



2024 Annual Shareholders' Meeting

MEETING HANDBOOK



Company address : 10F., No. 308, Sec. 2, Bade Rd., Zhongshan Dist., Taipei City
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Stock Code : 8463

May 24 , 2024

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Ruentex Materials Co., Ltd.

Procedure of the 2024 Shareholders' Meeting

1. Call to order
2. Chairperson's statement
3. Reports
4. Acknowledgment
5. Discussion
6. Motion
7. Adjournment

Ruentex Materials Co., Ltd.

Agenda of the 2024 Shareholders' Meeting

Meeting type: Physical shareholders meeting

Time: May 24, 2024(Friday) at 9:00am

Location: 3F, No. 260, Sec. 2, Bade Rd., Taipei City (Central Motion Picture Bade Building)

1. Call to order
2. Chairperson's statement
3. Reported matters
 - (1) 2023 business report
 - (2) Audit Committee's review of the 2023 annual final accounting books and statements
 - (3) Report on 2023 employees' remuneration
 - (4) In response to the Company's subsidiary "Ruentex Interior Design Inc." that applied for listing in the TWSE or the TPEX market of shares, the Company conducted separate reports on the release of shares of the Company
 - (5) Other reporting matters
4. Acknowledged matters:
 - (1) Acknowledgment of the 2023 business report and financial statements
 - (2) Acknowledgment of the 2023 earnings distribution
5. Matters for Discussion:
 - (1) The amendments to the Company's "Corporate Charter"
6. Motion
7. Adjournment

[Reported matters]

1. 2023 business report.

Description: 2023 business report, please see Attachment 1 on page 7-9 of this Handbook.

2. Audit Committee's review of the 2023 annual final accounting books and statements.

Description: Audit Report by the Auditing Commission, please see Attachment 2 on page 10 of this Handbook.

3. Report on 2023 employees' remuneration

Description: (1) Pursuant to Article 22 of the Articles of Association.

(2) 1% is appropriated as remuneration for employees, totaling NT\$1,239,610, the above amount has been approved by the board of directors, and all paid in cash, the decided distribution amount is the same as the estimated amount.

4. In response to the Company's subsidiary "Ruentex Interior Design Inc." that applied for listing in the TWSE or the TPEX market of shares, the Company conducted separate reports on the release of shares of the Company.

Description: (1) It was resolved in the Company's annual shareholders' meeting on May 19, 2021 that, in order to cooperate with the plan of the subsidiary Ruentex Interior Design Inc. to apply for stock listing, the Company shall proceed to and share release.

(2)The Company's stock release of the subsidiary applying for listing in the TWSE or the TPEX market, please see Attachment 3 on page 11-12 of this Handbook.

5. Other reporting matters: none

[Acknowledgment]

Item 1: Submitted by the Board of Directors

Matter: Acknowledgment of the 2023 business report and financial statements.

Description: 1. The 2023 business report (please see Attachment 1 on page 7-9 of this Handbook) and financial statements for 2023 were completed (please see Attachment 4 and 5 on page 13-34 of this Handbook).

2. The above-mentioned financial statements were audited by Huang, Ching-Liang and Chang, Shu-Chiung, accountants of PwC Taiwan, and an audit report with unqualified opinions was issued by them.
3. The financial statements were reviewed by the Audit Committee, with a review report issued hereby.
4. Submit for acknowledgement.

Resolution:

Item 2: Submitted by the Board of Directors

Matter: Acknowledgment of the 2023 earnings distribution

Description: 1. The proposed distribution of the profit of the Company in 2023, in accordance with based on the Company Act and the Company's Corporate Charter, is as follows:

Ruentex Materials Co., Ltd.

Proposed distribution of profit

2023

Unit: NT\$

Item	Subtotal
Undistributed profit at start of the year	\$ 0
+: Profit after tax in 2023	114,983,440
-: Defined benefit actuarial losses in 2023	(227,896)
-: Profit set aside as legal reserve (10%)	(11,475,555)
-: Profit set aside as special reserve	(5,577,865)
Distributable profit	\$ 97,702,124
Distributed item:	
Dividend(cash dividend NT\$0.65 per share)	(97,500,000)
Undistributed profit at end of the year	\$ 202,124
Note: The distribution is according to the Company's Corporate Charter and the resolution of shareholders' meeting	

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

2. Pursuant to International Accounting Standard No. 19 "Employee Benefits" in 2023, the defined benefit actuarial losses were adjusted, other comprehensive income were minus to the retained earnings of NT\$227,896.
3. After the proposal is submitted to the annual shareholders' meeting for resolution, the Chairman will be authorized to determine the ex-dividend base date and payment date and other related matters. In case of subsequent changes to the shareholders' dividend ratio, the Chairman is also authorized to handle the matters.
4. Submit for acknowledgement.

Resolution:

[Discussion]

Item 1: Submitted by the Board of Directors

Matter: The amendment to the Company's Corporate Charter.

Description:1. In accordance with the relevant measures for a sound dividend policy announced by the Financial Supervisory Commission, the dividend policy is specifically stipulated in the Company's Articles of Incorporation, and in accordance with the relevant amendments to the Company Act, it is proposed to amend the "Articles of Incorporation" of the Company, and the comparison table of the amendments is here. Please refer to Attachment 6 on pages 35-37 of this handbook.

2. This proposal is submitted for discussion.

Resolution:

[Motion]

[Adjournment]

Ruentex Materials Co., Ltd.

Business Report

I. Business overview for 2023

For the year 2023, the Company reported consolidated revenues of NT\$5,500.87 million (up 29% from the previous year), consolidated gross profit of NT\$625.01 million (up 49%), gross profit margin of 11%, consolidated operating profit of NT\$290.31 million (up 113%), net operating margin of 5%, consolidated net income of NT\$210.95 million, a NT\$114.98 million net profit attributable to owners of the parent company, and a NT\$0.77 earnings per share.

As a result of the operation of the current year, the cement business has increased profits due to stable production equipment and increased sales volume compared to the previous year. In addition, the building materials business, where ready-mixed mortar(RT-MIX) is made, is used in the decoration stage of construction projects, and the market continues to be active. The overall production and sales volume increased compared to the previous year.

In summary, the Company's overall profit has grown compared to the previous year.

II. Research and Development

The Company will continue its efforts in corporate transformation and investment, hoping to innovate R&D from the perspective of customers, develop high-performance niche products, enhance product competitiveness through differentiation, and create value for the Company and the industry. In light of global climate change and rising environmental awareness, the Company continues to optimize and introduce new cement products that offer energy and carbon reduction benefits. In addition, ShifuGrout U799, an underwater grouting material developed by the Company for offshore wind power, has obtained international third-party product certification, and has become a supplier of ultra-high-strength foundation grouting materials for offshore wind turbines; further developed ShifuGrout U769 for SILO silo systems, Product certification in 2024 is expected; in response to the goal of net zero emissions by 2050, in terms of the carbon reduction strategy for the construction industry, the Company not only invests in low-carbon cement manufacturing technology, but also actively develops green recycled environmental protection and energy-saving building materials "lightweight microbeads", not only to recycle and reuse materials, but also to create a circular green building. This porous functional material has multiple properties such as low density, high strength, light weight, low thermal conductivity, and low water absorption, making it suitable as an intermediate material for thermal insulation, crack resistance, and sound absorption. Thermal insulation and energy saving applications are frequent in the current building market. It can also be widely used in clay building materials, paints, plastic lightweight fillings, floating materials and other applications.

III. Future Outlook

(I) Outlook of the Cement Market

Looking into the domestic cement industry in 2024, the continued promotion of the Foresight Project, the return of investment from Taiwanese businessmen abroad, the expansion of factories in the IT semiconductor industry, the increase in demand for public works, and the increase in new green energy projects such as solar energy and wind power can all drive the growth of cement demand. The domestic cement

market in 2024 is expected to be flat compared to 2023.

(II) Market prospect of construction materials

The ready-mixed mortar (RT-mixed) has been increasingly trusted and used by customers. It is expected that the overall sales volume will still perform well in 2024 with the expansion of the market share. For the construction materials agency business, for the first time in cooperation with the Japanese listed company NIHON FLUSH Wooden Door Production Co., Ltd., the Company believes that with products of quality and functions, and our complete distribution channels deployment, and the advantages of the warehouse storage and distribution, and management services, we can make a rapid market entry.

In response to the government's strategy for the offshore wind power industry, the Company has developed offshore wind power underwater foundation grouting materials and has promoted the advantages and contributions of the Company's products to the government's green energy policy in the offshore wind power market. The HDD casing is filled with thermally conductive mud T508 this year. We will also continue to work to increase the visibility of our products in the wind power market, and continue to actively visit the upstream, midstream and downstream of the wind power industry. In response to the needs of developers in future wind farms, the Company has also developed a material G705 that can be applied to negative pressure caisson foundations. This will improve the Company's revenue and profit in the future.

(III) Outlook of Demand for Interior Renovation and Design

The Company's subsidiaries are committed to providing customers with high-quality interior decoration design and related engineering services. Looking to the future, Taiwanese companies have successively returned to establish their headquarters. In addition, the incentive policies for large-scale government urban renewal projects and for dangerous and old buildings have been accelerated. They have also actively participated in the joint development projects of transportation and railroads, including shopping malls, office buildings, and high-end residential public facilities and other large-scale projects. We have integrated aesthetics and sensory experience into the details of design and construction, and continue to create stable profits with high-quality one-stop services.

(IV) Influence of External Competition, Legal Environment, and Macro Business Environment

In recent years, the unstable external environment has brought challenges but also created many opportunities for growth. In 2024, the Foresight project will continue to be promoted, the Taiwanese capital will return, the domestic economy will gradually recover, and the rigid demand in the real estate market will continue. The construction-related peripheral industries are still booming, and the development of various business entities is expected to grow compared to the previous year.

Looking forward to the future, the Company will continue to work hard and uphold the basic concept of "innovation and change, and conscientiousness in each product." By fully

developing the Company's core areas of expertise, it will fulfill the long-term expectations of our shareholders, employees, customers and suppliers. We also hope to strengthen the connection with customers, become the trusted first choice for cooperation partners, and aim to become a world-class construction material company.

I wish all shareholders,

Good health and all the best,

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

[Attachment 2]

Ruentex Materials Co., Ltd.
Audit Report by the Auditing Commission

The Board of Directors prepared the Company's business report, financial statements and proposal on profit distribution proposal for 2023. The financial statements were audited by Huang, Chin-Lien and Chang, Shu-Chiung, accountants of PwC Taiwan, and an audit report was issued by them. The above-mentioned business report, financial statements and proposal on profit distribution were reviewed by the Audit Committee and deemed appropriate. Therefore, in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we present this report for further examination.

To

2024 Shareholders' Meeting of Ruentex Materials Co., Ltd.

Audit Committee Convener: Chen, Ming-Chin

March 13, 2024

Shares Released by Subsidiaries Planned for Listing(TWSE or TPEX)

Time	2021.10	2022.07
Purpose and method	For the purpose of enriching working capital and long-term operation development, attracting and retaining talents, integrating resources to improve operating performance, and in response to Ruentex Interior Design's application for stock listing plan, etc.	Shares were subscribed and transferred by the Securities Firms recommended by Emerging Stock Market
Issuance (transfer) price	NTD 30	NTD 60
Date of approval by the Company's Audit Committee	2021.03.26, 2021.08.12	2022.06.08
Date of approval by the Company's board of directors	2021.03.26, 2021.08.12	2022.06.08
Date of approval by the Company's shareholders' meeting	2021.05.19	2021.05.19
Counterparty	Employee of Ruentex Interior Design, former shareholder of the Company, employee of the Group, and director of Ruentex Interior Design and the Company	Securities firm recommended by the co-organizer
Total number of shares issued (transferred)	8,250 thousand shares	500 thousand shares
Shareholding ratio of Ruentex Materials before the issuance (transfer)	100.00%	38.89%
The shareholding ratio of Ruentex Materials after the issuance (transfer)	38.89%	35.19%

Basis for evaluation of the release stock price	Expert opinion on the reasonableness of the price issued by the CPA	<ol style="list-style-type: none"> 1. To be negotiated with a securities firm recommended by Emerging Market, Ruentex Materials and Ruentex Interior Design 2. Expert opinion on the reasonableness of the price issued by the CPA
Effect on the Company's shareholders' equity	No prejudice to the original shareholders' equity	No prejudice to the original shareholders' equity

Independent Auditors' Report

(2024) Cai-Shen-Bao-Zi No. 23004221

To the Board of Directors of Ruentex Materials Co., Ltd.:

Audit Opinions

We have audited the consolidated balance sheets of Ruentex Materials Co., Ltd. and its subsidiaries (hereinafter referred to as “the Group”) for December 31, 2023 and December 31, 2022, the consolidated comprehensive income statements, equity statements and cash flow statements of Ruentex Group for the period from Jan. 1 to December 31, 2023 and the period from January 1 to December 31, 2022, and the notes to the consolidated financial report (including a summary of significant accounting policies).

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

Basis of Audit Opinions

We conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the section of “Responsibilities of the Accountants for the Audit of Consolidated Financial Statements” in 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 sufficient and appropriate audit evidences have been obtained as a basis to express opinion of the audit.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

The most significant key audit matters in our audit of the Groups' consolidated financial statements for the year ended 2023 are as follows:

Assessment on Recognition of Construction Contract Income - Construction Completion Progress

Description of Key Audit Matters

Regarding the accounting policy on operating revenue recognition, please refer to Note 4(26) of the consolidated financial report. For the critical accounting estimates and assumptions, please refer to Note 5. For the operating revenue, please refer to Note 6(16).

The Groups' construction contract income was calculated based on the percentage of completion method and according to the completion progress during the construction contract period. The construction progress was calculated based on the percentage of the cost incurred for each construction contract up to the end of the financial report period over the expected total cost for such construction contract. The aforementioned estimation of the expected total cost was provided by the Group based on its estimation on various construction costs required for contracting works and material/labor expenses, etc. according to the quantitative units of design and construction drawings, etc. of owners along with the fluctuation of the current market price at that time.

Since the estimation of construction total cost can affect the recognition of construction completion progress and the construction contract income, and since the construction total cost items are complicated and often involving high degree of estimation, such that it can cause major uncertainty, consequently, we've considered listing the assessment on the construction completion progress used in the recognition of construction contract income as one of the key matters in this year's audit.

Corresponding Audit Procedures

We summarize the audit procedures executed for the aforementioned key audit matters related to construction completion progress as follows:

1. Based on our understanding of the business operation and nature of industry of the Group, we assessed the internal operation procedures used in the estimation of construction total cost, including the quantitative unit of design and construction drawings of owners in order to determine the procedures for each construction cost (contracting works and material/labor expense) and the consistency of the estimation method.
2. We assessed and tested the internal controls that would affect the recognition of construction contract revenue based on stage of completion, including verifying the evidence of additional or less work and significant constructions.
3. We conducted on-site observation and interviews at major construction sites still in progress at the end of the sampling period to confirm that the progress of such projects was proceeding as scheduled.

4. We obtained details of construction profit or loss and performed substantive procedures, including randomly checking the incurred cost of current period with the appropriate evidence, and additional or less work with the supporting documents, and recalculated the stage of completion to ensure a reasonable recognition of construction contract revenue.

Other Matters- Unconsolidated Financial Report

We have audited and expressed an unqualified opinion on the unconsolidated financial statements of Ruentex Materials Co., Ltd. as of and for the year ended December 31, 2023 and 2022.

Responsibilities of the Management and Governing Bodies for Consolidated Financial Statements

The 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 the International Financial Reporting Standards, International Accounting Standards, IFRIS Interpretations, and SIC Interpretations as endorsed and issued by the Financial Supervisory Commission 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, the 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's 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.

Responsibilities of the Accountants for the Audit of Consolidated Financial Statements

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

As part of an audit in accordance with the auditing standards in the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. Also:

1. We identify and assess the risks of material misstatement of 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 opinions. 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 at the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. We evaluate the overall presentation, structure and content of the consolidated financial statements, including the related disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. We 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 directing, overseeing and executing audit of the Group, and forming the audit opinion for the Group.

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 the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also communicated with the governance units on all relationships and other matters, including relevant protective measure, that may be considered to affect the independence of auditors.

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

PwC Taiwan

Huang, Chin-Lien

Certified Public Accountant

Chang, Shu-Chiung

Financial Supervisory Commission

Approval Certificate No.: Jin-Guan-Zheng-Shen-Zi No.
1100348083

Former Financial Supervisory Commission, Executive Yuan

Approval Certificate No.: Jin-Guan-Zheng-Shen-Zi No.
0990042602

March 13, 2024

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated Balance Sheet
December 31, 2023 and 2022

Unit: NT\$ thousands

Assets	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 300,262	4	\$ 652,743	9
1136	Financial assets measured by amortized cost - current		-	-	75,000	1
1140	Contract asset - current	6(16) and 7	377,737	5	412,673	6
1150	Net notes receivable	6(2)	168,487	2	162,304	2
1160	Notes receivable - related parties - net	6(2) and 7	5,503	-	402	-
1170	Net Accounts receivable	6(2)	869,557	12	678,088	9
1180	Accounts receivable - related parties - net	6(2) and 7	248,002	3	78,537	1
1200	Other receivables		4,286	-	573	-
1220	Current tax assets		87	-	6,093	-
130X	Inventories	6(3)	732,818	10	703,318	10
1410	Prepayments		37,708	1	22,375	-
1470	Other current assets	6(1) and 8	16,966	-	28,742	-
11XX	Total current assets		<u>2,761,413</u>	<u>37</u>	<u>2,820,848</u>	<u>38</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(4) and 7	638,199	9	645,023	9
1600	Property, plant, and equipment	6(5), 7 and 8	3,671,253	50	3,546,898	48
1755	Right-of-use assets	6(6)	31,851	-	43,386	1
1780	Intangible assets	6(7)	170,274	2	173,310	2
1840	Deferred tax assets	6(24)	32,286	-	31,726	-
1900	Other non-current assets	6(1) and 8	116,346	2	150,294	2
15XX	Total non-current assets		<u>4,660,209</u>	<u>63</u>	<u>4,590,637</u>	<u>62</u>
1XXX	Total Assets		<u>\$ 7,421,622</u>	<u>100</u>	<u>\$ 7,411,485</u>	<u>100</u>

(Continued)

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated Balance Sheet
December 31, 2023 and 2022

Unit: NT\$ thousands

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current liabilities						
2100	Short-term borrowings	6(8) and 8	\$ 750,000	10	\$ 950,000	13
2110	Short-term notes and bills payable	6(9)	269,936	4	309,832	4
2130	Contract liabilities - current	6(16) and 7	50,352	1	32,721	1
2150	Notes payable		136,577	2	104,127	1
2160	Notes payable - related party	7	721	-	1,864	-
2170	Accounts payable		740,487	10	628,697	9
2180	Accounts payable - related party	7	2,058	-	1,842	-
2200	Other payables	6(10)	239,815	3	213,582	3
2220	Other payable - related party	7	618	-	498	-
2230	Income tax liabilities of current period		43,489	-	24,509	-
2280	Lease liabilities - current	6(6)	20,174	-	18,494	-
2320	Long-term liabilities due within one year or one operating cycle	6(11) and 8	-	-	550,000	7
2399	Other current liabilities - other		4,481	-	5,160	-
21XX	Total current liabilities		<u>2,258,708</u>	<u>30</u>	<u>2,841,326</u>	<u>38</u>
Non-current liabilities						
2540	Long-term borrowings	6(11) and 8	2,500,000	34	2,000,000	27
2570	Deferred tax liabilities	6(24)	3,436	-	3,637	-
2580	Lease liabilities - non-current	6(6)	17,973	-	29,483	-
2600	Other non-current liabilities	6(12)	38,056	1	37,139	1
25XX	Total non-current liabilities		<u>2,559,465</u>	<u>35</u>	<u>2,070,259</u>	<u>28</u>
2XXX	Total Liabilities		<u>4,818,173</u>	<u>65</u>	<u>4,911,585</u>	<u>66</u>
Equity						
Equity attributed to owners of the parent						
	Capital	6(13)				
3110	Share capital		1,500,000	20	1,500,000	20
	Capital surplus	6(14)				
3200	Capital surplus		677,124	9	711,624	10
	Retained earnings	6(15)				
3310	Legal reserve		50,770	1	46,925	1
3320	Special reserve		50,317	1	15,717	-
3350	Undistributed earnings		114,756	2	38,445	-
	Other equities					
3400	Other equities		(111,752)	(2)	(106,174)	(1)
31XX	Total equity attributable to owners of parent		<u>2,281,215</u>	<u>31</u>	<u>2,206,537</u>	<u>30</u>
36XX	Non-controlling interest	4(3)	<u>322,234</u>	<u>4</u>	<u>293,363</u>	<u>4</u>
3XXX	Total Equity		<u>2,603,449</u>	<u>35</u>	<u>2,499,900</u>	<u>34</u>
	Significant contingent liabilities and unrecognized commitments	9				
	Significant subsequent events	11				
3X2X	Total Liabilities and Equity		<u>\$ 7,421,622</u>	<u>100</u>	<u>\$ 7,411,485</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands
(Except earnings per share, which is in NT\$)

	Item	Notes	2023		2022	
			Amount	%	Amount	%
4000	Operation Income	6(16) and 7	\$ 5,500,872	100	\$ 4,249,175	100
5000	Operation Cost	6(3)(7) (12)(17) (22) (23) and 7	(4,875,858)	(89)	(3,830,152)	(90)
5900	Gross Profit		<u>625,014</u>	<u>11</u>	<u>419,023</u>	<u>10</u>
	Operating Expenses	6(7)(12) (22) (23) and 7				
6100	Selling expenses		(96,589)	(2)	(78,727)	(2)
6200	General & administrative expenses		(180,266)	(3)	(164,150)	(4)
6300	R&D expenses		(54,234)	(1)	(40,217)	(1)
6450	Expected credit impairment (losses) gains	12(2)	(3,617)	-	335	-
6000	Total Operating Expenses		<u>(334,706)</u>	<u>(6)</u>	<u>(282,759)</u>	<u>(7)</u>
6900	Operating Profit		<u>290,308</u>	<u>5</u>	<u>136,264</u>	<u>3</u>
	Non-operating Income and Expenses					
7100	Interest revenue	6(18)	3,843	-	2,424	-
7010	Other income	6(19)	27,260	1	37,224	1
7020	Other gains and losses	6(20)	(2,697)	-	1,063	-
7050	Financial Costs	6(21)	(64,286)	(1)	(40,654)	(1)
7000	Total non-operating income and expenses		<u>(35,880)</u>	<u>-</u>	<u>57</u>	<u>-</u>
7900	Net profit before tax		<u>254,428</u>	<u>5</u>	<u>136,321</u>	<u>3</u>
7950	Income tax expense	6(24)	(43,474)	(1)	(33,334)	(1)
8200	Net income of current period		<u>\$ 210,954</u>	<u>4</u>	<u>\$ 102,987</u>	<u>2</u>
	Other comprehensive income (net) Items not to be reclassified into profit or loss					
8311	Remeasurement of defined benefit plans	6(12)	(\$ 809)	-	\$ 1,196	-
8316	Unrealized profit or loss on equity investments at fair value through other comprehensive income	6(4)	(6,824)	-	(91,065)	(2)
8349	Income tax relating to non-reclassified items	6(24)	353	-	(1,686)	-
8310	Total of items not to be reclassified into profit or loss		<u>(7,280)</u>	<u>-</u>	<u>(91,555)</u>	<u>(2)</u>
8500	Total comprehensive income for the current period		<u>\$ 203,674</u>	<u>4</u>	<u>\$ 11,432</u>	<u>-</u>
	Profit attributable to:					
8610	Owners of the parent		<u>\$ 114,983</u>	<u>2</u>	<u>\$ 38,108</u>	<u>1</u>
8620	Non-controlling Interest		<u>\$ 95,971</u>	<u>2</u>	<u>\$ 64,879</u>	<u>1</u>
	Total comprehensive income (loss) attributable to:					
8710	Owners of the parent		<u>\$ 109,178</u>	<u>2</u>	<u>(\$ 52,996)</u>	<u>(2)</u>
8720	Non-controlling Interest		<u>\$ 94,496</u>	<u>2</u>	<u>\$ 64,428</u>	<u>2</u>
	Earnings per share	6(26)				
9750	Basic earnings per share		<u>\$ 0.77</u>		<u>\$ 0.25</u>	
9850	Diluted earnings per share		<u>\$ 0.77</u>		<u>\$ 0.25</u>	

The accompanying notes are an integral part of these consolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated statement of changes in Equity
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Equity attributed to owners of the parent										
	Notes	Capital surplus			Retained earnings			Unrealized financial assets at fair value through other comprehensive income acquired	Total	Non-controlling Interest	Total Equity
		Share capital	Issued at premium	Difference between the equity price and the book value of actual acquisition or disposition of subsidiaries	Changes in the ownership interests of subsidiaries as recognized	Legal reserve	Special reserve				
<u>2022</u>											
Balance on January 1, 2022		\$ 1,500,000	\$ 656,157	\$ -	\$ 40,391	\$ 121,605	\$ 44,086	(\$ 103,049)	\$ 2,243,473	\$ 256,335	\$ 2,499,808
Net income of current period		-	-	-	-	-	-	38,108	38,108	64,879	102,987
Other comprehensive income		-	-	-	-	-	-	(91,441)	(91,104)	(451)	(91,555)
Total Comprehensive Income Current Period		-	-	-	-	-	-	38,445	(91,441)	(52,996)	11,432
Profit reversed as special reserve	6(15)	-	-	-	-	(28,369)	28,369	-	-	-	-
Deficit offset by legal reserve	6(15)	-	-	-	-	(74,680)	-	74,680	-	-	-
Difference between the equity price and the book value of actual acquisition or disposition of subsidiaries	4(3) and 6(25)	-	-	15,076	-	-	-	984	16,060	13,850	29,910
Cash dividends for non-controlling interests		-	-	-	-	-	-	-	-	(41,250)	(41,250)
Balance on December 31, 2022		\$ 1,500,000	\$ 656,157	\$ 15,076	\$ 40,391	\$ 46,925	\$ 15,717	\$ 38,445	\$ 2,206,537	\$ 293,363	\$ 2,499,900
<u>2023</u>											
Balance on January 1, 2023		\$ 1,500,000	\$ 656,157	\$ 15,076	\$ 40,391	\$ 46,925	\$ 15,717	\$ 38,445	\$ 2,206,537	\$ 293,363	\$ 2,499,900
Net income of current period		-	-	-	-	-	-	114,983	114,983	95,971	210,954
Other comprehensive income		-	-	-	-	-	-	(227)	(5,578)	(5,805)	(7,280)
Total Comprehensive Income Current Period		-	-	-	-	-	-	114,756	(5,578)	109,178	203,674
Appropriation and distribution of the earnings for 2022:	6(15)										
Profit set aside as legal reserve		-	-	-	-	3,845	-	(3,845)	-	-	-
Provision of special reserves		-	-	-	-	-	34,600	(34,600)	-	-	-
Distribution of cash dividends from capital surplus	6(15)	-	(34,500)	-	-	-	-	-	(34,500)	-	(34,500)
Cash dividends for non-controlling interests		-	-	-	-	-	-	-	-	(65,625)	(65,625)
Balance on December 31, 2023		\$ 1,500,000	\$ 621,657	\$ 15,076	\$ 40,391	\$ 50,770	\$ 50,317	\$ 114,756	\$ 2,281,215	\$ 322,234	\$ 2,603,449

The accompanying notes are an integral part of these consolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flow
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Notes	2023	2022
<u>Cash flows from operating activities</u>			
Profit before Income Tax current period		\$ 254,428	\$ 136,321
Adjustments			
Income and expenses with no cash flow effects			
Depreciation expense	6(5)(6)		
	(22)	245,189	219,574
Depreciation and amortization expenses	6(7)(22)	8,560	9,676
Expected credit impairment (losses) gains	12(2)	3,617	(335)
Interest Cost	6(21)	64,286	40,654
Interest revenue	6(18)	(3,843)	(2,424)
Dividend income	6(19)	(19,597)	(31,472)
Provisions transferred to other income	6(19)	(1,680)	(1,580)
Gains on write-off of accounts payable past due	6(19)	(748)	(25)
Other payables transferred to other income	6(19)	(52)	-
Gains on lease modifications	6(6)(20)	-	(175)
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Contract asset - current		34,936	(228,000)
Notes receivable		(6,183)	(49,113)
Bills receivable - related parties		(5,101)	7,156
Accounts receivable		(195,086)	(233,487)
Account Receivable - Related Party		(169,465)	(27,930)
Other receivables		(4,046)	70
Inventories		(29,500)	(143,363)
Prepayments		(15,333)	10,350
Other Current Assets		-	(4)
Net change in liabilities related to operating activities			
Contract liabilities		17,631	(8,923)
Notes payable		32,450	(26,523)
Notes payable - related party		(1,143)	1,571
Accounts Payable		112,538	207,193
Accounts payable - related party		216	694
Other payables		45,257	33,004
Other Payable - Related Party		120	301
Other Current liabilities		1,001	(26)
Other non-Current liabilities		129	(142)
Cash inflow (outflow) from operations		368,581	(86,958)
Interest received		4,176	2,019
Dividends received		19,597	31,472
Interest paid		(64,282)	(39,847)
Income tax paid		(24,902)	(2,583)
Income tax refunded		6,006	2,685
Net cash inflow (outflow) from operating activities		309,176	(93,212)

(Continued)

Ruentex Materials Co., Ltd. and Subsidiaries
Consolidated Statement of Cash Flow
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Notes	2023	2022
<u>Cash flows from investing activities</u>			
Acquisition of financial assets measured at amortized costs - current		(\$ 360)	(\$ 75,000)
Disposal of financial assets measured at amortized costs - current		75,360	-
Acquisition of financial assets at fair value through other comprehensive income	6(27)	-	(441,873)
Decrease in other financial assets - current		11,776	42,037
Real estate, plant and equipment acquired	6(27)	(323,424)	(262,977)
Acquisition of intangible assets	6(7)	(5,524)	(24,277)
Increase in prepayments for equipment		(15,582)	(47,839)
Increase in other financial assets - current		(37)	(91,819)
Decrease (increase) in refundable deposits		(343)	503
Cash used in investing activities		(258,134)	(901,245)
<u>Cash flows from financing activities</u>			
Increase (decrease) in short-term borrowings	6(28)	(200,000)	950,000
Increase (decrease) in short-term notes and bills payable	6(28)	(40,000)	70,000
Proceeds from long-term borrowings	6(28)	1,200,000	530,000
Repayments of long-term borrowings	6(28)	(1,250,000)	(480,000)
Principal elements of lease payments	6(28)	(13,377)	(22,059)
Decrease in guarantee deposits received	6(28)	(21)	-
Cash dividends paid	6(15)	(34,500)	-
Disposal of equity in subsidiaries (without losing control)	4(3) and 6(25)	-	29,910
Changes in non-controlling interest		(65,625)	(41,250)
Net cash generated from (used in) financing activities		(403,523)	1,036,601
Increase (decrease) of cash and cash equivalents – current period		(352,481)	42,144
Cash and cash equivalents, beginning of period		652,743	610,599
Cash and cash equivalents, end of period		<u>\$ 300,262</u>	<u>\$ 652,743</u>

The accompanying notes are an integral part of these consolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

[Attachment 5]

Independent Auditors' Report

(2024) Cai-Shen-Bao-Zi No. 23003253

To the Board of Directors of Ruentex Materials Co., Ltd.:

Audit Opinions

We have audited the accompanying financial statements of Ruentex Materials Co., Ltd., which comprise the unconsolidated balance sheets as of December 31, 2023 and 2022 and the unconsolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the unconsolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying unconsolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, 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 of Audit Opinions

We conducted our audits in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Unconsolidated 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 sufficient and appropriate audit evidences have been obtained as a basis to express opinion of the audit.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the unconsolidated financial statements of the Company for the year ended December 31, 2023. These matters were addressed in the context of our audit opinion of the unconsolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's unconsolidated financial statements for the year ended December 31, 2023 are stated as follows:

Assessment on Recognition of Construction Contract Income - Construction Completion Progress

Description of Key Audit Matters

Regarding the accounting policy on operating revenue recognition, please refer to Note 4(24) of the unconsolidated financial report. For the critical accounting estimates and assumptions, please refer to Note 5. For the operating revenue, please refer to Note 6(17).

Ruentex Materials Co., Ltd. and its subsidiaries' (investments accounted for using the equity method) construction contract revenue was calculated based on the percentage of completion method and according to the completion progress during the construction contract period. The construction progress was calculated based on the percentage of the cost incurred for each construction contract up to the end of the financial report period over the expected total cost for such construction contract. The aforementioned estimation of the expected total cost was provided by the Group based on its estimation of various construction costs required for contracting works and material/labor expenses, etc. according to the quantitative units of design and construction drawings, etc. of owners along with the fluctuation of the current market price at that time.

Since the estimation of construction total cost can affect the recognition of construction completion progress and the construction contract income, and since the construction total cost items are complicated and often involving high degree of estimation, such that it can cause major uncertainty, consequently, we've considered listing the assessment on the construction completion progress used in the recognition of construction contract income as one of the key matters in this year's audit.

Corresponding Audit Procedures

The procedures that we have conducted in response to the construction completion progress by Ruentex Materials Co., Ltd. and its subsidiaries (accounted in equity method investments) of the above-mentioned key audit matter are summarized as follows:

1. Based on our understanding of the business operation and nature of the industry of Ruentex Materials Co., Ltd. and its subsidiaries, we assessed the internal operation procedures used in the estimation of construction total cost, including the quantitative unit of construction drawings of owners in order to determine the procedures for each construction cost (contracting works and material/labor expenses) and the consistency of the estimation method.

2. We assessed and tested the internal controls that would affect the recognition of construction contract revenue based on stage of completion, including verifying the evidence of additional or less work and significant constructions.
3. We conducted on-site observation and interviews at major construction sites still in progress at the end of the sampling period to confirm that the progress of such projects was proceeding as scheduled.
4. We obtained details of construction profit or loss and performed substantive procedures, including randomly checking the incurred cost of current period with the appropriate evidence, and additional or less work with the supporting documents, and recalculated the stage of completion to ensure a reasonable recognition of construction contract revenue.

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

Management is responsible for the preparation and fair presentation of the unconsolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Firms, and for such internal control as management determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the unconsolidated 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 auditing standards in the Republic of China will always detect a material misstatement when it exists. Misstatement may be caused by fraud or error. Misstatements 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 unconsolidated financial statements.

As part of an audit in accordance with the auditing standards in the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. Also:

1. Identify and assess the risk of material misstatement of the unconsolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidences in order to be used as the basis for the audit 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. We 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 unconsolidated financial statements or, if such disclosures are inadequate, to modify our audit 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 unconsolidated financial statements, including the disclosures, and whether the unconsolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence for the financial information of individual entities of the Company and provide opinions on its respective unconsolidated financial statements. We handle the guidance, supervision and execution of the audit on the Company and are responsible for preparing the audit opinion for the Company.

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 the governance units with statements that we have complied with relevant matters that may reasonably be thought to bear on our independence, and we have also

communicated with the governance units on all relationships and other matters, including relevant protective measure, that may be considered to affect the independence of auditors.

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

PwC Taiwan

Huang, Chin-Lien

Certified Public Accountant

Chang, Shu-Chiung

Financial Supervisory Commission

Approval Certificate No.: Jin-Guan-Zheng-Shen-Zi No.
1100348083

Former Financial Supervisory Commission, Executive
Yuan

Approval Certificate No.: Jin-Guan-Zheng-Shen-Zi No.
0990042602

March 13, 2024

Ruentex Materials Co., Ltd.
Unconsolidated Balance Sheet
December 31, 2023 and 2022

Unit: NT\$ thousands

Assets	Notes	December 31, 2023		December 31, 2022		
		Amount	%	Amount	%	
Current Assets						
1100	Cash and cash equivalents	6(1)	\$ 117,345	2	\$ 432,571	7
1140	Contract asset - current	6(17) and 7	12,738	-	11,833	-
1150	Net notes receivable	6(2)	168,487	3	150,528	2
1160	Notes receivable - related parties - net	6(2) and 7	3,895	-	350	-
1170	Net accounts receivable	6(2)	616,919	10	600,158	9
1180	Accounts receivable - related parties - net	6(2) and 7	37,263	1	39,666	1
1220	Current tax assets		87	-	6,093	-
130X	Inventories	6(3)	732,818	11	703,318	11
1410	Prepayments		32,366	-	19,307	-
1470	Other current assets	6(1) and 8	1,451	-	5,159	-
11XX	Total current assets		<u>1,723,369</u>	<u>27</u>	<u>1,968,983</u>	<u>30</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(4) and 7	471,118	7	476,123	7
1550	Investments accounted for using equity method	6(5)	174,927	3	159,254	3
1600	Property, plant, and equipment	6(6), 7, and 8	3,664,071	58	3,544,980	54
1755	Right-of-use assets	6(7)	13,261	-	19,757	-
1780	Intangible assets	6(8)	170,099	3	172,937	3
1840	Deferred tax assets	6(25)	28,821	-	28,536	1
1900	Other non-current assets	6(1) and 8	114,192	2	148,383	2
15XX	Total non-current assets		<u>4,636,489</u>	<u>73</u>	<u>4,549,970</u>	<u>70</u>
1XXX	Total Assets		<u>\$ 6,359,858</u>	<u>100</u>	<u>\$ 6,518,953</u>	<u>100</u>

(Continued)

Ruentex Materials Co., Ltd.
Unconsolidated Balance Sheet
December 31, 2023 and 2022

Unit: NT\$ thousands

Liabilities and Equity		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities						
2100	Short-term borrowings	6(9) and 8	\$ 750,000	12	\$ 950,000	15
2110	Short-term notes and bills payable	6(10)	269,936	4	309,832	5
2130	Contract liabilities - current	6(17) and 7	27,213	-	24,264	-
2150	Notes payable		95,347	2	57,808	1
2160	Notes payable - related party	7	721	-	1,864	-
2170	Accounts payable		214,402	3	201,322	3
2180	Accounts payable - related party	7	2,058	-	1,802	-
2200	Other payables	6(11)	171,164	3	169,821	3
2220	Other payable - related party	7	387	-	373	-
2230	Income tax liabilities of current period		7,843	-	-	-
2280	Lease liabilities - current	6(7)	12,167	-	11,325	-
2320	Long-term liabilities due within one year or one operating cycle	6(12) and 8	-	-	550,000	8
2399	Other current liabilities - other		1,383	-	1,341	-
21XX	Total current liabilities		<u>1,552,621</u>	<u>24</u>	<u>2,279,752</u>	<u>35</u>
Non-current liabilities						
2540	Long-term borrowings	6(12) and 8	2,500,000	40	2,000,000	31
2570	Deferred tax liabilities	6(25)	20	-	30	-
2580	Lease liabilities - non-current	6(7)	7,159	-	12,828	-
2600	Other non-current liabilities		18,843	-	19,806	-
25XX	Total non-current liabilities		<u>2,526,022</u>	<u>40</u>	<u>2,032,664</u>	<u>31</u>
2XXX	Total Liabilities		<u>4,078,643</u>	<u>64</u>	<u>4,312,416</u>	<u>66</u>
Equity						
Capital						
3110	Share capital	6(14)	1,500,000	23	1,500,000	23
Capital surplus						
3200	Capital surplus	6(15)	677,124	11	711,624	11
Retained earnings						
3310	Legal reserve	6(16)	50,770	1	46,925	1
3320	Special reserve		50,317	1	15,717	-
3350	Undistributed earnings		114,756	2	38,445	1
Other equities						
3400	Other equities		(111,752)	(2)	(106,174)	(2)
3XXX	Total Equity		<u>2,281,215</u>	<u>36</u>	<u>2,206,537</u>	<u>34</u>
Significant contingent liabilities and unrecognized commitments						
Significant subsequent events						
3X2X	Total Liabilities and Equity		<u>\$ 6,359,858</u>	<u>100</u>	<u>\$ 6,518,953</u>	<u>100</u>

The accompanying notes are an integral part of these unconsolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd.
Unconsolidated Statements of Comprehensive Income
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands
(Except earnings per share, which is in NT\$)

	Item	Notes	2023		2022	
			Amount	%	Amount	%
4000	Operation Income	6(17) and 7	\$ 3,988,001	100	\$ 3,190,424	100
5000	Operation Cost	6(3)(8) (13)(18) (23) (24) and 7	(3,652,049)	(92)	(2,984,345)	(94)
5900	Gross Profit		<u>335,952</u>	<u>8</u>	<u>206,079</u>	<u>6</u>
	Operating Expenses	6(8)(13) (23) (24) and 7	(220,275)	(5)	(190,711)	(6)
6100	Selling expenses		(75,705)	(2)	(66,143)	(2)
6200	General & administrative expenses		(86,719)	(2)	(84,686)	(3)
6300	R&D expenses		(54,234)	(1)	(40,217)	(1)
6450	Expected credit impairment (losses) gains	12(2)	(3,617)	-	335	-
6000	Total Operating Expenses		(220,275)	(5)	(190,711)	(6)
6900	Operating Profit		<u>115,677</u>	<u>3</u>	<u>15,368</u>	<u>-</u>
	Non-operating Income and Expenses					
7100	Interest revenue	6(19)	2,083	-	1,017	-
7010	Other income	6(20)	19,614	1	31,193	1
7020	Other gains and losses	6(21)	(2,696)	-	1,086	-
7050	Financial Costs	6(22)	(64,055)	(2)	(40,385)	(1)
7070	Share of other comprehensive gains and losses of subsidiaries, affiliates and joint ventures recognized using the Equity method	6(5)	<u>52,098</u>	<u>1</u>	<u>37,858</u>	<u>1</u>
7000	Total non-operating income and expenses		<u>7,044</u>	<u>-</u>	<u>30,769</u>	<u>1</u>
7900	Net profit before tax		<u>122,721</u>	<u>3</u>	<u>46,137</u>	<u>1</u>
7950	Income tax expense	6(25)	(7,738)	-	(8,029)	-
8200	Net income of current period		<u>\$ 114,983</u>	<u>3</u>	<u>\$ 38,108</u>	<u>1</u>
	Other comprehensive income (net) Items not to be reclassified into profit or loss					
8316	Unrealized profit or loss on equity investments at fair value through other comprehensive income	6(4)	(\$ 5,005)	-	(\$ 89,470)	(3)
8330	Share of other comprehensive income of subsidiaries, associates & joint ventures accounted for using equity method - items not to be reclassified into profit or loss		(800)	-	(1,634)	-
8310	Total of items not to be reclassified into profit or loss		(5,805)	-	(91,104)	(3)
8500	Total Comprehensive Income Current Period		<u>\$ 109,178</u>	<u>3</u>	<u>(\$ 52,996)</u>	<u>(2)</u>
	Earnings per share	6(27)				
9750	Basic earnings per share		\$ 0.77		\$ 0.25	
9850	Diluted earnings per share		\$ 0.77		\$ 0.25	

Th The accompanying notes are an integral part of these unconsolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd.
Unconsolidated Equity Statement
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Notes	Capital surplus			Retained earnings			Unrealized financial assets at fair value through other comprehensive income acquired	Total Equity	
		Share capital	Issued at premium	Difference between the equity price and the book value of actual acquisition or disposition of subsidiaries	Changes in the ownership interests of subsidiaries as recognized	Legal reserve	Special reserve			Undistributed earnings
<u>2022</u>										
Balance on January 1, 2022		\$ 1,500,000	\$ 656,157	\$ -	\$ 40,391	\$ 121,605	\$ 44,086	(\$ 103,049)	(\$ 15,717)	\$ 2,243,473
Net income of current period		-	-	-	-	-	-	38,108	-	38,108
Other comprehensive income		-	-	-	-	-	-	337	(91,441)	(91,104)
Total Comprehensive Income Current Period		-	-	-	-	-	-	38,445	(91,441)	(52,996)
Profit reversed as special reserve	6(16)	-	-	-	-	-	(28,369)	28,369	-	-
Deficit offset by legal reserve	6(16)	-	-	-	-	(74,680)	-	74,680	-	-
Difference between the equity price and the book value of actual acquisition or disposition of subsidiaries	6(5)(26)	-	-	15,076	-	-	-	-	984	16,060
Balance on December 31, 2022		\$ 1,500,000	\$ 656,157	\$ 15,076	\$ 40,391	\$ 46,925	\$ 15,717	\$ 38,445	(\$ 106,174)	\$ 2,206,537
<u>2023</u>										
Balance on January 1, 2023		\$ 1,500,000	\$ 656,157	\$ 15,076	\$ 40,391	\$ 46,925	\$ 15,717	\$ 38,445	(\$ 106,174)	\$ 2,206,537
Net income of current period		-	-	-	-	-	-	114,983	-	114,983
Other comprehensive income		-	-	-	-	-	-	(227)	(5,578)	(5,805)
Total Comprehensive Income Current Period		-	-	-	-	-	-	114,756	(5,578)	109,178
Appropriation and distribution of the earnings for 2022:	6(16)									
Profit set aside as legal reserve		-	-	-	-	3,845	-	(3,845)	-	-
Provision of special reserves		-	-	-	-	-	34,600	(34,600)	-	-
Distribution of cash dividends from capital surplus	6(16)	-	(34,500)	-	-	-	-	-	-	(34,500)
Balance on December 31, 2023		\$ 1,500,000	\$ 621,657	\$ 15,076	\$ 40,391	\$ 50,770	\$ 50,317	\$ 114,756	(\$ 111,752)	\$ 2,281,215

The accompanying notes are an integral part of these unconsolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd.
Unconsolidated Statements of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Notes	2023	2022
<u>Cash flows from operating activities</u>			
Profit before Income Tax current period		\$ 122,721	\$ 46,137
Adjustments			
Income and expenses			
Depreciation expense	6(6)(7) (23)	235,969	211,670
Depreciation and amortization expenses	6(8)(23)	8,362	9,465
Expected credit impairment (losses) gains	12(2)	3,617	(335)
Interest Cost	6(22)	64,055	40,385
Interest revenue	6(19)	(2,083)	(1,017)
Dividend income	6(20)	(14,400)	(27,201)
Share of other comprehensive gains of subsidiaries, affiliates, and joint ventures recognized using the equity method	6(5)		
Gains on lease modifications	6(7)(21)	(52,098)	(37,858)
		-	(175)
Changes in assets/liabilities relating to operating activities			
Net changes in assets relating to operating activities			
Contract asset		(905)	(597)
Notes receivable		(17,959)	(40,351)
Bills receivable - related parties		(3,545)	7,208
Accounts receivable		(20,378)	(251,598)
Account Receivable - Related Party		2,403	(25,490)
Inventories		(29,500)	(143,543)
Prepayments		(13,059)	12,205
Other Current Assets		(1,346)	70
Net change in liabilities related to operating activities			
Contract liabilities - current		2,949	(10,984)
Notes payable		37,539	(16,597)
Notes payable - related party		(1,143)	1,647
Accounts Payable		13,080	28,360
Accounts payable - related party		256	654
Other payables		20,315	19,944
Other Payable - Related Party		14	189
Other Current liabilities		42	(46)
Other non-Current liabilities		(963)	(961)
Cash inflow (outflow) from operations		353,943	(178,819)
Interest received		2,072	986
Dividends received		50,025	53,451
Interest paid		(64,051)	(39,578)
Income tax paid		(190)	(1,302)
Income tax refunded		6,006	2,685
Net cash inflow (outflow) from operating activities		347,805	(162,577)

(Continued)

Ruentex Materials Co., Ltd.
Unconsolidated Statements of Cash Flows
For the Years Ended December 31, 2023 and 2022

Unit: NT\$ thousands

	Notes	2023	2022
<u>Cash flows from investing activities</u>			
Acquisition of financial assets at fair value	6(28)		
through other comprehensive income		\$ -	(\$ 354,658)
Decrease in other financial assets - current		5,065	35,156
Real estate, plant and equipment acquired	6(28)	(316,774)	(261,965)
Acquisition of intangible assets	6(8)	(5,524)	(24,140)
Decrease (increase) in refundable deposits		(100)	515
Increase in prepayments for equipment		(15,582)	(47,839)
Increase in other financial assets - current		(37)	(91,819)
Cash used in investing activities		(<u>332,952</u>)	(<u>744,750</u>)
<u>Cash flows from financing activities</u>			
Increase (decrease) in short-term borrowings	6(29)	(200,000)	950,000
Increase (decrease) in short-term notes and bills payable	6(29)	(40,000)	70,000
Proceeds from long-term borrowings	6(29)	1,200,000	530,000
Repayments of long-term borrowings	6(29)	(1,250,000)	(480,000)
Principal elements of lease payments	6(29)	(5,579)	(14,873)
Cash dividends paid	6(16)	(34,500)	-
Disposal of equity in subsidiaries (without losing control)	6(5)	-	29,910
Net cash generated from (used in) financing activities		(<u>330,079</u>)	(<u>1,085,037</u>)
Increase (decrease) of cash and cash equivalents – current period		(315,226)	177,710
Cash and cash equivalents, beginning of period		432,571	254,861
Cash and cash equivalents, end of period		<u>\$ 117,345</u>	<u>\$ 432,571</u>

The accompanying notes are an integral part of these unconsolidated financial statements, please refer to them all.

Chairman: Mo, Wei-Han

Manager: Chen, Hsueh-Hsien

Accounting Manager: Wu, Po-Chung

Ruentex Materials Co., Ltd.

[Attachment 6]

Table of Comparison of Clauses Before and After Amendment of the Corporate Charter

After amendment	Before amendment	Description
<p>Article 7</p> <p>All the shares of the Company are registered and shall be signed by or affixed with the seals of <u>the director representing the company</u>. The shares may be issued only after they are legally certified. The Company may issue shares without printing share certificates, but the shares should be registered with the centralized securities depository enterprise; the same is true when issuing other securities.</p>	<p>Article 7</p> <p>All the shares of the Company are registered and shall be signed by or affixed with the seals of at least three directors. The shares may be issued only after they are legally certified. The Company may issue shares without printing share certificates, but the shares should be registered with the centralized securities depository enterprise; the same is true when issuing other securities.</p>	<p>In accordance to Article 162 of the Company Act, amend this provision.</p>
<p>Article 23</p> <p>If after the annual closing of books, there is a profit, the Company shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Pay income tax first. 2. Offset the accumulated losses of previous years. 3. Retain the 10% legal reserve. Where such legal reserve amounts to the <u>paid-in capital</u> of the 	<p>Article 23</p> <p>If after the annual closing of books, there is a profit, the Company shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Pay income tax first. 2. Offset the accumulated losses of previous years. 3. Retain the 10% legal reserve. Where such legal reserve amounts to the total paid-in capital of the 	<p>In accordance to Article 228-1 of the Company Act, amend this provision.</p>

After amendment	Before amendment	Description
<p>Company, this provision shall not apply. below omitted.</p>	<p>Company, this provision shall not apply. below omitted.</p>	
<p>Article 24 The company's dividend distribution policy is in accordance with the Company Act and the company's corporate charter. The company may consider factors such as finance, business, operation, and capital budget, taking into account the interests of shareholders, balancing dividends, and the company's long-term financial planning. Every year, the board of directors drafts a distribution proposal according to law and submits it to the shareholders' meeting. <u>However, dividends to shareholders shall be paid in the amount of no less than 50% of the balance of the net profit after tax for the year deducting the provision for legal reserve and various special reserves, within the balance of the distributable earnings for the current</u></p>	<p>Article 24 The company's dividend distribution policy is in accordance with the Company Act and the company's corporate charter. The company may consider factors such as finance, business, operation, and capital budget, taking into account the interests of shareholders, balancing dividends, and the company's long-term financial planning. Every year, the board of directors drafts a distribution proposal according to law and submits it to the shareholders' meeting. The company may appropriately distribute the distributable earnings of the year based on financial, business, and operational considerations. Among them, the distribution of shareholder dividends can be distributed in the form of cash or stocks, and the</p>	<p>This provision is amended in accordance with the Sound Dividend Policy announced by the Securities and Futures Bureau, Financial Supervisory Commission.</p>

After amendment	Before amendment	Description
<u>year. For cash dividends, the ratio of cash dividend shall not be less than 30% of the total dividends for the year.</u>	proportion of shareholder cash dividend distribution is not less than 10% of the total shareholder dividends.	
Article 26 (Original provision) Twenty-first amendment on May 24, 2024.	Article 26 (Original provision)	Updated twenty-first amendment

Corporate Charter of Ruentex Materials Co., Ltd.

Chapter 1 General Provisions

Article 1 The Company is incorporated in accordance with the Company Act under the name of “Ruentex Materials Co., Ltd.”

Article 2 The business of the Company shall include the following areas:

- 1 A201010 Afforestation/Silviculture
- 2 B202010 Mining of Non-metallic
- 3 B601010 Quarrying
- 4 C802990 Other Chemical Products Manufacturing
- 5 C901030 Cement Manufacturing
- 6 C901040 Manufacture of Ready-mix Concrete
- 7 C901050 Cement and Concrete Products Manufacturing
- 8 C901060 Manufacture of Refractory Products
- 9 C901990 Other Non-Metallic Mineral Products Manufacturing
- 10 E502010 Fuel Catheter Installation Engineering
- 11 E599010 Piping Engineering
- 12 E601010 Electric Appliance Construction
- 13 E601020 Electric Appliance Installation
- 14 E603010 Cable Installation Engineering
- 15 E603020 Elevator Installation Engineering
- 16 E603040 Fire Safety Equipment Installation Engineering
- 17 E603050 Automatic Control Equipment Engineering
- 18 E603090 Lighting Equipments Construction
- 19 E603100 Electric Welding Engineering
- 20 E604010 Machinery Installation
- 21 E605010 Computer Equipment Installation
- 22 E701010 Telecommunications Engineering
- 23 E801010 Indoor Decoration
- 24 E801020 Doors and Windows Installation Engineering
- 25 E801030 Indoor Light-gauge Steel Frame Engineering
- 26 E801040 Glass Installation Engineering
- 27 E801070 Kitchenware and Sanitary Fixtures Installation Engineering
- 28 E901010 Painting Engineering
- 29 E903010 Anti-Corrosion and Anti-Rust Engineering
- 30 EZ05010 Instrument and Meters Installation Engineering
- 31 EZ06010 Traffic Marking Engineering
- 32 EZ09010 Electrostatic Protection and Cancellation Engineering
- 33 EZ13010 Nuclear Engineering

- 34 EZ15010 Warming and Cooling Maintenance Construction
- 35 EZ99990 Other Engineering
- 36 F106040 Wholesale of Plumbing Materials
- 37 F107010 Wholesale of Paints, Coating and Varnishes
- 38 F107990 Wholesale of Other Chemical Products
- 39 F111090 Wholesale of Building Materials
- 40 F113010 Wholesale of Machinery
- 41 F113020 Wholesale of Electrical Appliances
- 42 F113100 Wholesale of Pollution Controlling Equipments
- 43 F114010 Wholesale of Motor Vehicles
- 44 F115020 Wholesale of Ores
- 45 F117010 Wholesale of Fire Safety Equipment
- 46 F120010 Wholesale of Refractory Materials
- 47 F206040 Retail Sale of Plumbing Materials
- 48 F207010 Retail Sale of Paints, Coating and Varnishes
- 49 F207990 Retail Sale of Other Chemical Products
- 50 F211010 Retail Sale of Building Materials
- 51 F213010 Retail Sale of Electrical Appliances
- 52 F213080 Retail Sale of Machinery and Tools
- 53 F214010 Retail Sale of Motor Vehicles
- 54 F215020 Retail Sale of Ores
- 55 F217010 Retail Sale of Fire Safety Equipment
- 56 F220010 Retail Sale of Refractory Materials
- 57 F401010 International Trade
- 58 G202010 Parking area Operators
- 59 G801010 Warehousing
- 60 H701010 Housing and Building Development and Rental
- 61 H701020 Industrial Factory Development and Rental
- 62 H703090 Real Estate Business
- 63 H703100 Real Estate Leasing
- 64 I103060 Management Consulting
- 65 I503010 Landscape and Interior Designing
- 66 IZ06010 Tally Packaging
- 67 J101040 Waste Treatment
- 68 JA02010 Electric Appliance and Electronic Products Repair
- 69 JE01010 Rental and Leasing
- 70 ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Company may provide guarantees externally.

Article 2-2 The total amount of re-investment by the Company is exempt from the restriction under Article 13 of the Company Act that such an amount shall not exceed 40% of

the paid-up capital of the Company.

Article 3 The headquarters of the Company shall be located in Taipei City, Taiwan. Set up production, distribution and sales organizations in counties and cities in Taiwan. If necessary, the Company may, with a resolution adopted by a Board of Directors meeting, set up branches or factories in Taiwan or abroad.

Article 4 The method with which the Company makes announcement shall be subject to Article 28 of the Company Act.

Chapter 2 Capital Stock

Article 5 The total capital of the Company shall be NT\$2 billion, divided into 0.2 billion shares at a par value of NT\$10 per share. The Board of Directors is authorized to issue these shares in phases, and may issue preferred shares.

Article 6 The stock affairs of the company shall be handled in accordance with the relevant regulations of the competent authority.

Article 7 All the shares of the Company are registered and shall be signed by or affixed with the seals of at least three directors. The shares may be issued only after they are legally certified. The Company may issue shares without printing share certificates, but the shares should be registered with the centralized securities depository enterprise; the same is true when issuing other securities.

Article 8 Within 30 days before a regular shareholders' meeting is convened, 15 days before a special shareholders' meeting is convened or 5 days before the record date on which the Company has decided to distribute dividends, bonuses and other benefits, all changes of the names and transfers of shares shall cease. After the company's public offering of shares, within 60 days before a regular shareholders' meeting is convened, 30 days before a special shareholders' meeting is convened or 5 days before the record date on which the Company has decided to distribute dividends, bonuses and other benefits, all changes of the names and transfers of shares shall cease.

Article 9 All the shares of the Company are registered, and shareholders shall submit name and residential address to the Company, and shall fill out a signature card and send it to the Company's shareholding unit.

Chapter 3 Shareholders' Meeting

Article 10 A shareholders' meeting is held in the form of a regular or special meeting. A regular meeting is held once every year, and the Board of Directors shall convene the regular meeting within six months after the end of each fiscal year in accordance with the law. A special meetings may be convened in accordance with the law if necessary. The Company's shareholders' meeting can be held by means of a visual communication network or other methods promulgated by the central competent authority. The Company's shareholders' meeting held via a visual communication network is subject to prescriptions provided for by the competent authority, including the prerequisites, procedures, and other compliance matters.

Article 11 Any shareholder who is unable to attend a shareholders' meeting for whatever reasons may, appoint a proxy by presenting a letter of attorney issued by The Company which indicates the scope of authority and which is signed by and affixed with the seal of the shareholder. After The Company's public offering, the rules for shareholders to attend by proxy shall, in addition to the provisions of the Company Act, be handled in accordance with the " Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies " promulgated by the competent authority.

Article 12 A shareholder shall have one voting right for each share held, except for any share restricted or have no voting rights as listed in Article 179 of the Company Act, which does not have any voting right. When The Company convenes a shareholders' meeting, it may exercise its voting rights in writing or electronically; when it exercises its voting rights in writing or electronically, its exercise method shall be specified in the notice of convening the shareholders' meeting.

Article 13 Except as otherwise provided by the Company Act, any resolution of a shareholders' meeting shall be adopted by a majority of the voting rights held by the shareholders present, with attendance of the shareholders representing a majority of the total shares issued.

Article 14 A shareholders' meeting shall be chaired by the Chairman. Where the Chairman is absent, the appointment of his/her proxy shall be subject to Article 208 of the Company Act.

- Article 15 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall record the date, time, location, number of attending shareholders held, number of voting rights, name of Chairman, resolutions and the methods by which resolutions are adopted, be affixed with the chairman of the meeting's signature or stamp.
The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be effected by means of electronic transmission.
The distribution of the minutes of shareholders' meeting as required in Paragraph One of this Article may be effected by means of a public notice.

Chapter 4 Directors and Committee

- Article 16 The Company shall have 5 to 9 directors serving a three-year term. The election of directors shall be held under a candidate nomination system, where the shareholders will elect the directors from a list of candidates in accordance with Article 198 of the Company Act. The directors may be re-elected. Among the directors, the number of independent directors shall be at least three and may not be less than one-fifth of the number of directors. Regarding independent directors' professional qualifications, shareholding, part-time restrictions, nomination, method of selection and other matters to be followed, they shall be handled in accordance with the relevant regulations of the securities authority. The elections of independent and non-independent directors shall be held at the same time, with the numbers of elected directors calculated separately.
The Company intends to set up functional committees under the Board of Directors. The organization and power of such committees should be subject to the regulations prescribed by the competent authority
- Article 16-1 The Company has established an Audit Committee. The Audit Committee shall consist of all the independent directors. The Audit Committee or its members shall be responsible for performing the duties of supervisors specified in the Company Act, Securities and Exchange Act and other applicable laws and regulations.
- Article 17 The Board of Directors shall consist of the directors of the Company. The Chairman shall be elected by a majority of the directors present, with the attendance of at least two-thirds of directors, the Chairman shall externally represent the Company.
The reasons for convening a Board of Directors meeting shall be specified in a notice in writing, E-mail or fax to all directors 7 days prior to the meeting. Such a meeting may be convened at any time in case of emergency events.
- Article 18 If the Chairman is on leave or unable to exercise his/her function for whatever reasons, the appointment of his/her proxy shall be subject to Article 208 of the Company Act.
- Article 18-1 Each director shall attend the meeting of the board of directors in person. If a director is unable to attend in person, he/she may appoint other director as proxy in accordance with Article 205 of the Company Act.
- Article 19 The Board of Directors is authorized to determine the remunerations of the directors based on their participation and contribution in the Company's operation and the industrial standards.
- Article 19-1 According to actual business needs, the Company can purchase liability insurance for directors who are legally liable for compensation in the scope of their business during their term of directors, so as to reduce and disperse the risk of heavy losses to the company and shareholders caused by directors' mistakes, negligence and illegal behavior.

Chapter 5 Managers

- Article 20 The Company may have one president and several vice presidents and managers. Their appointment, discharge and compensation shall be subject to Article 29 of the Company Act.

Chapter 6 Accounting

- Article 21 A fiscal year of the Company shall be the period from January 1 to December 31. At the end of each fiscal year, the Board of Directors shall prepare (1) a business report; (2) financial statements; and (3) proposal for profit distribution or loss make-up, and submit them to the shareholders' meeting for ratification.
- Article 22 When the Company has a profit in a fiscal year, at least 1% of such profit shall be distributed as the employees' compensation. If the Company has accumulated losses, an equivalent amount from the profit earned shall be reserved to make up for losses.

The remuneration for employees as stated in the preceding paragraph can be paid in cash or with stock dividends, and it shall be implemented by the board of directors with more than two-thirds of the directors present and a resolution approved by more than half of the directors present, and shall be reported at the shareholders' meeting.

The employees of affiliated companies who meet certain requirement shall be entitled to receive such remuneration.

Article 23 If after the annual closing of books, there is a profit, the Company shall be distributed in the following order:

1. Pay income tax first.
2. Offset the accumulated losses of previous years.
3. Retain the 10% legal reserve. Where such legal reserve amounts to the total paid-in capital of the Company, this provision shall not apply.
4. Special reserve will be appropriated or reversed according to laws and regulations of the competent authority.
5. After deducting items 1 to 4 of this section and adding the undistributed earnings of previous years, the board of directors shall prepare a distribution proposal and submit it to the shareholders' meeting for resolution before distribution.

The Company shall allocate special reserve in the manners listed below:

1. With respect to the book net amount of other deductions from equity for the period in which it arises, an equivalent amount of special reserve shall be allocated from the amount of the after-tax net profit for the period, plus items other than after-tax net profit for the period, that is included in the undistributed earnings. If there remains any insufficiency, it shall be allocated from the undistributed earnings of the previous period.
2. With respect to the cumulative net amount of other deductions from the equity in a preceding period, the Company shall allocate an amount of special reserve equal to the amount allocated to undistributed earnings for the preceding period.

Article 24 The company's dividend distribution policy is in accordance with the Company Act and the company's corporate charter. The company may consider factors such as finance, business, operation, and capital budget, taking into account the interests of shareholders, balancing dividends, and the company's long-term financial planning. Every year, the board of directors drafts a distribution proposal according to law and submits it to the shareholders' meeting. The company may appropriately distribute the distributable earnings of the year based on financial, business, and operational considerations. Among them, the distribution of shareholder dividends can be distributed in the form of cash or stocks, and the proportion of shareholder cash dividend distribution is not less than 10% of the total shareholder dividends.

Chapter 7 Supplemental Provisions

Article 25 Matters not provided for in these Articles of Association shall be subject to the relevant provisions of the Company Act and relevant regulations.

Article 26 These Articles of Association were established on September 19, 1992.

First amendment on November 17, 1992.

Second amendment on January 8, 1993.

Third amendment on February 11, 1993.

Fourth amendment on July 24, 1996.

Fifth amendment on June 29, 1999.

Sixth amendment on August 30, 1999.

Seventh amendment on September 24, 2001.

Eighth amendment on May 27, 2002.

Ninth amendment on June 8, 2006.

Tenth amendment on February 16, 2009.

Eleventh amendment on February 16, 2009.

Twelfth amendment on March 31, 2009.

Thirteenth amendment on December 24, 2009.

Fourteenth amendment on May 28, 2010.

Fifteenth amendment on December 27, 2013.
Sixteenth amendment on November 17, 2014.
Seventeenth amendment on May 22, 2015.
Eighteenth amendment on May 27, 2016.
Nineteenth amendment on May 22, 2017.
Twentieth amendment on May 31, 2022.

Rules of Procedure for the Shareholders' Meetings of Ruentex Materials Co., Ltd.

Adopted by the shareholders' meeting on May 16, 2012

First amendment by the shareholders' meeting on November 17, 2014

Second amendment by the shareholders' meeting on May 22, 2015

Third amendment by the shareholders' meeting on May 21, 2018

Fourth amendment by the shareholders' meeting on May 22, 2023

Article 1 The shareholders' meeting of the Company, except as otherwise provided by applicable laws and regulations and the Articles of Association, shall be governed by these Rules.

Article 2 A "shareholder" under these Rules shall mean any shareholder and the proxy attending the meeting on behalf of the shareholder.

Article 3 The Company shall prepare an attendance book for any attending shareholder to sign in, or the attending shareholder may hand in a sign-in card as an alternative. The number of shares present shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

Any shareholder who is unable to attend a shareholders' meeting for whatever reasons may, appoint a proxy by presenting a letter of attorney issued by The Company which indicates the scope of authority and which is signed by and affixed with the seal of the shareholder.

Proxy matters shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" and the relevant provisions of Article 177 of The Company Act. Shareholders may issue a power of attorney issued by the company at each shareholders' meeting, specifying the scope of authorization, entrusting a proxy to attend the shareholders' meeting, The Company shall not arbitrarily add other supporting documents to the supporting documents relied on by shareholders to attend.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

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 before 5 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 appointment.

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 electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

Article 4 Shares shall be the basis for counting the attendees at a shareholders' meeting. A shareholder shall have one voting right for each share held, except for any share legally held by the Company itself, which does not have any voting right. When the Company holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means (in accordance with the proviso

of Article 177-1 of the Company Act regarding companies that shall adopt electronic voting: When the Company holds a Shareholder 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 extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 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, 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 by which the voting rights were exercised, before 2 business 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.

Article 5 A notice to convene an annual shareholders' meeting shall be given to each shareholder no later than 30 days prior to the scheduled meeting date. A notice to convene a special shareholders' meeting shall be given to each shareholders no later than 15 days prior to the scheduled meeting date. For shareholders holding less than 1,000 registered shares, the convening notice of the shareholders' meeting may be announced by public announcement in accordance with other relevant laws and regulations. The shareholders' meeting shall be held at the location where the Company is headquartered or a location convenient for the shareholders to attend the meeting and suitable for convening the shareholders' meeting. The start time of the meeting shall be no earlier than 9 a.m. and no later than 3 p.m.

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

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

For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Article 6 Any shareholders' meeting convened by the Board of Directors shall be chaired by the Chairman of the Board. If the Chairman is on leave or unable to exercise his/her function for whatever reasons, the Vice Chairman shall act on his/her behalf. In the absence of a Vice Chairman or where the Vice Chairman is also on leave or unable to exercise his/her function for whatever reasons, the Chairman shall appoint one of the directors to act on his/her behalf. Where the Chairman does not make such appointment, the directors shall select one of them to act on behalf of the Chairman. If a shareholders' meeting is convened by any person other than the Board of Directors and who has the right to do so, the meeting shall be chaired by that person. Where there are two or more such persons, they shall select one of them to serve as the chair.

It is advisable that Shareholders Meetings convened by the Board of Directors be chaired by the Chairperson of the Board in person and attended by a majority of the Directors, and including at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minute.

Article 7 Attorneys, accountants or other related persons entrusted by the Company may

attend a shareholders' meeting.

Any person managing the administrative affairs of a shareholders' meeting shall wear an identification badge or armband.

Article 8 Audio or video records for the process of a shareholders' meeting shall be made and 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.

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

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

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 9 The chair shall call the meeting to order upon the meeting time, and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting. If the shareholders present do not represent a majority of the total shares issued, the chair may postpone the meeting twice at most, and the duration of postponement shall not exceed one hour in total. If the shareholders present after the second postponement, while still not meeting the quorum, represent at least one third of the total shares issued, a tentative resolution may be adopted in accordance with Paragraph 1, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month.

If the shareholders present before the end of the meeting already represent a majority of the total shares issued, the chair may re-propose the tentative resolution for voting at the meeting in accordance with 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. The meeting shall proceed in accordance with the set agenda, which may not be changed without a resolution of the meeting. If any shareholder is in violation of the procedure, the chair shall immediately stop him/her from speaking and ask him/her to propose an extempore motion instead.

The preceding paragraph shall apply mutatis mutandis to any shareholders' meeting convened by any person other than the Board of Directors and who has the right to do so.

With respect to the set agenda under the preceding two paragraphs (including extempore motions), the chair may not unilaterally adjourn the meeting without a resolution before it ends. When the shareholders meeting, if the chair declares an adjournment in violation of these Rules, a new chair may be elected by a majority of the voting rights of the attending shareholders to continue the meeting.

After the meeting is adjourned, the shareholders may not elect another chair or find another venue to resume the meeting.

Article 11 Before any shareholder attending a shareholders' meeting delivers a statement, the shareholder shall submit a speaker's slip containing the subject of his/her statement and his/her account number (or attendance card number) and account name. The chair shall determine the order in which the shareholder delivers his/her statement.

Any shareholder who has submitted a speaker's slip without delivering his/her statement shall be deemed as not having delivered any statement at all. In the event of any inconsistency between the statement delivered and that contained in the speaker's slip, the statement delivered shall prevail.

When a shareholder is delivering his/her statement, any other shareholder may not interrupt with his/her own statement without consent by both the chair and the shareholder delivering his/her statement. The chair shall stop any such interruption.

Article 12 Unless the chair gives consent, no shareholder may deliver his/her statement more than twice on the same proposal, and each statement may not be delivered for more than five minutes.

If any shareholder's statement violates these Rules or exceeds the scope of the proposal, the chair may stop the delivery of his/her statement.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 13 Any juristic person to be present at the shareholders' meeting as a proxy may only send one representative to the meeting.

Where any shareholder who is a juristic person has sent two or more representatives to attend the shareholders' meeting, only one of them may be selected to deliver a statement on a proposal.

Article 14 After the attending shareholders have delivered their statements, the chairperson may give or have designated persons give responses.

Article 15 If the chair determines that any proposal has been sufficiently discussed and can be put to a vote, he/she may end the discussion and submit the proposal to a vote.

Article 16 Personnel responsible for monitoring and counting the votes on proposals shall be designated by the chair. Any vote monitor shall be a shareholder. The voting result shall be announced on-site, with a record made in this regard.

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

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

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 3 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

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

Article 17 During the the process of the meeting, the chair may announce a break at any time deemed appropriate by him/her. In the event of force majeure, the chair may suspend

the meeting and announce a time for the resumption of the meeting depending on the circumstances.

If the meeting venue is no longer available for continued use before all of the items (including extempore motions) on the meeting agenda have been completed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted by the shareholders' meeting to postpone or resume the meeting within five days.

- Article 18 Except as otherwise provided in the Company Act and the Articles of Association, a proposal shall be adopted by a majority of the voting rights represented by the attending shareholders. A proposal shall be deemed as adopted if, after the chair has consulted the attending shareholders, no objection has been raised against it. Any proposal adopted in such a manner shall be equally effective as that adopted by voting.
- Article 19 Where there is any amendment or alternative proposal, the chair shall determine the order in which the amendment or alternative proposal and the original one are put to a vote. If one of the proposals is adopted, the other proposals shall be deemed as rejected, and no further voting is required.
- Article 20 The chair may direct disciplinary officers (or security guards) to help maintain order at the meeting. A disciplinary officer (or security guard) shall wear an identification armband with the word "Discipline" while performing his/her duties.
- At the place of the shareholders' meeting, if any shareholder speaks through any device other than the public address equipment set up by the Company, the chair may prevent the shareholder from doing so.
- When any shareholder violates these Rules and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct disciplinary officers or security guards to escort the shareholder out of the meeting.
- Article 21 During the process of the meeting, if a civil defense siren goes off, the meeting shall be suspended with evacuation of the attendees. The meeting shall resume one hour after the end of the siren.
- Article 22 Matters not provided for in these Rules shall be subject to the meeting rules issued by the Ministry of the Interior.
- Article 23 These Rules and any amendment thereto shall be implemented after they are adopted by the shareholders' meeting.

Shares Held by the Directors of Ruentex Materials Co., Ltd.

Book closure date for the shareholders' meeting: March 26, 2024

1. List of the minimum number of shares held by all directors and the numbers of shares held by the shareholders in the shareholder register:

Title	Legally required percentage of shareholding	Legally required number of shares held	Number of shares recorded in the shareholder register
All directors	7.5000%	9,000,000	70,080,669

2. List of shares held by directors:

Title	Name	Date of election	Term (years)	Number of shares recorded in the shareholder register (shares)	ratio of shareholding (%)
Chairman	Ruentex Engineering & Construction Co., Ltd. Representative: Mo, Wei-Han	May 31, 2022	3	58,726,917	39.15
Director	Ruentex Engineering & Construction Co., Ltd. Representative: Lee, Chih-Hung	May 31, 2022	3	58,726,917	39.15
Director	Ruentex Industries Ltd. Representative: Hsu, Sheng-Yu	May 31, 2022	3	7,139,530	4.76
Director	Ruentex Industries Ltd. Representative: Chen, Hsueh-Hsien	May 31, 2022	3	7,139,530	4.76
Director	Huei Hong Investment Co., Ltd. Representative: Yin, Chung-Yao	May 31, 2022	3	4,214,222	2.81
Director	Huei Hong Investment Co., Ltd. Representative: Yin, Chung-En (note 3)	May 31, 2022	3	4,214,222	2.81
Independent Director	Chen, Ming-Chin	May 31, 2022	3	0	0.00
Independent Director	Chang, Ta-Peng	May 31, 2022	3	0	0.00
Independent Director	Huang, Shih-Chien	May 31, 2022	3	0	0.00
Total number of shares held and ratio of shareholding by all directors				70,080,669	46.72

Note 1: The number of shares held by all directors of the Company reaches the legally percentage of shareholding standard.

Note 2: The Company set up an Audit Committee since May 22, 2017.

Note 3: The representative of director from Huei Hong Investment Co., Ltd. was replaced by Ms. Yin, Chung-En from Mr. Chen, Chih-Chuan since November 23, 2022.