
Director	Peng, Cheng-Pin	553,783	Ta Hwa University of Science and Technology General Manager, Hung Chiao construction Principal, Hung Chiao building Principal, Kindom Automobile President, HCVS Parents' meeting
Director	Peng, Hsien-Chung	0	Doctor, Economic Law, Tianjin Nankai University MBA, Royal University of Canada Master, NYCU, Industrial Disaster Prevention Department of Mechanics, Taiwan Tech Department of Mechanics, Taipei Tech Independent Administrative Institution Japan Student Services Organization Alderman, Hsinchu City Council Manager, Kezhan Industrial Company President, Chinese Industrial Safety and Risk Management Association Chief, Japanese Business Taiwan Electric Materials Corporation Independent Director, Jiin Yeeh Ding Enterprise CORP. Legal Counsel, Sungreen Energy Technology Corp. Director, 3I Agriculture Technology, Ltd.
Director	Wu, Nan-Ming		Bachelor of Science in Agricultural Engineering, Water Resources Group, National Taiwan University Ph.D. in Environmental Engineering, Illinois Institute of Technology Technician, Provincial Environmental Protection Agency Associate Researcher, Institute of Environmental and Resource Associate Professor, Yuanpei University of Medical Technology Director, Jiin Yeeh Ding Enterprise CORP. (Representative of Corporate Director Yi Ding Co., Ltd.) Member, the Soil and Groundwater Pollution Prevention Committee of Hsinchu City (County) and Miaoli County Instructor, Waste Management Specialist Training Program, Yang Ming Chiao Tung University

List of Candidates for Independent Director :

Categories of candidates	Name	Number of shareholding	Major Education (Experience)
Independent Director	Chuang, Chin-Te	0	Graduated from Yu Da High School of Commerce and Home Economics, Integrated Business Department Administrative Assistant, The First Credit Cooperative of Hsinchu Deputy General Manager, The First Credit Cooperative of Hsinchu
Independent Director	Wang, Hsin-Fa	0	Department of Pharmacy, Taipei Medical University EMBA Master On-the-Job Postgraduate, Taiwan Tech Chairman, Seehigh Biotech Co., Ltd.
Independent Director	Lin, Jung-Yi	0	Law Department, Fu Jen Catholic University Institute of Law, NCCU Prosecutor, Xinbei District Court Director, Kinmen Kaoliang Liquor Inc. Director, Hold Jinn Electronics Co., Ltd. Director, Max Zipper Co., Ltd. Presiding Lawyer, Hengsheng Lawfirm Director, Taiwan Sports Lottery Co., Ltd Presiding Lawyer, Hengsheng Lawfirm Presiding Lawyer, Heng Li Lawfirm Legal Representative, Wiselink Co., Ltd. Legal Representative, Taiwan Sports Lottery Co., Ltd Independent Director, Speed Tech Corporation Independent Director, Shin Ruenn Development Co., Ltd. Independent Director, Taihan Precision Technology Co., Ltd.
Independent Director	Yu, Hsien-Ming	0	Graduated from the Department of Industrial Engineering and Management, Daihua Institute of Technology Department Manager, Winbond Electronics Corporation

**Note :** Chuang, Chin-Te, an Independent Director candidate of the Company, has served as the Company's Independent Director for more than three consecutive terms. In view of his professional expertise in business and finance as well as his familiarity with relevant laws and regulations, he has made significant contributions to the implementation of corporate governance. Throughout his tenure, he has maintained an independent and objective stance, offering constructive and well-rounded advice from multiple perspectives, thereby enhancing the quality of the Company's decision-making and fulfilling his supervisory responsibilities. For these reasons, Chuang, Chin-Te is once again nominated as a candidate for Independent Director.

**Appendix 8. Details of Concurrent Positions of Directors in Other Companies**

Title	Name	Part-time situation
Director	Chuang, Jui-Yang	Chung Tai Resource Technology Corp. /Director
		Su Fong Enterprise Co., Ltd. / Director
		JYD Premium Materials Technology (Thailand) Co., Ltd. / Director

## **Annex**

### **Annex 1. Share Ownership of Directors**

1. The Company's paid-in capital is NT\$961,161,280, and the number of issued shares is 96,116,128 shares.
2. According to Article 26 of the Securities and Exchange Act, all directors shall hold a minimum of 7,689,290 shares.
3. As of the book closure date (April 20, 2025) for the shareholders' meeting, the number of shares held by directors as recorded in the shareholders' register:

Title	Name	Shares Held
Chairman	Yeeh Ding Corp. Representative: Chuang, Ching-Chi	11,727,421
Director	Chuang, Jui-Yuan	5,323,913
Director	Huang, Jih-Tung	1,400,800
Director	Chuang, Jui-Chin	4,031,278
Director	Peng, Cheng-Pin	553,783
Total number of shares held by all directors		23,037,195
Independent Director	Chuang, Chin-Te	0
Independent Director	Lin, Jung-Yi	0
Independent Director	Wang, Hsin-Fa	0
Independent Director	Peng, Hsien-Chung	0
Total number of shares held by all independent directors		0

## **Annex 2. Corporate Governance Best Practice Principles (Before Amendment)**

### **Jiin Yeeh Ding Enterprise Corp. Corporate Governance Best Practice Principles**

#### **Chapter I General Principles**

Article 1 In accordance with the Code of Practice for Corporate Governance of Listed Companies jointly formulated by the Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX), we have formulated our corporate governance principles, established an effective corporate governance structure, and disclosed it on the Market Observation Post System (MOPS).

Article 2 To comply with relevant laws, regulations, Articles of Incorporation, contracts signed with the TWSE or TPEX, and other relevant regulations, a TWSE/TPEX listed company shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of supervisors.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

Article 3 The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the company's internal and external environment.

The Company shall perform full self-assessments of its internal control system. Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee shall also attend to and supervise these matters. The Companies are advised to establish channels and mechanisms of communication between their independent directors, audit committees, and chief internal auditors, and the convener of the audit committee shall report the communications between members of the audit committees or supervisors and chief internal auditors at the shareholders' meeting.

The management shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

Appointment, dismissal, evaluation and review, salary and compensation of internal auditors shall be reported to the Board of Directors or shall be submitted by the chief auditor to the board chairperson for approval.

Article 3-1 It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:

1. Handling Company Registration and Change Registration.
2. Handling matters relating to meetings of the Board of Directors and shareholders in accordance with applicable laws, and assist the Company in complying with relevant laws and regulations on the Board of Directors and shareholders' meetings.
3. Producing minutes of the Board of Directors and shareholders' meetings
4. Furnishing information required for business execution by directors and supervisors, as well as updates on the latest regulatory developments related to company operations, to assist them in complying with laws.
5. Matters related to investor relations.
6. Other matters set out in the Articles of Incorporation or contracts

## Chapter II Protection of Shareholders' Rights and Interests

### Section 1 Encouraging Shareholders to Participate in Corporate Governance

- Article 4 The corporate governance system shall be designed to maximize the protection of shareholders' rights and interests and treat all shareholders equitably.  
To establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the company.
- Article 5 To convene shareholders meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. To be shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings.  
Resolutions adopted by shareholders meetings shall comply with laws, regulations and Articles of Incorporation.
- Article 6 The Board of Directors shall properly arrange the agenda items and procedures for shareholders meetings. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location and sufficient time allowed and sufficient number of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.  
For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors (including at least one independent director) and convener of the audit committee, attend in person, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.
- Article 7 To encourage its shareholders to actively participate in corporate governance. It is advisable that the company engage a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. To seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic voting, in order to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with laws.  
To avoid raising extraordinary motions and amendments to original proposals at a shareholders meeting.  
To arrange for their shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, on the Market Observation Post System.
- Article 8 In accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors.  
The shareholders meeting minutes shall be properly and perpetually kept by the company during its legal existence, and should be sufficiently disclosed on the company's website.
- Article 9 The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.  
In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the

shareholders meetings, it is advisable for the members of the Board of Directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10 To place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the company.

To protect its shareholders' rights and interests and ensure their equal treatment, a TWSE/TPEX listed company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

It is advisable that the rules mentioned in the preceding paragraph include stock trading control measures from the date insiders of a TWSE/TPEX listed company become aware of the contents of the company's financial reports or relevant results.

Article 11 The shareholders shall be entitled to profit distributions by the company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the Board of Directors and the reports submitted by the audit committee, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records, assets, particulars, documents and records of specific transaction of the company.

The board of directors, audit committee, and managers shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any circumvention, obstruction or rejection.

Article 12 In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.

The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Article 13 In order to protect the interests of the shareholders, the Company designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the company's Articles of Incorporation, or that such damage was caused by a breach of applicable laws, regulations or the company's Articles of Incorporation by any directors, managers in performing their duties.

The company adopt internal procedures for appropriate handling of matters referred to in the preceding two paragraphs, and that it keep relevant written records for future reference.

## Section 2 Establishing a Mechanism for Interaction with Shareholders

Article 13-1 The Board of Directors is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

Article 13-2 In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in such meetings, the Board of Directors together with officers and independent directors shall engage with shareholders in an efficient manner to

ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

### Section 3 Corporate Governance Relationships Between the Company and Related Parties

Article 14 To clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15 Unless otherwise provided by the laws and regulations, a manager may not serve as a manager of its affiliated enterprises.

A director who engages in any transaction for himself or on behalf of another person that is within the scope of the company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16 To establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to reduce credit risk.

Article 17 When the Company and its related parties enter into business dealings, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

Transactions or contractual matters with related parties and their shareholders shall also be handled in accordance with the principles set forth in the preceding paragraph, and any transfer of benefits is strictly prohibited.

Article 18 A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director.
3. It shall comply with relevant laws, regulations and the Articles of Incorporation of the company in nominating directors and shall not act beyond the authority granted by the shareholders meeting or board meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
6. The representative that is designated when a corporate shareholder has been elected as a director shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19 The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the company or the shareholding stake thereof is on the top



10 list, provided however that the company may set up a lower shareholding threshold according to the actual shareholding stake that may control the company.

## Chapter III Enhancing the Functions of the Board of Directors

### Section 1 Structure of the Board of Directors

**Article 20** The Board of Directors of the Company shall direct company strategies, supervise the management, and be responsible to the company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the Board of Directors complies with laws, regulations, its Articles of Incorporation, and the resolutions of its shareholders meetings.

The structure of the Company's board of directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

The composition of the Board of Directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board of Directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

**Article 21** According to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting system in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors.

When the number of directors falls below five due to the discharge of a director for any reason, the company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the Articles of Incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).

The aggregate shareholding percentage of all of the directors shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

**Article 22** The Company shall specify in its Articles of Incorporation in accordance with the laws and regulations of the competent authorities that it adopts the candidate nomination system for elections of directors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.

Article 23 The Board of Directors of the Company shall draw clear distinctions of the authorities and responsibilities of the functional committees, chairperson of the board and general manager. It is inappropriate for the chairperson to also act as the general manager or an equivalent post.

## Section 2 Independent Director System

Article 24 The Company shall appoint independent directors in accordance with its Articles of Incorporation. They shall be not less than two in number and advisably not less than one-third of the total number of directors. It is advisable that an independent director serve for not more than three consecutive terms.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the company.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with applicable laws and regulations.

Article 25 The Company shall submit the following matters to the Board of Directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a director or a supervisor.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26 The Company shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power. The company or other board members shall not obstruct, reject or circumvent the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the directors according to applicable laws and regulations. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the company, and shall also take the overall operational risks of the company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

## Section 3 Functional Committees

Article 27 For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of Directors of the Company, in consideration of the company's scale and type of operations and the number of its board members, may set up various functional committees.

Functional committees shall be responsible to the Board of Directors and submit their proposals to the Board of Directors for approval, provided that the performance of supervisor's

duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.

Article 28 The audit committee of the Company shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE.

The Company shall establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

The powers and principles of the remuneration committee shall be governed by the Company's remuneration committee organization charter.

To establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.

Article 29 To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions. It is advisable that the company establish channels and mechanisms of communication between the independent directors, the audit committee, and the attesting CPA, and to incorporate procedures for that purpose into the company's internal control system for management purposes.

The Company shall evaluate the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

Article 30 It is advisable that the Company engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any

infraction of laws or regulations by the company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the company.

#### Section 4 Rules for the Proceedings and Decision-Making Procedures of Board Meetings

**Article 31** The Board of Directors shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the Board of Directors.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

**Article 32** The directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

**Article 33** When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of the Company shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board of Directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board of Directors meeting.

In any of the following circumstances, decisions made by the Board of Directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit committee (if the company has set up an audit committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the company for the purpose of adopting an appropriate resolution.

Article 34 Staff personnel of a TWSE/TPEX listed company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the Board of Directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the Board of Directors violates laws, regulations, the Articles of Incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35 The following matters shall be submitted to the Board of Directors for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and evaluation of effectiveness of an internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The performance assessment and the standard of remuneration of the managerial officers.
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.
10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be approved by resolution at a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the Board of Directors for discussion under the preceding paragraph, when the Board of Directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its Articles of Incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36 Matters resolved by the Board of Directors shall be clearly assigned to the appropriate executing units or personnel, with a requirement to carry them out in accordance with the planned schedule and objectives. These matters shall also be included in follow-up management, and their implementation shall be thoroughly evaluated.

The Board of Directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Article 37 Members of the Board of Directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the Articles of Incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

It is advisable that the Company formulate rules and procedures for board of directors's performance assessments. Each year, in respect of the Board of Directors and individual directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the Board of Directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the company's needs:

1. The degree of participation in the company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. Their grasp of the company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

It is advisable that the Company conduct performance assessments of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. Their degree of participation in the company's operations.
2. Their recognition of the duties of the functional committee.
3. Improvement in the quality of decision making by the functional committee.
4. The composition of the functional committee, and election and appointment of committee members.
5. Internal control.

The Company is advised to submit the results of performance assessments to the Board of Directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.

Article 37-1 The Board of Directors is advised to evaluate and monitor the following aspects of a TWSE/TPEX company's direction of operation and performance in connection with intellectual properties, to ensure the company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:

1. Formulate intellectual property regulatory policies, objectives and systems that are slightly associated with the operational strategies.
2. Develop, implement and maintain on the basis of scale and form its regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.
3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.

4. Observe internally and externally the risks and opportunities that intellectual property regulation may present and adopt corresponding measures.
5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the company's expectations.
- Article 38 If a resolution of the Board of Directors violates law, regulations or the company's Articles of Incorporation, then at the request of shareholders holding shares continuously for a year or an independent director to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.
- Upon discovering a likelihood that the company would suffer material injury, members of the Board of Directors shall immediately report to the audit committee, an independent director member of the audit committee, or a supervisor in accordance with the foregoing paragraph.
- Article 39 The Company shall take out directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the company and shareholders arising from the wrongdoings or negligence of a director.
- The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors, at the next board meeting.
- Article 40 Members of the Board of Directors are advised to participate in training courses on finance, business, commerce, accounting or law offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

#### Chapter IV Respecting Stakeholders' Rights

- Article 41 The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders of the company, respect and safeguard their legal rights and interests, and designate a stakeholder's section on its website.
- When any of a stakeholder's legal rights or interests is harmed, the company shall handle the matter in a proper manner and in good faith.
- Article 42 The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the company and its decision-making process. When any of their legal rights or interest is harmed, the company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.
- Article 43 The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management, directors, or the audit committee so as to reflect employees' opinions about the management, financial conditions, and material decisions of the company concerning employee welfare.
- Article 44 In developing its normal business and maximizing the shareholders' interest, the Company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the company's social responsibility.

#### Chapter V Improving Information Transparency

##### Section 1 Enhancing Information Disclosure

- Article 45 Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEX rules.
- The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a

spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 46 In order to enhance the accuracy and timeliness of the material information disclosed, the Company appoint a spokesperson and acting spokesperson(s) who understand thoroughly the company's financial and business conditions and who are capable of coordinating among departments for gathering relevant information and representing the company in making statements independently.

the Company shall appoint one acting spokesperson who shall represent the company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, and unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 47 In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the company's finances, operations, and corporate governance. It is also advisable for the company to furnish corporate governance, and other relevant information.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 48 The Company shall hold an investor conference in compliance with the regulations of the TWSE and TPEx, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the company, or through other channels, in accordance with the TWSE or TPEx rules.

## Section 2 Disclosure of Information on Corporate Governance

Article 49 The Company shall dedicate a space on its website to disclose and update from time to time the following information regarding corporate governance:

1. Board of directors: such as resumes and authorities and responsibilities of board members, board member diversification policy and the implementation thereof.
2. Functional committees: such as resumes and authorities and responsibilities of members of each functional committee.
3. Corporate governance bylaws: such as Articles of Incorporation, procedure of board of directors' meetings, charter of each functional committee, and other relevant corporate governance bylaws.
4. Important corporate governance information: such as information of establishment of corporate governance executive officers.

## Chapter VI Supplementary Provisions

Article 50 The Company shall at all times monitor domestic and international developments in corporate governance as a basis for review and improvement of the company's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 51 The establishment and amendment of these rules shall be implemented upon approval by the Board of Directors of the Company and shall be reported to the shareholders' meeting.



### **Annex 3. Articles of Incorporation (Before Amendment)**

#### **Jiin Yeeh Ding Enterprise Corp. Articles of Incorporation**

##### **Chapter I General Principles**

Article 1: The Company was organized in accordance with the provisions of the Company Act and is named 金益鼎企業股份有限公司, and the English name is Jiin Yeeh Ding Enterprise Corp..

Article 2: The business to be operated by the Company is as follows:

01. C801010 Basic Chemical Industrial.
02. C901990 Other Non-Metallic Mineral Products Manufacturing.
03. CA01080 Smelting and Refining of Aluminum.
04. CA01110 Smelting and Refining of Copper.
05. CA01990 Other Non-ferrous Metal Basic Industries. (Powder processing of tin, lead, zinc, nickel, tungsten, antimony, gold, silver, and other metal compounds).
06. CA02080 Metal Forging.
07. CA02090 Metal Wire Products Manufacturing.
08. CA02090 Metal Wire Products Manufacturing.
09. CB01010 Mechanical Equipment Manufacturing.
10. CB01030 Pollution Controlling Equipment Manufacturing.
11. CC01080 Electronics Components Manufacturing.
12. CG01010 Jewelry and Precious Metals Products Manufacturing.
13. D101050 Combined Heat and Power.
14. D101060 Self-usage power generation equipment utilizing renewable energy industry.
15. EZ02010 Crane and Hoist Services Engineering.
16. F106010 Wholesale of Hardware.
17. F107170 Wholesale of Industrial Catalyst.
18. F107200 Wholesale of Chemical Feedstock.
19. F111090 Wholesale of Building Materials.
20. F114030 Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
21. F115010 Wholesale of Jewelry and Precious Metals.
22. F119010 Wholesale of Electronic Materials.
23. F199010 Wholesale of Recycling Materials.
24. F215010 Retail Sale of Jewelry and Precious Metals.
25. F219010 Retail Sale of Electronic Materials.
26. F401010 International Trade.
27. G202010 Parking area Operators.
28. H701040 Specific Area Development.
29. I103060 Management Consulting.
30. IZ12010 Manpower Dispatched.
31. J101030 Waste Disposing.
32. J101040 Waste Treatment.
33. J101050 Environmental Testing Services.
34. J101060 Wastewater (Sewage) Treatment.
35. J101070 Radioactive Waste Treatment Service.
36. J101080 Resource Recycling.
37. J101090 Waste Disposal.
38. J101990 Other Environmental Sanitation and Pollution Prevention Service.
39. J799990 Other Recreational Services.
40. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: The Company may act as a guarantor for external entities.

- Article 2-2: The total amount of all the Company's investments in external entities is not subject to the restriction that it shall not exceed 40 percent of a company's paid-in capital as in Article 13 of the Company Act.
- Article 3: The Company is headquartered in Hsinchu City, Taiwan, and may establish branches in Taiwan or overseas when necessary after a resolution by the Board of Directors of the Company.
- Article 4: The Company's announcement method shall be handled in accordance with Article 28 of the Company Act.

## Chapter II Shares

- Article 5: The Company's registered capital is in the amount of NT\$1.5 billion, divided into 150 million shares. The amount per share is NT\$10, issued in tranches.  
The Company may issue employee stock warrants. Within the total number of shares in the preceding paragraph, 6,000,000 shares are reserved for the issue of employee stock warrants.
- Article 5-1: Where the Company issues employee stock warrants, the prices of such warrants may be lower than the closing price of the stock on the issue date; however, it shall only be issued with the approval of attending shareholders, who represent at least two-thirds of the voting rights, at a shareholders' meeting attended by shareholders representing a majority of the total issued shares. The Company may issue said warrants in tranches over a period of 1 year from the date of the resolution at the shareholders' meeting.
- Article 5-2: Where the Company repurchases treasury shares, it may transfer shares to employees at a price less than the average actual share repurchase price; provided, it is required to comply with the relevant laws and obtain the approval of at least two-thirds of the voting rights represented at a shareholders' meeting attended by shareholders representing a majority of the total issued shares.
- Article 5-3: For shares repurchased by the Company in accordance with the Company Act, the parties to which said shares are transferred include employees of affiliated companies who meet certain conditions.  
The parties to which the Company's employee stock warrants are issued include employees of affiliated companies who meet certain conditions.  
Where the Company issues new shares, employees who can subscribe for shares include employees of affiliated companies who meet certain conditions.  
The parties to which the Company's new employee restricted shares are issued include employees of affiliated companies who meet certain conditions.

Article 6: Deleted.

- Article 7: The Company's shares issued are all registered.  
The Company may be exempted from printing any physical share certificate for the shares issued, and shall register the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise. The provision in the preceding paragraph shall apply to the production and issue of corporate bonds mutatis mutandis.
- Article 8: Registration for the transfer of shares shall be completed sixty (60) days before the date of each regular meeting, thirty (30) days before the date of each special shareholders' meeting, or five (5) days before the date at which dividends, bonus, or any other benefits decided to be distributed by the Company.  
The transfer, inheritance, donation, pledging, lost, or destruction of the Company's shares shall be processed in accordance with the Company Act and other relevant laws and regulations.

Article 8-1: Unless otherwise provided by the laws and regulations and securities regulations, the Company shall handle stock affairs in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies.

## Section III Shareholders' Meeting

- Article 9: There are two types of shareholders' meeting: regular meeting and special meeting. The regular meeting is held at least once a year, and is convened by the Board of Directors within six months after the end of each fiscal year, and the special meeting is convened when necessary according to laws.

- Article 10: A shareholder who is unable to attend a shareholders' meeting may authorize another person to attend as proxy using the form provided by the Company while signed or sealed by said shareholder, which sets forth the scope of the authorization.
- Article 11: All shareholders are entitled to one vote for every share held, except for the circumstances stipulated in Article 179 of the Company Act where shares are not assigned voting rights.
- Article 12: Except as otherwise provided by the Company Act, the shareholders' resolutions shall be adopted upon the approval of a majority of the voting rights represented by the shareholders present at a shareholders' meeting attended by a majority of the shareholders, representing a majority of the total issued shares of the Company.
- Article 12-1: Where the Company plans to cancel the public offering, in addition to the approval of the Board of Directors, it shall be approved with a majority of the voting rights represented by the shareholders present at a shareholders' meeting attended by shareholders, representing at least two-thirds of the total issued shares of the Company.
- Where the quorum is not met in the preceding paragraph, the resolution to be made thereto may be adopted by at least two-thirds of the voting rights represented by the shareholders present at a shareholders' meeting attended by shareholders, representing a majority of the total issued shares of the Company.

#### Section IV Directors

- Article 13: The Company has seven to eleven directors with a term of three years, who are elected by the shareholders' meeting from people with behavioral capacity, and may be re-elected once elected. Among said number of directors, the number of independent directors shall be no less than 3 and one-fifth of the total number of seats of directors. The Company adopts a nomination system for the election of directors (including independent directors), in which the shareholders shall elect from a list of director candidates. The method of director candidate nomination and announcement shall be in compliance with the regulations of the competent securities authority. Independent and non-independent directors are elected at the same time, but the votes for the independent and non-independent directors shall be counted separately.
- The restrictions on professional qualifications, share ownership, concurrent positions held, and the nomination and election method of the independent directors in the preceding paragraph, and other relevant matters shall be in compliance with the regulations of the competent securities authority.
- The Company establishes the Audit Committee in accordance with the laws. The Audit Committee consists of all the independent directors, with one member as the convener and at least one with accounting or financial expertise. The Audit Committee's duty, charter, exercise of power, and other rules to be followed shall all be handled in accordance with the regulations of the competent authority.
- Article 13-1: The Company adopts a cumulative voting system with registered ballots for the election of directors. Each share is entitled to the number of voting rights same as that of directors or supervisors to be elected, which may be concentrated on one candidate or allocated to different ones. Candidates obtaining ballots representing more voting rights shall be elected as directors. Where there is a need to amend the method, it shall be handled in accordance with Article 172 of the Company Act and shall be enumerated and explained the ground for the convening of the shareholders' meeting.
- Article 14: The Board of Directors is organized by the directors, and shall elect the Chairman of the Board of Directors from among the directors by a majority vote at a meeting attended by at least two-thirds of the directors. The Chairman of the Board of Directors shall represent the Company externally.
- Article 15: Upon the Chairman's leave or inability to perform duties for any reason, the delegation shall be duly handled in accordance with Article 208 of the Company Act.
- Article 16: The Board of Directors shall decide remuneration of all directors according to the level of their participation in the Company's operation, value of their contribution, and the usual standard in the industry.

Article 16-1: The board meeting shall be convened and chaired by the Chairman. In the absence of the Chairman, the Chairman shall designate one of the directors to act as an acting chair. In the case of such designation, the directors shall elect from among themselves an acting chair. Except as otherwise provided by the Company Act, a board meeting shall only be convened when at least a majority of the directors are present, and a resolution shall only be adopted with the consent of a majority of the directors present.

A director may entrust another director to attend a board meeting as a proxy in accordance with the law, but a proxy shall represent only one person

. If participation by means of video conferencing is made available at a board meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person. The notice of a board meeting shall expressly indicate the ground for the convening of the meeting and be served to all directors seven days prior to the date scheduled for the meeting. In case of an emergency, a board meeting may be convened at any time. The notice of a board meeting mentioned in the preceding paragraph may be served in writing or by means of e-mail or fax.

Article 16-2: The Company may purchase liability insurance for the directors during their term of office, which shall cover the directors' liabilities arising from the performance of their duties.

#### Chapter V Managers

Article 17: The Company may engage one President and one or more Vice Presidents in accordance with the resolution of the Board of Directors. The appointment, dismissal, and remuneration thereof shall be handled in accordance with Article 29 of the Company Act. The President and Vice Presidents shall perform the duties assigned by the Chairman or the Board of Directors.

#### Chapter VI Accounting

Article 18: The Company's Board of Directors shall prepare (1) business report, (2) financial statements, and (3) a profit distribution or deficit compensation proposal after the end of each fiscal year and forward them to the general shareholders' meeting for ratification.

Article 19: Deleted.

Article 20: The Company shall appropriate no less than 6 percent to 15 percent of the profit in the current year as employee compensation. The distribution, in the form of stock or cash is decided by the Board of Directors. Employee compensation may be issued to employees in affiliated companies that meet certain criteria. The Company may appropriate no more than 5 percent of the profit above as directors' remuneration upon approval of the Board of Directors. The remuneration distributed to the employees, directors, and supervisors shall be reported to the shareholders' meeting. When there is a cumulative deficit, the Company shall reserve an amount for compensation in advance, before appropriation for employee compensation and directors' remuneration in proportion to the percentages in the preceding paragraph.

Article 20-1: Where the Company has a surplus at the end of a fiscal year, it shall pay taxes in accordance with the law, compensate for the deficit, if any, allocate another 10 percent as the legal reserve unless when the legal reserve has reached the amount of the Company's paid-in capital, while setting aside or reversing the special reserve according to laws and regulations; where there is a balance, together with the accumulated undistributed earnings, the Board of Directors shall put forth an earnings distribution proposal and submit it to the shareholders' meeting for resolution before distributing dividends to shareholders.

The distributable dividends and bonuses in whole or in part may be paid in the form of cash, the Board of Directors is authorized to resolve the matter by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

The Company's dividend policy shall be based on the Company's current and future development plan, investment environment, capital demands, domestic and foreign competition, and capital budgets, in order to safeguard the shareholders' interests and strike a balance between dividends and the Company's long-term financial plan. On an annual basis, the Board of Directors shall formulate a distribution proposal, and report it to the shareholders' meeting. The Company may allocate 20 to 50 percent of the current year's earnings available for distribution as dividends to shareholders; the distribution of dividends

to shareholders may be done in cash or stocks, where the cash dividend shall not be less than 20 percent of the total dividends.

#### Chapter VII Supplemental Provisions

Article 21: Matters not specified in this Articles of Incorporation shall be governed by the Company Act.

Article 22: The Article of Incorporation was formulated on March 22, 1997.

The first amendment was made on July 20, 1999.

The second amendment was made on March 19, 2000.

The third amendment was made on October 30, 2001.

The fourth amendment was made on June 20, 2002.

The fifth amendment was made on July 30, 2002.

The sixth amendment was made on May 4, 2004.

The seventh amendment was made on May 4, 2004.

The eighth amendment was made on June 22, 2005.

The ninth amendment was made on June 20, 2006.

The 10th amendment was made on June 13, 2007.

The 11th amendment was made on June 13, 2007.

The 12th amendment was made on June 13, 2008.

The 13th amendment was made on December 1, 2008.

The 14th amendment was made on December 1, 2008.

The 15th amendment was made on June 10, 2009.

The 16th amendment was made on June 17, 2013.

The 17th amendment was made on June 23, 2014.

The 18th amendment was made on June 22, 2015.

The 19th amendment was made on June 27, 2016.

The 20th amendment was made on June 22, 2017.

The 21st amendment was made on June 24, 2019.

The 22st amendment was made on June 28, 2023.

The 23st amendment was made on June 26, 2024.

Jiin Yeeh Ding Enterprise Corp.

Chairman: Ching-Chi Chuang

#### **Annex 4. Rules of Procedures for Shareholders' Meeting**

### **Jiin Yeeh Ding Enterprise Corp. Rules of Procedures of the Shareholders' Meeting**

#### **Article 1 (Basis for Formulation)**

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meeting and to strengthen its management capabilities, the Rules are formulated pursuant to the Regulations Governing Content and Compliance Requirements for Shareholders' Meeting Agenda Handbooks of Public Companies.

#### **Article 2 Unless otherwise prescribed by relevant laws and regulations, the Company shall duly convene the shareholders' meeting exactly in accordance with the Rules.**

#### **Article 3 (Convention of and Notice of Shareholders' Meeting)**

Unless otherwise provided by laws and regulations, the shareholders' meeting of the Company shall be convened by the Board of Directors.

For the convention of a regular meeting, a meeting agenda shall be prepared and all shareholders shall be notified thirty (30) days prior to the meeting. For the convention of a special meeting, all shareholders shall be notified fifteen (15) days in advance.

The ground for convening a shareholders' meeting shall be indicated in the notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient thereof.

Election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for delisting, the removal of non-compete clause, capitalization of earnings or capital surplus, dissolution, merger, or demerger, or any matter under Paragraph 1, Article 185 of the Company Act or Articles 26-1 and 43-6 of the Securities and Exchange Act, shall be set out in the ground for convening the shareholders' meeting in the notice. None of the matters above may be raised through an extempore motion. The content of which shall be uploaded to a website designated by the competent authority or the Company, and the website shall be specified in the meeting notice.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Corporation a written proposal for discussion at a regular meeting. Such a proposal, however, is limited to one issue only, and no proposal containing more than one issue will be included in the meeting agenda. In addition, when any circumstances under subparagraph 4 of Article 172-1, Paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a regular meeting is held, the Company shall publicly announce that it will receive shareholder proposals, in written or electronic method, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Each shareholder proposal is limited to 300 words, and the shareholder making the proposal shall be present in person or by proxy at the regular meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall notify the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting, the Board of Directors shall explain the reasons for exclusion of any shareholder proposals from the agenda.

#### **Article 4 Attendance by Proxy and Authorization**

At a shareholders' meeting, a shareholder may issue a proxy in the form printed by the Company to expressly stipulate the scope of authorized powers to authorize a proxy to attend a shareholders' meeting on his or her behalf.

A shareholder may only issue one power of attorney and appoint one proxy only, and shall serve such power of attorney to the Company no later than five days prior to the date scheduled for the shareholders' meeting. In case two or more powers of attorney are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the said power of attorney is made.

After the power of attorney is served to the Company, in case that the shareholder issuing the said power of attorney intends to attend the shareholders' meeting in person or to exercise his/her voting rights in writing or electronically, a proxy rescission notice shall be served to the Company two days in writing prior to the date of the shareholders' meeting; otherwise, the voting rights exercised by the proxy at the meeting shall prevail.

**Article 5 (Shareholders' Meeting Location and Time)**

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

**Article 6 (Preparation of Documents such as Attendance Register )**

The Company shall provide an attendance register for shareholders or their proxies (collectively, "shareholders") to sign in, or require the attending shareholders to submit their sign-in cards in lieu of signing the register.

The Company shall deliver the meeting handbook, annual report, attendance card, speaker's slip, votes, and other meeting materials to each shareholder attending the shareholders' meeting; if there are directors to be elected, ballots shall also be provided.

Shareholders shall present their attendance card, sign-in card, or other ID documents for attendance to attend the shareholders' meeting. Solicitors soliciting powers of attorney shall carry their ID documents for verification.

Where the government or a juridical person is a shareholder, more than one representative may attend the shareholders' meeting. Where a juridical person is entrusted to attend a shareholders' meeting as a proxy, such juridical person may only appoint one person to be its representative at the meeting.

**Article 7 (Chair and Attending Staff of Shareholders' Meeting)**

Where a shareholders' meeting is convened by the Board of Directors of the Company, the Chairman shall preside over such meeting. Where the Chairman is on leave or unable to exercise his powers and duties for any reason, the Vice Chairman shall preside over such meeting. The Chairman shall designate a managing director to act as the chair if a Vice Chairman is not appointed, or if the Vice Chairman is on leave or unable to exercise his powers and duties for any reason. If no managing director is appointed by the Company, the Chairman shall designate a director to act as the chair. In the absence of designation, the managing director or the directors shall elect from among themselves an acting chair.

For a shareholders' meeting convened by the Board of Directors, it is preferable for more than half of the directors of the Board of Directors to attend the meeting.

Where a shareholders' meeting is convened by a convener other than the Board of Directors, the convener shall chair the meeting. Where there are two or more conveners, the conveners shall elect from among themselves to chair the meeting.

The Company may appoint the retained attorneys, certified public accountant(s), or relevant personnel to participate in a shareholders' meeting in a non-voting capacity.

**Article 8 (Audio and Video Recordings of Shareholders' Meeting)**

The Company shall record the entire process of a shareholders' meeting in audio or video, and the recordings shall be kept for at least one year. In the event a lawsuit filed by a shareholder under Article 189 of the Company Act, said ballots shall be kept until the conclusion of the lawsuit.

Article 9 The attendance of shareholders shall be duly calculated based on the number of shares they hold. The calculation of the number of shares present shall be based on the attendance register or sign-in cards submitted by the shareholders and those shares whose votes are exercised in writing or electronically via the internet.

The chair shall call the meeting to order at the time scheduled for the meeting. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chair may announce a postponement of the meeting; however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. In the event that the meeting is still attended by shareholders representing less than one-third of the total issued shares after two postponements, the chair may announce the meeting adjourned.

Where the shareholders present still fail to constitute the minimum quorum after 2 postponements as mentioned in the preceding paragraph, a tentative resolution may be passed in accordance with Paragraph 1, Article 175 of the Company Act, and the Company shall reconvene another shareholders' meeting within 1 month.

In the event that the number of shares represented by the shareholders present is up to a majority of the aggregate total of the outstanding shares, the chair may refer the tentative resolution so adapted to the shareholders' meeting for resolution anew in accordance with Article 174 of the Company Act.

#### Article 10 (Meeting Agenda)

The agenda for the shareholders' meeting shall be set by the Board of Directors if such meeting is convened by the Board of Directors. Unless otherwise resolved by resolution at the meeting, the meeting shall be carried out in accordance with the scheduled agenda.

The preceding paragraph shall apply mutatis mutandis to meeting convened by any person, other than the Board of Directors, with the authority to convene such meeting.

Before the end of the proceedings (including extempore motions), the chair shall not announce adjournment until the agenda is concluded unless duly resolved in the meeting. In the event that the chair breaches the Rules of Procedures for Shareholders' Meeting by unlawfully announcing adjournment, other members in the Board of Directors shall promptly help the shareholders present elect one person through a majority vote to continuously chair the meeting based on the legal procedures.

The chair shall grant adequate opportunities for clarification and discussion on an amendment or extempore motions posed by a shareholder. Upon the time believed to be up for resolution, the chair may announce discontinuation from a discussion and put the issue for resolution.

#### Article 11 (Speech by Shareholders)

Before making a speech, the attending shareholders must fill out and submit a speech slip stating the purpose of the speech, the shareholder account number and account name (or the attendance ID number) for the chair to determine the order of speakers.

An attending shareholder who submits a slip of paper but does not speak at the meeting is deemed to have not spoken. In the event of any inconsistency between the contents of shareholder's speech and those recorded on the slip, the contents of shareholder's speech shall prevail.

On the same issue, each shareholder shall not speak more than twice unless given consent by the chair. Each speech shall not exceed 5 minutes. Where a shareholder speaks in contravention of the rules or beyond the scope of the specified issues, the chair may stop the speaker.

When a shareholder has the floor, all other shareholders shall not interfere unless at the consent of the chair or the shareholder who is taking the floor. Any unrestrained action shall be discouraged by the chair.

For corporate shareholders appointing two (2) or more representatives to the shareholders' meeting, only one representative may express opinions on the same motion.

After an attending shareholder completes their speech, the chair may respond either in person or through a relevant person designated.



Article 12 (Vote Counting and Recusal)

The voting rights in the shareholders' meeting shall be duly counted based on the number of shares.

During the voting process of a shareholders' meeting, the number of shares held by shareholders who hold no voting rights shall not be counted into the aggregate total of the outstanding shares.

On an issue under discussion in a shareholders' meeting, a shareholder who is the interested entity in such issue that is likely to impair the interests of the Company shall not join the voting process, nor shall he or she exercise voting rights as a proxy for another shareholder.

The number of shares mentioned in the preceding paragraph that could not be exercised for voting rights shall not be counted as the voting rights of the shareholders who are already present in the 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 rights represented by him/her shall not exceed 3 percent of the total number of voting shares, otherwise, the excessive portion of voting rights shall not be counted.

Article 13 Each shareholder is entitled to one vote per share, except when restricted or without voting rights listed under the Company Act.

Where a shareholders' meeting is convened by the Company, voting rights may be exercised in writing or by electronic means. When the voting rights are to be exercised in writing or by electronic means, such means of exercise shall be expressly provided in the notice of the shareholders' meeting. A shareholder who exercises voting rights in writing or by electronic means is deemed to have participated in the shareholders' meeting in person, but shall be deemed to have waived the right for the questions and motions and amendment to original motions. Thus, it is advised that the Company shall avoid proposing extempore motions or amendment to original motions.

In the case of voting rights being exercised in writing or by electronic means as mentioned in the preceding paragraph, expression of intent shall be served to the Company 2 days prior to the date scheduled for the shareholders' meeting. In case of double expressions of intent, they shall be managed on a first-come first-served basis unless the preceding expression is declared withdrawn.

After a shareholder exercises voting rights in writing or by electronic means, if he or she intends to participate in the shareholders' meeting in person, he or she shall revoke the expression of intent mentioned in the preceding paragraph by the means same as that used for exercise of voting rights in writing or by electronic means 2 days prior to the date scheduled for the shareholders' meeting. In the event that he or she fails to revoke within the specified time limit, he or she shall still exercise voting rights in writing or by electronic means. In the event that a shareholder exercises voting rights in writing or by electronic means and participates in the shareholders' meeting by proxy with a written proxy, the exercise of voting rights in writing or by electronic means by his or her proxy shall prevail.

Unless otherwise provided for in the Company Act and in the Company's Articles of Incorporation, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting that is attended by shareholders who represent a majority of the aggregate total of the outstanding shares. When voting, the chair or the person designated by the chair shall announce the total number of voting rights of the shareholders present.

A proposal is deemed to have passed when no objection expressed from the attending shareholders give after being inquired by the chair, and the effect thereof is the same as a vote; if there are objections, a vote as stated in the preceding paragraph shall be adopted.

Where the same issue is accompanied by an amendment or alternative, the chair shall resolve the order of voting along with the initial issue. In the event that one among them is satisfactorily resolved, other issues are deemed to have been vetoed, calling for no further voting.

The scrutineers and counting staff for the voting process shall be appointed by the chair. Scrutineers appointed shall also be shareholders.

The counting of the votes for a motion or an election at the shareholders' meeting shall be conducted publicly at the shareholders' meeting, and the results of the vote shall be announced on the spot and recorded in the meeting minutes.

Article 14 (Elections)

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately.

The ballots of the election in the preceding paragraph shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit filed by a shareholder under Article 189 of the Company Act, said ballots shall be kept until the conclusion of the lawsuit.

Article 15 Minutes of shareholders' meeting shall be duly worked out, signed, and sealed by the chair and served to all shareholders within 20 days from the meeting.

The minutes may be produced and distributed in electronic means.

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

The meeting minutes shall duly contain the year, month, day, venue, name of the chair, voting method, key points of the proceedings, and the results, and shall be archived in the Company permanently while the Company exists.

With regard to the resolution methods in the preceding paragraph, if no objection is voiced by any of the shareholders when inquired by the chair, the wordings, "The proposal is approved by a unanimous consent of all attending shareholders upon inquiry from the chair", shall be recorded. For proposals where shareholders voice objections, the ballot casting method adopted, number of votes, and its proportion to total shall be clearly stated.

Article 16 (Public Announcement)

The Company shall, on the very day while the shareholders' meeting is scheduled to be convened, duly produce statistical tables in the prescribed forms to cover the number of shares successfully solicited by the solicitors and the number of shares under agency of the delegated proxies, and shall expressly publish those at the shareholders' meeting on the spot.

Where the resolutions at the shareholders' meeting belong to the material information stipulated by laws and regulations, and by the Taiwan Stock Exchange (Taipei Exchange), the Company shall upload said content to MOPS within the specified time.

Article 17 (Maintenance of Order)

The staff serving at the shareholders' meeting shall wear an identity badge or armband.

The chair may instruct proctors or security guards to maintain the order of the meeting. The proctors or security guards shall wear an armband or identity badge reading "proctor" or the like while maintaining the order of the meeting.

Where the shareholders' meeting site is equipped with loud-speaker facilities and where a shareholder speaks with the equipment not provided by the Company, the chair may stop the shareholder from speaking.

Where a shareholder is acting in contravention of the Rules of Procedures for Shareholders' Meeting, defies the discipline from the chairperson, or interrupts the process of the meeting, the chair may instruct the proctors or security guards to expel the shareholder from the venue.

Article 18 (Recess and Resumption of Meeting)

Upon the process of a meeting, the chair may announce a recess as situations may justify. Upon occurrence of force majeure, the chair may rule a suspension of the meeting and announce the time to resume the meeting as the situations may justify.

In the event that the venue for a shareholders' meeting could not be continuously used until the issues set under the agenda (including extempore motions) are concluded, the shareholders' meeting may resolve a decision to relocate to another venue to continue the meeting. Per Article 182 of the Company Act, the shareholders' meeting may resolve a decision to postpone the meeting within 5 days or to continue the process of the meeting.

Article 19 The Rules and any amendments hereof shall be entered into force after being resolved at the shareholders' meeting.

## Annex 5. Rules of Election of Directors

### Jiin Yeeh Ding Enterprise Corp. Rules of Election of Directors

- Article 1 To ensure a just, fair, and open election of directors, the Procedure is formulated pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.
- Article 2 The Company's election of directors shall be handled in accordance with the Rules, unless otherwise provided by laws or regulations.
- Article 3 The overall composition of the Board of Directors shall be taken into consideration in the selection of the Company's directors. The Company shall diversify the board composition and develop guidelines on diversity based on the operations, nature of business activities, and development needs of the Company, including but not limited to the following two aspects:
- I. Basic requirements and values: Gender, age, nationality, and culture.
  - II. Professional knowledge and skills: Professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience.
- All members of the board shall have the knowledge, skills, and competence necessary to perform their duties. The entire board shall possess the following abilities:
- I. Business judgment ability.
  - II. Accounting and financial analysis ability.
  - III. Business management ability.
  - IV. Crisis management ability.
  - V. Knowledge of the industry.
  - VI. International market perspective.
  - VII. Leadership.
  - VIII. Decision-making ability.
- Over a majority of the total number of the director seats shall not be served by the ones who are spouse or relatives within the second degree of kinship with each other.
- The Company's Board of Directors shall consider adjusting its composition based on the results of performance evaluation.
- Article 4 The qualifications of the independent directors of the Company shall be in accordance with the provisions of the "Measures for the Establishment of Independent Directors of Public Offering Companies and Measures to Be Followed."
- The election of independent directors of the Company shall be in compliance with the provisions of the "Measures for the Establishment of Independent Directors of Public Offering Companies and Measures to Be Followed," and shall be implemented in accordance with the "Code of Practice for Listed Over-the-counter Corporate Governance."
- Article 5 Elections of the Company's independent directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.
- In the event that a director is dismissed for any reason, making the total number of directors fewer than five, the Company shall hold a by-election at the soonest shareholders' meeting. In the event that the number of directors is fewer than one-third of the quorum as in the Company's Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting to hold a by-election within 60 days from the date of occurrence of the event.

Where the number of independent directors falls short of the quorum stipulated in Paragraph 1, Article 14-2 of the Securities and Exchange Act, the Company shall hold a by-election at the soonest shareholders' meeting to fill the vacancy. Where the independent directors are dismissed en masse, the Company shall convene an extraordinary shareholders' meeting within 60 days of the event to hold a by-election. to fill the vacancies.

- Article 6 The Company's directors shall be duly elected by means of cumulative voting with registered ballots. Each common share is entitled to the same number of voting rights as the numbers of directors to be elected, which may be concentrated on the same candidate or allocated to different ones.
- Article 7 The Board of Directors shall prepare ballots in the number same as that of directors to be elected for each shareholder, enter the number of voting rights in the ballots, and distribute them to shareholders attending the shareholders' meeting, and the names of the electors may be replaced by the attendance card number printed on the ballots.
- Article 8 The number of directors of the Company will be specified in the Company's Articles of Incorporation, with voting rights separately calculated for independent and non-independent directors. The candidates receiving ballots representing the highest number of voting rights will be elected sequentially according to their respective number of votes received, and if two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- Article 9 Before the beginning of the election, the chair shall designate a number of shareholders as scrutineers and vote counting personnel perform their relevant duties accordingly. The Board of Directors shall prepare a ballot box, which shall be examined in public by the scrutineers, before the voting begins.
- Article 10 A ballot is deemed void if any of the following circumstances occurs:
- I. The ballot is not prepared by parties entitled to convene the meeting.
  - II. Any blank ballot cast in the ballot box.
  - III. Any ballot with illegible writing rendering it unrecognizable, or any ballot with alterations.
  - IV. Where the name of a candidate entered in the ballot is not consistent with that in the list of director candidates.
  - V. A ballot with other words or marks are entered in addition to the number of voting rights allocated.
- Article 11 Votes shall be counted on the spot upon completion of casting the ballots, and the election results, including elected directors and the number of votes they won, shall be announced by the chair on the spot.
- The ballots of the election in the preceding paragraph shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit filed by a shareholder under Article 189 of the Company Act, said ballots shall be kept until the conclusion of the lawsuit.
- Article 12 The Board of Directors of the Company shall deliver a written notification to each of the elected directors.
- Article 13 The Rules and any amendments hereof shall be entered into force after being resolved at the shareholders' meeting.