

Code:6244



2025 Annual General Shareholders' Meeting Handbook

(TRANSLATION)

Meeting Date : June 20, 2025

Motech Industries Inc.

Meeting Agenda for 2025 Annual General Shareholders' Meeting

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Motech Industries Inc.
Procedures of 2025 Annual Shareholders' Meeting

- I. Announce the Number of Shares Represented at the Meeting
- II. Call Meeting to Order
- III. Chairman's Address
- IV. Report Items
- V. Proposed Resolutions
- VI. Discussion Items
- VII. Election Items
- VIII. Other Proposals
- IX. Special Motions
- X. Meeting Adjourned

Motech Industries Inc.
Meeting Agenda for 2025 Annual General Shareholders' Meeting

- I. Type: Physical shareholders' meeting
- II. Date and Time: 10 a.m., June 20, 2025 (Friday)
- III. Venue: International Conference Hall at 1st Fl., No. 18, Dashun 9th Rd., Xinshi Dist., Tainan City 74145, Taiwan (Fab 5 of Motech Industries Inc., Science Park Branch)
- IV. Call meeting to order (announce the number of shares represented at the meeting)
- V. Chairman's address
- VI. Report items
 - 1. To report the 2024 operation report
 - 2. To report the Audit Committee's review report on 2024 financial statements
 - 3. Distribution of 2024 compensation to employees and remuneration to Directors
- VII. Proposed resolutions
 - 1. To accept the 2024 operation report and financial statements
 - 2. To approve the proposal for 2024 earnings distribution
- VIII. Discussion Items
 - 1. To amend the "Articles of Incorporation"
- IX. Election Items
 - To hold the election of Directors
- X. Other Proposals
 - To release the newly elected Directors from non-competition restrictions
- XI. Special motions
- XII. Meeting adjourned

Report Items

Item 1

Subject: To report the 2024 operation report

Explanation: Please refer to Attachment 1 (page 8 to 10) for the 2024 operation report.

Item 2

Subject: To report the Audit Committee's review report on 2024 financial statements

Explanation: Please refer to Attachment 2 (page 11) for the Audit Committee's review report on 2024 financial statements.

Item 3

Subject: Distribution of 2024 compensation to employees and remuneration to Directors

Explanation:

1. Pursuant to Article 19 of the Articles of Incorporation, when the Company makes a profit for the year, the compensation to employees shall not be lower than 1% of the balance and the remuneration to Directors shall not be higher than 5% of the balance. However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation.
2. The 2024 compensation to employees and remuneration to Directors were resolved and approved by the Board of Directors and Remuneration Committee at amounts of NT\$15,213,107 and NT\$3,042,621 respectively, which were NT\$4,355 and NT\$871 above the amounts accrued in the financial statements, respectively. The distribution is to be made in the form of cash. The differences will be accounted for as changes to accounting estimates and recognized in profit or loss of the following year.

Proposed Resolutions

Item 1

Subject: To accept the 2024 operation report and financial statements (proposed by the Board of Directors)

Explanation:

1. The Company's 2024 financial statements (including balance sheets and statements of comprehensive income, changes in shareholders' equity and cash flows) were approved by the Board of Directors and audited by independent auditors, Mr. Ming-Hong Huang and Ms. Yun-Chu Yang, of KPMG with an unqualified opinion. The aforementioned financial statements together with the operation report and the earnings distribution table were reviewed by the Audit Committee which then issued an Audit Committee's review report.
2. Please refer to Attachment 1 (page 8 to 10) and Attachment 3 (page 12 to 25) for the operation report and financial statements, respectively.

Resolution:

Item 2

Subject: To approve the proposal for 2024 earnings distribution (proposed by the Board of Directors)

Explanation

1. The Company proposes to distribute shareholders' bonus of NT\$139,335,075 in the form of cash from the distributable earnings. Shareholders will be entitled to receive a cash dividend of NT\$0.36 per common share (rounded to the nearest dollar). Dividends to an individual shareholder of fractional dollar amount are recognized as the Company's other incomes.
2. It is proposed that the Chairman of the Board of Directors be authorized to handle relevant matters such as setting the record date and payment date and distributing dividends for the aforementioned earnings distribution.
3. If there are changes in the total number of outstanding shares, it is proposed that the Chairman of the Board of Directors be authorized to adjust the dividend ratio based on the total amount of profits resolved to be distributed and the number of actual common shares outstanding on the record date for distribution.
4. Please refer to Attachment 4 (page 26) for 2024 Earnings Distribution Table.

Resolution:

Discussion Items

Item 1

Subject: To amend the “Articles of Incorporation”

(Proposed by the Board of Directors)

Explanation: 1. The Company proposes amendments to specific articles in the “Articles of Incorporation” to enhance clarity in its dividend policy and ensure alignment with revisions to the Company Act and the Securities and Exchange Act.

2. Please refer to Attachment 5 on page 27 for the Comparison Table of Amendments to “Articles of Incorporation”.

Resolution:

Election Items

Subject: To hold the election of Directors

(Proposed by the Board of Directors)

- Explanation:
1. The term of Directors of the Company expires on June 20, 2025. The Company Act requires the election of Directors to be held in the annual shareholder's meeting.
 2. In accordance with the Articles of Incorporation, the Company proposes to elect eight Directors, among which there are four Independent Directors, in the 2025 annual shareholders' meeting. Directors are elected by adopting the candidate nomination system. The newly elected Directors shall serve a term of 3 years, which commences immediately upon completion of the election, i.e., from June 20, 2025 to June 19, 2028.
 3. Pursuant to Article 192-1 of the Company Act, the Company announced that it would accept nominations of director candidates from shareholders holding 1% or more of the total issued shares during the period from April 7 to April 17, 2025. As of April 17, 2025, no such shareholder had submitted any nominations for director candidates.
 4. Please refer to Attachment 6 on page 30 to 31 for the list of Director candidates nominated by the Board of Directors and relevant information.

Election result:

Other Proposals

Subject: To release the newly elected Directors from non-competition restrictions

(Proposed by the Board of Directors)

Explanation: 1. Article 209 of the Company Act stipulates that “A director, who does anything for himself or on behalf of another person that is within the scope of the company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.”

2. Details of non-competition restrictions on Director and its designated representative candidates of the 2025 annual shareholders’ meeting proposed to be released pursuant to the Company Act are as follows:

Type	Name	Concurrent Positions and Companies
Director	Yung-Hui Tseng	Chairman of Cheng Fu-Tien Culture & Education Foundation
Director	Chih-Kaou Lee	Director of Motech (Suzhou) Renewable Energy Co., Ltd. Director of Motech (Maanshan) Renewable Energy Co., Ltd. Director of Motech (Maanshan) Energy Technologies Co., Ltd. Director and President of Consumer Product Resources International Corp. Director of C-Tech. United Corp.
Director	Ming-Shiaw Lu	Director of Mildef Crete Inc.
Director	Cheng Fu-Tien Culture & Education Foundation Representative: Fred Yeh	Director of Teco-Motech Co., Ltd. Vice Chairman of TECO Sun Energy Co., Ltd. Director of Inergy Technology Inc. Director of Motech (Suzhou) Renewable Energy Co., Ltd. Director of Motech (Maanshan) Renewable Energy Co., Ltd. Director of Motech (Maanshan) Energy Technologies Co., Ltd.
Independent Director	Kin-Tsau Lee	Independent Director of Ingentec Corporation Independent Director of Duratek, Inc. Director and representative of Tzu-Wei Investment Limited Director of M.J. International Co. Ltd. Director and representative of Chia Tai Bright Global (Taiwan) Co., Ltd. Director and representative of Chia Tai Bright Enterprise Co., Ltd.
Independent Director	Chia-Hsin Chang	Independent Director of Getac Holdings Corporation Independent Director of APAC Opto Electronics Inc. Independent Director of Solar Applied Materials Technology Corp.
Independent Director	Andie Chen	Chief Financial Officer of Sheng Hung Industrial Co., Ltd..

Resolution:

Special Motions

Meeting Adjourned

Motech Industries Inc. 2024 Operation Report

To all shareholders:

Thank you all for your long-term support and encouragement.

Throughout 2024, with the continued support of shareholders and the dedicated efforts of our employees, the Company maintained a strong financial foundation and sustained profitability. Over the past year, escalating geopolitical risks and intensifying global trade conflicts, driven by strategic rivalries among major nations, led to a surge in tariffs on various products and countries, accelerating the trend of global localization. The solar industry, in particular, faced a challenging year, primarily due to aggressive price competition from Chinese manufacturers, which disrupted market order and caused significant upheaval. Additionally, the rapid adoption of imported solar modules from Southeast Asia by domestic photovoltaic power station developers further intensified sales pressure in the local market.

Amid an increasingly volatile environment, adaptability is the key to maintaining a competitive edge. In navigating these complex market dynamics, the Company has remained cautiously optimistic, prioritizing production line and technology upgrades, expanding investments in solar power plant development, and thereby strengthening profitability. These strategic efforts not only help mitigate short-term competitive pressures but also drive long-term growth momentum.

1. Operating Results

(1) Outcome of operating plans

(In Thousands of New Taiwan Dollars)

Items	2024		2023	
Consolidated operating revenue	3,225,501	100.0%	4,065,981	100.0%
Consolidated gross profit (loss)	636,133	19.7%	677,424	16.7%
Consolidated operating profit (loss)	273,231	8.5%	323,417	8.0%
Consolidated profit (loss) before tax	246,335	7.6%	229,585	5.6%
Consolidated net profit (loss)	240,600	7.5%	224,317	5.5%
Consolidated profit attributable to Owners of parent	235,301	7.3%	218,168	5.4%
Earnings per share (NT\$)	0.61		0.56	

In 2024, the Company's consolidated revenue was primarily driven by solar module sales. A major production upgrade introduced large-format G10 TOPCon modules, which are expected to become the Company's core product and further strengthen profit margins. Additionally, the Company

significantly expanded its solar power plant development, achieving an installed capacity of approximately 68MW by year-end, a 70% increase from the previous year.

(2) Financial position and profitability analysis

The Company generated consolidated revenues of NT\$3,226 million in 2024, a decrease of 20.7% from NT\$4,066 million in 2023. Consolidated gross profit amounted to NT\$636 million, a decrease of 6.1% from NT\$677 million in the previous year, with a gross margin of 19.7%, an increase from 16.7% in the previous year. The consolidated net profit was NT\$241 million, of which NT\$235 million was attributable to shareholders of the parent company, representing earnings per share of NT\$0.61.

(3) Research and development

Last year, the Company fully upgraded to large-format production lines, aligning with global market trends and successfully transitioning to TOPCon technology. This advancement increased solar module efficiency, enhancing the return on investment for solar projects. Additionally, the Company prioritized the development of innovative products for dual-use land applications. At international exhibitions in Germany and Japan, it introduced high-transparency solar modules designed for agrivoltaic applications, further expanding its global business opportunities.

2. Future Outlook

In the global market, according to research firm PV InfoLink, global solar module demand in 2024 ranged from approximately 469GW to 533 GW. Looking ahead to 2025, demand is projected to reach 492GW to 568 GW, reflecting a growth rate of around 5% to 7%. The primary challenges stem from shifts in the macroeconomic environment, while growth momentum is anticipated from emerging markets such as the Middle East and Southeast Asia.

In Taiwan, data from the Energy Administration under the Ministry of Economic Affairs showed that total installed solar capacity reached 14.28GW by December 2024, falling short of the original target. As a result, the government has postponed its 20GW target to November 2026, requiring the installation of 3GW annually in both 2025 and 2026. This is expected to drive the Company's module and power-related businesses. However, given the delays in large-scale solar project development and increasing competition from Southeast Asian module imports, it is essential to avoid excessive market concentration. Taiwan's economy is primarily export-driven, and many major technology companies have joined the RE100 initiative, making green energy a key factor in global competitiveness. In recent years, the government has introduced regulations such as the Climate Change Response Act and the Renewable Energy Development Act, setting a net-zero emission target for 2050. These policy measures include the implementation of carbon pricing and mandates for large electricity consumers to adopt renewable energy, while also encouraging green energy procurement over traditional wholesale electricity purchases. This regulatory framework fosters a favorable environment for renewable energy growth and creates new business opportunities for the Company.

Renewable energy is the best solution for balancing economic growth with environmental sustainability, making the transition from traditional energy sources inevitable. In 2024, the rapid advancement of artificial intelligence (AI) fueled an investment boom, drawing global tech giants to Taiwan. AI applications and data centers are expected to drive a substantial increase in electricity consumption. Meanwhile, the electric vehicle (EV) market is expanding rapidly, with the widespread deployment of charging stations further increasing power demand. However, extreme weather events triggered by climate change continue to cause severe economic losses worldwide. In response, nations are accelerating the shift to low-carbon energy. In 2024, investments in EVs, renewable energy, and power

grid infrastructure reached a record-breaking US\$2 trillion. Seizing this momentum, the Company is enhancing its core solar technologies, developing differentiated products, and offering superior solutions to domestic and international customers. Furthermore, the Company commits to long-term product warranty support, emphasizes corporate governance and operational discipline, and strategically positions itself for future success.

Chairman: Yung-Hui Tseng

CEO: Fred Yeh

Accounting Officer: Alan Wu

Motech Industries Inc.
Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 operation report, financial statements and earnings distribution proposal. Certified public accountants of KPMG, Mr. Ming-Hung Huang and Ms. Yun-Chu Yang, were retained by the Board to audit the financial statements and they have issued an audit report. The above-mentioned operation report, financial statements, and earnings distribution proposal have been reviewed and determined to be correct and accurate by us. Thus, according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To

The 2025 Annual General Shareholders' Meeting

Convener of the Audit Committee: Kin-Tsau Lee

February 25, 2025



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KPMG

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Attachment 3

Independent Auditors' Report

To the Board of Directors of Motech Industries Inc.

Opinion

We have audited the financial statements of Motech Industries Inc. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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. In our judgment, the key audit matters we communicated in the auditor's report were as follows:

- Revenue recognition for sales of solar modules

Please refer to Note 4(o) "Revenue recognition" for accounting policies and Note 6(s) "Revenue from contracts with customers" for further information.

Description of key audit matter:

The Company is a listed company in related to public interest, wherein the investors are highly expecting its financial performance. The Company's main source of revenues comes from the sales of solar modules. Therefore, revenue recognition for sale of solar modules has been identified as our key audit matter.



How the matter was addressed in our audit:

Our principal audit procedures included:

- Understanding the main types of revenues, contract contents, and transaction terms to assess the accuracy of the timing of revenue recognition for sales of solar modules.
- Conducting the variance analysis on the revenue from top ten sales customers.
- Testing the internal controls of the Company related to the shipment operations of solar modules and revenue recognition processes.
- Selecting samples from sales of modules before and after the balance sheet date, and verifying relevant documents to ensure that selected transactions are recognized in the financial report within the appropriate period.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. 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 this 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 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 Huang, Ming-Hung and Yang, Yun-Chu.

KPMG

Taipei, Taiwan (Republic of China)
February 25, 2025

Notes to Readers

The accompanying parent company only 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 parent company only financial statements are those generally accepted and applied in the Republic of China.

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MOTECH INDUSTRIES INC.

Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023			
		Amount	%	Amount	%			Amount	%	Amount	%		
Current assets:													
1100	Cash and cash equivalents (note 6(a))	\$	1,295,377	19	841,532	13	2100	Short-term borrowings (note 6(k))	\$	-	-	60,000	1
1136	Current financial assets at amortized cost (note 6(a))		212	-	158	-	2110	Short-term notes and bills payable (note 6(j))		-	-	89,982	1
1140	Current contract assets (notes 6(s) and 7)		34	-	-	-	2130	Current contract liabilities (notes 6(s) and 7)		58,197	1	57,950	1
1170	Notes and accounts receivable, net (notes 6(b) and 6(s))		254,889	4	396,951	6	2170	Notes and accounts payable		389,123	6	139,628	2
1180	Accounts receivable—related parties, net (notes 6(b), 6(s) and 7)		96,468	1	244,453	4	2180	Accounts payable—related parties (note 7)		45,524	1	122,050	2
1200	Other receivables (note 6(c))		812	-	215	-	2200	Other payables (note 6(i))		312,862	5	263,876	4
1210	Other receivables—related parties (notes 6(c) and 7)		44,758	1	4,558	-	2220	Other payables—related parties (note 7)		-	-	12,061	-
1220	Current tax assets		1,510	-	729	-	2250	Current provisions (notes 6(n) and 7)		30,873	-	29,793	1
130x	Inventories (note 6(d))		574,729	9	798,631	12	2280	Current lease liabilities (note 6(m))		5,483	-	10,073	-
1410	Prepayments (included related parties) (notes 6(i) and 7)		8,771	-	28,707	-	2320	Long-term borrowings, current portion (notes 6(l) and 8)		114,832	2	121,165	2
1479	Other current assets (note 6(i))		853	-	29,642	1	2399	Other current liabilities		9,897	-	17,354	-
Total current assets			2,278,413	34	2,345,576	36	Total current liabilities			966,791	15	923,932	14
Non-current assets:													
1535	Non-current financial assets at amortized cost (note 6(a))		-	-	212	-	2540	Long-term borrowings (notes 6(l) and 8)		1,107,764	17	1,215,682	19
1550	Investments accounted for using equity method (notes 6(e) and 7)		2,799,859	42	2,735,122	41	2550	Non-current provisions (note 6(n))		81,663	1	81,763	1
1600	Property, plant and equipment (notes 6(f), 7 and 8)		1,385,772	21	1,275,101	19	2570	Deferred tax liabilities (note 6(p))		69,973	1	70,092	1
1755	Right-of-use assets (note 6(g))		24,749	-	32,696	-	2580	Non-current lease liabilities (note 6(m))		20,462	-	23,945	-
1780	Intangible assets (note 6(h))		52	-	213	-	2600	Other non-current liabilities		477	-	402	-
1840	Deferred tax assets (note 6(p))		65,446	1	67,924	1	Total non-current liabilities			1,280,339	19	1,391,884	21
1980	Other non-current financial assets (note 8)		27,154	-	37,407	1	Total liabilities			2,247,130	34	2,315,816	35
1990	Other non-current assets (notes 6(i) and 6(o))		112,085	2	100,913	2	Equity (notes 6(e), 6(o), 6(p) and 6(q)):						
Total non-current assets			4,415,117	66	4,249,588	64	3100	Ordinary share		3,870,419	58	3,870,419	59
							3200	Capital surplus		540,695	8	540,695	8
							3310	Legal reserve		71,275	1	49,210	1
							3320	Special reserve		148,746	2	53,862	1
							3350	Unappropriated retained earnings		297,428	4	293,495	4
							3400	Other equity interest		(482,163)	(7)	(528,333)	(8)
							3xxx	Total equity		4,446,400	66	4,279,348	65
Total assets		\$	6,693,530	100	6,595,164	100	Total liabilities and equity		\$	6,693,530	100	6,595,164	100

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MOTEC INDUSTRIES INC.

Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

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

		2024		2023	
		Amount	%	Amount	%
4000	Net operating revenue (notes 6(s) and 7)	3,957,917	100	4,401,293	100
5000	Total operating costs (notes 6(d), 6(f), 6(g), 6(h), 6(m), 6(n), 6(o), 6(t) and 7)	(3,432,280)	(87)	(3,867,341)	(88)
5910	Realized or unrealized profit and loss from sales	(45,635)	1	(14,405)	-
5950	Net gross profit from operations	480,002	12	519,547	12
6000	Operating expenses (notes 6(b), 6(f), 6(g), 6(h), 6(m), 6(o), 6(t) and 7):				
6100	Selling expenses	(37,547)	(1)	(40,013)	(1)
6200	Administrative expenses	(215,888)	(5)	(219,837)	(5)
6300	Research and development expenses	(45,742)	(1)	(49,565)	(1)
6450	Impairment gain and reversal of impairment loss	-	-	(930)	-
	Total operating expenses	(299,177)	(7)	(310,345)	(7)
6900	Net operating profit	180,825	5	209,202	5
7000	Non-operating income and expenses (notes 6(e), 6(f), 6(m), 6(u) and 7):				
7100	Interest income	13,661	-	5,021	-
7010	Other income	3,739	-	5,983	-
7020	Other gains and losses	(19,892)	-	(86,262)	(2)
7050	Finance costs	(36,682)	(1)	(41,298)	(1)
7070	Share of profit of subsidiaries and associates accounted for using equity method	93,650	2	125,522	3
	Total non-operating income and expenses	54,476	1	8,966	-
7900	Profit before tax	235,301	6	218,168	5
7950	Tax benefit (expenses) (note 6(p))	-	-	-	-
8200	Net profit	235,301	6	218,168	5
8300	Other comprehensive income (notes 6(e), 6(o), 6(p) and 6(q)):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans	11,793	-	3,100	-
8320	Share of other comprehensive income of associates accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	668	-	(248)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	(2,359)	-	(620)	-
	Components of other comprehensive income that will not be reclassified to profit or loss	10,102	-	2,232	-
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	87,242	2	4,740	-
8370	Share of other comprehensive income of associates accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(104)	-	52	-
8381	Exchange differences on translation of foreign financial statements of subsidiaries	(41,636)	(1)	(26,581)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	45,502	1	(21,789)	-
8300	Other comprehensive income	55,604	1	(19,557)	-
8500	Total comprehensive income	\$ 290,905	7	198,611	5
	Earnings per share (expressed in New Taiwan Dollars) (note 6(r))				
9750	Basic earnings per share	\$ 0.61		0.56	
9850	Diluted earnings per share	\$ 0.61		0.56	

See accompanying notes to financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
MOTECH INDUSTRIES INC.
Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Total other equity interest							
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest
Balance at January 1, 2023	\$ 3,870,419	540,694	21,764	28,723	299,601	(505,112)	(1,184)	(506,296)
Net profit for the year ended December 31, 2023	-	-	-	-	218,168	-	-	218,168
Other comprehensive income	-	-	-	-	2,480	(21,789)	(248)	(19,557)
Total comprehensive income	-	-	-	-	220,648	(21,789)	(248)	198,611
Appropriation and distribution of retained earnings:								
Legal reserve	-	-	27,446	-	(27,446)	-	-	-
Special reserve appropriated	-	-	-	25,139	(25,139)	-	-	-
Cash dividends	-	-	-	-	(174,169)	-	-	(174,169)
Due to donated assets received	-	1	-	-	-	-	-	1
Balance at December 31, 2023	3,870,419	540,695	49,210	53,862	293,495	(526,901)	(1,432)	4,279,348
Net Profit for the year ended December 31, 2024	-	-	-	-	235,301	-	-	235,301
Other comprehensive income	-	-	-	-	9,434	45,502	668	55,604
Total comprehensive income	-	-	-	-	244,735	45,502	668	290,905
Appropriation and distribution of retained earnings:								
Legal reserve	-	-	22,065	-	(22,065)	-	-	-
Special reserve	-	-	-	94,884	(94,884)	-	-	-
Cash dividends	-	-	-	-	(123,853)	-	-	(123,853)
Balance at December 31, 2024	\$ 3,870,419	540,695	71,275	148,746	297,428	(481,399)	(764)	4,446,400

See accompanying notes to financial statements.

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

MOTECH INDUSTRIES INC.

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 235,301	218,168
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	155,784	169,526
Amortization expense	341	589
Expected credit loss	-	930
Interest expense	36,682	41,298
Interest income	(13,661)	(5,021)
Share of profit of subsidiaries and associates accounted for using equity method	(93,650)	(125,522)
Loss on disposal of property, plant and equipment	68,139	3,442
Impairment loss on non-financial assets	-	97,962
Unrealized profit from sales	45,635	14,405
Total adjustments to reconcile profit	199,270	197,609
Changes in operating assets:		
Contract assets	(34)	-
Notes and accounts receivable	142,062	312,462
Accounts receivable – related parties	147,985	(191,395)
Other receivables	(201)	2,085
Other receivables – related parties	(200)	10,169
Inventories	223,902	66,578
Prepaid expenses	(1,302)	(1,239)
Prepayments to suppliers	21,238	(12,257)
Other current assets	28,789	(14,264)
Defined benefit assets	(1,119)	(1,107)
Total changes in operating assets	561,120	171,032
Changes in operating liabilities:		
Contract liabilities	247	(12,129)
Notes and accounts payable	249,495	(226,933)
Accounts payable – related parties	(76,526)	(46,150)
Other payables	(10,353)	(26,415)
Other payables – related parties	(179)	164
Provisions	980	11,354
Other current liabilities	(7,457)	13,290
Total changes in operating liabilities	156,207	(286,819)
Total changes in operating assets and liabilities	717,327	(115,787)
Cash inflow generated from operations	1,151,898	299,990
Income taxes paid	(781)	(198)
Net cash flows from operating activities	1,151,117	299,792
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at amortized cost	158	-
Proceeds from capital reduction of investments accounted for using equity method	-	119,449
Acquisition of property, plant and equipment	(245,406)	(155,808)
Proceeds from disposal of property, plant and equipment	5,200	2,491
Decrease (increase) in refundable deposits	(118)	19,764
Increase in other receivables due from related parties	(40,000)	-
Acquisition of intangible assets	(180)	(180)
Decrease (increase) in other financial assets	10,253	(16,395)
Increase in prepayments for business facilities	(34,202)	(35,963)
Interest received	13,264	5,103
Dividends received	29,448	33,325
Net cash flows used in investing activities	(261,583)	(28,214)
Cash flows from (used in) financing activities:		
Proceeds from short-term loans	11,000	170,000
Repayments of short-term loans	(71,000)	(310,000)
Increase in short-term notes and bills payable	20,000	200,000
Repayments of short-term notes and bills payable	(110,000)	(110,000)
Proceeds from long-term borrowings	10,230	1,350,000
Repayments of long-term borrowings	(126,081)	(1,479,549)
Increase in guarantee deposits received	75	41
Payment of lease liabilities	(10,961)	(9,945)
Cash dividends paid	(123,853)	(174,169)
Interest paid	(35,099)	(42,878)
Other financing activities	-	1
Net cash flows from (used in) financing activities	(435,689)	(406,499)
Net increase (decrease) in cash and cash equivalents	453,845	(134,921)
Cash and cash equivalents at beginning of period	841,532	976,453
Cash and cash equivalents at end of period	\$ 1,295,377	841,532

See accompanying notes to financial statements.



安侯建業聯合會計師事務所
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Independent Auditors' Report

To the Board of Directors of Motech Industries Inc.

Opinion

We have audited the consolidated financial statements of Motech Industries Inc. ("the Company") 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 material 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis 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. In our judgment, the key audit matters we communicated in the auditor's report were as follows:

- Revenue recognition for sales of solar modules

Please refer to note 4(o) "Revenue" for accounting policy and note 6(s) "Revenue from contracts with customers" for further information.

Description of key audit matter:

The Company is a listed company in related to public interest, wherein the investors are highly expecting its financial performance. The Group's main source of revenues comes from the sales of solar modules. Therefore, revenue recognition for sale of solar modules has been identified as our key audit matter.



How the matter was addressed in our audit:

Our principal audit procedures included:

- Understanding the main types of revenues, contract contents, and transaction terms to assess the accuracy of the timing of revenue recognition for sales of solar modules.
- Conducting the variance analysis on the revenue from top ten sales customers.
- Testing the internal controls of the Company related to the shipment operations of solar modules and revenue recognition processes.
- Selecting samples from sales of modules before and after the balance sheet date, and verifying relevant documents to ensure that selected transactions are recognized in the financial report within the appropriate period.

Other Matter

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgment and 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 Huang, Ming-Hung and Yang, Yun-Chu.

KPMG

Taipei, Taiwan (Republic of China)
February 25, 2025

Notes to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MOTECH INDUSTRIES INC. 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	%		
Current assets:													
1100	Cash and cash equivalents (note 6(a))	\$	2,651,875	27	2,408,531	28	2100	Short-term borrowings (note 6(k))	\$	642,734	7	157,862	2
1136	Current financial assets at amortized cost (note 6(a))		372,546	4	312,030	4	2110	Short-term notes and bills payable (note 6(j))		-	-	89,982	1
1140	Current contract assets (note 6(s))		77,199	1	-	-	2130	Current contract liabilities (note 6(s))		47,863	-	38,024	-
1170	Notes and accounts receivable, net (notes 6(b) and 6(s))		265,982	3	410,788	5	2170	Notes and accounts payable		691,526	7	768,186	9
1200	Other receivables (note 6(c))		10,752	-	6,062	-	2200	Other payables (note 6(t))		608,348	6	337,265	4
1220	Current tax assets		1,660	-	1,111	-	2230	Current tax liabilities		3,150	-	3,320	-
130x	Inventories (note 6(d))		642,241	7	563,286	7	2250	Current provisions (note 6(n))		49,180	1	42,463	-
1410	Prepayments (note 6(i))		13,391	-	12,662	-	2280	Current lease liabilities (note 6(m))		162,667	2	123,501	2
1476	Other current financial assets (note 8)		435,345	5	539,357	6	2320	Long-term borrowings, current portion (notes 6(l) and 8)		318,265	3	201,582	2
1479	Other current assets (note 6(i))		119,005	1	120,950	1	2399	Other current liabilities (note 6(f))		93,714	1	99,073	1
Total current assets			4,589,996	48	4,374,777	51	Total current liabilities			2,617,447	27	1,861,258	21
Non-current assets:													
1535	Non-current financial assets at amortized cost (note 6(a))		-	-	212	-	2540	Long-term borrowings (notes 6(l) and 8)		2,048,096	21	2,023,797	24
1550	Investments accounted for using equity method (notes 6(e) and 7)		257,212	3	236,962	3	2550	Non-current provisions (note 6(n))		153,881	2	131,052	1
1600	Property, plant and equipment (notes 6(f) and 8)		4,026,704	41	3,327,448	39	2570	Deferred tax liabilities (note 6(p))		74,761	1	71,375	1
1755	Right-of-use assets (note 6(g))		487,697	5	327,453	4	2580	Non-current lease liabilities (note 6(m))		215,475	2	146,587	2
1780	Intangible assets (note 6(h))		52	-	213	-	2600	Other non-current liabilities		9,473	-	1,466	-
1840	Deferred tax assets (note 6(p))		70,729	1	69,503	1	Total non-current liabilities			2,501,686	26	2,374,277	28
1980	Other non-current financial assets (note 8)		36,747	-	46,633	-	2xxx	Total liabilities		5,119,133	53	4,235,535	49
1990	Other non-current assets (notes 6(i), 6(o) and 8)		178,391	2	206,974	2	Equity						
Total non-current assets			5,057,532	52	4,215,398	49	31xx	Equity attributable to owners of parent (notes 6(e), 6(o), 6(p) and 6(q)):					
							3100	Ordinary share		3,870,419	40	3,870,419	45
							3200	Capital surplus		540,695	6	540,695	6
							3310	Legal reserve		71,275	1	49,210	-
							3320	Special reserve		148,746	2	53,862	1
							3350	Unappropriated retained earnings		297,428	2	293,495	4
							3400	Other equity interest		(482,163)	(5)	(528,333)	(6)
							31xx	Total equity attributable to owners of parent		4,446,400	46	4,279,348	50
							36xx	Non-controlling interests		81,995	1	75,292	1
							3xxx	Total equity		4,528,395	47	4,354,640	51
Total assets		\$	9,647,528	100	8,590,175	100	Total liabilities and equity		\$	9,647,528	100	8,590,175	100

See accompanying notes to consolidated financial statements.

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

MOTECH INDUSTRIES INC. 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)**

		2024		2023	
		Amount	%	Amount	%
4000	Net operating revenue (notes 6(s) and 7)	\$ 3,225,501	100	4,065,981	100
5000	Total operating costs (notes 6(d), 6(f), 6(g), 6(h), 6(m), 6(n), 6(o) and 6(t))	<u>(2,589,368)</u>	<u>(80)</u>	<u>(3,388,557)</u>	<u>(83)</u>
5900	Gross profit from operations	<u>636,133</u>	<u>20</u>	<u>677,424</u>	<u>17</u>
6000	Operating expenses (notes 6(b), 6(c), 6(f), 6(g), 6(h), 6(m), 6(o), 6(t) and 7):				
6100	Selling expenses	(66,566)	(2)	(47,318)	(1)
6200	Administrative expenses	(247,674)	(8)	(250,958)	(6)
6300	Research and development expenses	(48,662)	(2)	(54,425)	(2)
6450	Impairment gains and reversal of impairment loss	-	-	(1,306)	-
	Total operating expenses	<u>(362,902)</u>	<u>(12)</u>	<u>(354,007)</u>	<u>(9)</u>
6900	Net operating profit	<u>273,231</u>	<u>8</u>	<u>323,417</u>	<u>8</u>
	Non-operating income and expenses (notes 6(e), 6(f), 6(m) and 6(u)):				
7100	Interest income	48,175	2	56,984	2
7010	Other income	3,739	-	5,983	-
7020	Other gains and losses	(49,011)	(2)	(102,189)	(3)
7050	Finance costs	(60,324)	(2)	(63,007)	(2)
7060	Share of profit of associates for using equity method	<u>30,525</u>	<u>1</u>	<u>8,397</u>	<u>-</u>
	Total non-operating income and expenses	<u>(26,896)</u>	<u>(1)</u>	<u>(93,832)</u>	<u>(3)</u>
7900	Profit before tax	246,335	7	229,585	5
7950	Tax expenses (note 6(p))	<u>(5,735)</u>	<u>-</u>	<u>(5,268)</u>	<u>-</u>
8200	Net profit	<u>240,600</u>	<u>7</u>	<u>224,317</u>	<u>5</u>
8300	Other comprehensive income (notes 6(e), 6(o), 6(p) and 6(q)):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Gains on remeasurements of defined benefit plans	11,793	-	3,100	-
8320	Share of other comprehensive income of associates accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	668	-	(248)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	<u>(2,359)</u>	<u>-</u>	<u>(620)</u>	<u>-</u>
	Components of other comprehensive income that will not be reclassified to profit or loss	<u>10,102</u>	<u>-</u>	<u>2,232</u>	<u>-</u>
8360	Components of other comprehensive income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	48,254	2	(23,156)	-
8370	Share of other comprehensive income of associates accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss	(104)	-	52	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income that will be reclassified to profit or loss	<u>48,150</u>	<u>2</u>	<u>(23,104)</u>	<u>-</u>
8300	Other comprehensive income	<u>58,252</u>	<u>2</u>	<u>(20,872)</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 298,852</u>	<u>9</u>	<u>203,445</u>	<u>5</u>
	Profit attributable to:				
8610	Owners of parent	\$ 235,301	7	218,168	5
8620	Non-controlling interests	<u>5,299</u>	<u>-</u>	<u>6,149</u>	<u>-</u>
		<u>\$ 240,600</u>	<u>7</u>	<u>224,317</u>	<u>5</u>
	Comprehensive income attributable to:				
8710	Owners of parent	\$ 290,905	9	198,611	5
8720	Non-controlling interests	<u>7,947</u>	<u>-</u>	<u>4,834</u>	<u>-</u>
		<u>\$ 298,852</u>	<u>9</u>	<u>203,445</u>	<u>5</u>
	Earnings per share (expressed in New Taiwan Dollars) (note 6(r))				
9750	Basic earnings per share	<u>\$ 0.61</u>		<u>0.56</u>	
9850	Diluted earnings per share	<u>\$ 0.61</u>		<u>0.56</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MOTECH INDUSTRIES INC. 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										Non-controlling interests	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Other equity interest			Total other equity interest	Total equity attributable to owners of parent		
						Exchange differences on translation of foreign financial statements	(losses) on financial assets measured at fair value through other comprehensive income					
Balance at January 1, 2023	\$ 3,870,419	540,694	21,764	28,723	299,601	(505,112)	(1,184)	(506,296)	4,254,905	77,135	4,332,040	
Net profit for the year ended December 31, 2023	-	-	-	-	218,168	-	-	-	218,168	6,149	224,317	
Other comprehensive income	-	-	-	-	2,480	(21,789)	(248)	(22,037)	(19,557)	(1,315)	(20,872)	
Total comprehensive income	-	-	-	-	220,648	(21,789)	(248)	(22,037)	198,611	4,834	203,445	
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	27,446	-	(27,446)	-	-	-	-	-	-	
Special reserve appropriated	-	-	-	25,139	(25,139)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(174,169)	-	-	-	(174,169)	-	(174,169)	
Due to donated assets received	-	1	-	-	-	-	-	-	1	-	-	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(6,677)	(6,677)	
Balance at December 31, 2023	3,870,419	540,695	49,210	53,862	293,495	(526,901)	(1,432)	(528,333)	4,279,348	75,292	4,354,640	
Net Profit for the year ended December 31, 2024	-	-	-	-	235,301	-	-	-	235,301	5,299	240,600	
Other comprehensive income	-	-	-	-	9,434	45,502	668	46,170	55,604	2,648	58,252	
Total comprehensive income	-	-	-	-	244,735	45,502	668	46,170	290,905	7,947	298,852	
Appropriation and distribution of retained earnings:												
Legal reserve	-	-	22,065	-	(22,065)	-	-	-	-	-	-	
Special reserve	-	-	-	94,884	(94,884)	-	-	-	-	-	-	
Cash dividends	-	-	-	-	(123,853)	-	-	-	(123,853)	-	(123,853)	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(1,244)	(1,244)	
Balance at December 31, 2024	\$ 3,870,419	540,695	71,275	148,746	297,428	(481,399)	(764)	(482,163)	4,446,400	81,995	4,528,395	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
MOTECH INDUSTRIES INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before tax	\$ 246,335	229,585
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	311,753	273,995
Amortization expense	341	589
Expected credit loss	-	1,306
Interest expense	60,324	63,007
Interest income	(48,175)	(56,984)
Share of profit of associates accounted for using equity method	(30,525)	(8,397)
Loss on disposal of property, plant and equipment	68,755	3,445
Impairment loss on non-financial assets	35,810	100,476
Total adjustments to reconcile profit	398,283	377,437
Changes in operating assets:		
Contract assets	(77,199)	-
Notes and accounts receivable	144,863	330,656
Other receivables	(745)	3,096
Inventories	(76,645)	374,395
Prepaid expenses	(3,207)	44
Prepayments to suppliers	2,620	1,703
Other current assets	3,528	(32,257)
Defined benefit assets	(1,119)	(1,107)
Total changes in operating assets	(7,904)	676,530
Changes in operating liabilities:		
Contract liabilities	9,822	(32,084)
Notes and accounts payable	(100,912)	(790,552)
Other payables	(272)	(17,171)
Provisions	3,693	9,697
Other current liabilities	(7,656)	17,766
Total changes in operating liabilities	(95,325)	(812,344)
Total changes in operating assets and liabilities	(103,229)	(135,814)
Cash inflow generated from operations	541,389	471,208
Income taxes paid	(6,653)	(3,198)
Net cash flows from operating activities	534,736	468,010
Cash flows from (used in) investing activities:		
Acquisition of financial assets at amortized cost	(75,815)	(309,714)
Proceeds from disposal of financial assets at amortized cost	27,585	2,000
Acquisition of property, plant and equipment	(709,272)	(992,545)
Proceeds from disposal of property, plant and equipment	5,201	2,491
Decrease (increase) in refundable deposits	(7,092)	7,926
Acquisition of intangible assets	(180)	(180)
Decrease in other financial assets	133,553	552,798
Increase in prepayments for business facilities	(34,202)	(83,591)
Interest received	44,253	55,105
Dividends received	10,839	18,750
Net cash flows used in investing activities	(605,130)	(746,960)
Cash flows from (used in) financing activities:		
Proceeds from short-term loans	566,542	267,862
Repayments of short-term loans	(81,670)	(310,000)
Proceeds from short-term notes and bills payable	20,000	200,000
Repayments of short-term notes and bills payable	(110,000)	(110,000)
Proceeds from long-term borrowings	345,880	1,480,520
Repayments of long-term borrowings	(206,498)	(1,689,268)
Increase (decrease) in guarantee deposits received	8,295	(1,441)
Payment of lease liabilities	(83,104)	(23,786)
Cash dividends paid	(123,853)	(174,169)
Interest paid	(56,964)	(63,543)
Change in non-controlling interests	(1,244)	(1,184)
Other financing activities	-	1
Net cash flows from (used in) financing activities	277,384	(425,008)
Effect of exchange rate changes on cash and cash equivalents	36,354	(28,858)
Net increase (decrease) in cash and cash equivalents	243,344	(732,816)
Cash and cash equivalents at beginning of period	2,408,531	3,141,347
Cash and cash equivalents at end of period	\$ 2,651,875	2,408,531

See accompanying notes to consolidated financial statements.

Motech Industries Inc.
2024 Earnings Distribution Table

(In New Taiwan Dollars)

Item	Amount
Unappropriated retained earnings, beginning balance	52,693,090
Add (Less):	
Current change on defined benefit remeasurements	9,434,400
Net income of 2024	235,301,284
Earnings available for distribution	297,428,774
Appropriation and distribution:	
Legal reserve	(24,473,568)
Special reserve	(52,693,090)
Cash dividends to common shareholders (NT\$0.36 per share)	(139,335,075)
Unappropriated retained earnings, ending balance	80,927,041

Chairman: Yung-Hui Tseng

CEO: Fred Yeh

Accounting Officer: Alan Wu

Motech Industries Inc.**Comparison Table of Amendments to Articles of Incorporation**

Amended Article	Original Article	Note
<p>Article 19</p> <p>When the Company makes a profit for the year, the compensation to employees shall not be lower than 1% of the balance and the remuneration to Directors shall not be higher than 5% of the balance. <u>At least 20% of the aforementioned compensation to employees shall be allocated to non-executive employees.</u> However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation.</p> <p>The compensation to employees can be made in the form of stock or cash. Parties eligible to receive the said compensation shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set those conditions.</p> <p>The distribution of compensation to employees and remuneration to Directors and related matters shall comply with the relevant laws and regulations. The distribution plan shall be approved in the Board meeting with the consent of majority of attending Directors which represents more than two-thirds of all Directors and be submitted to the shareholders' meeting for its approval.</p>	<p>Article 19</p> <p>When the Company makes a profit for the year, the compensation to employees shall not be lower than 1% of the balance and the remuneration to Directors shall not be higher than 5% of the balance. However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation.</p> <p>The compensation to employees can be made in the form of stock or cash. Parties eligible to receive the said compensation shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set those conditions.</p> <p>The distribution of compensation to employees and remuneration to Directors and related matters shall comply with the relevant laws and regulations. The distribution plan shall be approved in the Board meeting with the consent of majority of attending Directors which represents more than two-thirds of all Directors and be submitted to the shareholders' meeting for its approval.</p>	<p>Added further explanations in accordance with the provisions of Paragraph 6, Article 14 of the Securities and Exchange Act.</p>
<p>Article 20</p> <p>Upon the annual closing of accounts, if there is <u>surplus</u>, the Company shall <u>manage</u> such profit in the following sequence:</p> <ol style="list-style-type: none"> 1. pay applicable taxes; 2. make up the losses for the preceding years; 3. set aside a legal reserve of 10% of the net profit, however, this shall not apply when the legal 	<p>Article 20</p> <p>Upon the annual closing of accounts, if there is <u>profit</u>, the Company shall <u>make distribution of</u> such profit in the following sequence:</p> <ol style="list-style-type: none"> 1. pay applicable taxes; 2. make up the losses for the preceding years; 3. set aside a legal reserve of 10% of the net profit, however, this shall not apply when the legal 	<ol style="list-style-type: none"> 1. Revised the wording. 2. Amended in accordance with Article 41 of the Securities and Exchange Act and the Official Order No. 1090150022 issued by the

Amended Article	Original Article	Note
<p>reserve amounts to the authorized capital; and</p> <p>4. set aside <u>or reverse</u> a special reserve as required by <u>law, regulations, or the competent authority</u>.</p> <p>The Board shall make a proposal concerning the appropriation of the remaining amount, along with the undistributed accumulated profits from previous years, and submit the proposal to the shareholders' meeting for <u>approval prior to distribution</u>.</p> <p><u>The Company authorizes the Board of Directors, with the consent of a majority of attending Directors representing more than two-thirds of all Directors, to resolve on the distribution of all or part of the dividends, bonuses, capital surplus, or legal reserves in cash and report to the shareholders' meeting. The provisions requiring approval by the shareholders' meeting as mentioned in the previous paragraph shall not apply.</u></p>	<p>reserve amounts to the authorized capital; and</p> <p>4. set aside a special reserve as required by <u>the Securities and Exchange Act</u>.</p> <p>The Board shall make a proposal concerning the appropriation of the remaining amount, along with the undistributed accumulated profits from previous years, <u>and such proposed amount for appropriation should be no less than 25% of the total amount eligible for appropriation</u>, and submit the proposal to the shareholders' meeting for <u>its approval</u>.</p>	<p>Financial Supervisory Commission.</p> <p>3. Pursuant to Articles 240 and 241 of the Company Act, the board of directors is authorized to resolve the distribution of dividends, bonuses, capital surplus, or legal reserves, in whole or in part, in the form of cash, and report such distribution to the shareholders' meeting, without requiring a resolution from the latter.</p>
<p>Article 20-1</p> <p>The distribution ratio within the dividend policy is determined based on the capital needs for capital expenditure budget, financial structure and future operation plans.</p> <p>The Company shall not pay <u>dividends and bonuses</u> when there is no profit. Profits of the Company may be distributed as dividends in the form of stock or cash; however, stock dividends shall not exceed 50% of the total distribution.</p> <p>In the event that the Company's earnings are far below the distributed amount in the previous year, or in consideration of the financial, business and operational conditions of the Company, the Company may distribute all or part of the reserves in accordance with applicable laws and regulations or rules of the competent authorities.</p>	<p>Article 20-1</p> <p>The distribution ratio within the dividend policy is determined based on the capital needs for capital expenditure budget, financial structure and future operation plans.</p> <p>The Company shall not pay <u>dividends</u> when there is no profit. Profits of the Company may be distributed as dividends in the form of stock or cash; however, stock dividends shall not exceed 50% of the total distribution <u>in principle</u>.</p> <p>In the event that the Company's earnings are far below the distributed amount in the previous year, or in consideration of the financial, business and operational conditions of the Company, the Company may distribute all or part of the reserves in accordance with applicable laws and regulations or rules of the competent authorities.</p>	<p>Revised the wording to clarify the dividend policy</p>

Amended Article	Original Article	Note
<p>Article 23</p> <p>These Articles of Incorporation were enacted on April 25, 1981.</p> <p>(Omitted)</p> <p>The 31st amendment was approved on June 13, 2016.</p> <p>The 32nd amendment was approved on June 11, 2018.</p> <p>The 33rd amendment was approved on June 17, 2019.</p> <p>The 34th amendment was approved on June 21, 2022.</p> <p><u>The 35th amendment was approved on June 20, 2025.</u></p>	<p>Article 23</p> <p>These Articles of Incorporation were enacted on April 25, 1981.</p> <p>(Omitted)</p> <p>The 31st amendment was approved on June 13, 2016.</p> <p>The 32nd amendment was approved on June 11, 2018.</p> <p>The 33rd amendment was approved on June 17, 2019.</p> <p>The 34th amendment was approved on June 21, 2022.</p>	<p>The amendment date is added.</p>

List of Director Candidates: (nominated by the Board of Directors)

No.	Name	Shareholding	Education / Work Experience	Note	Been Elected as an Independent Director for Three Consecutive Terms / Reasons
1	Yung-Hui Tseng	10,972,717	Master of Electronics Engineering, China Institute of Technology Work experiences: Chairman of Motech Industries Inc. Chairman of Cheng Fu-Tien Culture & Education Foundation	Director candidate	N/A
2	Chih-Kaou Lee	4,312,770	Bachelor in Physics, Tamkang University Work experiences: Director of Motech Industries Inc. Director of Motech's subsidiaries Director and President of Consumer Product Resources International Corp. Director of C-Tech. United Corp.	Director candidate	N/A
3	Ming-Shiaw Lu	2,679,827	Department of Mechanical Engineering, National Taipei Institute of Technology Work experiences: Director of Motech Industries Inc. Supervisor of Motech's subsidiaries Vice President of Yung Loong Engineering Corp. Director of Mildef Crete Inc.	Director candidate	N/A
4	Cheng Fu-Tien Culture & Education Foundation Representative: Fred Yeh	7,308,120	Department of Electronic Engineering Technology, National Taiwan Institute of Technology MBA, China Europe International Business School Work experiences: President of Motech Industries Inc. Director of Motech's subsidiaries Director of Inergy Technology Inc. Vice Chairman of TECO Sun Energy Co., Ltd.	Director candidate	N/A
5	San-Boh Lee	144,328	Ph.D. in Material Science and Engineering, University of Rochester, USA Work experiences: Independent Director of Motech Industries Inc. Professor of Department of Materials Science and Engineering, National Tsing Hua University Visiting professor of National Institute of Standards and Technology Supervisor of the Alumni Association of the Dep. of Physics of Fu Jen Catholic University	Independent Director candidate	Yes. Mr. San-Boh Lee has vast industrial knowledge and his insights are needed to guide the Company. The Board of Directors believes that he continues to maintain necessary independence and fair judgement when carrying out his duties.

No.	Name	Shareholding	Education / Work Experience	Note	Been Elected as an Independent Director for Three Consecutive Terms / Reasons
6	Kin-Tsau Lee	0	<p>Master of Science in Management Studies, MIT Sloan School of Management</p> <p>Work experiences:</p> <p>Independent Director of Motech Industries Inc.</p> <p>Chairman of China Steel Express Corporation</p> <p>Executive Vice President of China Steel Corporation</p> <p>Independent Director of Ingentec Corporation</p> <p>Independent Director of Duratek, Inc.</p> <p>Director and representative of Tzu-Wei Investment Limited</p> <p>Director of M.J. International Co. Ltd.</p> <p>Director and representative of Chia Tai Bright Global (Taiwan) Co., Ltd.</p> <p>Director and representative of Chia Tai Bright Enterprise Co., Ltd.</p>	Independent Director candidate	<p>Yes.</p> <p>Mr. Kin-Tsau Lee possesses extensive knowledge in business management. The Company requires his managerial expertise to guide its future direction. The Board of Directors believes that he continues to maintain necessary independence and fair judgement when carrying out his duties.</p>
7	Chia-Hsin Chang	0	<p>Master of Accounting, Soochow University</p> <p>Work experiences:</p> <p>Independent Director of Motech Industries Inc.</p> <p>Certified Public Accountant of KPMG Taiwan</p> <p>Independent Director of Getac Holdings Corporation</p> <p>Independent Director of APAC Opto Electronics Inc.</p> <p>Independent Director of Solar Applied Materials Technology Corp.</p>	Independent Director candidate	No
8	Andie Chen	0	<p>Department of International Trade, Tamkang University</p> <p>Work experiences:</p> <p>Chief Financial Officer of Sheng Hung Industrial Co., Ltd.</p>	Independent Director candidate	No

Appendix 1

Motech Industries Inc. Articles of Incorporation (Before Amendment)

Chapter I General Provisions

Article 1: The Company shall be incorporated under the Company Act and its name shall be 茂迪股份有限公司 in the Chinese language, and Motech Industries Inc. in the English language.

Article 2: The scope of business of the Company shall be as follows:

1. CE01010 instruments manufacturing;
2. CC01010 electric power supply, electric transmission and power distribution machinery manufacturing;
3. CC01060 wired communication equipment and apparatus manufacturing;
4. CC01070 wireless communication equipment and apparatus manufacturing;
5. CC01080 electronic parts and components manufacturing;
6. CC01090 batteries manufacturing;
7. CC01110 computers and computing peripheral equipment manufacturing;
8. D101060 self-usage power generation equipment utilizing renewable energy industry;
9. D401010 heat energy supplying;
10. FF113030 wholesale of precision instruments;
11. F213040 retail sale of precision instruments;
12. F113110 wholesale of batteries;
13. F213110 retail sale of batteries;
14. F113050 wholesale of computing and business machinery equipment;
15. F213030 retail sale of computing and business machinery equipment;
16. F119010 wholesale of electronic materials;
17. F219010 retail sale of electronic materials;
18. F113070 wholesale of telecom instruments;
19. F213060 retail sale of telecom instruments;
20. IG03010 energy technical services;
21. F401010 international trade; and
22. ZZ99999 Other than those requiring special approval, the Company may enter into other business not prohibited or limited by applicable laws and regulations.

Article 3: The Company has its head office in New Taipei City. The Company may, if necessary, set up branch offices domestically and abroad pursuant to the resolutions of the Board of Directors (the Board). The Company may provide guarantee for the outside parties due to business needs.

Article 4 Deleted

Article 4-1 The Company might invest in other companies due to business needs and act as a shareholder of limited liability pursuant to the resolutions of the Board. The total amount of the investment is not subject to the restriction on total investment amount stipulated in Article 13 of the Company Act.

Chapter II Capital Stock

Article 5 The total authorized capital of the Company shall be in the amount of NT\$10,000,000,000, divided into 1,000,000,000 common shares, at a par value of NT\$10 each. The Board is

authorized to issue the unissued shares by multiple installments.

A total amount of NT\$200,000,000 divided into 20,000,000 common shares at a par value of NT\$10 each among the above total capital stock shall be reserved for exercising share subscription warrants, preferred shares with warrants or corporate bonds with warrants. The Board is authorized to issue by multiple installments.

- Article 6: Parties eligible to be transferred of repurchased treasury stocks of the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to receive employees' stock options of the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to subscribe new shares issued by the Company shall include employees in the controlling or affiliated companies who met certain conditions. Parties eligible to receive restricted stocks of the Company shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set the above-mentioned conditions.
- Article 7: The Company's share certificates shall be registered share certificates. They are issued after being signed or sealed by no less than three Directors of the Company and certified pursuant to laws and regulations. After the Company goes public, shares may be exempted from being printed, however, they shall be registered in the central securities depository. In addition, the central securities depository may request the Company to consolidate the shares issued into larger denomination share certificates.
- Article 8: Registration for transfer of shares shall be suspended sixty (60) days before the general meeting of shareholders, thirty (30) days before the extraordinary meeting of shareholders or five (5) days before the base date on which the Company decides to distribute the dividend and bonus or other benefits. Affairs concerning shareholder services need to be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

Chapter III Shareholders' Meeting

- Article 9: The shareholders' meetings of the Company are classified into two types. The general meeting shall be annually convened by the Board within six months from the end of each fiscal year in accordance with the relevant laws and regulations. The extraordinary meeting shall be convened when necessary in accordance with the relevant laws and regulations.
- Article 9-1: The Company's shareholders' meeting may be convened virtually or in other ways announced by the central competent authority.
- Article 10: If a shareholder cannot attend a shareholders' meeting for any reason, he/she may designate a proxy to attend by submitting a power of attorney that is printed by the Company with the scope of authority clearly stated. The situation shall be handled in accordance with Article 177 of the Company Act as well as the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authorities.
- Article 10-1: The shareholders' meeting is presided by the Chairman of the Board if convened by the Board. If the Chairman is on leave or unable to exercise his/her power, the Vice Chairman of the Board shall stand proxy. If the Vice Chairman is also on leave or

unable to exercise his/her power, the Chairman may appoint one of Directors to stand proxy. If the Chairman does not appoint a proxy, the Directors shall elect one person from among themselves to preside at the meeting. If the shareholders' meeting is convened by any other party entitled to convene the meeting, the convening party shall preside at the meeting. When there are two or more convening parties, they shall elect a person from among themselves to preside at the meeting.

Article 10-2: When the Company convenes the shareholders' meeting, the shareholders may exercise their voting rights in writing or by electronic transmission. A shareholder who exercises his/her voting right in writing or by electronic transmission is deemed to have attended the shareholders' meeting in person. However, he/she shall be deemed to have waived his/her voting right in respect of any special motions and amendments to the original proposals at the shareholders' meeting. The declaration of intention by such shareholders shall be handled according to Article 177-2 of the Company Act.

Article 11: Unless otherwise provided for in applicable laws and regulations, shareholders of the Company are entitled to one vote for each share held.

Article 12: Unless otherwise provided for in applicable laws and regulations, resolutions of the shareholders' meeting shall be adopted by a majority vote at the meeting attended by shareholders who represent a majority of the total issued shares.

Article 12-1: The resolutions of the shareholders' meeting shall be recorded in the minutes. The meeting minutes shall be signed or sealed by the chairman of the meeting and a copy shall be distributed to each shareholder within twenty (20) days after the conclusion of the meeting.

The aforementioned distribution may be done via public announcement.

Chapter IV Directors and Audit Committee

Article 13: The Company shall have seven (7) to nine (9) Directors, among which should contain at least three (3) Independent Directors. The Directors have a term of three (3) years. They shall be elected at the meeting of shareholders from among the individuals of legal capacity. All Directors shall be eligible for re-election. The total shareholding ratio of all Directors shall be in compliance with relevant regulations of competent securities authority.

Article 13-1: Directors shall be elected by the meeting of shareholders adopting the candidate nomination system from among the candidates of Directors. The professional qualifications, restrictions on shareholdings and concurrent positions held, methods of nomination and election, and other matters of Independent Directors shall be handled in compliance with relevant regulations of competent securities authority.

Article 13-2: In compliance with the Securities and Exchange Act, the Company established an Audit Committee, which consists of all Independent Directors. The Audit Committee or the members of Audit Committee shall be responsible for the responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Act and other relevant regulations. The Board shall stipulate rules for Audit Committee to perform its responsibilities and other relevant tasks according to relevant laws and regulations.

Article 14: The Board is composed of Directors. The Directors shall elect a Chairman from among themselves with the consent of the majority of Directors in the Board meeting attended by

Directors who represent more than two-thirds of all Directors. The Vice Chairman shall be elected with the same method. The Chairman of the Board represents the Company.

Article 15: When the Chairman is on leave or unable to exercise his/her powers for any reason, his/her proxy shall be determined in accordance with Article 208 of the Company Act.

Article 15-1: A Director may, by a power of attorney, specify the scope of authorization and appoint another Director to attend on his/her behalf any meeting of the Board. However, no Director may act as proxy for more than one other Director.

Any Director attending the meeting via video conference shall be deemed to attend the meeting in person.

The notification to convene the Board meeting should state the reasons for the meeting and be delivered to Directors seven (7) days prior to the meeting. The notification may be served to each Director via writing, e-mail, or facsimile. In case of emergency, the meeting may be convened at any time.

Article 16: Directors of the Company shall be entitled to remuneration for the performance of duties no matter whether the Company is in a loss or not. The remuneration of Directors shall take into account the value of Directors' contribution to the Company and the standard generally adopted by the enterprises of same trade, and be proposed and submitted to the Board meeting by the Remuneration Committee for discussion and approval.

If the Company makes a profit, the remuneration will be appropriated according to Article 19 herein.

Article 16-1 If a Director concurrent serves in other position of the Company, the Chairman is authorized by the shareholders' meeting to determine the remuneration for such position pursuant to internal management rules of the Company.

Article 16-2: The Company may purchase liability insurance for all Directors during their term of office to protect Directors from any potential legal liabilities arising from the performance of their duties and lower the Company's operation risk.

Chapter V Managerial Officers

Article 17 The Company may appoint a President. The appointment, dismissal and compensations of the President shall be conducted in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 18: After the close of each fiscal year, the following reports shall be prepared by the Board and submitted to the annual shareholders' meeting for acceptance:

1. Operation report;
2. Financial statements; and
3. Proposal concerning earnings distribution of deficit compensation.

Article 19: When the Company makes a profit for the year, the compensation to employees shall not be lower than 1% of the balance and the remuneration to Directors shall not be higher than 5% of the balance. However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation.

The compensation to employees can be made in the form of stock or cash. Parties eligible to receive the said compensation shall include employees in the controlling or affiliated companies who met certain conditions. The Board are authorized to set those conditions.

The distribution of compensation to employees and remuneration to Directors and related matters shall comply with the relevant laws and regulations. The distribution plan shall be approved in the Board meeting with the consent of majority of attending Directors which represents more than two-thirds of all Directors and be submitted to the shareholders' meeting for its approval.

Article 20: Upon the annual closing of accounts, if there is profit, the Company shall make distribution of such profit in the following sequence:

1. pay applicable taxes;
2. make up the losses for the preceding years;
3. set aside a legal reserve of 10% of the net profit, however, this shall not apply when the legal reserve amounts to the authorized capital; and
4. set aside a special reserve as required by the Securities and Exchange Act.

The Board shall make a proposal concerning appropriation of remaining amount, along with the undistributed accumulated profit from previous years, and such proposed amount for appropriation should be no less than 25% of the total amount eligible for appropriation, and submit the proposal to meeting of the shareholders for its approval.

Article 20-1: The distribution ratio within the dividend policy is determined based on the capital needs for capital expenditure budget, financial structure and future operation plans.

The Company shall not pay dividends when there is no profit. Profits of the Company may be distributed as dividends in the form of stock or cash; however, stock dividends shall not exceed 50% of the total distribution.

In the event that the Company's earnings are far below the distributed amount in the previous year, or in consideration of the financial, business and operational conditions of the Company, the Company may distribute all or part of the reserves in accordance with applicable laws and regulations or rules of the competent authorities.

Chapter VII Supplemental Provisions

Article 21: Rules governing the organization and the procedures of the Company shall be separately stipulated by the Board.

Article 22: Matters not set forth in the Articles of Incorporation shall be subject to the Company Act and relevant laws and regulations.

Article 23: These Articles of Incorporation were enacted on April 25, 1981.

The 1st amendment was approved on October 2, 1982.

The 2nd amendment was approved on November 16, 1982.

The 3rd amendment was approved on December 15, 1982.

The 4th amendment was approved on April 22, 1983.

The 5th amendment was approved on March 2, 1984.

The 6th amendment was approved on March 12, 1987.

The 7th amendment was approved on March 25, 1988.

The 8th amendment was approved on June 30, 1990.

The 9th amendment was approved on December 1, 1990.
The 10th amendment was approved on November 4, 1993.
The 11th amendment was approved on August 28, 1997.
The 12th amendment was approved on February 3, 1998.
The 13th amendment was approved on June 20, 1999.
The 14th amendment was approved on January 8, 2000.
The 15th amendment was approved on November 6, 2001.
The 16th amendment was approved on June 10, 2002.
The 17th amendment was approved on June 23, 2003.
The 18th amendment was approved on June 18, 2004.
The 19th amendment was approved on June 17, 2005.
The 20th amendment was approved on June 9, 2006.
The 21st amendment was approved on June 13, 2007.
The 22nd amendment was approved on May 27, 2008.
The 23rd amendment was approved on June 16, 2009.
The 24th amendment was approved on January 26, 2010.
The 25th amendment was approved on May 26, 2010.
The 26th amendment was approved on May 30, 2011.
The 27th amendment was approved on June 6, 2012.
The 28th amendment was approved on June 11, 2013.
The 29th amendment was approved on June 26, 2014.
The 30th amendment was approved on June 15, 2015, among which, Article 13 which amends the number of Directors to 7 to 9 shall take effect upon the approval by the shareholders at the 2015 annual shareholders' meeting, while the remaining amendments shall take effect upon the expiration of the office term of the current Directors and Supervisors in June 2016.
The 31st amendment was approved on June 13, 2016.
The 32nd amendment was approved on June 11, 2018.
The 33rd amendment was approved on June 17, 2019.
The 34th amendment was approved on June 21, 2022.

Motech Industries Inc.
Rules and Procedures of Shareholders' Meeting

Article 1 To establish a strong governance system and sound supervisory functions for the Company's shareholders' meetings, and to strengthen management functions, these Rules and Procedures are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2 The rules and procedures of shareholders' meeting of the Company shall conform to the provisions of the Rules and Procedures herein unless otherwise provided by laws and regulations or the Articles of Incorporation.

Article 3 Unless otherwise provided by laws and regulations, the Company's shareholders' meetings shall be convened by the Board of Directors.

Changes to the methods of convening the shareholders' meeting shall be resolved by the Board of Directors and made before sending out the shareholders' meeting notice.

The Company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposed resolutions, discussion items, or the election or dismissal of Directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a general shareholders' meeting or 15 days before the date of an extraordinary shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting materials and upload them to the MOPS 21 days before the date of the general shareholders' meeting or 15 days before the date of the extraordinary shareholders' meeting. In addition, 15 days before the date of the shareholders' meeting, the Company shall also make the shareholders' meeting agenda and supplemental meeting materials available for review by shareholders at any time and have them displayed at the Company and the professional shareholder services agent designated thereby.

The shareholders' meeting agenda and supplemental meeting materials in the preceding paragraph shall be made available by the Company in the following manners for shareholders to review on the date of the shareholders' meeting:

1. For in-person shareholders' meetings, the documents shall be distributed at the meeting.
2. For hybrid shareholders' meetings, the documents shall be distributed at the meeting and their electronic versions shall be available on the virtual meeting platform.
3. For virtual shareholders' meetings, the electronic versions of documents shall be available on the virtual meeting platform.

The notice and public announcement shall state the reasons for convening the meeting. They may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.

Election or dismissal of Directors (include Independent Directors); amendments to the Articles of Incorporation; reduction of capital; application to cease its status as a public company; approval of competing with the Company by Directors; capitalization of earnings or reserve; the dissolution, merger, or spin off of the company; or any matter under Paragraph 1, Article 185 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the reasons for convening the shareholders meeting with essential contents explained. They shall not be raised by a special motion.

Where an election of all Directors (including Independent Directors) as well as their inauguration date are stated as the reasons for convening the shareholders' meeting, after the completion of the election in said meeting, such inauguration date may not be altered by any special motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to the Company a written proposal for discussion at a general shareholders' meeting. The number of items so proposed, however, is limited to one only, and proposal containing more than one item will not be included in the meeting agenda. In addition, when the circumstances of any subparagraph under Paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may submit a proposal urging the company to promote public interests or fulfill its social responsibilities. In accordance with the provisions under Article 172-1 of the Company Act, the number of items so proposed is limited to one only. A proposal containing more than one item will not be included in the meeting agenda.

Prior to the book closure date of a general shareholders' meeting, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission. The period for submission of shareholder proposals may not be less than 10 days.

Proposals submitted by shareholders are limited to 300 words. A proposal contains more than 300 words will not be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the general shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and list in the meeting notice the proposals that conform to the provisions of this Article. For proposals excluded, the Board of Directors shall explain the reasons at the shareholders' meeting.

Article 4 For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company with the scope of authority clearly stated.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy form.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronic means, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast by the proxy at the meeting shall prevail.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting on line, a written notice of proxy cancellation shall be submitted to the Company two days before the meeting date. If the cancellation notice is submitted after that time, votes cast by the proxy at the meeting shall prevail.

Article 5 The shareholders' meeting shall be convened at the premises of the Company or an appropriate venue convenient for shareholders to attend. The meeting shall begin no earlier than 9 a.m. or no later than 3 p.m. Full consideration shall be given to the opinions of Independent Directors with respect to the venue and time of meeting.

The constraints on meeting venue do not apply in the case of virtual shareholders' meetings.

- Article 6 The Company shall specify in its shareholders' meeting notices the time during which the attendance registrations of shareholders, solicitors and proxies (collectively, "shareholders") will be accepted, the place for attendance registration, and other matters requiring attention.
- The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place where attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel shall be assigned to handle the registrations. For virtual shareholders' meetings, attendance registrations may begin on the virtual meeting platform 30 minutes prior to the time the meeting commences. Shareholders completing the registration will be deemed as attending the shareholders' meeting in person.
- Shareholders shall attend shareholders' meetings with the attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification. The Company shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in sign-in cards in lieu of signing in. The Company shall furnish attending shareholders with the meeting agenda, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of Directors (including Independent Directors), ballots shall also be furnished.
- When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend the shareholders' meeting, it may designate only one person to attend on its behalf. For virtual shareholders' meetings, shareholders shall register with the Company two days before the date of the shareholders' meeting if they intend to attend the meeting online. For virtual shareholders' meetings, the Company shall upload the shareholders' meeting agenda, annual report and other relevant materials to the virtual meeting platform at least 30 minutes prior to the time the meeting commences and have the information available until the end of the meeting.

- Article 6-1 To convene a virtual shareholders' meeting, the Company shall include the following items in the shareholders' meeting notice:
1. The means for shareholders to attend the virtual meeting and exercise their rights.
 2. Actions to be taken when the virtual meeting platform or online participation is obstructed due to natural disasters, accidents or other force majeure events. The action plan shall at least cover the following items:
 - A. The time to which the meeting is postponed if the above obstruction cannot be removed or the time the meeting will resume, and the date to which the meeting is postponed or the date the meeting will resume.
 - B. Shareholders who did not register to attend the original virtual shareholders' meeting cannot attend the postponed or resumed session.
 - C. For hybrid shareholders' meetings, if the virtual meeting cannot continue and the total number of shares represented by attending shareholders, excluding shares represented by ones attending the virtual meeting online, meets the minimum quorum requirement for a shareholders' meeting, the meeting shall continue. For shareholders who attend the virtual meeting online, their shares shall be included in the total number of shares represented by the attending

shareholders, and they are deemed to have waived their rights with respect to all proposals of that shareholders' meeting.

- D. Actions to be taken if the outcome of all proposals has been announced and special motions have not been carried out.
- 3. For virtual shareholders' meetings, alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7 The shareholders' meeting is presided by the Chairman of the Board of Directors if convened by the Board. If the Chairman is on leave or unable to exercise power, the Vice Chairman of the Board shall stand proxy. If there is no Vice Chairman or the Vice Chairman is also on leave or unable to exercise power, the Chairman may appoint one of Managing Directors to stand proxy. If there is no Managing Director, the Chairman may appoint one Director to stand proxy. If the Chairman does not appoint a proxy, the Managing Directors or Directors shall elect one person from among themselves to preside at the meeting.

When a Managing Director or Director serves as chair, as referred to in the preceding paragraph, he/she shall have held that position for six months or more and understand the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the Board in person and attended by a majority of the Directors, at least one Supervisor, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If the shareholders' meeting is convened by an eligible party other than the Board, the convening party shall preside at the meeting. When there are two or more convening parties, they shall elect a person from among themselves to preside at the meeting.

The Company may appoint the retained attorneys, certified public accountants or related persons to participate in a shareholder meeting as observers.

Article 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

For virtual shareholders' meetings, the Company shall keep records of the shareholder registration, sign-in, check-in, question time, and voting as well as the vote counting by the Company, and make an uninterrupted audio and video recording of the entire proceedings of the virtual meetings.

The records and audio and video recording in the preceding paragraph shall be properly retained throughout the life of the Company. Copies of the audio and video recording shall be given to the party engaged by the Company to handle the virtual meetings for safekeeping.

Article 9 The attendance at the shareholders' meeting shall be calculated based on the number of shares. The number of shares in attendance shall be calculated in accordance with the shares indicated by the attendance book or the attendance cards handed in and the shares of shareholders whose attendances are registered at the virtual meeting platform, plus the number of shares with voting rights exercised by correspondence or electronic means.

The chair shall call the meeting to order at the scheduled time and announce the number of non-voting shares and the number of shares present at the same time.

When the majority of the total number of issued shares are not represented by the attending shareholders, the chair may announce to postpone the meeting. The postponement is limited to two times with a combined duration of less than one hour. If the quorum is not met after two postponements and the attending shareholders do not represent one-third or more of the total number of issued shares, the chair shall announce the adjournment of meeting. For virtual shareholders' meetings, the Company shall also announce the adjournment of meeting at the virtual meeting platform.

If the quorum is not met after two postponements as mentioned in the preceding paragraph, but one-third or more of the total number of issued shares are represented by the attending shareholders, tentative resolutions may be made pursuant to Paragraph 1, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolutions and the shareholders' meeting shall be convened within one month. For virtual shareholders' meetings, shareholders shall re-register with the Company pursuant to Article 6 herein if they intend to attend the meeting online.

If the attending shareholders represent a majority of the total number of issued shares before the conclusion of meeting, the chair may resubmit the tentative resolutions for voting at the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Relevant proposals (including special motions and amendments to the original proposals) shall be resolved by voting on a proposal-by-proposal basis. The meeting shall proceed according to the agenda which shall not be changed without a resolution of the shareholders' meeting.

The preceding paragraph apply mutatis mutandis to shareholders' meetings convened by any party, other than the Board of Directors, entitled to convene such meeting.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the two preceding paragraphs (including special motions), except by a resolution of the shareholders' meeting. If the chair announces the adjournment in violation of the Rules and Procedures, other members of the Board shall promptly assist the attending shareholders in electing a chair pursuant to the statutory procedures with the consent of the majority of voting rights represented by the attending shareholders to continue the meeting.

The chair shall give ample opportunity for explanation and discussion of the proposals and the amendments or special motions proposed by the shareholders. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair shall announce the discussion closed and call for a vote. He/she shall also allow ample time for voting.

Article 11 Before speaking, the attending shareholder shall complete the speaker's slip indicating the subject of speech, shareholder's account number (or the number of attendance card) and account name. The sequence of speeches shall be determined by the chair.

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

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

When the attending shareholder speaks, other shareholders shall not interrupt the speech unless they are permitted by the chair and the speaking shareholder. Otherwise, the chair shall stop such interruption.

If a juristic person shareholder appoints two or more representatives to attend the shareholders' meeting, only one representative may speak for each agenda item.

After the attending shareholder has spoken, the chair may respond in person or appoint an appropriate person to respond.

For virtual shareholders' meetings, shareholders attending online may raise questions in writing at the virtual meeting platform after the chair calls the meeting to order and before he/she announces the meeting adjourned. Shareholders cannot raise more than two questions concerning the same proposal and each question shall be limited to 200 words. Paragraphs 1 to 5 do not apply.

- Article 12 Voting at shareholders' meetings shall be calculated based on the numbers of shares. Shares held by shareholders with no voting rights shall not be included in the total number of issued shares with respect to resolutions of the shareholders' meeting. Shareholders shall not participate in voting on agenda items of which they have a personal interest and may impair the interest of the Company, and shall not exercise the voting rights as proxy for other shareholders. The shares held by shareholders with no voting rights in the preceding paragraph shall not be included in the calculation of voting rights of attending shareholders. With the exception of trust enterprises or shareholder service agents approved by the competent securities authority, when one person is appointed as proxy by two or more shareholders concurrently, the voting rights represented by such proxy shall not exceed 3% of the voting rights represented by the total number of issued shares. The voting rights in excess of the percentage shall not be calculated.

- Article 13 Shareholders are entitled to one vote for each share held, but the case shall not apply to restricted shares and non-voting shares specified in Paragraph 2, Article 179 of the Company Act. When the Company convenes a shareholders' meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the special motions and amendments to original proposals of that meeting. Therefore, it is advisable for the Company to avoid the submission of special motions and amendments to original proposals. A shareholder intending to exercise voting rights by correspondence or electronic means shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent. After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or on line, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means as the voting rights were exercised, two days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the proposals at the shareholders' meeting shall be resolved by a majority vote of the shareholders attending the meeting. When voting, shareholders would cast their votes on a proposal-by-proposal basis. After the conclusion of the meeting, the results for each proposal, i.e., the numbers of votes for and against and the number of abstentions, shall be uploaded into the MOPS on the same day as the shareholders' meeting.

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting and recorded in the meeting minutes.

For virtual shareholders' meetings, when the meeting is called to order, shareholders attending the meeting online shall cast votes on proposals and elections via the virtual meeting platform before the chair announces the end of the voting session. Otherwise, they are deemed to have waived their rights.

For virtual shareholders' meetings, all votes are counted after the chair announces the end of the voting session. Results of the voting and elections shall be announced immediately.

For hybrid shareholders' meetings, shareholders who intend to attend the in-person shareholders' meeting in person after registering to attend the meeting online in accordance with Article 6 herein shall retract their registrations two days before the shareholders' meeting by the same means as their original registration. If their registrations are retracted after that time, they can only attend the shareholders' meeting online.

When voting rights have been exercised by correspondence or electronic means, unless the shareholders withdraw their declarations of intent and attend the shareholders' meeting online, they cannot exercise voting rights on the original proposals, make any amendments to the original proposals or exercise voting rights on amendments to the original proposals, except for special motions.

Article 14 The election of Directors (including Independent 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, including the names of those elected as Directors (including Independent Directors) as well as the numbers of votes with which they were elected and the names of those who were not elected as well as the numbers of votes with which they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 The resolutions of the shareholders' meeting shall be recorded in the minutes. The meeting minutes shall be signed or sealed by the chair of the meeting with a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The minutes may be prepared and distributed by electronic means.

The distribution of meeting minutes in the preceding paragraph may be done by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the statistical tallies of the numbers of votes). In the event of an election of Directors (including Independent Directors), the number of voting rights won by each candidate shall be disclosed. The minutes shall be properly retained throughout the life of the Company.

For virtual shareholders' meetings, besides items set forth in the preceding paragraph, the time the shareholders' meeting start and end, method for convening the meeting, names of the chair and recorder, and actions to be taken when the virtual meeting platform or online participation is obstructed due to natural disasters, accidents or other force majeure events as well as the outcomes thereof shall be included in the minutes.

For virtual shareholders' meetings, besides complying with requirements set forth in the preceding paragraph, alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified in the meeting minutes.

Article 16 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. For virtual shareholders' meetings, the Company shall upload the aforementioned information to the virtual meeting platform at least 30 minutes prior to the time the meeting commences and have the information available until the end of the meeting.

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

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

Article 17 The personnel involved in the shareholders' meeting affairs shall wear identification certificates or armbands.

The chair may direct patrol personnel or security personnel to assist in maintaining the order of the meeting. Such patrol personnel or security personnel shall wear armbands marked "Patrol Personnel" while assisting in maintaining the order of the meeting.

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from so doing.

When a shareholder violates the Rules and Procedures and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the patrol personnel or security personnel to escort the shareholder from the meeting.

Article 18 When the meeting is in progress, the chair may announce a break at his/her discretion. If force majeure events occur, the chair may decide to temporarily suspend the meeting and announce the time to resume the meeting depending on the situation.

If the meeting venue becomes unavailable before meeting agenda (including special motions) has been completed, another venue can be used to resume the meeting upon resolution at the shareholders' meeting.

It may be resolved at the shareholders' meeting to defer or resume the meeting within five days pursuant to Article 182 of the Company Act.

- Article 19 For virtual shareholders' meetings, the Company shall disclose the results of voting and elections promptly after the end of the voting session on the virtual meeting platform as required. The disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.
- Article 20 When convening a virtual shareholders' meeting, the chair and the recorder shall be at the same location in Taiwan. The chair shall announce the address of their location when the meeting is called to order.
- Article 21 When convening a virtual shareholders' meeting, where the virtual meeting platform or online participation is obstructed due to natural disasters, accidents or other force majeure events before the chair announces the meeting adjourned and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days and in which case, Article 182 of the Company Act shall not apply.
For postponed or resumed meetings described in the preceding paragraph, shareholders who did not register to attend the original virtual shareholders' meeting cannot attend the postponed or resumed session.
For meetings postponed or resumed in accordance with Paragraph 1, the number of shares represented by and the voting rights and election rights exercised by the shareholders, who register to attend and complete the attendance registration of the original shareholders' meeting but do not take part in the postponed or resumed meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed meeting.
For meetings postponed or resumed in accordance with Paragraph 1, discussions and resolutions are not required for proposals with votes cast and counted as well as results announced, or concerning the list of elected Directors (including Independent Directors).
For hybrid shareholders' meetings where the virtual meeting cannot continue, if the total number of shares represented by attending shareholders, excluding shares represented by ones attending the virtual meeting online, meets the minimum quorum requirement for a shareholders' meeting, the meeting shall continue. Rules of postponement or resumption under Paragraph 1 shall not apply.
When the meeting continues as described in the preceding paragraph, shares represented by shareholders attending the meeting online shall be included in the total number of shares represented by attending shareholders. However, these shareholders are deemed to have waived their rights with respect to all proposals of that shareholders' meeting.
When the Company postpones or resumes the shareholders' meeting in accordance with Paragraph 1, preliminary works shall be done according to the date of the original shareholders' meeting and the requirements set forth in Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.
For dates or periods set forth in the second half of Article 12, and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as well as Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall proceed based on the date of shareholders' meeting postponed or resumed in accordance with Paragraph 1.
- Article 22 When convening a virtual shareholders' meeting, the Company shall provide appropriate alternative measures to shareholders with difficulties in attending the virtual shareholders' meeting online.
- Article 23 The Rules and Procedures and any amendment hereto shall take effect after adoption by the shareholders' meeting.

Appendix 3

Motech Industries Inc. Director Election Procedures

- Article 1 Unless otherwise provided in the Company Act, the Securities and Exchange Act, and the Company's Articles of Incorporation, the election of Directors of the Company shall be in compliance with the Procedures.
- Article 2 Directors of the Company shall be elected by the shareholders' meeting among persons with legal capacity to serve a term of three years. Directors are eligible for re-election.
- Article 3 For the election of Directors, unless otherwise provide in laws and regulations, each share shall have voting rights equivalent to the number of seats to be elected, and such voting rights can be combined to vote for one person, or divided to vote for several persons.
- Article 4 For the number of seats set forth in the Articles of Incorporation, candidates who acquire more votes shall win the seats of Directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified available seats, such persons acquiring the same votes shall draw lots to decide who shall win the seats, and the Chairman shall draw lots on behalf of the candidate who is not present.
The Company adopts the candidate nomination system set forth in Article 192-1 of the Company Act for the election of Directors.
The election for Independent and non-Independent Directors shall be held at the same time with the number of elected Directors calculated separately. Candidates who acquire more votes shall win the seats.
- Article 5 When Directors are dismissed for any reason, resulting in there being less than five Directors, the Company shall hold an election in the upcoming shareholders' meeting to fill the vacancies. However, if the voted vacancies of the Board equals to one-third of the total number of Directors stipulated in the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting within 60 days from the date of occurrence to elect new Directors to fill the vacancies.
- Article 6 The Company shall prepare the same number of ballots as Directors to be elected and the number of voting rights shall be specified on the ballots, which would be distributed to shareholders attending the shareholders' meeting.
- Article 7 At the beginning of the election, the Chairman shall appoint several vote monitoring and counting persons to carry out relevant tasks. The monitoring personnel shall be appointed from attending shareholders.
- Article 8 The ballot box used for voting shall be prepared by the Company and examined in public by the monitoring personnel before voting.
- Article 9 Voters shall fill in the "candidate" column the candidate's name and shareholder number. If the candidate is a juristic person shareholder, the "candidate" column shall be filled in with the name of the juristic person. If the candidate is a representative of a juristic person shareholder, the "candidate" column shall be filled in with the names of the juristic person and the representative.

Article 10 Ballots shall be deemed void in any of the following circumstances:

1. Ballots not prepared by the Company.
2. Blank ballots.
3. Illegible writing or modification.
4. If the candidate is a shareholder, the name or shareholder number of the candidate written on the ballot is inconsistent with the information on the shareholder register. If the candidate is not a shareholder, the name or ID number of the candidate written on the ballot is incorrect.
5. Ballots with written characters in addition to candidate's name and shareholder number (ID number).
6. The name of the candidate written on the ballot is the same as another candidate's name and the shareholder number or ID number is not provided for identification.
7. The same ballot has been filled in with two or more candidates.

Article 11 The ballots shall be calculated in the meeting right after the vote casting and the results of the election shall be announced by the chair or the master of ceremonies at the meeting.

Article 12 The Board will issue elected notices to elected Directors.

Article 13 The Procedures and amendments thereof shall become effective after approval at the shareholders' meeting.

Motech Industries Inc.
Shareholding Details of Directors

Book Closure Date: April 22, 2025

Title	Name	Date Elected	Shareholding on the Date Elected		Shareholdings on Register of Shareholders as of the Book Closure Date	
			No. of Shares	Shareholding %	No. of Shares	Shareholding %
Chairman	Yung-Hui Tseng	2022.06.21	10,582,717	2.98%	10,972,717	2.84%
Director	Chih-Kaou Lee	2022.06.21	4,022,716	1.13%	4,312,770	1.11%
Director	George Huang	2022.06.21	0	0.00%	0	0.00%
Director	Ming-Shiaw Lu	2022.06.21	2,579,827	0.73%	2,679,827	0.69%
Independent Director	San-Boh Lee	2022.06.21	135,328	0.04%	144,328	0.04%
Independent Director	Kin-Tsau Lee	2022.06.21	0	0.00%	0	0.00%
Independent Director	Chia-Hsin Chang	2022.06.21	0	0.00%	0	0.00%
Shareholdings of all Directors (Note)					17,965,314	4.64%
Minimum shareholdings of all Directors					15,481,675	4.00%

Note:

- Pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, the shareholdings of Independent Directors elected by a public company shall not be included in the calculation of total registered shares owned by all Directors. If the public company has elected two or more Independent Directors, the shareholding of all Directors, excluding the Independent Directors, calculated at the statutory rate shall be decreased to 80% ; If the independent directors act exceed one-half of the total director seats, and an audit committee has been established in accordance with the Act, the provisions on the minimum percentage requirements for the shareholding respectively of all directors and supervisors in paragraphs 1 and 2 shall not apply.
- The minimum shareholdings of all Directors shall be 15,481,675 shares. As of April 22, 2025, the total shareholdings of all Directors, excluding the Independent Directors was 17,965,314 shares.
- The Company has established the Audit Committee. The provision on the minimum percentage requirements for the shareholding of Supervisors does not apply.