

三集雅社

Stock Ticker 2937

三集雅社



Method of meeting | Physical Shareholders' Meeting

Time | 9:00 a.m., Thursday, June 23, 2026

Location | The Company's meeting room, 7F., No. 263,

Zhongzheng 1st Rd., Lingya Dist., Kaohsiung City

GSeven website | <https://www.gseven.com.tw>

MOPS | <http://mops.twse.com.tw>

2026 Meeting Handbook

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Gseven Co., Ltd.

Agenda for the 2026 Annual Shareholders' Meeting

- I. Report on Attendance
- II. Meeting Called to Order
- III. Meeting Chairman's Remarks
- IV. Reporting Matters
- V. Ratification Matters
- VI. Discussion Matters
- VII. Extraordinary Motions
- VIII. Adjournment

Gseven Co., Ltd.

2026 Annual Shareholders' Meeting Agenda

Time: 9:00 a.m., Tuesday, June 23, 2026

Location: The Company's meeting room, 7F., No. 263, Zhongzheng 1st Rd., Lingya Dist.,
Kaohsiung City

Method of Meeting: Physical Shareholders' Meeting

I. Meeting Chairman's Remarks

II. Reporting Matters

- (I) 2025 Business Report.
- (II) 2025 Audit Committee's Review Report.
- (III) Report on the Distribution of 2025 Employee and Director Remuneration.
- (IV) Report on the Distribution of 2025 Cash Dividends from Earnings.

III. Ratification Matters

- (I) Ratification of the 2025 Financial Statements.
- (II) Ratification of the 2025 Earnings Distribution.

IV. Discussion Matters

- (I) Amendment to the "Procedures for Acquisition or Disposal of Assets."
- (II) Amendment to the "Regulations Governing Directors' Remuneration."
- (III) Proposal for Capital Increase by Retained Earnings and Issuance of New Shares.

V. Extraordinary Motions

VI. Adjournment

I. Reporting Matters

Proposal 1

Subject: 2025 Business Report, please review.

Description: The 2025 Business Report, please refer to Attachment I on pages 7–9 of this handbook.

Proposal 2

Subject: The Audit Committee’s Review Report for 2025, please review.

Description: For the Audit Committee’s Review Report, please refer to Attachment II on page 10 of this handbook.

Proposal 3

Subject: Report on the Distribution of Employee and Director remuneration for 2025, please review.

Description:

1. Conducted in accordance with Article 235-1 of the Company Act.
2. The Company’s profit for 2025 is NTD 234,134,023, which was approved by the Board of Directors on March 12, 2026. In accordance with Article 25 of Articles of Incorporation, the distribution of employees’ remuneration and directors’ remuneration is as follows:
 - (1) Employees’ remuneration is appropriated at approximately 7.46%, amounting to NTD 17,464,905, with no difference from the estimated amount for the year 2025.
 - (2) Directors’ remuneration is appropriated at approximately 1.39%, amounting to NTD 3,251,910, with no difference from the estimated amount for the year 2025.
3. This case is reported to the Annual Shareholders’ Meeting according to law, and the Chairman is authorized to handle all relevant matters regarding the distribution.

Proposal 4

Subject: Report on the Distribution of 2025 Cash Dividends from Earnings, please review.

Description:

1. In accordance with Article 24 of the Company’s Articles of Incorporation, the distribution of profits as cash dividends is authorized to be resolved by the Board of Directors and reported to the shareholders’ meeting.
2. The Board of Directors of the Company resolved on March 12, 2026, to distribute cash dividends of NTD 2.1 per share, totaling NTD 91,438,148. The Chairman was authorized to set April 5, 2026, as the ex-dividend date and May 22, 2026, as the payment date, and to handle other related matters.

II. Ratification Matters

Proposal 1 (Proposed by the Board of Directors)

Subject: The 2025 Financial Statements, proposed for ratification.

Description:

1. The Company's 2025 financial statements, including the business report, financial statements, and earnings distribution proposal, have been audited by PwC Taiwan Liao, A-Shen and Wang, Chun-Kai, who have issued an unqualified audit report.
2. The aforementioned financial statements have been reviewed by the Audit Committee and approved by a resolution of the 6th meeting of the 12th Board of Directors.
3. For the Business Report, please refer to Attachment I on pages 7–9 of this handbook; for the Financial Statements, please refer to Attachment III on pages 11–31 of this handbook.
4. Please ratify.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Subject: The 2025 Earnings Distribution Proposal, proposed for ratification.

Description:

1. The Company's net income after tax for 2025 was NTD 176,794,848. After adjusting for the decrease in other comprehensive income of NTD 329,737 for 2025, setting aside a 10% legal reserve of NTD 17,646,511, and adding the beginning undistributed earnings of NTD 278,565,818, the earnings available for distribution amounted to NTD 437,384,418.
2. The Company's 2025 Earnings Distribution Table has been approved by the Board of Directors and reviewed by the Audit Committee. Please refer to Attachment IV on page 32 of this meeting handbook.
3. Please ratify.

Resolution:

III. Discussion Matters

Proposal 1 (Proposed by the Board of Directors)

Subject: Amendment to the “Procedures for Acquisition or Disposal of Assets,” proposed for discussion.

Description:

1. To comply with current legal regulations and the Company’s corporate governance needs, the Company proposes to amend its “Procedures for Acquisition or Disposal of AssetsRules for Handling.” The comparison table of the amended articles is available on pages 33–34 of this meeting handbook as Attachment V.
2. Proposed for discussion.

Resolution:

Proposal 2 (Proposed by the Board of Directors)

Subject: Amendment to the “Regulations Governing Directors’ Remuneration,” proposed for discussion.

Description:

1. In order to meet the needs of the Company’s operations, it is proposed to amend the Company’s “Regulations Governing the Remuneration of Directors.” The comparison table of the amended and the original articles is attached as Attachment VI on page 35 of this Handbook.
2. Proposed for discussion.

Resolution:

Proposal 3 (Proposed by the Board of Directors)

Subject: Discussion on a proposal to issue new shares through capitalization of retained earnings.

Description:

1. To support future business development, the Company proposes to appropriate NTD 43,541,980 from distributable earnings as stock dividends to shareholders by issuing 4,354,198 new shares. Based on the shareholders’ register as of the record date, 100 shares will be distributed for every 1,000 shares held.

甲、For fractional shares of less than one full share resulting from the distribution, shareholders may, within five days from the record date for the share distribution, arrange to pool their fractional shares into whole shares. For fractional shares that are not pooled or cannot be pooled, cash will be distributed in lieu thereof based on the par value of the shares in accordance with Article 240 of the Company Act, calculated to the nearest NT dollar (amounts less than one NT dollar will be discarded). The Chairman is authorized to arrange for specific persons to subscribe for such shares at par value.

2. The new shares issued will carry the same rights and obligations as the existing common shares.
3. Upon approval of this proposal by the Annual Shareholders' Meeting and the competent authority, it is proposed that the shareholders' meeting authorize the Board of Directors to set the record date for share distribution and capital increase and to handle other related matters. Subsequently, if the shareholder distribution ratio changes due to a change in the number of outstanding shares, it is proposed that the Annual Shareholders' Meeting grant the Board of Directors full authority to handle matters related to such changes.
4. If the aforementioned matters related to the capital increase need to be amended due to regulations of the competent authority or objective circumstances, it is proposed that the shareholders' meeting authorize the Board of Directors to handle such matters.
5. Proposed for discussion.

Resolution:

IV. Extraordinary Motions

Adjournment

Gseven Co., Ltd.

2025 Business Report

Although the market conditions were unfavorable last year, under the diligent efforts of the Company's management team and all employees, the Company's main distribution channels, such as department store counters, e-commerce channels, and retail stores, all achieved significant growth in performance.

The Company's consolidated operating revenue for 2025 was NTD 5,195,650 thousand, an increase of NTD 553,046 thousand from the consolidated operating revenue of NTD 4,642,604 thousand for the same period last year. Net income after tax was NTD 176,795 thousand, an increase of NTD 23,812 thousand from the net income after tax of NTD 152,983 thousand for the same period last year. Basic earnings per share after tax was NTD 4.06, a growth of NTD 0.55 from the basic earnings per share after tax of NTD 3.51 for the same period last year. The Company's consolidated operating results for 2025 are reported as follows:

◎ Business plan implementation results:

Unit: NT\$1,000/Basic earnings per share: NT\$

Items	2025	2024	Amount of increase/decrease	Percentage of increase/decrease
Consolidated revenue	5,195,650	4,642,604	553,046	11.91%
Consolidated gross profit	1,148,135	1,073,277	74,858	6.97%
Net income before tax	220,185	192,115	28,070	14.61%
Net income after tax	176,795	152,983	23,812	15.57%
Basic earnings per share (NT\$)	4.06	3.51	0.55	15.67%

◎ Analysis of financial income, expenditure and profitability:

Items	2025	2024	
Financial Structure	Debt to Asset Ratio (%)	69.19	69.77
	Long-term Capital to Property, Plant and Equipment Ratio (%)	173.81	163.19
Debt Servicing Capability	Current Ratio (%)	112.10	112.84
	Quick Ratio (%)	60.61	61.28
Profitability	Return on Assets (%)	5.34	4.95
	Return on Equity (%)	16.43	15.47
	Net Profit Margin (%)	3.40	3.30

I. Operational Strategy of the Parent Company’s “Department Store Shopping Centers” and “Self-operated Stores”

As of the end of 2025, the department store shopping business locations ranked first in market share among all department store shopping channels in Taiwan. Through the long-established reputation and customer trust of the three parties, the Company continues to expand its business locations to extend the overall service network. In the future, complex shopping centers will become the mainstream of department stores in Taiwan. The Company will also focus on expanding large stores with complex shopping centers as the main target.

II. Business and Air Conditioning Engineering Operation Strategy

(I) Establishment of Commercial Engineering Department

The Company aims to establish the first nationwide commercial engineering system, with the following primary implementation strategies:

1. Actively expand Gseven self-operated flagship stores in the six special municipalities;
2. Continuously care for customers through the telephone customer service center and provide promotional offers in a timely manner;
3. The back-office units strive to obtain more competitive engineering prices from original manufacturers to enhance stores’ willingness to procure;
4. Continuously expand the commercial engineering sales force to increase the overall scale of revenue.

As of the end of 2025, six commercial engineering locations have been established in Taoyuan, Hsinchu, Taichung, Changhua, Tainan, and Kaohsiung, serving as an important foundation for expanding diversified revenue sources.

(II) Establishment of the Installation Department

In the past, the Company's home appliance installation relied heavily on outsourced contractors. Starting in 2022, the Kaohsiung Zhongzheng Installation Department was established through subsidiary Gshare Co., Ltd. to build professional installation teams for air conditioners, televisions, and audio systems to directly serve consumers. This move not only reduces dependence on and costs from external vendors but also allows for effective control over service quality and mitigates the risk of customer complaints (such as poor service attitude or failure to complete work on time). As of the end of 2025, eight installation service departments have been established in Taipei, Taoyuan, Hsinchu, Taichung, Changhua, Chiayi, Tainan, and Kaohsiung, providing consumers with high-quality and reliable installation services.

III. E-commerce Operation Strategy

E-commerce is driven by two business entities, “Gseven” and “Gshare,” and is undergoing organizational and marketing strategy optimization, including:

- (I) Transforming sales personnel into product managers and shifting to group performance as the basis for evaluation, while continuing to develop a diverse range of products to enhance competitiveness;
- (II) Establishing a dedicated PSI online procurement mechanism for specific products on a monthly basis;
- (III) Expanding product categories, integrating resources across various platforms, and extending into online live-streaming sales;
- (IV) Expanding the group-buying market and continuing to cultivate its operations;
- (V) In addition to existing brand channels, actively developing new channel brands with different positioning to meet the market demands of major e-commerce platforms.

Chairman: Lu, Chien-san Managers: Hsieh, Shu-min Accounting Officer: Ho, Cheng-feng

Gseven Co., Ltd.

Audit Committee's Review Report

The Board of Directors has submitted the Company's 2025 Business Report, Financial Statements (including Parent Company Only and Consolidated Financial Statements), and Earnings Distribution Proposal. The Financial Statements (including Parent Company Only and Consolidated Financial Statements) have been audited by PwC Taiwan Liao, A-Shen and Wang, Chun-Kai, with the CPAs issuing an unqualified audit report.

The aforementioned Business Report, Financial Statements, and Earnings Distribution Proposal have been examined by the Audit Committee and found to be accurate. This report is hereby submitted in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your review and approval.

To:

Gseven Co., Ltd. 2026 Annual General Meeting of Shareholders

Convener of the Audit Committee:

Lai, Hsin-Chung

Date: March 12, 2026

Gseven Co., Ltd.

Audit Report and Financial Statements of 2025

Independent Auditors' Report

(115) Tsai-Shen-Pao-Tzu No. 25004870

To GSeven Co., Ltd.:

Auditors' opinions

GSeven Co., Ltd. and Subsidiaries (hereinafter referred to as "GSeven Group")
– The consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows, and Notes to the consolidated financial statements (including a summary of significant accounting policies) for the years ended December 31, 2025 and 2024, have been audited by the undersigned accountants.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of GSeven Group as of December 31, 2025 and 2024, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), Interpretations, and Statement on Internal Control (SIC) endorsed and issued into effect by the Financial Supervisory Commission.

Basis of the audit opinion

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and the ROC GAAP. Our responsibility under these standards is further explained in the section of Auditor' s Responsibilities for the Audit of the Consolidated Financial Statements. We are independent of the Group in accordance with the Code of Ethics for Certified Public Accountants 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 evidence has been obtained in order to serve as the basis for presenting the audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of GSeven Group in 2025. These matters were addressed in our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not express a separate opinion on these matters.

The key audit matters for the consolidated financial statements of GSeven Group for the year 2025 are as follows:

Correctness of the recognition of the bonus to suppliers

Description of matters

The Group recognizes the supplier bonus in accordance with the purchase and purchase contract and other documents, as a deduction in cost. Due to the significant amount of vendor incentives, the numerous vendors involved, and the varying calculation conditions for these incentives, I have identified the accuracy of vendor incentive recognition as one of the key audit matters for this year.

Audit procedures for the response

The main countermeasures for the above key audit matters by the accountant are as follows:

1. Review the contracts with major suppliers and interview the procurement officer to understand the agreements and management mechanisms for the related supplier incentives.
2. Understanding, assessing, and testing the implementation of internal control procedures, along with the analysis and comparison of changes in the amount of rewards for suppliers over the two years.
3. For this year's vendor incentives and period-end receivable incentive items, I selected and examined supporting documents including relevant contracts and performed subsequent collection testing to verify the accuracy of recorded incentives and period-end receivable amounts.

Inventory evaluation

Description of matters

Regarding the accounting policies for inventory valuation, please refer to Note 4, (11) of the consolidated financial statements. For accounting estimates and assumptions of uncertainty related to inventory valuation, please refer to Note 5 of the consolidated financial statements. For an explanation of inventory accounting items, please refer to Note 6, (6) of the consolidated financial statements.

The Group's inventories mainly comprise of images, home appliances, and audio products. Due to the rapid change of technology and fierce market competition, inventory may be subject to devaluation or obsolescence. For inventory valuation, the item-by-item comparison method is used, with recognition at the lower of cost or net realizable value. For inventories exceeding specific aging periods and those individually identified as obsolete, the net realizable value is calculated based on historical experience in handling obsolete inventory. The estimation of inventory net realizable value involves subjective judgment, resulting in a high degree of estimation uncertainty. Therefore, we listed the inventory evaluation as one of the key audit matters for the year.

Audit procedures for the response

The main countermeasures for the above key audit matters by the accountant are as follows:

1. Review the inventory aging report to analyze the reasonableness of the changes in the inventory age in each period.
2. Test the accuracy of the inventory aging report and assess the reasonableness of the inventory obsolescence loss recognized.
3. The market price of the net realizable value is based on its consistency with the policy and the selling price, and the inventory is verified to be reasonably evaluated at the lower of cost or net realizable value.
4. Assess the reasonableness of the management's individual identification of obsolete or damaged inventory items and provide supporting documents.

Other matters in the individual financial statements – individual financial statements

Gseven Co., Ltd. has prepared its parent company only financial statements for 2025 and 2024, on which we have issued unqualified opinions audit reports for reference.

Responsibilities of the management and the governing body for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, Interpretations, and Interpretation Bulletins endorsed and issued into effect by the Financial Supervisory Commission. Management is also responsible for maintaining necessary internal controls relevant to the preparation of the consolidated financial statements to ensure they are free from material misstatement, whether due to fraud or error.

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

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

Responsibilities of CPAs to audit the consolidated financial statements

The purpose of our audit of the consolidated financial statements is 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. Reasonable assurance is a high level of assurance,

However, an audit conducted in accordance with the Auditing Standards of the Republic of China cannot guarantee that material misstatements in the consolidated financial statements will always be detected. The deceptive presentation may arise from fraud or error. If the individual amount or the total amount in the deceptive presentation can reasonably be expected to affect the economic decision made by the user of the consolidated financial statements, the deceptive presentation is considered material.

When we audit the financial statements in accordance with the auditing standards of the Republic of China, we exercise professional judgment and professional skepticism. We also perform the following tasks:

1. Identifying and assessing the risks of material misstatement in the consolidated financial statements, whether due to fraud or error; designing and implementing appropriate responses to those assessed risks; and obtaining sufficient and appropriate audit evidence to provide a basis for our audit opinion. The risk of material misstatement arising from fraud is higher than that arising from error because it may involve collusion, forgery, intentional omissions, misstatement, or the override of internal control.
2. The Company shall 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 controls.
3. Assess the appropriateness of the accounting policies adopted by the management, and the reasonableness of the accounting estimates and related disclosures.
4. Based on the audit evidence obtained, we conclude on the appropriateness of management' s use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on GSeven Group' s ability to continue as a going concern. If we believe 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 conclusion is based on the audit evidence obtained as of the date of the audit report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Assess the overall presentation, structure and content of the consolidated financial statements (including the disclosures), and determine whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit of the consolidated financial statements, as well as for forming an audit opinion on those financial statements.

The matters communicated between us and the governing body include the planned scope and time of the audit and significant audit findings (including any significant deficiencies in internal control identified during the audit).

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence in accordance with the Code of Professional Ethics for Certified Public Accountants of the Republic of China, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we have determined the key audit matters for the audit of the consolidated financial statements of GSeven Group for the year 2025. We describe these matters in our auditor' s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PwC Taiwan

Liao, A-Shen

CPA

Wang, Chun-Kai

Approval letter No. from the former Executive Yuan Financial Supervisory Commission:

Jin-Guan-Zheng-Shen-Zi No. 1010015969

Approval letter No. from Financial Supervisory Commission:

Jin-Guan-Zheng-Shen-Zi No. 1110349013

March 12, 2026

GSeven Co., Ltd. and Subsidiaries
Consolidated balance sheets
December 31, 2025 and 2024

Unit: NT\$ Thousand

Assets	Notes	December 31, 2025		December 31, 2024		
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 234,301	7	\$ 314,384	9
1110	Current financial assets at fair value through profit or loss	6(2)	-	-	3,202	-
1136	Current financial assets at amortized cost	6(3) and 8	8,144	-	16,344	-
1150	Notes receivable, net	6(4)	87	-	5,448	-
1170	Accounts receivable, net	6(4)	925,883	26	791,119	23
1200	Other receivables	6(5)	341,603	9	295,827	9
130X	Inventory	6(6)	1,173,792	32	1,106,809	33
1410	Prepayments	6(7)	64,590	2	52,226	2
1479	Other current assets, others		44,273	1	41,236	1
11XX	Total current assets		<u>2,792,673</u>	<u>77</u>	<u>2,626,595</u>	<u>77</u>
Non-current assets						
1600	Property, plant and equipment	6(8) and 8	666,588	18	655,891	19
1755	Right-of-use assets	6(9)	20,327	1	26,880	1
1760	Investment property, net	6(10) and 8	136,946	3	52,026	2
1780	Intangible assets	6(11)	12,325	-	15,077	-
1840	Deferred tax assets	6(25)	20,228	1	20,551	1
1915	Prepayments for business facilities		-	-	133	-
1920	Guarantee deposits paid		692	-	878	-
15XX	Total non-current assets		<u>857,106</u>	<u>23</u>	<u>771,436</u>	<u>23</u>
1XXX	Total assets		<u>\$ 3,649,779</u>	<u>100</u>	<u>\$ 3,398,031</u>	<u>100</u>

(continued)

GSeven Co., Ltd. and Subsidiaries
Consolidated balance sheets
December 31, 2025 and 2024

Unit: NT\$ Thousand

Liabilities and equity		Notes	December 31, 2025		December 31, 2024	
			Amount	%	Amount	%
Liabilities						
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 660,000	18	\$ 535,000	16
2130	Current contract liabilities	6(18)	963,604	26	991,964	29
2150	Notes payable		6,017	-	10,072	-
2170	Accounts payable		616,963	17	563,091	17
2200	Other payables	6(13)	191,004	5	172,002	5
2230	Current tax liabilities		23,636	1	25,852	1
2280	Current lease liabilities	6(9)	6,868	-	8,090	-
2310	Advance receipts		16,004	1	17,413	1
2399	Other current liabilities, others		7,208	-	4,184	-
21XX	Total current liabilities		<u>2,491,304</u>	<u>68</u>	<u>2,327,668</u>	<u>69</u>
Non-current liabilities						
2570	Deferred tax liabilities	6(25)	-	-	8	-
2580	Non-current lease liabilities	6(9)	14,110	1	19,411	1
2610	Long-term notes and accounts payable		9,450	-	13,650	-
2640	Net defined benefit liabilities, non-current	6(14)	7,275	-	6,973	-
2645	Guarantee deposits received		3,092	-	3,072	-
25XX	Total non-current liabilities		<u>33,927</u>	<u>1</u>	<u>43,114</u>	<u>1</u>
2XXX	Total liabilities		<u>2,525,231</u>	<u>69</u>	<u>2,370,782</u>	<u>70</u>
Equity						
Equity attributable to owners of parent						
	Share capital	6 (15)				
3110	Ordinary share		435,420	12	395,836	12
	Capital surplus	6(16)				
3200	Capital surplus		136,138	4	136,138	4
	Retained earnings	6(17)				
3310	Legal reserve		97,959	3	82,335	2
3350	Unappropriated retained earnings		455,031	12	412,940	12
31XX	Total equity attributable to owners of parent		<u>1,124,548</u>	<u>31</u>	<u>1,027,249</u>	<u>30</u>
3XXX	Total equity		<u>1,124,548</u>	<u>31</u>	<u>1,027,249</u>	<u>30</u>
	Major contingent liabilities and unrecognized contractual commitments	9				
	Significant events after reporting period	11.				
3X2X	Total liabilities and equity		<u>\$ 3,649,779</u>	<u>100</u>	<u>\$ 3,398,031</u>	<u>100</u>

The accompanying notes are an integral part of these consolidated financial statements.

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd. and Subsidiaries
Consolidated Statements of Comprehensive Income
January 1 to December 31, 2025 and 2024

Unit: NT\$ Thousand
(Except for Earning per share, which is in NT dollars)

Items	Notes	2025		2024	
		Amount	%	Amount	%
4000 Operating revenue	6(18)	\$ 5,195,650	100	\$ 4,642,604	100
5000 Operating costs	6(6)(23)(24)	(4,047,515)	(78)	(3,569,327)	(77)
5900 Gross profit from operations		<u>1,148,135</u>	<u>22</u>	<u>1,073,277</u>	<u>23</u>
Operating expenses	6(23)(24)				
6100 Selling expenses		(700,889)	(14)	(668,382)	(14)
6200 Administrative expenses		(221,396)	(4)	(207,974)	(5)
6450 Expected credit loss	12(2)	(28)	-	(434)	-
6000 Total operating expenses		<u>(922,313)</u>	<u>(18)</u>	<u>(876,790)</u>	<u>(19)</u>
6900 Net operating income		<u>225,822</u>	<u>4</u>	<u>196,487</u>	<u>4</u>
Non-operating income and expenses					
7100 Interest income	6(19)	1,415	-	1,221	-
7010 Other income	6(20)	7,827	-	6,510	-
7020 Other gains and losses	6(21)	(773)	-	(883)	-
7050 Finance costs	6(22)	(14,106)	-	(11,220)	-
7000 Total non-operating income and expenses		<u>(5,637)</u>	<u>-</u>	<u>(4,372)</u>	<u>-</u>
7900 Profit before tax		<u>220,185</u>	<u>4</u>	<u>192,115</u>	<u>4</u>
7950 Tax expense	6(25)	(43,390)	(1)	(39,132)	(1)
8200 Profit		<u>\$ 176,795</u>	<u>3</u>	<u>\$ 152,983</u>	<u>3</u>
8311 Gains (losses) on remeasurements of defined benefit plans	6(14)	(\$ 411)	-	\$ 4,065	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	<u>82</u>	<u>-</u>	<u>(813)</u>	<u>-</u>
8300 Total other comprehensive income		<u>(\$ 329)</u>	<u>-</u>	<u>\$ 3,252</u>	<u>-</u>
8500 Total comprehensive income for the period		<u>\$ 176,466</u>	<u>3</u>	<u>\$ 156,235</u>	<u>3</u>
Profit, attributable to:					
8610 Owners of parent company		<u>\$ 176,795</u>	<u>3</u>	<u>\$ 152,983</u>	<u>3</u>
Comprehensive income attributable to:					
8710 Owners of parent company		<u>\$ 176,466</u>	<u>3</u>	<u>\$ 156,235</u>	<u>3</u>
Earning per share	6(26)				
9750 Basic		<u>\$ 4.06</u>	<u>3.51</u>	<u>\$ 3.51</u>	<u>3.51</u>
9850 Diluted		<u>\$ 4.04</u>	<u>3.48</u>	<u>\$ 3.48</u>	<u>3.48</u>

The accompanying notes are an integral part of these consolidated financial statements.

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd. and Subsidiaries
Consolidated statements of changes in equity
January 1 to December 31, 2025 and 2024

Unit: NT\$ Thousand

	Equity attributable to owners of parent						
	Notes	Share capital		Capital surplus	Retained earnings		Total
		Ordinary share	Stock dividend to be distributed		Legal reserve	Unappropriated retained earnings	
<u>2024</u>							
Balance at January 1, 2024		\$ 395,836	\$ -	\$ 136,138	\$ 71,480	\$ 346,727	\$ 950,181
Profit		-	-	-	-	152,983	152,983
Other comprehensive income		-	-	-	-	3,252	3,252
Total comprehensive income		-	-	-	-	156,235	156,235
Appropriation and distribution of 2023 earnings:							
Legal reserve		-	-	-	10,855	(10,855)	-
Cash dividend	6(17)	-	-	-	-	(79,167)	(79,167)
Balance at December 31, 2024		<u>\$ 395,836</u>	<u>\$ -</u>	<u>\$ 136,138</u>	<u>\$ 82,335</u>	<u>\$ 412,940</u>	<u>\$ 1,027,249</u>
<u>2025</u>							
Balance at January 1, 2025		\$ 395,836	\$ -	\$ 136,138	\$ 82,335	\$ 412,940	\$ 1,027,249
Profit		-	-	-	-	176,795	176,795
Other comprehensive income		-	-	-	-	(329)	(329)
Total comprehensive income		-	-	-	-	176,466	176,466
Appropriation and distribution of 2024 earnings:							
Legal reserve		-	-	-	15,624	(15,624)	-
Stock dividend	6(15)(17)	39,584	-	-	-	(39,584)	-
Cash dividend	6(17)	-	-	-	-	(79,167)	(79,167)
Balance at December 31, 2025		<u>\$ 435,420</u>	<u>\$ -</u>	<u>\$ 136,138</u>	<u>\$ 97,959</u>	<u>\$ 455,031</u>	<u>\$ 1,124,548</u>

The accompanying notes are an integral part of these consolidated financial statements.

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd. and Subsidiaries
Consolidated Statements of Cash Flows
January 1 to December 31, 2025 and 2024

Unit: NTS Thousand

	Notes	2025	2024
<u>Cash flow from operating activities</u>			
Profit before tax		\$ 220,185	\$ 192,115
Adjustments			
Adjustments to reconcile profit (loss)			
Net gains on financial assets and liabilities measured at fair value through profit or loss	6(2)(21)	(95)	111
Expected credit loss	12(2)	28	434
Depreciation expense	6(8)(9)(10)		
	(21)(23)	30,367	27,581
Amortization expense	6(11)(23)	3,425	3,264
Property, plant and equipment Reclassified to expenses		1,889	-
Losses on disposals of property, plant and equipment	6(21)	-	57
Interest income	6(19)	(1,415)	(1,221)
Interest expense	6(22)	14,106	11,220
Changes in operating assets and liabilities			
Changes in operating assets			
Current financial assets at fair value through profit or loss		3,297	(3,313)
Notes receivable		5,361	(5,192)
Accounts receivable		(134,814)	124,241
Other receivables		(45,754)	(51,275)
Inventory		(66,983)	(135,161)
Prepayments		(12,364)	(14,406)
Other current assets, others		(3,037)	(28,913)
Changes in operating liabilities			
Current contract liabilities		(28,360)	162,210
Notes payable		(4,055)	4,737
Accounts payable		53,872	28,096
Other payables		19,002	29,637
Advance receipts		(1,409)	5,517
Other current liabilities, others		3,024	(5,194)
Long-term notes and accounts payable		(4,200)	7,048
Net defined benefit liabilities, non-current		(109)	(3,252)
Cash inflow generated from operations		51,961	348,341
Interest received		1,415	1,221
Interest paid		(14,106)	(11,220)
Income taxes paid		(45,209)	(28,374)
Net cash (outflow) inflow from operating activities		(5,939)	309,968
<u>Cash flows from investing activities</u>			
Current financial assets at amortized cost Decrease (increase)		8,200	(5,491)
Acquisition of property, plant and equipment	6(8)	(119,471)	(99,572)
Proceeds from disposal of property, plant and equipment	6(8)	-	1,738
Acquisition of intangible assets	6(11)	(673)	(630)
Increase in prepayments for business facilities		-	(133)
Decrease in refundable deposits(Increase)		186	(12)
Net cash flows used in investing activities		(111,758)	(104,100)
<u>Cash flows from financing activities</u>			
Increase in short-term borrowings	6(28)	4,777,000	3,500,000
Decrease in short-term borrowings	6(28)	(4,652,000)	(3,553,000)
Increase in guarantee deposits received	6(28)	20	569
Payments of lease liabilities	6(28)	(8,239)	(8,753)
Cash dividends paid	6(17)	(79,167)	(79,167)
Net cash flows from financing activities(Outflow)		37,614	(140,351)
Net increase (decrease) in Cash and cash equivalents		(80,083)	65,517
Cash and cash equivalents at beginning of period		314,384	248,867
Cash and cash equivalents at end of period		\$ 234,301	\$ 314,384

The accompanying notes are an integral part of these consolidated financial statements.

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

Independent Auditors' Report
(2026) Tsai-Shen-Pao-Tzu No. 25003790

To GSeven Co., Ltd.:

Auditors' opinions

We have audited the accompanying parent company only balance sheets of GSeven Co., Ltd. as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity, and cash flows for the years then ended from January 1 to December 31, 2025 and 2024, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the aforementioned individual financial statements have been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and fairly present the individual financial position of GSeven Co., Ltd. as of 31 December 2025 and 2024, as well as its individual financial performance and individual cash flows for the periods from 1 January to 31 December 2025 and 2024.

Basis of the audit opinion

We conducted our audits in accordance with the Rules Governing the Audit of Financial Statements by Certified Public Accountants and the ROC GAAP. Our responsibility under these standards is further explained in the section of "Auditor's Responsibilities for the Audit of the Individual Financial Statements. We are independent of the Company in accordance with the Code of Ethics for Certified Public Accountants 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 evidence has been obtained in order to serve as the basis for presenting the audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of GSeven Co., Ltd. for the year 2025. These matters were addressed in our audit of the individual financial statements as a whole, and in forming our opinion thereon, and we do not express a separate opinion on these matters.

The key audit matters for the parent company only financial statements of GSeven Co., Ltd. for the year 2025 are as follows:

Correctness of the recognition of the bonus to suppliers

Description of matters

GSeven Co., Ltd. recognizes supplier incentives based on incentive terms in purchase contracts and other documents, which are recorded as a reduction of cost. Due to the significant amount of vendor incentives, the numerous vendors involved, and the varying calculation conditions for these incentives, I have identified the accuracy of vendor incentive recognition as one of the key audit matters for this year.

Audit procedures for the response

The main countermeasures for the above key audit matters by the accountant are as follows:

1. Review the contracts with major suppliers and interview the procurement officer to understand the agreements and management mechanisms for the related supplier incentives.
2. Understanding, assessment and testing of the implementation of internal control procedures, and analysis and comparison of changes in the amount of rewards for suppliers in the two years.
3. For this year's vendor incentives and period-end receivable incentive items, I selected and examined supporting documents including relevant contracts and performed subsequent collection testing to verify the accuracy of recorded incentives and period-end receivable amounts.

Inventory evaluation

Description of matters

Regarding the accounting policies for inventory valuation, please refer to Note 4, (10) of the consolidated financial statements. For accounting estimates and assumptions of uncertainty related to inventory valuation, please refer to Note 5 of the individual financial statements. For an explanation of inventory accounting items, please refer to Note 6, (6) of the consolidated financial statements.

GSeven Co., Ltd.'s inventories mainly comprise of images, home appliances, and audio products. Due to the rapid change of technology and fierce market competition, inventory may be subject to devaluation or obsolescence. For inventory valuation, the item-by-item comparison method is used, with recognition at the lower of cost or net realizable value. For inventories exceeding specific aging periods and those individually identified as obsolete, the net realizable value is calculated based on historical experience in handling obsolete inventory. The estimation of inventory net realizable value involves subjective judgment, resulting in a high degree of estimation uncertainty. Therefore, we listed the inventory evaluation as one of the key audit matters for the year.

Audit procedures for the response

The main countermeasures for the above key audit matters by the accountant are as follows:

1. Review the inventory aging report to analyze the reasonableness of the changes in the inventory age in each period.
2. Test the accuracy of the inventory aging report and assess the reasonableness of the inventory obsolescence loss recognized.
3. The market price of the net realizable value is based on its consistency with the policy and the selling price, and the inventory is verified to be reasonably evaluated at the lower of cost or net realizable value.
4. Assess the reasonableness of the management's individual identification of obsolete or damaged inventory items and provide supporting documents.

Responsibilities of the management and the governing body for the individual financial statements

Management's responsibility is to prepare individual financial statements that fairly present in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and to maintain necessary internal controls relevant to the preparation of individual financial statements to ensure that the individual financial statements are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the financial reporting process of GSeven Co., Ltd.

Responsibilities of the CPAs to audit the individual financial statements

The purpose of our audit of the individual financial statements is to obtain reasonable assurance about whether the individual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with the auditing standards of the Republic of China will always detect a material misstatement when it exists in the individual financial statements. The deceptive presentation may arise from fraud or error. If the individual amount or the total amount in the deceptive presentation can reasonably be expected to affect the

economic decision made by the user of the individual financial statements, the deceptive presentation is considered material.

When we audit the financial statements in accordance with the auditing standards of the Republic of China, we exercise professional judgment and professional skepticism. We also perform the following tasks:

1. Identifying and assessing the risks of material misstatement in the individual financial statements, whether due to fraud or error; designing and implementing appropriate responses to those assessed risks; and obtaining sufficient and appropriate audit evidence to provide a basis for our audit opinion. The risk of material misstatement arising from fraud is higher than that arising from error because it may involve collusion, forgery, intentional omissions, misstatement, or the override of internal control.
2. The Company shall 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. Assess the appropriateness of the accounting policies adopted by the management, and the reasonableness of the accounting estimates and related disclosures.
4. Based on the audit evidence obtained, we conclude on the appropriateness of management's use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on GSeven's ability to continue as a going concern. If we believe that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the individual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained as of the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Assess the overall presentation, structure, and content of the individual financial statements (including the disclosures) and determine whether the individual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities within the Company in order to express an opinion on the individual financial statements. We are responsible for the direction, supervision and performance of the audit of the individual financial statements, and we are responsible for forming an audit opinion on the individual financial statements.

The matters communicated between us and the governing body include the planned scope and time of the audit and significant audit findings (including any significant deficiencies in internal control identified during the audit).

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence in accordance with the Code of Professional Ethics for Certified Public Accountants of the Republic of China, and communicate to them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determined the key audit matters for the audit of the parent company only financial statements of GSeven Co., Ltd. for the year 2025. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PwC Taiwan

Liao, A-Shen

CPA

Wang, Chun-Kai

Approval document number from the former Executive Yuan
Financial Supervisory Commission:

Jin-Guan-Zheng-Shen-Zi No. 1010015969

Financial Supervisory Commission Approval document number:

Jin-Guan-Zheng-Shen-Zi No. 1110349013

12 March 2026

GSeven Co., Ltd.
Parent Company Only Balance Sheet
December 31 2025 and 2024

Unit: NT\$ Thousand

Capitalization of assets		Notes	31 December 2025		31 December 2024	
			Amount	%	Amount	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 195,366	5	\$ 259,288	7
1110	Current financial assets at fair value through profit or loss	6(2)	-	-	3,202	-
1136	Current financial assets at amortized cost	6(3) and 8	2,600	-	10,800	-
1150	Notes receivable, net	6(4)	10	-	4,954	-
1170	Accounts receivable, net	6(4) and 7(2)	878,938	22	747,889	21
1200	Other receivables	6(5)	338,441	9	292,701	8
1210	Other receivables due from related parties	7(2)	356,828	9	269,444	7
130X	Inventory	5 and 6(6)	1,090,341	27	1,037,869	29
1410	Prepayments		32,393	1	23,447	1
1479	Other current assets, others		43,276	1	40,287	1
11XX	Total current assets		<u>2,938,193</u>	<u>74</u>	<u>2,689,881</u>	<u>74</u>
Non-current assets						
1550	Investments accounted for using equity method	6(7)	300,237	8	290,629	8
1600	Property, plant and equipment	6(8) and 8	405,316	10	403,698	11
1755	Right-of-use assets	6(9)	16,945	-	22,302	1
1760	Investment property, net	6(10) and 8	290,418	7	192,444	5
1780	Intangible assets	6(11)	12,325	-	15,077	-
1840	Deferred tax assets	6(25)	18,934	1	19,206	1
1915	Prepayments for business facilities		-	-	133	-
1920	Guarantee deposits paid		611	-	688	-
15XX	Total non-current assets		<u>1,044,786</u>	<u>26</u>	<u>944,177</u>	<u>26</u>
1XXX	Total assets		<u>\$ 3,982,979</u>	<u>100</u>	<u>\$ 3,634,058</u>	<u>100</u>

(continued)

GSeven Co., Ltd.
Parent Company Only Balance Sheet
December 31 2025 and 2024

Unit: NT\$ Thousand

Liabilities and equity	Notes	31 December 2025		31 December 2024		
		Amount	%	Amount	%	
Liabilities						
Current liabilities						
2100	6(12)	\$ 365,000	9	\$ 210,000	6	
2130	Current contract liabilities	6(18) and 7(2)	1,598,748	40	1,561,305	43
2150	Notes payable		4,713	-	9,500	-
2170	Accounts payable		612,254	16	554,990	15
2180	Accounts payable to related parties	7(2)	1,661	-	1,187	-
2200	Other payables	6(13)	172,270	4	156,243	5
2220	Other payables to related parties	7(2)	41,346	1	41,798	1
2230	Current tax liabilities		19,500	1	22,524	1
2280	Current lease liabilities	6(9)	5,231	-	6,363	-
2399	Other current liabilities, others		6,487	-	3,851	-
21XX	Total current liabilities		<u>2,827,210</u>	<u>71</u>	<u>2,567,761</u>	<u>71</u>
Non-current liabilities						
2570	Deferred tax liabilities	6(25)	-	-	8	-
2580	Non-current lease liabilities	6(9)	12,304	1	16,496	1
2610	Long-term notes and accounts payable		9,450	-	13,650	-
2640	Net defined benefit liabilities, non-current	6(14)	7,275	-	6,973	-
2645	Guarantee deposits received		2,192	-	1,921	-
25XX	Total non-current liabilities		<u>31,221</u>	<u>1</u>	<u>39,048</u>	<u>1</u>
2XXX	Total liabilities		<u>2,858,431</u>	<u>72</u>	<u>2,606,809</u>	<u>72</u>
Equity						
Share capital						
3110	Ordinary share	6 (15)	435,420	11	395,836	11
Capital surplus						
3200	Capital surplus	6(16)	136,138	3	136,138	4
Retained earnings						
3310	Legal reserve	6(17)	97,959	3	82,335	2
3350	Unappropriated retained earnings		455,031	11	412,940	11
3XXX	Total equity		<u>1,124,548</u>	<u>28</u>	<u>1,027,249</u>	<u>28</u>
Major contingent liabilities and unrecognized contractual commitments						
	9					
Significant events after reporting period						
	11					
3X2X	Total liabilities and equity		<u>\$ 3,982,979</u>	<u>100</u>	<u>\$ 3,634,058</u>	<u>100</u>

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

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd.
Parent Company Only Statement of Comprehensive Income
January 1 to December 31 2025 and 2024

Unit: NT\$ Thousand
(except that earnings per share is in NT\$)

Items	Notes	2025		2024	
		Amount	%	Amount	%
4000 Operating revenue	6(18) and 7(2)	\$ 5,032,258	100	\$ 4,477,822	100
5000 Operating costs	6(6)(23)(24) and 7(2)	(3,988,372)	(79)	(3,488,963)	(78)
5900 Gross profit from operations		<u>1,043,886</u>	<u>21</u>	<u>988,859</u>	<u>22</u>
Operating expenses	6(23)(24) and 7(2)				
6100 Selling expenses		(662,055)	(13)	(630,954)	(14)
6200 Administrative expenses		(196,507)	(4)	(188,104)	(4)
6450 Impairment loss determined in accordance with IFRS 9(Loss)	12(2)	<u>9</u>	<u>-</u>	<u>(467)</u>	<u>-</u>
6000 Total operating expenses		<u>(858,553)</u>	<u>(17)</u>	<u>(819,525)</u>	<u>(18)</u>
6900 Net operating income		<u>185,333</u>	<u>4</u>	<u>169,334</u>	<u>4</u>
Non-operating income and expenses					
7100 Interest income	6(19) and 7(2)	3,903	-	2,615	-
7010 Other income	6(20) and 7(2)	9,597	-	7,358	-
7020 Other gains and losses	6(2)(21)	(2,823)	-	(3,175)	-
7050 Finance costs	6(22)	(9,878)	-	(8,476)	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method	6(7)	<u>27,285</u>	<u>-</u>	<u>19,788</u>	<u>-</u>
7000 Total non-operating income and expenses		<u>28,084</u>	<u>-</u>	<u>18,110</u>	<u>-</u>
7900 Profit before tax		<u>213,417</u>	<u>4</u>	<u>187,444</u>	<u>4</u>
7950 Tax expense	6(25)	<u>(36,622)</u>	<u>-</u>	<u>(34,461)</u>	<u>(1)</u>
8200 Profit for the period		<u>\$ 176,795</u>	<u>4</u>	<u>\$ 152,983</u>	<u>3</u>
Other comprehensive income					
Components of other comprehensive income that will not be reclassified to profit or loss					
8311 Gains on remeasurements of defined benefit plans	6(14)	(\$ 411)	-	\$ 4,065	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	<u>82</u>	<u>-</u>	<u>(813)</u>	<u>-</u>
8300 Total other comprehensive income		<u>(\$ 329)</u>	<u>-</u>	<u>\$ 3,252</u>	<u>-</u>
8500 Total comprehensive income for the period		<u>\$ 176,466</u>	<u>4</u>	<u>\$ 156,235</u>	<u>3</u>
Earning per share	6(26)				
9750 Basic		<u>\$ 4.06</u>		<u>\$ 3.51</u>	
9850 Diluted		<u>\$ 4.04</u>		<u>\$ 3.48</u>	

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

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd.
Parent Company Only Statement of Changes in Equity
January 1 to December 31 2025 and 2024

Unit: NT\$ Thousand

	Notes	Ordinary share	Capital surplus	Retained earnings		Total
				Legal reserve	Unappropriated retained earnings	
<u>2024</u>						
Balance at January 1 2024		\$ 395,836	\$ 136,138	\$ 71,480	\$ 346,727	\$ 950,181
Profit		-	-	-	152,983	152,983
Other comprehensive income		-	-	-	3,252	3,252
Total comprehensive income		-	-	-	156,235	156,235
Appropriation and distribution of 2023 earnings:						
Legal reserve		-	-	10,855	(10,855)	-
Cash dividend	6(17)	-	-	-	(79,167)	(79,167)
Balance at December 31 2024		<u>\$ 395,836</u>	<u>\$ 136,138</u>	<u>\$ 82,335</u>	<u>\$ 412,940</u>	<u>\$ 1,027,249</u>
<u>2025</u>						
Balance at January 1, 2025		\$ 395,836	\$ 136,138	\$ 82,335	\$ 412,940	\$ 1,027,249
Profit		-	-	-	176,795	176,795
Other comprehensive income		-	-	-	(329)	(329)
Total comprehensive income		-	-	-	176,466	176,466
Appropriation and distribution of 2024 earnings:						
Legal reserve		-	-	15,624	(15,624)	-
Stock dividend	6(15)(17)	39,584	-	-	(39,584)	-
Cash dividend	6(17)	-	-	-	(79,167)	(79,167)
Balance at December 31 2025		<u>\$ 435,420</u>	<u>\$ 136,138</u>	<u>\$ 97,959</u>	<u>\$ 455,031</u>	<u>\$ 1,124,548</u>

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

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

GSeven Co., Ltd.
Parent Company Only Statement of Cash Flows
January 1 to December 31 2025 and 2024

Unit: NT\$ Thousand

	Notes	2025	2024
<u>Cash flow from operating activities</u>			
Profit before tax		\$ 213,417	\$ 187,444
Adjustments			
Adjustments to reconcile profit (loss)			
Net (gain) losse on financial assets and liabilities at fair value through profit or loss	6(2)(21)	(95)	111
Expected credit (gain) loss	12(2)	(9)	467
Depreciation expense	6(8)(9)(10)		
	(21)(23)	24,591	22,657
Amortization expense	6(11)(23)	3,425	3,264
Loss on disposal of property, plant and equipment	6(21)	-	57
Investment property reclassified to expenses		1,889	-
Interest income	6(19)	(3,903)	(2,615)
Interest expense	6(22)	9,878	8,476
Share of profit of subsidiaries, associates and joint ventures under equity method	6(7)	(27,285)	(19,788)
Changes in operating assets and liabilities			
Changes in operating assets			
Current financial assets at fair value through profit or loss		3,297	(3,313)
Notes receivable		4,944	(4,954)
Accounts receivable		(131,062)	134,998
Other receivables		(45,718)	(51,272)
Other receivables due from related parties		(9,384)	(10,630)
Inventory		(52,472)	(143,137)
Prepayments		(8,946)	(5,431)
Other current assets, others		(2,989)	(27,980)
Changes in operating liabilities			
Current contract liabilities		37,443	317,881
Notes payable		(4,787)	5,475
Accounts payable		57,264	27,276
Accounts payable to related parties		474	(577)
Other payables		16,027	27,647
Other payables to related parties		(452)	8,359
Other current liabilities, others		2,636	(5,325)
Long-term notes and accounts payable		(4,200)	7,048
Net defined benefit liabilities, non-current		(109)	(3,252)
Cash inflow generated from operations		83,874	472,886
Interest received		3,903	2,615
Dividends received	6(7)	17,677	11,469
Interest paid		(9,878)	(8,476)
Income taxes paid		(39,300)	(25,285)
Net cash flows from operating activities		<u>56,276</u>	<u>453,209</u>
<u>Cash flows from investing activities</u>			
Current financial assets at amortized cost		8,200	(5,491)
Increase (decrease) in other receivables due from related parties		(78,000)	(92,000)
Acquisition of property, plant and equipment	6(8)	(119,471)	(99,572)
Proceeds from disposal of property, plant and equipment	6(8)	-	1,738
Acquisition of intangible assets		(673)	(630)
Increase in prepayments for business facilities		-	(133)
Decrease in refundable deposits(Increase)		77	(24)
Net cash flows used in investing activities		<u>(189,867)</u>	<u>(196,112)</u>
<u>Cash flows from financing activities</u>			
Increase in short-term borrowings	6(28)	3,667,000	2,780,000
Decrease in short-term borrowings	6(28)	(3,512,000)	(2,892,000)
Increase in guarantee deposits received	6(28)	271	(32)
Payments of lease liabilities	6(28)	(6,435)	(6,917)
Cash dividends paid	6(17)	(79,167)	(79,167)
Net cash flows from financing activities(Outflow)		<u>69,669</u>	<u>(198,116)</u>
Net increase Cash and cash equivalents(decrease) for the period		(63,922)	58,981
Cash and cash equivalents at beginning of period		259,288	200,307
Cash and cash equivalents at end of period		<u>\$ 195,366</u>	<u>\$ 259,288</u>

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

Chairperson: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

Gseven Co., Ltd.**2025 Earnings Distribution Table**

Unit: NT\$

Beginning unappropriated retained earnings	278,565,818
Add: Net income for the year	176,794,848
Less: Actuarial gains on defined benefit plans (after tax)	(329,737)
Less: Provision for 10% legal reserve	(17,646,511)
Distributable earnings	437,384,418
Distribution items:	
Less: Stock dividends - NT\$1.0	(43,541,980)
Less: Cash dividend - NT\$2.1	(91,438,148)
Ending unappropriated retained earnings	302,404,290
Note:	

Chairman: Lu, Chien-san

Manager: Hsieh, Shu-min

Accounting Officer: Ho, Cheng-feng

Gseven Co., Ltd.

Comparison Table for the Amended Provisions of the Procedures for the Acquisition or Disposal of Assets

June 23, 2026

Revised articles	Original articles	Explanation of Amendments
<p>Article 7: Procedures for the Acquisition or Disposal of Real Property, Right-of-Use Assets Thereof, or Other Fixed Assets</p> <p>I. Evaluation and Operating Procedures (Omitted)</p> <p>II. Procedures for determining transaction terms and authorized limits</p> <p>(I) For the acquisition or disposal of real property, the transaction terms and transaction price shall be determined with reference to the announced current value, appraised value, and actual transaction prices of neighboring real property, etc., and an evaluation report shall be prepared and submitted to the Chairman. Where the <u>transaction amount is 20%</u> or less of the Company's paid-in capital, it shall be submitted to the Chairman for approval and reported to the next board of directors meeting for record; where it exceeds <u>20% of the Company's paid-in capital</u>, it must be submitted to and approved by the board of directors in advance.</p> <p>(II) The acquisition or disposal of right-of-use assets or other fixed assets shall be conducted through one of the following methods: inquiry, price comparison, negotiation, or tender. Where the amount is <u>NTD TEN MILLION</u> (inclusive) or less, execution is authorized in accordance with the Company's approval authority</p>	<p>Article 7: Procedures for the Acquisition or Disposal of Real Property, Right-of-Use Assets Thereof, or Other Fixed Assets</p> <p>I. Evaluation and Operating Procedures (Omitted)</p> <p>II. Procedures for determining transaction terms and authorized limits</p> <p>(I) For the acquisition or disposal of real property, the transaction terms and transaction price shall be determined with reference to the announced current value, appraised value, and actual transaction prices of neighboring real property, etc., and an evaluation report shall be prepared and submitted to the Chairman. Where the <u>amount is NTD FIFTY MILLION</u> or less, it shall be submitted to the Chairman for approval and reported to the next meeting of the Board of Directors for record; where the amount exceeds <u>NTD FIFTY MILLION</u>, it must be submitted to and approved by the Board of Directors in advance.</p> <p>(II) The acquisition or disposal of right-of-use assets or other fixed assets shall be conducted through one of the following methods: inquiry, price comparison, negotiation, or tender. Where the amount is <u>NTD FIVE MILLION</u> (inclusive) or less, execution is authorized in accordance with the Company's approval authority</p>	<p>Amendments made in accordance with company operations.</p>

Revised articles	Original articles	Explanation of Amendments
<p>limits; where the amount exceeds <u>NTD TEN MILLION</u>, it shall be submitted to the Chairman for approval and reported to the next meeting of the Board of Directors for record.</p> <p>(Omitted)</p>	<p>limits; where the amount exceeds <u>NTD FIVE MILLION</u>, it shall be submitted to the Chairman for approval and reported to the next meeting of the Board of Directors for record.</p> <p>(Omitted)</p>	
<p>Article 19: Supplementary Provisions Any matters not stipulated in these Procedures shall be handled in accordance with relevant laws and regulations. The Procedures were approved by the Shareholders' Meeting on June 28, 2013 for the first time. The Procedures were passed by the Shareholders' Meeting for the second time on June 20, 2016. The Procedures were passed by the Board of Directors for the third time on March 27, 2017. The Procedures were passed by the Shareholders' Meeting for the third time on June 20, 2017. The Procedures were passed by the Board of Directors for the fourth time on May 6, 2019. The Procedures were passed by the Shareholders' Meeting for the fourth time on June 19, 2019. The Procedures were passed by the Board of Directors for the fifth time on March 7, 2022. The Procedures were passed by the Shareholders' Meeting for the fifth time on June 15, 2022. The sixth amendment to these Procedures was approved by the Board of Directors on December 11, 2024, and passed by the Shareholders' Meeting on June 19, 2025. The Procedures were passed by the Shareholders' Meeting for the sixth time on June 19, 2025. <u>The seventh amendment to these Procedures was approved by the Board of Directors on November 3, 2025, and passed by the Shareholders' Meeting on June 23, 2026.</u></p>	<p>Article 19: Supplementary Provisions Any matters not stipulated in these Procedures shall be handled in accordance with relevant laws and regulations. The Procedures were approved by the Shareholders' Meeting on June 28, 2013 for the first time. The Procedures were passed by the Shareholders' Meeting for the second time on June 20, 2016. The Procedures were passed by the Board of Directors for the third time on March 27, 2017. The Procedures were passed by the Shareholders' Meeting for the third time on June 20, 2017. The Procedures were passed by the Board of Directors for the fourth time on May 6, 2019. The Procedures were passed by the Shareholders' Meeting for the fourth time on June 19, 2019. The Procedures were passed by the Board of Directors for the fifth time on March 7, 2022. The Procedures were passed by the Shareholders' Meeting for the fifth time on June 15, 2022. The sixth amendment to these Procedures was approved by the Board of Directors on December 11, 2024, and passed by the Shareholders' Meeting on June 19, 2025. The Procedures were passed by the Shareholders' Meeting for the sixth time on June 19, 2025.</p>	<p>Date of amendment is added.</p>

Gseven Co., Ltd.**Comparison Table of Amended Articles for the Regulations
Governing Directors' Remuneration**

June 23, 2026

Revised articles	Current Provision	Explanation of Amendments
<p>Article 3 Amount and Distribution Method of Remuneration for Directors and Functional Committee Members Remuneration for Independent Directors: Its fixed remuneration is a fixed annual fee of <u>NTD 220 thousand</u>, and it shall not participate in the distribution of directors' remuneration from annual earnings. Such remuneration shall be paid on December 31 of each year; for those with a term of less than one year, it shall be paid in proportion to the number of months in office during the year. The aforementioned shall apply from <u>January 1, 2026</u>.</p> <p>(Omitted)</p>	<p>Article 3 Amount and Distribution Method of Remuneration for Directors and Functional Committee Members Remuneration for Independent Directors: The fixed remuneration is an annual fee of <u>NTD 200 thousand</u>, and the recipient shall not participate in the distribution of directors' remuneration from annual earnings. Such remuneration shall be paid on December 31 of each year. For those serving less than one year, it shall be paid in proportion to the number of months in office during the year. The foregoing shall apply from <u>January 1, 2024</u>.</p> <p>(Omitted)</p>	<p>Amendments made in accordance with company operations.</p>

Gseven Co., Ltd.

Articles of Incorporation

Chapter 1 General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act and is named Gseven Co., Ltd..

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

- 1 、 E601020 Electric Appliance Installation
- 2 、 E605010 Computer Equipment Installation
- 3 、 F109070 Wholesale of Cultural, Educational, Musical Instruments and Recreational Goods
- 4 、 F113020 Wholesale of Electrical Appliances
- 5 、 F113050 Wholesale of Computing and Business Machinery Equipment
- 6 、 F113110 Wholesale of Batteries
- 7 、 F116010 Wholesale of Camera Equipment
- 8 、 F118010 Wholesale of Computer Software
- 9 、 F119010 Wholesale of Electronic Materials
- 10 、 F113070 Wholesale of Telecommunication Apparatus
- 11 、 F401010 International Trade
- 12 、 JE01010 Rental
- 13 、 F209060 Retail Sale of Literature, Musical Instruments and Educational Entertainment Supplies
- 14 、 F213010 Retail Sale of Electric Appliances
- 15 、 F213030 Retail Sale of Computers and Office Machinery Equipment
- 16 、 F213110 Retail Sale of Batteries
- 17 、 F216010 Retail Sale of Camera Equipment
- 18 、 F219010 Retail Sale of Electronic Materials
- 19 、 F213060 Retail Sale of Telecommunication Apparatus
- 20 、 I102010 Investment Consulting
- 21 、 F399040 Non-store Retailing
- 22 、 ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- 23 、 F108031 Wholesale of Medical Devices
- 24 、 F208031 Retail Sale of Medical Devices
- 25 、 F218010 Retail Sale of Computer Software
- 26 、 I501010 Product Designing
- 27 、 I503010 Landscape and Interior Designing
- 28 、 JA02010 Electric Appliance and Electronic Products Repair
- 29 、 E701020 Satellite Television KU and Channel C Equipment Installation
- 30 、 I301010 Information Software Services
- 31 、 I301020 Data Processing Services

- 32 、 I301030 Electronic Information Supply Services
- 33 、 EZ99990 Other Engineering
- 34 、 F199990 Other Wholesale
- 35 、 F106020 Wholesale of Daily Necessities
- 36 、 F107030 Wholesale of Cleaning Supplies
- 37 、 F113990 Wholesale of Other Machinery and Tools
- 38 、 F203010 Retail Sale of Food, Grocery and Beverage
- 39 、 F203020 Retail Sale of Tobacco Products and Alcoholic Beverages
- 40 、 F204110 Retail Sale of Cloths, Garments, Shoes, Hats, Umbrellas and Clothing Accessories
- 41 、 F205040 Retail Sale of Furniture, Bedding Kitchen Utensils and Fixtures
- 42 、 F206010 Retail Sale of Hardware
- 43 、 F206020 Retail Sale of Daily Necessities
- 44 、 F207030 Retail Sale of Cleaning Supplies
- 45 、 F208040 Retail Sale of Cosmetics
- 46 、 F213990 Retail Sale of Other Machinery and Tools
- 47 、 F301010 Department Store
- 48 、 F301020 Supermarkets
- 49 、 F399010 Convenience Stores
- 50 、 F399990 Other comprehensive retail
- 51 、 IZ06010 Cargo Tallying and Packing
- 52 、 G801010 Storage

Article 3: The Company shall establish its head office in Kaohsiung City, and when necessary and upon resolution of the Board of Directors, may establish branches at home and abroad. The establishment, termination and changes of branches shall be implemented according to the resolutions of the Board of Directors.

Article 4: The Company shall make public announcements in accordance with the Company Act and other relevant laws and regulations.

Chapter 2 Shares

Article 5: The total capital of the Company is set at NTD 600,000,000, divided into 60,000,000 shares, with a par value of NTD 10 per share. Of this total, NTD 18,000,000, representing 1,800,000 shares with a par value of NTD 10 per share, is reserved for the issuance of employee stock options, which the Board of Directors is authorized to issue in installments as needed.

Article 5-1: When issuing employee stock options with an exercise price lower than both the weighted average trading price of common shares for a period prior to the issuance date and the net worth per share in the most recent financial statements audited or reviewed by a CPA, the Company shall obtain approval from shareholders representing more than half of the total issued shares at a shareholders' meeting where at least two-thirds of the votes of attending shareholders are in favor. The Company may file applications in installments within one year from the date of the shareholders' resolution. Recipients of the Company's employee treasury shares, employee stock options, employee remuneration, employee subscription of new shares, and restricted stock for employees may include employees of controlling or subsidiary companies who meet certain conditions.

Article 6: The Company may issue shares without printing physical stock certificates or may print the total issuance of shares in a combined certificate, provided that such shares shall be registered with or kept by a centralized securities depository.

Article 7: Registration of share transfers in the Company's shareholders' register shall be suspended from sixty days before an annual shareholders' meeting, thirty days before a special shareholders' meeting, or five days before the record date for distribution of dividends, bonuses, or other benefits. The handling of the Company's stock affairs shall be conducted in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" issued by the competent authority.

Chapter 3 Shareholders' Meeting

Article 8: Shareholders' meetings are divided into annual meetings and special meetings. Annual meetings shall be convened at least once a year by the Board of Directors within six months after the end of each fiscal year in accordance with the law. Special meetings shall be convened as necessary in accordance with the law.

Notification and convening of shareholders' meetings shall be conducted in accordance with the provisions of the Company Act, the Securities and Exchange Act, and relevant laws and regulations. The notification mentioned in the preceding paragraph may be made electronically.

Article 9: When a shareholder of the Company is unable to attend a shareholders' meeting for any reason, in addition to issuing a proxy form printed by the Company specifying the scope of authorization and appointing a proxy to attend the shareholders' meeting in accordance with Article 177 of the Company Act, the matter shall 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 10: Each shareholder of the Company shall have one vote for each share held, except for shares that are restricted or have no voting rights under the provisions of the Company Act.

Article 11: Resolutions at shareholders' meetings, unless otherwise stipulated by the Company Act, shall be adopted by a majority vote of the shareholders present who represent more than half of the total number of issued shares.

Article 12: If the Company intends to cancel its public issuance status, in addition to requiring approval from the Board of Directors, it shall proceed in accordance with the relevant provisions of Article 156-2 of the Company Act.

Article 13: Resolutions adopted at shareholders' meetings shall be recorded in the meeting minutes, which shall be signed or sealed by the meeting chairman. The meeting minutes, attendance book of shareholders, and proxies shall be kept in accordance with Article 183 of the Company Act. The meeting minutes shall be distributed to all shareholders within twenty days after the meeting. The preparation of the aforementioned meeting minutes may be conducted electronically and announced in accordance with the relevant regulations of the competent authority.

Chapter 4 Directors and Audit Committee

Article 14: The Company shall have 7 to 11 directors, who shall be elected by the shareholders' meeting from among the candidates under the candidate nomination system. The term of office shall be 3 years, and directors may be re-elected to serve consecutive terms.

Among the aforementioned directors, the number of independent directors shall not be less than three and shall not be less than one-fifth of the total number of directors. The professional qualifications, shareholding, restrictions on concurrent positions, determination of independence, nomination method, election method, and other matters to be complied with regarding independent directors shall be handled in accordance with the regulations of the securities competent authority. When electing directors, the election shall be conducted in accordance with Article 198 of the Company Act. Independent directors and non-independent directors shall be elected simultaneously, with the number of elected positions calculated separately. Those who receive the highest number of votes representing voting rights shall be elected as independent directors and non-independent directors.

The aggregate shareholding ratio of all directors shall comply with the regulations of the securities competent authority.

Article 15: The Board of Directors shall be organized by the directors. One person shall be elected as the chairman of the board by a vote of more than two-thirds of the directors present at a meeting attended by more than two-thirds of the directors. The chairman shall represent the Company externally.

Board of Directors' resolutions, unless otherwise provided by the Company Act, shall be adopted by a majority of the directors present at a meeting attended by a majority of the directors.

The convening of a Board of Directors meeting, unless otherwise provided by the Company Act, shall be called by the chairman of the board, specifying the reasons for the meeting and notifying each director seven days in advance. However, in case of emergency, a meeting may be called at any time. The convening of the Company's Board of Directors meetings may be notified to directors in writing, by fax, or by electronic means.

Article 16: The chairman of the board shall preside over the Board of Directors meetings. When the chairman is on leave or unable to exercise powers for any reason, the proxy shall be handled in accordance with Article 208 of the Company Act.

Directors shall attend Board of Directors meetings in person. A director who is unable to attend may appoint another director as proxy, and shall issue a written proxy statement specifying the scope of authorization with respect to the reasons for convening the meeting.

A proxy under the preceding paragraph shall accept a proxy from one person only. The Board of Directors meetings may be conducted via video conference. Directors participating in a meeting via video conference shall be deemed to have attended the meeting in person.

Article 17: If the dismissal of a director for any reason causes the number of directors to fall below the legally required number, the Company shall hold a by-election at the next shareholders' meeting. If a vacancy on the Board of Directors reaches one-third of the total number of directors specified in the Articles of Incorporation, the Company shall convene a special shareholders' meeting within sixty days from the date of occurrence to hold a by-election. In the event that an independent director is dismissed for any reason that causes the number of independent directors to fall below the minimum required by law or the Articles of Incorporation, a by-election shall be held at the next shareholders' meeting. When all independent directors have been dismissed, the Company shall convene a special shareholders' meeting within sixty days from the date of occurrence to hold a by-election.

Article 18: The Company has established an Audit Committee in accordance with the relevant provisions of the Securities and Exchange Act. The Audit Committee consists of all independent directors and has established regulations governing the exercise of its authority. The duties and other matters to be followed by the Audit Committee shall be handled in accordance with the Company Act, Securities and Exchange Act, and other relevant laws and regulations as well as the Company's regulations. Effective from the date of establishment of the Audit Committee, the duties to be performed by

supervisors under the Company Act, Securities and Exchange Act, and other laws and regulations shall be applied mutatis mutandis by the Audit Committee.

Article 19: The remuneration of all directors is authorized to be determined by the Board of Directors based on the extent of their participation in and the value of their contributions to the Company's operations, with reference to industry standards. In addition, the Board of Directors may provide directors with transportation allowances in accordance with common industry practice levels.

Article 20: The Company may, in accordance with the law, purchase liability insurance for directors during their terms of office to cover their legal liability for compensation within the scope of their business execution. The insurance amount and matters related to insurance coverage are authorized to be determined by the Board of Directors.

Chapter 5 managers

Article 21: The Company shall appoint managerial personnel whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 22: At the end of each fiscal year, the Board of Directors shall prepare the following statements and submit them to the Audit Committee, then, in accordance with the law, present them to the annual shareholders' meeting for ratification.

1. Business Report
2. Financial Statements
3. Proposal for earnings distribution or loss coverage.

Article 23: Dividends and bonuses shall be distributed in proportion to the shares held by each shareholder. The Company shall not distribute dividends and bonuses when there are no earnings.

Article 24: The Company shall distribute surplus or make up for losses at the end of each fiscal year. When distributing earnings, the Company shall estimate and retain the taxes and dues to be paid, the losses to be covered and the legal reserve to be set aside. However, this does not apply if the legal reserve has reached the same amount as paid-in capital. If the earnings are distributed in cash, a resolution shall be adopted by the Board of Directors; if the earnings are distributed in the form of new shares, a resolution shall be adopted by the shareholders' meeting in accordance with the regulations.

The Board of Directors of the Company may, by a resolution adopted by a majority of the directors present at a meeting attended by two-thirds or more of the total number of directors, distribute all or part of the dividends and bonuses, capital reserve, or legal reserve in cash, and shall report such distribution to the shareholders' meeting; the provision of the preceding paragraph requiring a resolution of the shareholders' meeting shall not apply.

As the Company is currently in a stable growth phase, it is necessary to retain earnings to meet operational and investment funding needs. Consequently, the Company is implementing a residual dividend policy. The annual distribution of shareholder dividends and bonuses shall not be less than 10% of the distributable earnings for the current year, with cash dividends accounting for no less than 20% of the total dividend distribution for that year.

Article 25: If the Company has profit for the year, it shall set aside no less than 5% as employee remuneration, of which no less than 30% shall be distributed to grassroots employees. If there is profit in the current year, an amount not exceeding 1.5% shall be set aside as remuneration for directors. However, the Company shall first make up for any cumulative losses if any.

The remuneration to employees may be paid in the form of stock or cash, and the recipients of

stock or cash may include the employees of the subsidiaries of the Company meeting certain specific requirements.

The term “current year’s profits” as mentioned in Paragraph 1 refers to the profit before tax prior to deducting employee remuneration and director remuneration.

The distribution of employee remuneration and director remuneration shall be approved by a resolution of the Board of Directors attended by two-thirds or more of the directors and agreed by more than half of the attending directors, and reported to the shareholders’ meeting.

Article 26: The distribution of shareholders’ dividends shall be limited to shareholders registered in the shareholders’ register five days prior to the base date for determining the distribution of dividends and bonuses.

Chapter 7 Supplementary Provisions

Article 27: The Company’s total investment in other businesses is not subject to the restriction under Article 13 of the Company Act, which limits reinvestment to no more than 40% of the paid-in capital.

Article 28: The Company may provide guarantees for external parties. After the Company becomes a public company, such operations shall be handled in accordance with the Company’s Procedures for Endorsements and Guarantees.

Article 29: The Company’s organizational regulations and detailed rules shall be separately established.

Article 30: Matters not covered in these Articles of Incorporation shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 31: The Articles of Incorporation were established on October 22, 1994. The first amendment was made on April 7, 1999. The second amendment was made on June 20, 2002. The third amendment was made on June 15, 2006. The fourth amendment was made on October 13, 2006. The fifth amendment was made on June 16, 2007. The sixth amendment was made on June 18, 2008. The seventh amendment was made on September 22, 2009. The eighth amendment was made on September 16, 2010. The ninth amendment was made on June 8, 2011. The tenth amendment was made on July 7, 2011. The eleventh amendment was made on June 30, 2014. The twelfth amendment was made on August 24, 2015. The thirteenth amendment was made on June 20, 2016. The fourteenth amendment was made on June 19, 2019, and passed by the Shareholders’ Meeting on the same date. The fifteenth amendment was made on June 16, 2023, and passed by the Shareholders’ Meeting on the same date. The sixteenth amendment was made on June 18, 2024, and passed by the Shareholders’ Meeting on the same date. The seventeenth amendment was made on June 19, 2025, and passed by the Shareholders’ Meeting on June 23, 2026.

Gseven Co., Ltd.

Chairman: Lu, Chien-san

Gseven Co., Ltd.

Rules of Procedure for Shareholders' Meetings

Article 1: (Basis for Adoption)

In order to establish a sound governance system for the Company's shareholders' meetings, strengthen supervisory functions, and enhance management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies. The rules of procedure for the Company's shareholders' meetings shall be governed by these Rules unless otherwise provided by laws or the Articles of Incorporation.

Article 2: (Convening of Shareholders' Meetings and Meeting Notices)

Unless otherwise provided by law, shareholders' meetings of the Company shall be convened by the Board of Directors.

The Company shall, at least 30 days prior to an annual shareholders' meeting or 15 days prior to a special shareholders' meeting, prepare electronic files containing the meeting notice, proxy forms, and explanatory materials relating to proposals for ratification, discussion, election or dismissal of directors, and upload them to the information reporting website designated by the Financial Supervisory Commission (hereinafter referred to as the "FSC"). The Company shall, at least 21 days prior to an annual shareholders' meeting or 15 days prior to a special shareholders' meeting, prepare electronic files containing the meeting handbook and supplemental meeting materials, and upload them to the information reporting website designated by the FSC.

If the Company's paid-in capital reaches or exceeds NTD 10 billion as of the end of the most recent fiscal year, or if the aggregate shareholding percentage of foreign investors and PRC investors recorded in the shareholders' register reaches or exceeds 30% at the annual shareholders' meeting convened in the most recent fiscal year, the Company shall complete the transmission of the aforementioned electronic files at least 30 days prior to the annual shareholders' meeting.

The Company shall prepare the shareholders' meeting handbook and supplemental meeting materials 15 days prior to the shareholders' meeting, making them available for shareholders to access at any time, and displaying them at the Company and at the professional shareholder services agent appointed by the Company. These materials shall also be distributed at the shareholders' meeting venue.

Meeting notices and announcements shall specify the reasons for convening the meeting; with the consent of the recipient, notices may be given electronically.

Matters pertaining to the election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for the cessation of public offering, approval of directors' competing activities, capitalization of earnings, capitalization of capital reserves, dissolution, merger, or demerger of the Company, or any matters set forth in Paragraph 1, Article 185 of the Company Act shall be itemized in the reasons for convening the meeting with their main contents explained, and shall not be proposed as extraordinary motions.

The calling purposes of the shareholders' meeting already include the re-election of directors and supervisors, and specify the date of appointment. After the completion of the re-election at that shareholders' meeting, the appointment date cannot be changed through extraordinary motions or other means during the same meeting.

Article 3: (Shareholder Proposal Rights)

Shareholders holding 1% or more of the total issued shares may submit one proposal to the Company for the annual shareholders' meeting. If more than one proposal is submitted, none will be included in the agenda. However, if a shareholder's proposal is a suggestion to urge the Company to enhance public interests or fulfill its social responsibilities, the Board of Directors may still include it in the agenda. In addition, if a shareholder's proposal falls under any of the circumstances specified in Paragraph 4, Article 172-1 of the Company Act, the Board of Directors may exclude it from the agenda.

The Company shall announce the acceptance of shareholder proposals, the written or electronic acceptance methods, the acceptance location, and the acceptance period before the book closure date prior to the annual shareholders' meeting. The acceptance period shall not be less than ten days.

Shareholder proposals are limited to 300 words; any proposal exceeding 300 words will not be included in the agenda. The proposing shareholder shall attend the annual shareholders' meeting in person or by proxy and participate in the discussion of the proposal.

Prior to the date of sending the notice of a shareholders' meeting, the Company shall inform the proposing shareholders of the handling results, and shall list the proposals that comply with the provisions of this Article in the meeting notice. For shareholder proposals not included in the agenda, the Board of Directors shall explain the reasons for their exclusion at the shareholders' meeting.

Article 4: (Proxy Attendance at Shareholders' Meetings and Authorization)

Shareholders may appoint a proxy to attend the shareholders' meeting by executing a power of attorney printed by the Company, stating therein the scope of authorization.

A shareholder may appoint a proxy to attend a shareholders' meeting by providing a proxy form issued by the Company, and the proxy shall be limited to one person. The proxy form shall be delivered to the Company five days prior to the meeting. In case of duplicate proxy forms, the one received first shall prevail. However, this restriction shall not apply when a shareholder has issued a declaration to revoke the previous proxy appointment.

After a proxy form has been delivered to the Company, if a shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, the shareholder shall notify the Company in writing to revoke the proxy appointment at least two days prior to the meeting date. If the revocation is made after this deadline, the voting rights exercised by the proxy shall prevail.

Article 5: (Principles for Determining the Location and Time of Shareholders' Meetings)

Shareholders' meetings shall be held at the Company's location or at a place convenient for shareholders to attend and suitable for holding such meetings. The meeting shall not begin earlier than 9:00 a.m. or later than 3:00 p.m. The location and time of the meeting shall give full consideration to the opinions of the independent directors.

Article 6: (Preparation of sign-in book and other documents)

The Company shall specify in the meeting notice the time for shareholder registration, the location of the registration desk, and other matters that should be noted.

The shareholder registration mentioned in the preceding paragraph shall begin at least thirty minutes before the meeting starts; the registration desk shall be clearly marked and staffed with adequate and competent personnel.

Shareholders or their proxies (hereinafter referred to as "shareholders") shall attend shareholders'

meetings by presenting attendance cards, sign-in cards, or other attendance credentials. The Company shall not arbitrarily require shareholders to provide additional identification documents for attendance verification. Solicitors of proxy forms shall also bring identification documents for verification.

The Company shall provide a sign-in book for attending shareholders to sign in, or attending shareholders may submit attendance cards in lieu of signing in.

The Company shall provide attending shareholders with the meeting handbook, annual report, attendance card, speaker's slip, voting ballot, and other meeting materials; separate ballots shall be provided if there is an election of directors.

When a government or juristic person is a shareholder, more than one representative may attend the shareholders' meeting. When a juristic person is entrusted to attend a shareholders' meeting, it may appoint only one person to represent it.

Article 7: (Chairman of the Shareholders' Meeting and Attendees)

For shareholders' meetings convened by the Board of Directors, the chairman of the board shall serve as the meeting chairman. If the chairman is on leave or unable to exercise their powers, the vice chairman shall act as his/her deputy. If there is no vice chairman, or the vice chairman is also on leave or unable to exercise power, the chairman shall designate one managing director to act on his/her behalf.

When a managing director or director serves as deputy meeting chairman as described in the preceding paragraph, such individual must have held the position for at least six months and have understanding of the Company's financial and business conditions. The same applies when the meeting chairman is the representative of a corporate director.

For shareholders' meetings convened by the Board of Directors, the chairman should personally preside over the meeting. In addition, a majority of the directors should attend in person, and at least one representative from each functional committee should be present. The attendance status should be recorded in the shareholders' meeting minutes.

If a shareholders' meeting is convened by a party with convening rights other than the Board of Directors, that party shall serve as the meeting chairman. When there are two or more convening parties, they shall select one person from among themselves to serve as the meeting chairman.

The Company may appoint attorneys, CPAs, or relevant personnel to attend shareholders' meetings.

Article 8 (Audio or Video Recording of Shareholders' Meeting as Evidence)

The Company shall continuously record or videotape the entire shareholders' meeting process, including shareholder registration, meeting proceedings, and voting and vote counting procedures, without interruption.

The aforementioned audio and video records shall be kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, such records shall be retained until the conclusion of the litigation.

Article 9: (Calculation of Attending Shares and Meeting Commencement)

Attendance at shareholders' meetings shall be calculated based on shares. The attendance count shall be calculated based on the sign-in book or submitted attendance cards, plus the number of shares exercised through written or electronic voting methods.

When the meeting time arrives, the meeting chairman shall announce the commencement of the meeting and simultaneously disclose relevant information including the number of non-voting

shares and attendance shares. However, if shareholders representing less than 50% of the total issued shares are present, the meeting chairman may postpone the meeting. The meeting may be postponed up to two times, with the combined postponement time not exceeding one hour. If after two postponements, shareholders representing at least one-third of the total issued shares are not present, the meeting chairman shall announce the adjournment of the meeting.

In the event that a quorum is not reached after two postponements, but shareholders representing at least one-third of the total issued shares are present, a provisional resolution may be adopted in accordance with Article 175, Paragraph 1 of the Company Act. Such provisional resolution shall be communicated to each shareholder, and another shareholders' meeting shall be convened within one month.

If during the meeting, the attending shareholders represent more than half of the total issued shares, the meeting chairman may, in accordance with Article 174 of the Company Act, submit the provisional resolutions for another vote by the shareholders' meeting.

Article 10: (Discussion of Proposals)

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. All related proposals (including extraordinary motions and amendments to the original proposals) shall be voted on a case-by-case basis. The meeting shall proceed according to the scheduled agenda and may not be changed without a resolution of the shareholders' meeting.

If a shareholders' meeting is convened by any other person with convening right other than the Board of Directors, the preceding paragraph shall apply *mutatis mutandis*.

Before the agenda items set forth in the preceding two paragraphs (including extraordinary motions) are concluded, the meeting chairman may not announce adjournment without a resolution. If the meeting chairman violates the rules of procedure by announcing adjournment, other members of the Board of Directors shall promptly assist the attending shareholders in electing, by a majority vote of the voting rights represented by the attending shareholders, one person as meeting chairman to continue the meeting in accordance with legal procedures.

The meeting chairman shall provide sufficient opportunity for explanations and discussions on proposals and shareholder-proposed amendments or extraordinary motions. When the chairman deems that a proposal has reached a point for voting, he/she may announce the cessation of discussion, proceed to voting, and arrange adequate voting time.

Article 11: (Shareholder Speech)

Before speaking, attending shareholders must complete a speech slip specifying the main points of their speech, their shareholder account number (or attendance card number), and their account name. The meeting chairman will determine the speaking order.

Shareholders who submit a speech slip but do not speak shall be deemed as not having spoken. If the content of the speech differs from what is recorded on the speech slip, the actual speech content shall prevail.

Each shareholder may speak no more than twice on the same proposal without the meeting chairman's consent, and each speech shall not exceed five minutes. If a shareholder's speech violates regulations, disrupts meeting order, or exceeds the scope of the proposal, the meeting chairman may stop the speech or announce the end of the discussion and proceed to other agenda items or procedures.

When shareholders speak at the meeting, other shareholders shall not intervene unless they have obtained permission from the meeting chairman and the speaking shareholder. The meeting

chairman shall stop those who violate this rule.

When a corporate shareholder appoints two or more representatives to attend the shareholders' meeting, only one representative may speak on the same proposal.

After a shareholder has spoken, the meeting chairman may personally respond or designate relevant personnel to respond.

Article 12: (Calculation of Voting Shares, Recusal System)

Voting at shareholders' meetings shall be calculated based on shares.

Resolutions of a shareholders' meeting shall exclude shares without voting rights from the total number of issued shares.

Shareholders who have personal interests in the matters being discussed at the meeting, which may impair the interests of the Company, shall not vote on such matters, nor exercise the voting rights on behalf of other shareholders.

The number of shares for which voting rights cannot be exercised under the preceding paragraph shall not be counted as part of the voting rights of shareholders present at the meeting.

Except for trust enterprises or stock agencies approved by the securities regulatory authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy shall not exceed three percent of the total voting rights of the total issued shares. If that percentage is exceeded, the excess voting rights shall not be counted.

Article 13: (Voting on Proposals, Monitoring and Counting of Votes)

Each share shall be entitled to one voting right; however, shares that are restricted or have no voting rights as stipulated in Paragraph 2, Article 179 of the Company Act shall be excluded.

Unless otherwise provided by the Company Act and the Articles of Incorporation of the Company, proposals shall be approved by a majority of the voting rights represented by the shareholders present at the meeting. When voting, the meeting chairman or a person designated by the chairman shall announce the total number of voting rights represented by the shareholders present for each proposal before shareholders proceed to vote. On the day of the shareholders' meeting, the results of shareholders' consent, opposition, and abstention shall be entered into the Market Observation Post System.

If a proposal is presented to all shareholders and no objections are raised, it will be considered passed with the same effect as a vote; if there are objections, the proposal will be voted on as outlined in the previous paragraph.

When there is an amendment or alternative to a proposal, the meeting chairman shall determine the order of voting for the proposal along with the amendment or alternative. If any one of them is passed, the others shall be deemed rejected and no further voting shall be required.

The personnel for monitoring and counting of votes shall be appointed by the meeting chairman, but the monitoring personnel shall be shareholders.

The voting or election counting process at the shareholders' meeting shall be conducted at an open location within the meeting venue, and the voting results, including the statistical numbers, shall be announced on the spot upon completion of the counting process, and recorded in the minutes.

Article 14: (Exercising Voting Rights in Writing or by Electronic Means)

When the Company convenes a shareholders' meeting, it shall adopt electronic means and may adopt written means for shareholders to exercise their voting rights; when voting rights are exercised in writing or by electronic means, the method of exercise shall be specified in the shareholders' meeting notice. Shareholders who exercise their voting rights in writing or by

electronic means shall be deemed to have attended the shareholders' meeting in person. However, with respect to extraordinary motions and amendments to the original proposals at that shareholders' meeting, they shall be deemed to have waived their voting rights; therefore, the Company should avoid proposing extraordinary motions and amendments to the original proposals.

Those who exercise their voting rights in writing or by electronic means as mentioned in the preceding paragraph shall deliver their declaration of intent to the Company two days prior to the shareholders' meeting. In case of duplicate declarations of intent, the one that arrives first shall prevail. However, the withdrawals of previously indicated intentions are excluded from the above restriction.

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person, they should withdraw the previously indicated intentions to exercise their voting rights in the same manner as the exercise of their voting rights two days before the shareholders' meeting; if the withdrawal is made after the deadline, the voting rights exercised in writing or by electronic means shall prevail.

If a shareholder exercises voting rights in writing or by electronic means and also appoints a proxy to attend the shareholders' meeting, the voting rights exercised by the appointed proxy shall prevail.

Article 15: (Election Matters)

When the Company is to elect directors at a shareholders' meeting, the election shall be conducted in accordance with the "Procedures for the Election of Directors" established by the Company, and the voting results shall be announced on the spot, including the list of elected directors with their elected votes and the list of unsuccessful director candidates and their received votes.

The ballots for the election matter in the preceding paragraph shall be sealed with the signatures of the ballot examiners and properly kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, such records shall be retained until the conclusion of the litigation.

Article 16: (Meeting Minutes and Signature Matters)

Resolutions of the shareholders' meeting shall be documented in meeting minutes, which must be signed or sealed by the meeting chairman. These minutes shall be distributed to all shareholders within twenty days after the meeting. The preparation and distribution of the meeting minutes may be done by electronic means.

For the distribution of the aforementioned meeting minutes, the Company may adopt the method of posting an announcement to the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, venue, chairman's name, resolution method, summary of the proceedings, and voting results (including the number of voting rights). When there is an election for directors or supervisors, the number of votes received by each candidate shall be disclosed. During the existence of the Company, it should be permanently preserved.

Article 17: (Public Announcements)

The Company shall, on the day of the shareholders' meeting, compile in the prescribed format a statistical table of the number of shares obtained by the solicitor through solicitation and the number of shares represented by the proxy agent, and shall clearly disclose such table at the shareholders' meeting venue.

If any resolutions adopted by the shareholders' meeting constitute material information as defined

by laws and regulations or the Taiwan Stock Exchange Corporation (the Taipei Exchange), the Company shall transmit such information to the information reporting website designated by the Financial Supervisory Commission within the prescribed time period.

Article 18: (Maintenance of Order at the Meeting Venue)

Personnel handling administrative matters at the shareholders' meeting shall wear identification cards or armbands.

The meeting chairman may direct marshals or security personnel to assist in maintaining order at the meeting venue. When marshals or security personnel are present to assist in maintaining order, they shall wear armbands or identification cards bearing the word "Marshal."

If the meeting venue is equipped with sound amplification equipment, the meeting chairman may stop shareholders from speaking using equipment not provided by the Company.

If a shareholder violates the rules of procedure, disobeys the meeting chairman's correction, and obstructs the proceedings of the meeting despite being ordered to stop, the meeting chairman may direct marshals or security personnel to request that they leave the meeting venue.

Article 19: (Recess, Resumption of the Meeting, and Adjournment)

During the course of a meeting, the chairman may announce a recess at his/her discretion. In the event of force majeure, the chairman may rule to temporarily suspend the meeting and announce the time to resume the meeting as the situation permits.

If the venue for the shareholders' meeting becomes unavailable for continued use before the agenda (including extraordinary motions) set for the meeting has been completed, the shareholders' meeting may resolve to find another venue to continue the meeting.

The shareholders' meeting may resolve to postpone or resume the meeting within five days in accordance with Article 182 of the Company Act.

After the completion of the established agenda of the shareholders' meeting, the chairman may announce the adjournment of the meeting.

Article 20: (Amendment and Enforcement)

These Rules shall come into force after being approved by the shareholders' meeting; the same shall apply to any amendments.

The Regulations were established on June 28, 2013 after being approved by the shareholders' meeting.

The first amendment was made on June 26, 2015 after being approved by the shareholders' meeting.

The second amendment was approved by the shareholders' meeting on June 20, 2016.

The third amendment was approved by the shareholders' meeting on June 19, 2019.

The fourth amendment was approved by the shareholders' meeting on June 16, 2020.

The fifth amendment was approved by the shareholders' meeting on June 23, 2021.

The sixth amendment was approved by the shareholders' meeting on June 15, 2022.

Gseven Co., Ltd.

Procedures for Acquisition or Disposal of Assets

Article 1: Purpose

To strengthen asset management and implement information disclosure, these Procedures are specifically formulated in accordance with the relevant provisions of the “Regulations Governing the Acquisition and Disposal of Assets by Public Companies” of the Financial Supervisory Commission (the “FSC”) of the Executive Yuan. When the Company acquires or disposes of assets, it shall comply with these Operating Procedures.

Article 2: Legal Basis

These Procedures are established in accordance with Article 36-1 of the Securities and Exchange Act (the “Act”).

Article 3: Scope of Assets

- I. Investment in stocks, government bonds, corporate bonds, financial bonds, securities representing funds, depositary receipts, warrants, beneficiary certificates, and asset-backed securities.
- II. Real estate (including land, houses and buildings, investment properties, inventories and equipment of the construction industry).
- III. Membership certificates.
- IV. Intangible assets such as patents, copyrights, trademarks, and franchises.
- V. Right-of-use assets.
- VI. Claims of financial institutions (including receivables, discounted purchases of foreign exchange and loans, and collection items).
- VII. Derivatives.
- VIII. Assets acquired or disposed of through legal merger, demerger, acquisition, or transfer of shares.
- IX. Other significant assets.

Article 4: Definitions

- I. Derivatives: Financial instruments whose value is derived from specific interest rates, financial instrument prices, commodity prices, exchange rates, indexes, or other variables, including forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or embedded derivatives in structured products or combination contracts. The term “forward contracts” does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase/sales contracts.
- II. Assets acquired or disposed of through legal merger, demerger, acquisition, or transfer of shares: Assets acquired or disposed of through merger, demerger, or acquisition conducted in accordance with the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other laws, or shares acquired from another company through issuance of new shares as consideration in accordance with Paragraph 8, Article 156 of the Company Act (hereinafter referred to as “transfer of shares”).
- III. Related parties and subsidiaries: These terms shall be determined in accordance with the

Regulations Governing the Preparation of Financial Reports by Securities Issuers.

- IV. Professional Appraiser: A real estate appraiser or other person legally authorized to engage in real estate or equipment appraisal business.
- V. Date of Occurrence: The date of transaction signing, payment, commission completion, transfer, Board of Directors resolution, or any other date that can confirm the transaction counterparty and transaction amount, whichever comes first. However, for investments requiring approval from the competent authority, the date shall be the earlier of the above-mentioned dates or the date of receiving approval from the competent authority.
- VI. China Investment: Refers to investments in China conducted in accordance with the regulations on investment or technical cooperation permits in China established by the Investment Commission of the Ministry of Economic Affairs.

Article 5: Investment Limits for Non-Operating Real Property and Securities

The total amount of non-operating real property and right-of-use assets thereof acquired by the Company shall not exceed 20% of its net worth. The total amount of any single class of securities acquired shall not exceed 20% of its net worth. The amount of any individual security acquired shall not exceed 10% of its net worth.

Article 6: The appraisal reports or opinions from CPAs, attorneys, or securities underwriters obtained by the Company shall be provided by professional appraisers and their appraisal personnel, CPAs, attorneys, or securities underwriters who are not related parties to the transaction counterparties. The following shall be complied with:

- I. No person who has previously been convicted and sentenced to imprisonment for a term of more than one year for violating the provisions of this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or for committing fraud, breach of trust, embezzlement, forgery, or any other business-related crime. However, this restriction shall not apply to those who have completed their sentence, probation period, or have been pardoned for at least three years.
- II. The person shall not be a related party or have substantive relationship with any transaction counterparty.
- III. If a company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers shall not be related parties or have substantive relationships with each other.

The personnel mentioned in the preceding paragraph shall comply with the self-regulatory rules of their respective industry associations and the following matters when issuing appraisal reports or opinions:

- I. Prior to accepting a case, they shall carefully evaluate their professional competence, practical experience, and independence.
- II. When performing a case, they shall properly plan and execute appropriate operational procedures to form conclusions and issue reports or opinions accordingly; and shall record in detail the procedures performed, data collected, and conclusions reached in the case working papers.
- III. They shall evaluate the appropriateness and reasonableness of each data source, parameter, and information used as the basis for issuing appraisal reports or opinions.
- IV. Declarations shall include statements that relevant personnel possess professional qualifications and independence, that the information used has been assessed as appropriate and reasonable, and that relevant laws and regulations have been complied with.

Article 7: Procedures for the Acquisition or Disposal of Real Property, Right-of-Use Assets Thereof, or Other Fixed Assets

I. Evaluation and Operating Procedures

The acquisition or disposal of real property, right-of-use assets thereof, or other fixed assets by the Company shall be handled in accordance with the Company's internal control system procedures for the property, plant, and equipment cycle and the investment cycle.

II. Procedures for determining transaction terms and authorized limits

(I) For the acquisition or disposal of real property, the transaction terms and transaction price shall be determined with reference to the announced current value, appraised value, and actual transaction prices of neighboring real property, etc., and an evaluation report shall be prepared and submitted to the Chairman. Where the amount is NTD FIFTY MILLION or less, it shall be submitted to the Chairman for approval and reported to the next meeting of the Board of Directors for record; where the amount exceeds NTD FIFTY MILLION, it must be submitted to and approved by the Board of Directors in advance.

(II) The acquisition or disposal of right-of-use assets or other fixed assets shall be conducted through one of the following methods: inquiry, price comparison, negotiation, or tender. Where the amount is NTD FIVE MILLION (inclusive) or less, execution is authorized in accordance with the Company's approval authority limits; where the amount exceeds NTD FIVE MILLION, it shall be submitted to the Chairman for approval and reported to the next meeting of the Board of Directors for record.

(III) When the acquisition or disposal of assets by the Company requires approval from the Board of Directors pursuant to the Procedures or other legal requirements, if any director expresses an objection that is recorded in the minutes or a written statement, the Company shall submit the director's objection to each member of the Audit Committee. In addition, if the Company has appointed independent directors, when a transaction for the acquisition or disposal of assets is submitted to the Board of Directors for discussion in accordance with regulations, the opinions of each independent director shall be fully considered, and their consenting or dissenting opinions and the reasons therefor shall be recorded in the meeting minutes.

III. Executing Units

When the Company acquires or disposes of real property, right-of-use assets thereof, or other fixed assets, the matter shall be submitted for approval in accordance with the approval authority limits set forth in the preceding paragraph, and the user department shall be responsible for its execution.

IV. Appraisal Reports for Real Estate or Other Fixed Assets

When the Company acquires or disposes of real property and right-of-use assets thereof or other fixed assets, unless transacting with government agencies, engaging in construction on self-owned land, engaging in construction on leased land, or acquiring or disposing of equipment or right-of-use assets thereof for business use, where the transaction amount reaches 20% of the Company's paid-in capital or NTD 300 million or more, an appraisal report issued by a professional appraiser (the items to be recorded in the appraisal report shall be in accordance with the provisions of relevant laws and regulations) shall be obtained prior to the date of occurrence, and the following provisions shall be complied with:

- (I) When a limited price, specified price, or special price is used as a reference for the transaction price due to special circumstances, the transaction shall be submitted to the Board of Directors for approval in advance; the same procedure shall apply to any subsequent changes to the terms and conditions of the transaction.
- (II) For transactions with an amount reaching NTD 1 billion or more, appraisals shall be obtained from at least two professional appraisers.
- (III) When the appraisal results from professional appraisers have any of the following circumstances, unless all the appraisal results for asset acquisition are higher than the transaction amount, or all the appraisal results for asset disposal are lower than the transaction amount, a CPA shall be engaged to provide a specific opinion on the reason for the difference and the appropriateness of the transaction price:
 - 1. The difference between the appraisal result and the transaction amount reaches 20% or more of the transaction amount.
 - 2. The difference between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
- (IV) The interval between the date of the report issued by the professional appraiser and the date of contract execution shall not exceed three months. However, if the same announced current land value for the same period is applied and the interval does not exceed six months, an opinion may be issued by the original professional appraiser.
- (V) If the Company acquires or disposes of assets through court auction procedures, it may substitute the certification documents issued by the court for the appraisal report or CPA opinion.

Article 8: Procedures for the Acquisition or Disposal of Investments in Securities

I. Evaluation and Operating Procedures

The purchase and sale of securities by the Company shall be handled in accordance with the investment cycle procedures of the Company's internal control system.

II. Procedures for determining transaction terms and authorized limits

- (I) For the acquisition or disposal of securities by the Company, the most recent financial statements of the target company audited or reviewed by a CPA or other relevant data shall be obtained prior to the date of occurrence as a reference for evaluating the transaction price. Furthermore, where the transaction amount reaches 20% of the Company's paid-in capital or NTD 300 million or more, a CPA shall be engaged prior to the date of occurrence to provide an opinion on the reasonableness of the transaction price. However, this restriction shall not apply to securities with active market quotations or where otherwise specified by the Financial Supervisory Commission.
- (II) For investments in securities traded on the centralized exchange market or over-the-counter at securities firms, the Finance Department shall make decisions based on its judgment of market conditions. The amount for a single underlying asset shall be approved in accordance with the Company's approval authority limits. The total investment ceiling shall not exceed 20% of the Company's paid-in capital and shall be handled in accordance with the Company's approval authority limits.
- (III) For investments in stocks not traded on a centralized trading market or at the business premises of securities firms, the total investment amount in a single investment target is capped at 20% of net worth, and all such investments must be approved by the Board of Directors in advance.

- (IV) For investments in bond funds, bills, bonds, and other instruments that target money market instruments and are characterized by earning fixed interest income, the total investment in a single instrument is capped at 20% of net worth. Where the investment amount is NTD THIRTY MILLION (inclusive) or less, execution is authorized in accordance with the Company's approval authority limits; where the amount exceeds NTD THIRTY MILLION, it must first be approved by the Chairman.
- (V) Investment in other securities not falling under (II) to (IV) above shall be determined by the Finance Department based on its judgment of market conditions, provided that the total investment shall not exceed NTD THIRTY MILLION and shall be handled in accordance with the Company's approval authority limits.
- (VI) When the acquisition or disposal of assets by the Company requires approval from the Board of Directors pursuant to the Procedures or other legal requirements, if any director expresses an objection that is recorded in the minutes or a written statement, the Company shall submit the director's objection to each member of the Audit Committee. In addition, if the Company has appointed independent directors, when a transaction for the acquisition or disposal of assets is submitted to the Board of Directors for discussion in accordance with regulations, the opinions of each independent director shall be fully considered, and their consenting or dissenting opinions and the reasons therefor shall be recorded in the meeting minutes.

III. Executing Units

When the Company acquires or disposes of investments in securities, the Finance Department shall be responsible for execution after the matter has been submitted for approval in accordance with the approval authority limits in the preceding paragraph.

Article 9: Related-Party Transactions

I. Basis of Evaluation and Identification:

When the Company acquires or disposes of assets with related parties, in addition to complying with the relevant resolution procedures and assessing the reasonableness of transaction terms as stipulated in Article 7, Article 8, and this Article, if the transaction amount reaches 10% or more of the Company's total assets, the Company shall also obtain an appraisal report issued by a professional appraiser or a CPA opinion in accordance with the provisions of Article 7, Article 8, and this Article.

The calculation of the transaction amount in the preceding paragraph shall be handled in accordance with Article 14, Paragraph 1, Subparagraph 8.

In the determination of related parties, in addition to their legal form, the substance of the relationship shall also be considered.

II. Resolution Procedure:

Where the Company acquires or disposes of real property or right-of-use assets from related parties, or acquires or disposes of assets other than real property or right-of-use assets from related parties where the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or NTD 300 million or more, except for the trading of government bonds, bonds under repurchase and resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the executing unit shall submit the following information to the Board of Directors for approval and to the Audit Committee for acknowledgment before signing transaction contracts and making payments:

- (I) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.

- (II) The reason for selecting a related party as the transaction counterparty.
- (III) When acquiring real property or right-of-use assets from related parties, relevant information evaluating the reasonableness of the proposed transaction terms in accordance with Paragraphs 3 and 4 of this Article.
- (IV) The original date and price of acquisition by the related party, the transaction counterparty, and the relationship between the transaction counterparty and the Company and the related party.
- (V) Cash flow forecast for each month of the following year from the planned contract month, and assessment of the transaction's necessity and the reasonableness of fund utilization.
- (VI) Appraisal reports issued by professional appraisers or CPA opinions obtained in accordance with the preceding provision.
- (VII) Restrictive covenants and other important terms of this transaction.

The calculation of the transaction amount specified in the preceding paragraph shall be conducted in accordance with Article 14, Paragraph 1, Subparagraph 8. The term "within one year" refers to the one-year period preceding the date of occurrence of the current transaction, retroactively calculated from that date. Items already submitted to and approved by the shareholders' meeting and the Board of Directors, and acknowledged by the Audit Committee in accordance with these Procedures need not be counted toward the transaction amount.

For the acquisition or disposal of equipment for business use, right-of-use assets thereof, or real property right-of-use assets between the Company and its parent or subsidiaries, the Board of Directors may authorize the Chairman to make a decision in advance within a certain limit, and subsequently submit it to the next Board of Directors meeting for ratification.

If the Company has appointed independent directors, the opinions of each independent director shall be fully considered when reporting to the Board of Directors for discussion pursuant to the aforementioned provisions. If an independent director objects or expresses reservations, such objections or reservations shall be recorded in the Board meeting minutes.

III. Assessment of the reasonableness of transaction costs:

- (I) When the Company acquires real estate or right-of-use assets from a related party, it shall evaluate the reasonableness of the transaction costs by the following methods and engage a CPA to review the same and express a specific opinion.
 - 1. The transaction price with the related party plus necessary interest on funding and costs that the buyer shall bear by law. The necessary interest cost on funds shall be calculated based on the weighted average interest rate of the borrowings in the year the Company purchases the assets, provided that the maximum shall not exceed the highest lending rate announced by the Ministry of Finance for the non-financial industry.
 - 2. If the related party has previously created a mortgage on the property with a financial institution, the financial institution's total lending appraisal value for the property shall apply. However, the financial institution's actual accumulated lending value for the property must reach at least 70% of the total lending appraisal value and the lending period must exceed one year. However, this shall not apply where the financial institution and one of the trading parties are related parties.

When purchasing both land and buildings of the same target property, the transaction costs for the land and buildings may be evaluated separately using any of the methods listed in (1) and (2) above.

When the Company acquires real estate or right-of-use assets from related parties, it shall evaluate the costs of the real estate or right-of-use assets in accordance with the preceding (1) and (2), and shall engage a CPA to review and express a specific opinion.

- (II) When the Company acquires real property or right-of-use assets from related parties, if any of the following circumstances exists, the acquisition shall be conducted in accordance with paragraph 2 of this Article and the provisions of the preceding subparagraph of this paragraph shall not apply:
1. The related party acquired the real property or right-of-use assets through inheritance or gift.
 2. More than five years have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets to the signing date of this transaction.
 3. The real property is acquired by signing a joint construction contract with the related party or by engaging the related party to build real property, either on the Company's own land or on rented land.
 4. The Company acquires right-of-use assets of real property for business use between the Company and its subsidiaries.

IV. Matters to be handled when the imputed transaction cost is lower than the transaction price: Where the transaction costs as evaluated in accordance with the preceding paragraph are all lower than the transaction price, the matter shall be handled in accordance with Paragraph 5, unless it is due to the following circumstances and objective evidence can be provided and specific opinions on reasonableness can be obtained from professional real estate appraisers and CPAs:

- (I) Where the related party acquired undeveloped land or leased land for development, evidence may be submitted to prove compliance with one of the following conditions:
1. According to the previously established methods for evaluating land, buildings shall be assessed based on related parties' construction costs plus reasonable construction profits. If the total of these amounts exceeds the actual transaction price. The term "reasonable construction profit" shall be calculated based on the lower of the average gross profit margin of the related party's construction department for the last three years or the most recent construction industry gross profit margin announced by the Ministry of Finance.
 2. Other transactions of the same target property at different floors or in nearby areas within the past year between non-related parties, where the area is similar and the transaction terms are equivalent after reasonable evaluation of floor or location price differences according to real estate purchase practices.
 3. Other non-related party lease cases for other floors of the same property within one year, where the transaction terms are estimated to be equivalent after adjusting for reasonable floor price differentials in accordance with real estate leasing practices.
- (II) The Company presents evidence that the transaction terms for real estate purchased from related parties or right-of-use assets obtained through leases are equivalent to other transactions between non-related parties in nearby areas within the past year with similar areas.

The so-called neighboring area transaction cases mentioned in the preceding subparagraph refer, in principle, to the same or adjacent street blocks and to a radius not exceeding 500 meters from the transaction subject, or to those with similar announced present values; the term similar area refers, in principle, to other non-related party transaction cases with areas not less than 50 percent of the transaction subject's area; the term within one year refers to a one-year period calculated retrospectively from the date of the occurrence of this acquisition of real property or right-of-use assets.

V. Where the Company acquires real property or right-of-use assets from a related party, and the transaction costs evaluated in accordance with Paragraphs 3 and 4 of this Article are all lower than the transaction price, the following matters shall be handled:

(I) The difference between the transaction price of the real property or right-of-use assets and the evaluation cost shall be set aside as a special reserve in accordance with Securities and Exchange Act Article 41, Paragraph 1 and shall not be distributed or transferred to capital for issuing new shares. If an investor that evaluates its investment in the Company under the equity method is a public company, it shall also set aside a special reserve in proportion to its shareholding in accordance with the provisions of Securities and Exchange Act Article 41, Paragraph 1.

The special reserve allocated shall only be utilized after the high-priced acquired or leased assets have recognized value impairment losses, been disposed of, had the contract terminated, provided appropriate compensation, been restored to original condition, or when other evidence confirms there is no unreasonableness, and with the approval of FSC.

(II) The Audit Committee shall perform duties pursuant to Article Company Act.

(III) The handling of I. and II. shall be reported to the shareholders' meeting, and detailed information regarding the transaction shall be disclosed in the annual report and prospectus.

When the Company has allocated a special reserve pursuant to the provisions of the aforementioned 1., the special reserve may only be utilized after the high-priced acquired assets have recognized value impairment losses, been disposed of, provided appropriate compensation, been restored to original condition, or when other evidence confirms there is no unreasonableness, and with the approval of FSC.

When the Company acquires real property or right-of-use assets from related parties, and if there is other evidence indicating that the transaction is inconsistent with business practices, it shall also be handled in accordance with the provisions of this Article.

Article 10: Procedures for the Acquisition or Disposal of Membership Certificates or Intangible Assets

I. Evaluation and Operating Procedures

The acquisition or disposal of membership certificates or intangible assets by the Company shall be handled in accordance with the procedures for the property, plant, and equipment cycle under the Company's internal control system.

II. Procedures for determining transaction terms and authorized limits

(I) For the acquisition or disposal of membership certificates, the transaction terms and transaction price shall be determined with reference to fair market value, and an analysis report shall be prepared and submitted to the Chairman. Where the amount is NTD THREE MILLION or less, it shall be submitted to the Chairman for approval and reported to the next board of directors meeting for record; where the amount exceeds

NTD THREE MILLION, it must also be submitted to and approved by the board of directors in advance.

- (II) For the acquisition or disposal of intangible assets, the transaction terms and transaction price shall be determined with reference to an expert evaluation report or fair market value, and an analysis report shall be prepared and submitted to the Chairman. If the amount is NTD TEN MILLION or less, it shall be submitted to the Chairman for approval and reported to the next board of directors meeting for record; if it exceeds NTD TEN MILLION, it must also be submitted to and approved by the board of directors in advance.
- (III) When the acquisition or disposal of assets by the Company requires approval from the Board of Directors pursuant to the Procedures or other legal requirements, if any director expresses an objection that is recorded in the minutes or a written statement, the Company shall submit the director's objection to each member of the Audit Committee. In addition, if the Company has appointed independent directors, when a transaction for the acquisition or disposal of assets is submitted to the Board of Directors for discussion in accordance with regulations, the opinions of each independent director shall be fully considered, and their consenting or dissenting opinions and the reasons therefor shall be recorded in the meeting minutes.

III. Executing Units

When the Company acquires or disposes of membership certificates or intangible assets, execution shall be the responsibility of the user department and the Finance Department after submission for approval in accordance with the approval authority limits in the preceding paragraph.

IV. Expert Opinion Report on Membership Certificates or Intangible Assets

- (I) Where the transaction amount for the acquisition or disposal of membership certificates by the Company reaches NTD THREE MILLION or more, an appraisal report shall be obtained from an expert.
- (II) Where the transaction amount for the acquisition or disposal of intangible assets by the Company reaches NTD TEN MILLION or more, an expert shall be engaged to issue an appraisal report.
- (III) When the Company acquires or disposes of memberships or intangible assets and the transaction amount reaches 20% of the Company's paid-in capital or NTD 300 million or more, except for transactions with government agencies, the Company shall engage a CPA to render an opinion on the reasonableness of the transaction price prior to the date of occurrence.

Article 11: Procedures for the Acquisition or Disposal of Claims of Financial Institutions

In principle, the Company does not engage in transactions involving the acquisition or disposal of claims of financial institutions. Should the Company intend to do so in the future, it shall submit the matter to the Board of Directors for approval before establishing the relevant evaluation and operating procedures.

Article 12: Procedures for the Acquisition or Disposal of Derivatives

I. Trading Principles and Policies

(I) Types of Transactions

- 1. The derivative financial instruments engaged in by the Company refer to financial instruments whose value is derived from specific interest rates, financial

instrument prices, commodity prices, exchange rates, indexes, or other variables, including forward contracts, option contracts, futures contracts, leveraged margin contracts, swap contracts, combinations of the aforementioned contracts, or embedded derivatives in structured products or combination contracts. The term “forward contracts” does not include insurance contracts, performance contracts, after-sales service contracts, long-term lease contracts, and long-term purchase/sales contracts.

2. Matters relating to bond margin trading shall be handled *mutatis mutandis* in accordance with the relevant provisions of these Procedures. Bond transactions with repurchase conditions are not subject to the provisions of these Procedures.

(II) Operating (Hedging) Strategies

The Company's engagement in derivative financial instrument transactions shall be for hedging purposes. The selection of trading instruments shall primarily be for the purpose of hedging risks arising from the Company's business operations. The currencies held must be consistent with the Company's actual foreign currency requirements for import and export transactions. The principle is to achieve self-netting of the Company's overall internal positions (referring to foreign currency income and expenditures) to reduce the Company's overall foreign exchange risk and save foreign exchange operating costs. Non-hedging transactions must be carefully evaluated and may only be conducted after being submitted to and approved by the Board of Directors.

(III) Division of Authority and Responsibility

1. Finance Department

(1) Trading Personnel

- A. Responsible for formulating strategies for the financial instrument transactions of the entire company.
- B. Trading personnel shall calculate positions every two weeks, collect market information, perform trend analysis and risk assessment, and formulate operating strategies, which, upon approval through the approval authority limits, shall serve as the basis for engaging in transactions.
- C. Execute transactions in accordance with delegated authority and established strategies.
- D. In the event of significant changes in the financial markets or when trading personnel determine that the established strategies are no longer applicable, an evaluation report shall be submitted at any time to re-formulate strategies, which, upon approval by the Chairman, shall serve as the basis for conducting transactions.

(2) Accounting Personnel

- A. Execute trade confirmations.
- B. Review whether transactions are conducted in accordance with delegated authority and established strategies.
- C. Valuations shall be conducted monthly, and valuation reports shall be submitted to the Chairman for approval.
- D. Accounting treatment.
- E. Filings and public announcements shall be made in accordance with

the regulations of the securities competent authority.

- (3) Settlement Personnel: Execute settlement tasks.
 - (4) Approval Authority for Derivatives Transactions
 - A. Approval Authority for Hedging Transactions
 - B. All hedging transactions engaged in by the Company require the prior approval of the Chairman before they may be conducted, and shall be reported to the next Board of Directors meeting.
 - C. Non-hedging transactions require prior submission to the Board of Directors for approval before they may be conducted.
 - D. When the acquisition or disposal of assets by the Company requires approval from the Board of Directors pursuant to the Procedures or other legal requirements, if any director expresses an objection that is recorded in the minutes or a written statement, the Company shall submit the director's objection to each member of the Audit Committee. In addition, when the Company submits a transaction for the acquisition or disposal of assets to the Board of Directors for discussion, it shall take into full consideration the opinions of each independent director, and their consenting or dissenting opinions and the reasons therefor shall be recorded in the minutes of the meeting.
2. Audit Department
- Responsible for understanding the adequacy of internal controls for derivative transactions, auditing the trading department's compliance with operating procedures, analyzing the transaction cycle, preparing audit reports, and reporting to the independent directors and the Board of Directors in the event of material deficiencies.
3. Performance Evaluation
- (1) Hedging Transactions
 - A. Performance evaluation shall be based on the profit or loss arising from the difference between the exchange rate costs on the Company's books and the results of derivative financial transactions.
 - B. To fully grasp and express the valuation risk of transactions, the Company adopts a monthly valuation method to assess profit and loss.
 - C. The Finance Department shall provide foreign exchange position valuations, market trends, and market analyzes to the General Manager for management reference and instruction.
 - (2) Non-Hedging Transactions
- Performance evaluation shall be based on actual profit and loss incurred, and accounting personnel must periodically prepare reports on positions for management's reference.
4. Determination of Total Contract Value and Loss Limits
- (1) Total Contract Value
 - A. Hedging Transaction Limit

The Finance Department shall monitor the overall positions of the Company to hedge transaction risks. The amount of hedging transactions shall not exceed two-thirds of the net position of the Company's foreign currency assets (e.g., accounts receivable, bank

deposits) less liabilities at the end of each month.

B. Non-Hedging Transaction Limit

Based on forecasts of market changes, the Finance Department may formulate strategies as needed, which may only be implemented after being submitted to and approved by the Board of Directors. The total contract value of the Company's non-hedging transactions shall be limited to NTD FIVE MILLION.

(2) Establishment of Loss Limits

A. The total loss amount for all contracts shall be capped at no more than 10% of the total contract value.

B. The loss amount for an individual contract shall be capped at no more than 10% of the transaction contract value.

C. Once losses exceed the loss limit, recommendations for responsive measures shall be submitted immediately to the Chairman for the adoption of necessary actions.

II. Risk Management Measures

(I) Credit Risk Management:

As the market is subject to fluctuations from various factors, which can easily create operational risks for derivative financial instruments, market risk management shall be conducted in accordance with the following principles:

Transaction Counterparties: Primarily reputable domestic and foreign financial institutions.

Traded Instruments: Limited to instruments provided by reputable domestic and foreign financial institutions.

Transaction Amount: The outstanding transaction amount with a single counterparty shall be limited to no more than 10% of the total authorized amount; however, this shall not apply if approved by the Chairman.

(II) Market Risk Management:

The primary focus shall be on the public foreign exchange market provided by banks; the futures market will not be considered for the time being.

(III) Liquidity Risk Management:

To ensure market liquidity, the selection of financial products shall primarily focus on those with high liquidity (i.e., those that can be squared in the market at any time). The financial institutions entrusted with transactions must have sufficient information and the ability to conduct transactions in any market at any time.

(IV) Cash Flow Risk Management

To ensure the stability of the Company's working capital turnover, the source of funds for the Company's engagement in derivative transactions shall be limited to its own funds, and the operating amount shall take into account the funding requirements of the cash flow forecast for the next three months.

(V) Operational Risk Management

1. The Company's authorized limits and operating procedures shall be strictly followed and included in internal audits to avoid operational risks.

2. Personnel engaged in derivative transactions and those responsible for confirmation and settlement operations shall not concurrently perform both roles

3. Personnel responsible for risk measurement, supervision, and control shall be

assigned to a department different from that of the personnel mentioned in the preceding paragraph and shall report to the Board of Directors or to senior executives who do not have responsibilities for trading or position decisions.

4. Positions held in derivatives transactions shall be evaluated at least once per week. However, hedging transactions required for business needs shall be evaluated at least twice per month. The evaluation reports shall be submitted to senior executives authorized by the Board of Directors.

(VI) Product Risk Management

Internal trading personnel shall possess complete and accurate professional knowledge of financial products and shall require banks to fully disclose risks to avoid misuse of financial product risks.

(VII) Legal Risk Management:

Documents signed with financial institutions shall be reviewed by specialized personnel in foreign exchange and legal affairs or by legal counsel before they may be formally signed, in order to avoid legal risks.

III. Internal Audit System

- (I) Internal audit personnel shall periodically evaluate the appropriateness of the internal controls for derivatives transactions, and conduct monthly audits to verify the trading department's compliance with the procedures for engaging in derivatives transactions and analyze the transaction cycle. The auditors shall prepare audit reports and, if any material violations are discovered, notify the independent directors in writing.
- (II) Internal audit personnel shall report the audit reports, together with the annual audit status of internal audit operations, to Securities and Futures Commission by the end of February of the following year, and shall report the status of improvement of any irregularities to FSC for recordation no later than the end of May of the following year.

IV. Periodic Evaluation Method

- (I) The Board of Directors shall authorize senior management personnel to periodically monitor and evaluate whether the engagement in derivative transactions is handled in accordance with the transaction procedures established by the Company, and whether the risks undertaken are within the permitted scope. In the event of abnormal circumstances in the market value evaluation reports (such as held positions exceeding the loss limit), a report shall be made to the Chairman immediately, and responsive measures shall be taken.
- (II) Positions held in derivatives transactions shall be evaluated at least once per week. However, hedging transactions required for business needs shall be evaluated at least twice per month. The evaluation reports shall be submitted to senior executives authorized by the Board of Directors.

V. Supervisory and Management Principles of the Board of Directors for Engaging in Derivatives Transactions

- (I) The Board of Directors shall designate senior management personnel to monitor and control the risks of derivative transactions at all times, with the following management principles:
 1. Regularly evaluate whether the current risk management measures are appropriate and ensure compliance with "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and the Company's established procedures for handling derivatives transactions.

2. Monitor trading and profit/loss conditions. In the event of abnormal circumstances, necessary response measures shall be taken and reported immediately to the Board of Directors. If the Company has appointed Independent Directors, they shall attend the Board meeting and express their opinions.
- (II) Regularly evaluate whether the performance of derivatives trading meets the established business strategies and whether the risks undertaken are within the Company's acceptable range.
 - (III) When the Company engages in derivatives trading and authorizes relevant personnel to handle such transactions in accordance with the procedures for derivatives trading, these transactions shall be reported to the nearest Board of Directors meeting afterward.
 - (IV) When the Company engages in derivatives transactions, it shall establish a logbook to record in detail the types and amounts of derivatives transactions, the date of board approval, and the matters requiring careful evaluation under Paragraph 4, Subparagraph (2) and Paragraph 5, Subparagraphs (1) and (2) of this Article for future reference.

Article 13: Procedures for Handling Mergers, Demergers, Acquisitions, or Share Transfers

I. Evaluation and Operating Procedures

- (I) When conducting a merger, demerger, acquisition, or share transfer, the Company should engage attorneys, CPAs, and underwriters to jointly deliberate on the expected timetable for statutory procedures, and shall organize a project team to execute the same in accordance with statutory procedures. and shall, prior to convening the Board of Directors meeting for a resolution, engage CPAs, attorneys, or securities underwriters to provide opinions on the reasonableness of the share exchange ratio, acquisition price, or cash or other property to be distributed to shareholders, and submit these opinions to the Board of Directors for discussion and approval. However, the Company may waive the requirement to obtain the aforementioned expert's reasonableness opinion when merging with a subsidiary in which it directly or indirectly holds 100% of the issued shares or total capital, or when subsidiaries in which the Company directly or indirectly holds 100% of the issued shares or total capital merge with one another.
- (II) The Company shall prepare a public document for shareholders prior to the shareholders' meeting, detailing the important terms of the merger, demerger, or acquisition and related matters. This document shall be delivered to shareholders together with the expert opinions mentioned in subparagraph (1) of paragraph 1 of this Article and the notice of the shareholders' meeting, to serve as a reference for deciding whether to approve the merger, demerger, or acquisition. However, companies are exempted from the requirement to convene a shareholders' meeting to resolve on merger, demerger, or acquisition matters if other legal provisions allow such exemption. In addition, if any of the companies participating in a merger, demerger, or acquisition is unable to convene or pass resolutions at its shareholders' meeting due to insufficient attendance, voting rights, or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the participating companies shall immediately make a public announcement explaining the reason for such occurrences, subsequent handling procedures, and the expected date for reconvening the shareholders' meeting.

II. Other Matters Requiring Attention

- (I) Date of the Board of Directors meeting: Companies participating in a merger, demerger, or acquisition shall, unless otherwise provided by other laws or special factors that have been reported to and approved by the securities regulatory authorities in advance, convene their Board of Directors meetings and shareholders' meetings on the same day

to resolve matters relating to the merger, demerger, or acquisition. Companies participating in a share transfer shall, unless otherwise provided by other laws or special factors that have been reported to and approved by the securities regulatory authority in advance, convene their Board of Directors meetings on the same day.

- (II) **Prior Confidentiality Commitment:** All persons participating in or aware of the Company's merger, demerger, acquisition, or share transfer plan shall issue a written confidentiality commitment. Before information is made public, they shall not disclose the contents of the plan externally, nor shall they trade, either in their own name or under another person's name, in any stock or other equity securities of all companies related to the merger, demerger, acquisition, or share transfer case.
- (III) **Principles for the Determination and Change of Share Exchange Ratios or Acquisition Prices:** Companies participating in a merger, demerger, acquisition, or share transfer shall, prior to the board of directors meetings of both parties, engage a CPA, attorney, or securities underwriter to provide an opinion on the reasonableness of the share exchange ratio, acquisition price, or the cash or other property to be distributed to shareholders, and shall report such opinion to the shareholders' meeting. In principle, the share exchange ratio or acquisition price shall not be changed arbitrarily; however, this shall not apply where the conditions for change have been stipulated in the contract and have been publicly disclosed. The conditions under which the share exchange ratio or acquisition price may be changed are as follows:
 - 1. Conducting cash capital increases, issuing convertible corporate bonds, distributing stock dividends without compensation, issuing corporate bonds with warrants, preferred shares with warrants, stock warrants, and other equity securities.
 - 2. Actions affecting the Company's financial or business operations, such as disposal of major company assets.
 - 3. Major disasters, technological transformations, or other events affecting shareholders' equity or securities prices.
 - 4. Adjustments due to any company involved in the merger, demerger, acquisition, or transfer of shares legally repurchasing treasury shares.
 - 5. Changes in the number or identity of the entities participating in the merger, demerger, acquisition, or transfer of shares.
 - 6. Other conditions stipulated in the contract as alterable and publicly disclosed.
- (IV) **Required Content of the Contract:** The contract shall specify the rights and obligations of the companies involved in the merger, demerger, acquisition, or share transfer, and shall also specify the following matters:
 - 1. Handling of default.
 - 2. The principles for handling equity-type securities previously issued by companies that will be dissolved due to the merger or will be divided, or treasury shares that have been repurchased.
 - 3. The quantity of treasury shares that the participating companies may legally repurchase after the base date for calculating the share exchange ratio, and the principles for handling such shares.
 - 4. Handling method for increases or decreases in the participating entities or the number of participants.
 - 5. Project implementation schedule and expected completion date.
 - 6. If the project is overdue and unfinished, the Company shall convene a shareholders' meeting in accordance with the relevant procedures for the scheduled date of the meeting.

- (V) Where there is a change in the number of companies participating in the merger, demerger, acquisition, or share transfer:

After participating companies in a merger, division, acquisition, or share transfer have made a public announcement, if any of them intends to engage in another merger, division, acquisition, or share transfer with other companies, all procedures and legal actions already completed in the original merger, division, acquisition, or share transfer must be conducted again by all participating companies, unless the number of participating companies decreases and the shareholders' meeting has resolved and authorized the Board of Directors to alter the limits of authority. In this case, the companies may be exempted from calling another shareholders' meeting to resolve the matter anew.

- (VI) Where any company participating in a merger, demerger, acquisition, or share transfer is a non-public company, the Company shall enter into an agreement with such company and handle the matter in accordance with the provisions of Paragraph 2, Subparagraph (1) of this Article regarding the date of the board of directors meeting, Subparagraph (2) regarding the prior confidentiality undertaking, and Subparagraph (5) regarding changes in the number of companies participating in the merger, demerger, acquisition, or share transfer.

- (VII) Companies listed on an exchange or having their shares traded on an OTC market that participate in a merger, demerger, acquisition, or transfer of shares shall prepare a complete written record of the following information and retain it for five years for reference.

1. Basic personnel information: Including all persons who participated in the merger, demerger, acquisition, or transfer of shares plan or its implementation prior to public disclosure, their job titles, names, and ID card numbers (or passport numbers for foreigners).
2. Important dates: Including the dates of signing letters of intent or memorandums, engaging financial or legal advisors, signing contracts, and Board of Directors meetings.
3. Important documents and meeting minutes: Including merger, demerger, acquisition, or transfer of shares plans, letters of intent or memorandums, important contracts, and minutes of Board of Directors meetings.

A listed company or a company whose shares are traded on a securities dealer's business premises that is involved in a merger, division, acquisition, or transfer of shares shall, within two days from the date of the Board of Directors' resolution, report the information in Items 1 and 2 of the preceding paragraph to the securities regulatory authority for reference through the internet information system in the prescribed format. If any company participating in a merger, division, acquisition, or transfer of shares is not a listed company or a company whose shares are traded on a securities dealer's business premises, the listed company or the company whose shares are traded on a securities dealer's business premises shall sign an agreement with such company and handle the matter in accordance with the provisions of subparagraph (7).

Article 14: Procedures for Public Disclosure of Information

I. Items and Standards for Public Announcement and Filing

- (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof with a related party where the transaction amount reaches 20% of the Company's paid-in capital, 10% of total assets, or NTD 300 million or more;

however, this shall not apply to the trading of government bonds or bonds under repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

- (II) Engage in mergers, splits, acquisitions, or share transfers.
- (III) Incur losses from derivatives trading reaching the maximum loss limits set forth in the established procedures for either all contracts or individual contracts.
- (IV) The type of assets acquired or disposed of is equipment or right-of-use assets for business operations, and the transaction counterparty is not a related party, and the transaction amount meets one of the following criteria:
 - 1. 1. For public companies with paid-in capital of less than NTD 10 billion, the transaction amount reaches NTD 500 million or more.
 - 2. For public companies with paid-in capital of NTD 10 billion or more, the transaction amount reaches NTD 1 billion or more.
- (V) A public company engaged in the construction business that acquires or disposes of real estate or right-of-use assets for construction use, where the transaction counterparty is not a related party, and the transaction amount reaches NTD 500 million or more.
- (VI) Acquisition of real estate through construction on self-owned land, construction on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, where the Company's expected investment in the transaction reaches NTD 500 million or more.
- (VII) For asset transactions, disposal of financial institution creditor's rights, or investments in China other than those referred to in the preceding six paragraphs, the transaction amount of which reaches 20% of the Company's paid-in capital or NTD 300 million or more. However, this restriction shall not apply to the following circumstances:
 - 1. Trading of domestic government bonds or foreign government bonds with credit ratings not lower than the sovereign rating of Taiwan.
 - 2. Securities transactions conducted by professional investors on a stock exchange or at a securities firm's business premises; or subscriptions in the primary market for foreign government bonds, or straight corporate bonds and general financial bonds not involving equity (excluding subordinated bonds); or subscriptions for or redemptions of securities investment trust funds or futures trust funds; or subscriptions for or sales of exchange-traded notes; or securities subscribed for by securities firms due to underwriting business requirements or by securities firms acting as advisory and recommending brokers for Emerging Stock Market companies in accordance with the regulations of the Taipei Exchange.
 - 3. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (VIII) The transaction amount in the preceding paragraph shall be calculated as follows:
 - 1. 1. The amount of each transaction.
 - 2. The cumulative amount of transactions of the same nature with the same counterparty within one year.
 - 3. The cumulative amount of real estate or right-of-use assets acquired or disposed of (acquisition and disposal are accumulated separately) for the same development project within one year.
 - 4. The cumulative amount of the same security acquired or disposed of (acquisition and disposal are accumulated separately) within one year.The one-year period mentioned in the preceding paragraph refers to the one year

preceding the date of occurrence of the current transaction, and items that have already been publicly announced in accordance with regulations need not be counted again.

II. Time Limit for Announcement and Filing

Where the Company acquires or disposes of assets and such transaction involves any item required to be publicly announced under Paragraph 1 of this Article and the transaction amount reaches the threshold for public announcement and filing under this Article, the Company shall make a public announcement and filing within two days from the date of occurrence of the event.

III. Procedures for Public Announcement and Filing

(I) The Company shall announce and file the relevant information on the website designated by the securities competent authority.

(II) The Company shall, before the 10th day of each month, enter information regarding the status of derivatives transactions engaged in up to the end of the preceding month by the Company and any of its subsidiaries that are not domestic companies, in the prescribed format into the information reporting website designated by the securities regulatory authorities.

(III) The Company shall, within two days of becoming aware, re-announce and report all items if there are errors or omissions in items that should be announced according to regulations and that require correction.

(IV) For assets acquired or disposed of by the Company, relevant contracts, meeting minutes, record books, appraisal reports, and opinions from CPAs, attorneys, or securities underwriters shall be kept at the Company for at least five years, unless otherwise stipulated by other laws.

(V) After the Company has announced and reported transactions in accordance with the provisions of this Article, if any of the following circumstances occur, the Company shall announce and report the relevant information on the website designated by the securities regulatory authorities within two days from the date of the occurrence:

1. The original contracts or agreements related to the transaction have been changed, terminated, or dissolved.
2. The merger, spin-off, acquisition, or share transfer was not completed according to the scheduled date in the contract.
3. The original public announcement and filing content has been changed.

Article 15: The Company's subsidiaries shall comply with the following regulations:

I. Subsidiaries shall establish their own "Procedures for Acquisition or Disposal of Assets" in accordance with the relevant provisions of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," which shall be approved by the subsidiary's Board of Directors and then submitted to the subsidiary's shareholders' meeting. The same procedure applies when amendments are made.

II. When subsidiaries acquire or dispose of assets, they shall comply with their "Procedures for Acquisition or Disposal of Assets."

III. If a subsidiary that is not publicly listed acquires or disposes of assets reaching the announcement and reporting standards set forth in Article 30 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies," the parent company shall handle the announcement and reporting matters on behalf of the subsidiary.

IV. Non-public subsidiaries of the Company shall apply the standards for public announcement and reporting as stipulated in Article 14. The threshold of "20% of paid-in capital" or "10% of total assets" shall be determined based on the paid-in capital or total assets of the Company.

Article 16: In these Procedures, the calculation of “10% of total assets” is based on the total assets amount in the most recent individual financial reports prescribed by Regulations Governing the Preparation of Financial Reports by Securities Issuers.

For companies with no-par-value shares or a par value other than NTD 10 per share, the transaction amount of “20% of paid-in capital” as specified in these Procedures shall be calculated as 10% of equity attributable to owners of the parent company.

Article 17: Penalties

Personnel of the Company who violate these Procedures in handling the acquisition and disposal of assets shall be subject to penalties according to the internal management regulations of the Company, depending on the severity of the violation.

Article 18: Implementation and Amendment

The Company’s “Procedures for Acquisition or Disposal of Assets” shall be approved by the Board of Directors, sent to each Audit Committee member and submitted to the shareholders’ meeting for approval. The same procedure shall apply to any amendments. If there are directors expressing objections with records or written statements, the Company shall submit information regarding the directors’ objections to each member of the Audit Committee. If the Company has independent directors, when the “Procedures for Acquisition or Disposal of Assets” are submitted to the Board of Directors for discussion, the opinions of each independent director shall be fully considered. If an independent director objects or expresses reservations, this shall be recorded in the minutes of the Board of Directors meeting.

Where the Company has established an Audit Committee in accordance with the law, the adoption or amendment of the “Procedures for Acquisition or Disposal of Assets” shall be approved by more than half of all Audit Committee members and submitted to the Board of Directors for a resolution.

Any of the foregoing items that have not been approved with the consent of one-half or more of all members of the Audit Committee may be undertaken upon the approval of two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board of Directors meeting.

The term “all members of the Audit Committee” as used in Paragraph 3 and the term “all directors” as used in the preceding paragraph shall be calculated based on the actual number of persons currently holding those positions.

Article 19: Supplementary Provisions

Any matters not stipulated in these Procedures shall be handled in accordance with relevant laws and regulations.

The Procedures were approved by the Shareholders’ Meeting on June 28, 2013 for the first time.

The Procedures were passed by the Shareholders’ Meeting for the second time on June 20, 2016.

The Procedures were passed by the Board of Directors for the third time on March 27, 2017.

The Procedures were passed by the Shareholders’ Meeting for the third time on June 20, 2017.

The Procedures were passed by the Board of Directors for the fourth time on May 6, 2019.

The Procedures were passed by the Shareholders’ Meeting for the fourth time on June 19, 2019.

The Procedures were passed by the Board of Directors for the fifth time on March 7, 2022.

The Procedures were passed by the Shareholders’ Meeting for the fifth time on June 15, 2022.

The sixth amendment to these Procedures was approved by the Board of Directors on December 11, 2024, and passed by the Shareholders’ Meeting on June 19, 2025.

The Procedures were passed by the Shareholders’ Meeting for the sixth time on June 19, 2025.

Gseven Co., Ltd.

Regulations Governing Directors' Remuneration

Article 1: These Regulations are established to provide guidelines for the remuneration of the Company's directors and functional committee members.

Article 2: The remuneration of directors and functional committee members referred to in these Regulations includes the following:

- I. Remuneration: The remuneration allocated from annual earnings in accordance with the Company's Articles of Incorporation.
- II. Remuneration: The fixed remuneration for independent directors established in accordance with the Company's Articles of Incorporation and the fixed remuneration for external committee members who are not independent directors in accordance with the organizational charters of the Company's functional committees.
- III. Business execution expenses: Transportation allowances for attending Board of Directors meetings, functional committee meetings, or shareholders' meetings.

Article 3: Amount and Distribution Method of Remuneration for Directors and Functional Committee Members

Remuneration for Independent Directors:

The fixed remuneration is an annual fee of NTD 200 thousand, and the recipient shall not participate in the distribution of directors' remuneration from annual earnings. Such remuneration shall be paid on December 31 of each year. For those serving less than one year, it shall be paid in proportion to the number of months in office during the year. The foregoing shall apply from January 1, 2024.

Remuneration for Non-Independent Directors:

According to the resolution passed by the shareholders' meeting on the annual earnings distribution proposal, the maximum total remuneration and weighted distribution points are as follows:

(I) Maximum Total Remuneration for Non-Independent Directors:

EPS after tax	Maximum total remuneration
> 2	1.5% of net income after tax
≤ 2	1% of net income after tax
≤ 1.5	0.5% of net income after tax
≤ 1	No remuneration distribution

(II) Non-independent directors shall be allocated points according to the following method, and shall receive up to 40% of the maximum total remuneration in the above table based on the weighted results:

1. Base points for non-independent directors is 1.
2. One additional point for Board of Directors meeting attendance rate of 80% or above.
3. One additional point for other significant contributions, subject to discussion and approval by the Board of Directors.

Calculation method: The individual weight of non-independent directors multiplied by

their term of service (calculated monthly) divided by the total weight of all non-independent directors participating in the distribution, then multiplied by 40% of the maximum remuneration amount in the above table as the distribution amount.

- (III) For any non-independent director and their spouse who act as guarantors for Gseven and Ji Sheng Bank credit facilities, such director shall be allocated 60% of the maximum remuneration amount in the above table.

The calculation method is: The guarantor's total guaranteed amount for Garso and Ji Sheng at each month-end divided by the total guaranteed bank facility amount of all guarantors at each month-end, then multiplied by 60% of the maximum remuneration amount in the above table for distribution.

Business Execution Expenses for Each Director:

For each non-independent director attending Board of Directors meetings, functional committee meetings, or shareholders' meetings, the transportation allowance shall be NTD 2,000 per person per meeting. For directors residing in or north of Taichung City and for independent directors, the transportation allowance shall be NTD 5,000 per person per meeting.

Remuneration for Functional Committee Members:

External functional committee members who are not independent directors shall receive a fixed remuneration of NTD 50,000 per year. For those serving less than one year, the remuneration shall be calculated proportionally based on the number of months served relative to the full year.

- Article 4: These Regulations shall become effective upon approval by the Shareholders' Meeting and the Board of Directors is authorized to implement them. The same procedure shall apply to any amendments.

Gseven Co., Ltd.**Directors' Shareholding Status**

- I. As of the book closure date for this Annual Shareholders' Meeting on April 25, 2026, the Company's paid-in capital is NTD 435,419,750, with a total of 43,541,975 issued shares.
- II. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, the minimum number of shares required to be held by all directors is 3,600,000 shares.
- III. The shareholding details of the directors are as follows:

Title	Title Name	Number of shares currently held	
		Number of shares	Shareholding ratio
Chairman	Lu, Chien-San	682,000	1.57%
Director	Su, Tsai-Chi	389,829	0.90%
Director	Yu, Kun-Hsi	897,803	2.06%
Director	Ji Li Investment Co., Ltd.	7,657,039	17.58%
Independent Director	Chen, Ya-Chuan	—	—
Independent Director	Lai, Hsin-Chung	—	—
Independent Director	Chao, Chang-Ju	—	—
Total of all directors		9,626,671	22.11%

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