

PAIHO SHIH HOLDINGS CORPORATION

Minutes of 2025 Annual General Shareholders' Meeting

(Translation)

Type of the Shareholders' Meeting: Physical Shareholders' Meeting

Time: 9 a.m., June 10th, 2025 (Tuesday)

Venue: Taiwan office of the Company

(No.575, Ho Kang Rd., Hemei Township, Changhua County 508, Taiwan)

Present : Attending shareholders and proxy represented 271,742,051 shares (including 18,559,094 shares which attended through electronic voting) accounting for 67.94 % of 399,937,032 shares, the Company's total outstanding shares.

Present board member : Nine directors personally attended including Kuo-Ian Cheng, representative Shih-Chao Huang of PAIHO INT'L LIMITED, Yong-Jen Tsao, Shih-Chang Ko, Lien-Fa Tsai, Yung-Fu Wu (convener of the audit committee and the compensation committee), Wen-Chang Chen, Yuh-Ching Tsai, Kai-Li Wang, accounting for more than half of the 10 seats on the board of directors.

Other Present : Auditor Ting-Chien Su, Lawyer Shih-Han Chang

Chairman : Mr. Kuo-Ian Cheng

Recorder: Yu-Min Chang

Call Meeting to Order:

The aggregate shareholding of the shareholders present constituted a quorum. The Chairman called the meeting to order.

Chairman's Address: Omitted.

Report Items

1. To report the business of 2024.

Please refer to Attachment 1 for 2024 Business Report.

2. Audit Committee's Review Report of 2024.

Please refer to Attachment 2 for Audit Committee's Review Report of 2024.

3. To report on the compensations distribution of employees and directors for 2024.

The Company's net profit before taxes for the distribution of compensation to the employees and remuneration to the directors in 2024 was in the amount of USD11,773,978. Employees compensation and directors remuneration resolved by the Board of Directors are as follows:

Unit:USD			
Item	Persons Awarded	Amount of Payment by Board Resolution	Payment Method
Compensation to Employees	Employees	13,000	In Cash
Remuneration to Directors	Directors	94,192	In Cash
Total		107,192	

4. To report the cash dividends of earnings distribution for 2024.

- (1) Total earnings available for appropriation at the end of the period amounted NT\$1,375,012,898, including NT\$985,994,570 from unappropriated earnings at the beginning of the period, added NT\$368,318,495 from the current net income and NT\$20,699,833 from remeasurement of defined benefit plans recognized in retained earnings.
- (2) Please refer to Ratification Items 2 for Table of 2024 Earnings Distribution.
- (3) In accordance with Memorandum and Articles of Association 120 (a) of the Company and approved by the Board of Directors, the dividend to shareholders of 2024 earnings will distribute NTD 59,990,555 in cash, with NT\$ 0.15 / share.
- (4) If changes in the capital that influence the numbers of shares outstanding and effect changes in the shareholders' allotment ratio, it is proposed to authorized the Chairman to adjust related matters.
- (5) The Board of Directors approved the cash dividend distribution proposal, and have authorized the Chairman to set the record date and payable date for distribution dividends. The cash dividends will be calculated according to the common stock shareholders listed in the registry and their shareholding ratio on the record date. The dividend will be paid in cash with calculation rounded down to the nearest on NTD (any amount under one NTD will be discarded). The remaining fraction will be incorporated into other revenue of the Company.

5. To report the endorsements/guarantees amount of the Company and its subsidiaries accounted for more than 50% of the net worth.

The endorsements/guarantees of the Company are made mainly for the affiliated Company with more than 50% shareholdings held by the Company, and it is mainly for the business needs of the affiliated companies in applying for a loan from the bank. The total amount of endorsements/guarantees made by the Company as of the end of 2024 was in the amount of NT\$11,929,108 thousands, accounting for 180.4% of the Company's net worth on December 31, 2024. Please refer to Attachment 3.

Ratification Items

1. To accept 2024 Business Report and Financial Statements. (Proposed by the Board of Directors)

Explanation:

- (1) The Company's 2024 Consolidated Financial Statements have been audited by Ting-Chien Su and Shao-Chun Wu of Deloitte & Touche, who have issued a independent auditors' report. Please refer to Attachment 4.
- (2) Business Report, Please refer to Attachment 1.
- (3) 2024 Business Report, Consolidated Financial Statements, and the proposal for distribution of 2024 earnings have been reviewed and issued a review report by the Audit Committee.

Voting Results: Shares represented at the time of voting: 262,519,292

Voting Results	% of the Total Represented Share Present
Approval Votes:247,360,977 votes	94.22%
Disapproval Votes:122,507 votes	0.04%
Abstention Votes:15,035,808 votes	5.72%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal was hereby accepted as submitted.

2. To approve the proposal for distribution of 2024 earnings. (Proposed by the Board of Directors)

Explanation: Table of 2024 Earnings Distribution is as follows :

PAIHO SHIH HOLDINGS CORPORATION
Table of 2024 Earnings Distribution

		Unit:NTD
Unappropriated retained earnings of previous years		\$985,994,570
+ 2024 net profit after tax	\$368,318,495	
+ Remeasurement of defined benefit plans recognized in retained earnings	20,699,833	
Distributable retained earnings of current period		1,375,012,898
Distribution items		
Cash dividend (NT\$0.15 per share)	(59,990,555)	
Stock dividend (NT\$0.5 per share)	(199,968,520)	
Unappropriated retained earnings at the end of period		\$1,115,053,823

Chairman:Kuo-Ian Cheng General Manager: Hsin-Jung Cheng Accounting Officer:Yu-Min Chang

Voting Results: Shares represented at the time of voting: 262,519,292

Voting Results	% of the Total Represented Share Present
Approval Votes:247,363,030 votes	94.22%
Disapproval Votes:127,757 votes	0.04%
Abstention Votes:15,028,505 votes	5.72%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal was hereby accepted as submitted.

Election items

To elect the 7th Board of Directors of the Company. (Proposed by the Board of Directors)

Explanation:

- (1) The directors (including independent directors) of the Company were originally scheduled to expire three years on June 21st, 2025. It is proposed to re-elect ten directors (including four independent directors) at the General Shareholders' Meeting of 2025 for a three-year term beginning on June 10th, 2025 and ending on June 9th, 2028.
- (2) According to Article 74 (A) of the Articles of Association of the Company, the selection of directors shall be based on the candidate nomination mechanism.
- (3) The directors (including independent directors) candidates have been approved by the Board of Directors of the company on April 28th, 2025. The list of candidates for directors (including independent directors) is attached hereto as Attachment 5.
- (4) Procedures for Governing the Election of Directors is attached hereto as Appendix 2.

Election results :

Office held	Shareholder's Name	No. of Vote
Director	Kuo-Ian Cheng	300,178,819
Director	Representative of PAIHO INT'L LIMITED : Shih-Chao Huang	249,000,000
Director	Lien-Fa Tsai	239,000,000
Director	Hsin-Jung Cheng	239,000,000
Director	Shih-Chang Ko	239,000,000
Director	Cheng-Chu Lin	239,000,000
Independent Director	Kai-Li Wang	247,000,000
Independent Director	Yuh-Ching Tsai	238,000,000
Independent Director	Hsin-Ning Wan	238,000,000
Independent Director	Chiung-Fang Chu	238,000,000

Discussion Items

1. Amendments to Memorandum and Articles of Association. (The proposal will be adopted by the special resolution.) (Proposed by the Board of Directors)

Explanation : In order to comply with the revision of regulations and operational needs, the Board proposed to amend partial articles of Memorandum and Articles of Association. Please refer to Attachment 6.

Voting Results: Shares represented at the time of voting: 262,519,292

Voting Results	% of the Total Represented Share Present
Approval Votes:247,356,168 votes	94.22%
Disapproval Votes:120,357 votes	0.04%
Abstention Votes:15,042,767 votes	5.73%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal was hereby approved as proposed.

2. Issuance of new shares through capital increase of earnings. (Proposed by the Board of Directors)

Explanation :

- (1)In order to enrich the working capital, it is proposed to offer an amount of NT\$199,968,520 from the Company's 2024 earnings as shareholders' dividends for capitalization with 19,996,852 shares issued at NT\$10 per share. Shareholders' dividends will be allocated according to the common stock shareholders listed in the registry and their shareholding ratio on the distribution base date. 50 shares gratuitously allotted for every thousand shares. If the new shares distributed to shareholders from this capital increase are in fractional unit shall be rounded up in one full share by the shareholders themselves within five days from the allotment date and registered with the Company's Depository Institution. For those shares which cannot be consolidated within the specified period or still remain in fractional unit, cash will be distributed instead (rounded to the dollar), and the Chairman shall be authorized to designate specific persons for purchase of these at par value.
- (2)It is proposed that the shareholders' meeting will authorize the Board of Directors to set the timetable for allotment of shares from capital increase of earnings after approval at the Company's annual general shareholders' meeting.
- (3)The common stock issued currently are entitled to the same rights and obligations as the originally issued shares.
- (4)If the capital increase plan needs to be amended for any reason, it is proposed that the Shareholders' Meeting authorize the Board of Directors to arrange further process.

Voting Results: Shares represented at the time of voting: 262,519,292

Voting Results	% of the Total Represented Share Present
Approval Votes:247,350,932 votes	94.22%
Disapproval Votes:134,070 votes	0.05%
Abstention Votes:15,034,290 votes	5.72%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal was hereby approved as proposed.

3. To lift the non-competition restrictions for new directors and its representatives of the Company. (Proposed by the Board of Directors)

Explanation :

- (1) The new directors and its representative may invest or operate in other companies with the same or similar business scope and act as directors or managers of the other companies. The new directors and its representative shall be submitted to the shareholders' meeting for approval to lift the non-competition restrictions behavior of themselves.
- (2) Contents of Candidates for New Directors and their Representatives as Non-Competition Restrictions is attached hereto as Attachment 7.

Voting Results: Shares represented at the time of voting: 262,519,292

Voting Results	% of the Total Represented Share Present
Approval Votes:247,322,932 votes	94.21%
Disapproval Votes:152,990 votes	0.05%
Abstention Votes:15,043,370 votes	5.73%
Invalid Votes: none	0.00%

RESOLVED, that the above proposal was hereby approved as proposed.

Extraordinary motions : There being no extraordinary motions, the meeting was adjourned.

Meeting Adjourned

(This minutes of the 2025 Annual General Shareholders' Meeting stated the meeting and the shareholders' statements briefly. The content, the process and the shareholder's statements of the meeting shall be referred to audio and video conference records.)

Shareholders did not raise any questions at this annual shareholders' meeting.

Chairman : Mr. Kuo-Ian Cheng

Recorder: Yu-Min Chang

Attachment 1

2024 Business Report

1. Business Implementation Outcome

Unit : NTD thousands

Item \ Year	2024	2023	Difference Amount	Difference %
Net Sales	7,000,097	5,269,433	1,730,664	32.84
Gross Profit	2,606,605	1,550,747	1,055,858	68.09
Profit from Operations	998,064	(66,668)	1,064,732	1,597.07
Profit Before Income Tax	539,953	(581,774)	1,121,727	192.81
Net Profit	368,347	(627,318)	995,665	158.72
Change and Difference Analysis: The increase in net operating revenue in 2024 was mainly due to rising overall market demand and the continued development of new products. In addition, higher production volume and effective control over personnel and service costs led to a reduction in unit fixed production costs. As a result, gross profit, operating profit, profit before tax, and net profit for the period all increased compared to the same period last year.				

2. Budget Execution: For the year of 2024, the Company has not established a financial forecast.

3. Financial Revenue/Expenditure and Profitability Analysis

Item		2024	2023
Capital Structure (%)	Debt Ratio	63.71	73.07
	Long-term Funds to Property, Plant and Equipment Ratio	115.02	92.47
Liquidity (%)	Current Ratio	82.75	76.61
	Quick Ratio	44.07	38.30
Profitability (%)	Return on Total Assets	4.02	(0.33)
	Return on Equity	6.44	(12.06)
	Net Profit Margin	5.26	(11.90)
	Earnings Per Share Attributable to Shareholders of the Parent (NTD)	0.93	(1.90)

4. Status of Research and Development

The Company and subsidiaries are established with a dedicated research and development department or design center, in charge of the research and development of all products and manufacturing processes. The annual research and development budget invested accounts for 5% of the net sales. The Company and subsidiaries will continue to develop and innovate in line with the brand style and popular trends to upgrade added value, satisfy the personalized needs of different customers, and improve the corporate economic efficiency.

The annual planned development in 2025 for new products and research of the Company and subsidiaries include: flat bottom and surface fluorescent wrinkle elastic band, rope arranged alternately by two separated flat straps and a integrated cylinder along its length direction, three color concave and convex jacquard webbing with the longitudinal strip edges of protruding rope patterns and longitudinal strip middles of non perforated meshes, terry velcro with the flashes of black and white two colors, durable anti-static velcro, dumbbell shaped cross-section warp tape with the function of anti-static, antibacterial and not easily pressed-flat, double-needle-bed warp-knitted fabrics with concealed-stripe ink-wash effect, micro-relief two-color mesh warp-knitted fabrics, warp-knitted mesh fabrics with a stacked structure of varying densities, two-color pile-raised warp-knitted fabrics, warp-knitted mesh fabric with one waterproof side and one moisture-management side, mildew-resistant antibacterial skin-friendly magnetic-function webbing, micro-elastic three-dimensional bubble-textured fabric, segmented-insertable elastic fabric for electronic devices, three-dimensional corrugated-edge dynamic mother-and-child elastic fabric, spacing-adjustable flower-arranging perforated anti-slip and anti-detachment webbing, flexible and high-peel-strength hook-and-loop fastener tape, etc.

5. 2025 Business Plan Overview

(1) Operational Strategy

Integrity and cooperation, commitment to innovation, sustainable operations, and shared growth.

(2) Expected Sales Quantity and its Basis

The Company actively develops new products and expands their application scope. These products are widely used across various industries, and our customers span a broad range of sectors. However, due to differing measurement units across product categories, a consolidated total cannot be calculated. The continued development of new products and applications, along with the strategic expansion into China and Southeast Asian markets, has provided steady momentum for the Company's ongoing growth.

(3) Important Production and Marketing Policies

- (A) To deploy the online selling platform, we have created a mobile digital catalog with an interactive search engine to enable total and integrated solutions for the customers of different sectors.
- (B) By integrating resources within the Group, and leveraging intelligent upgrades and digital transformation, the Company has optimized process design, strengthened quality awareness, reduced production costs, and improved production efficiency.
- (C) The Company is committed to deepening its presence in target markets, continuously developing innovative products, expanding its customer base, and enhancing partnerships with more brands. These efforts aim to lay a solid foundation for brand sales and establish the Company as a long-term strategic partner.
- (D) The Company will comprehensively enhance its marketing capabilities, strengthen overseas production and sales operations, and accelerate the deployment of its international marketing network to respond swiftly to market changes.

- (E) The Company continues to invest in various environmental protection initiatives, enhance the eco-friendliness of its “Green Factories” and products, deepen its commitment to the circular economy, implement carbon emissions inventories and energy management systems, and strengthen corporate governance. At the same time, the Company actively engages in social participation and prioritizes employee well-being, laying a solid foundation for sustainable development.

(4) The Company’s Future Development Strategy

- (A) We continue to strengthen the layout in Mainland China and Southeast Asia; strengthen the R&D, production, and sales capabilities in various regions to serve customers close-by and meet customer needs.
- (B) The Company consistently elevates its standards of production management, integrating digital and innovative technologies into manufacturing processes to comprehensively advance its level of intelligent operations.
- (C) Upholding a leading role in research and development, the Company deepens industry-academia research collaboration to enhance product quality. It also provides customized design solutions, helping clients realize their creative ideas and establishing the Company’s unique service advantages.
- (D) We continue to strengthen product development, manufacturing, and sales capabilities, aiming to deliver high-quality, innovative, and differentiated products that align with market demands.
- (E) The Company reinforces its internal control management to promote healthy operations, enhance risk prevention capabilities, and elevate the standardization of operations, ensuring continuous improvements to its management system.
- (F) To meet future strategic needs, the Company continues to attract top talent, enhancing its competitive edge in human resources. It is also committed to building diverse talent pipelines to support long-term sustainable development.
- (G) The Company is dedicated to advancing all aspects of ESG, implementing environmental protection practices, strengthening corporate governance, and fulfilling social responsibilities through green initiatives – further laying the groundwork for sustainable growth.

(5) Impacts of External Competitive Environment, Regulatory Environment, and Overall Operating Environment

In recent years, the global landscape has been impacted by a range of factors, including geopolitical conflicts, intensifying inflation, US–China trade tensions, and the restructuring of global supply chains. Amid this complex and dynamic economic environment, the Company remains agile in adjusting its global presence in response to external changes. Through continuous innovation and timely adjustments to its product portfolio, the Company integrates resources to focus on developing high value-added products and services. It also strengthens corporate governance and fulfills its social responsibilities, fully embracing the values of technology, health, sustainability, and shared prosperity – realizing its vision of sustainable operations and continued growth.

Chairman :
Kuo-Ian Cheng

General Manager :
Hsin-Jung Cheng

Accounting Officer :
Yu-Min Chang

Attachment 2

Audit Committee's Review Report

The Board of Directors have prepared and submitted the Company's 2024 Consolidated Financial Statements that have been audited by Ting-Chien Su and Shao-Chun Wu of Deloitte & Touche. The Consolidated Financial Statements, 2024 Business Report and proposals of earnings distribution have been reviewed and determined to be correct and accurate by the Audit Committee members of PAIHO SHIH HOLDINGS CORPORATION. Therefore, we hereby submit this report.

Sincerely,

2025 Annual General Shareholders' Meeting

PAIHO SHIH HOLDINGS CORPORATION

Chairman of Audit Committee : Yung-Fu Wu

Member of Audit Committee : Wen-Chang Chen

Member of Audit Committee : Yuh-Ching Tsai

Member of Audit Committee : Kai-Li Wang

March 11th, 2025

Attachment 3

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

ENDORSEMENTS/GUARANTEES PROVIDED
FOR THE YEAR ENDED DECEMBER 31, 2024
(In Thousands of New Taiwan Dollars or Foreign Currency)

No.	Endorser/Guarantor	Endorsee/Guaranteed Party		Limits on Endorsement/ Guarantee Given on Behalf of Each Party (Notes 3 and 5)	Maximum Amount Endorsed/ Guaranteed During the Period (Note 6)	Outstanding Endorsement/ Guarantee at the End of the Period (Note 7)	Actual Borrowing Amount (Note 7)	Amount Endorsed/ Guaranteed by Collaterals	Ratio of Accumulated Endorsement/ Guarantee to Net Equity in Latest Financial Statements	Aggregate Endorsement/ Guarantee Limit (Notes 4 and 5)	Endorsement/ Guarantee Given by Parent on Behalf of Subsidiaries	Endorsement/ Guarantee Given by Subsidiaries on Behalf of Parent	Endorsement/ Guarantee Given on Behalf of Companies in Mainland China
		Name	Relationship										
0	The Corporation	Vietnam Paihong Company Limited	Note 1	\$ 16,381,728	\$ 8,075,756 (USD 253,000)	\$ 7,792,995 (USD 237,700)	\$ 4,606,030 (USD 140,492)	\$ -	118.93%	\$ 26,210,764	Y	-	-
		Hong Kong Best Expectation International Trading Limited	Note 1	16,381,728	6,481,463 (USD 202,500)	3,688,313 (USD 112,500)	2,976,878 (USD 90,800)	-	56.29%	26,210,764	Y	-	-
1	Dongguan Paihong Industry Co., Ltd.	Thomas Dynamic Material (Jiangsu) Co., Ltd.	Note 2	6,592,510	447,500 (RMB 100,000)	447,800 (RMB 100,000)	223,900 (RMB 50,000)	-	16.98%	10,548,016	-	Y	Y

Note 1: Holding more than 50% of the voting shares directly or indirectly.

Note 2: The company that owns directly or indirectly hold over 50% of the voting shares.

Note 3: The amount of endorsements/guarantees provided to individual subsidiaries in which the Corporation has a shareholding ratio of more than 50% shall be limited to the net worth 250% of the Corporation, and the total amount shall not exceed the guarantee limit.

Note 4: The total amount of endorsements/guarantees provided to individual subsidiaries in which the Corporation has a shareholding ratio of more than 50% shall not exceed 400% of the net worth of the Corporation.

Note 5: The amount of endorsements/guarantees provided toThomas Dynamic Material (Jiangsu) Co., Ltd. in which the Dongguan Paihong Industry Co., Ltd. shall not exceed 250% of the net worth of the Dongguan Paihong Industry Co., Ltd. , and the guarantee limit shall not exceed 400% of the net worth of the net worth of the Dongguan Paihong Industry Co., Ltd.

Note 6: The maximum amount was translated into New Taiwan dollars at prevailing exchange rate at the date of the transaction.

Note 7: The ending balance and actual borrowing amount were translated into New Taiwan dollars at prevailing exchange rate on balance sheet date.

Attachment 4

The Board of Directors and Shareholders
Paiho Shih Holdings Corporation

Opinion

We have audited the accompanying consolidated financial statements of Paiho Shih Holdings Corporation and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2024 is described as follows:

Revenue Recognition

The Group is mainly engaged in the manufacturing and sale of touch fasteners, webbing (shoelaces), elastics, and jacquard engineered mesh as well as the sale of residential buildings constructed by entrusted construction contractors. Due to the growth in sales revenue this year compared to the previous year, we identified the authenticity of sales revenue from specific customers as a key audit matter. Refer to Note 4 to the consolidated financial statements for the accounting policies on revenue recognition.

The key audit procedures that we performed in respect of revenue recognition included the following:

1. We obtained an understanding of the design and execution of the internal controls over revenue recognition, sampled and inspected the appropriateness of those controls.
2. We selected sample entries from the sales records of specific customers and verified them against orders, delivery notes, or payment vouchers to confirm the authenticity of revenue recognition.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Ting-Chien Su and Shao-Chun Wu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2025

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,581,668	9	\$ 1,452,702	8
Financial assets at amortized cost - current (Notes 4, 7 and 29)	-	-	330,063	2
Notes receivable (Notes 4 and 8)	3,439	-	2,164	-
Trade receivables (Notes 4 and 8)	1,360,095	7	1,004,503	5
Trade receivables - related parties (Notes 4, 8 and 28)	5,968	-	8,367	-
Other receivables	103,694	-	19,914	-
Inventories - manufacturing (Notes 4 and 9)	1,235,772	7	1,191,975	7
Inventories - constructing (Notes 4 and 9)	1,596,150	9	2,140,005	12
Other current assets (Note 15)	334,975	2	724,981	4
Total current assets	6,221,761	34	6,874,674	38
NON-CURRENT ASSETS				
Financial assets at amortized cost - non-current (Notes 4, 7 and 29)	10,038	-	9,842	-
Property, plant and equipment (Notes 4 and 11)	9,302,244	51	9,699,733	54
Right-of-use assets (Notes 4 and 12)	918,386	5	934,158	5
Investment properties (Notes 4 and 13)	1,387,588	8	92,256	1
Goodwill (Notes 4 and 14)	148,721	1	138,427	1
Other intangible assets (Note 4)	1,092	-	1,176	-
Deferred tax assets (Notes 4 and 23)	71,306	-	83,954	-
Prepayments for machinery and equipment	144,343	1	84,931	1
Other non-current assets (Note 15)	12,407	-	23,910	-
Total non-current assets	11,996,125	66	11,068,387	62
TOTAL	\$ 18,217,886	100	\$ 17,943,061	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ 6,177,283	34	\$ 7,794,154	44
Contract liabilities - current (Notes 4 and 21)	25,839	-	15,121	-
Trade payables	331,281	2	300,762	2
Trade payables - related parties (Note 28)	72,338	-	44,813	-
Other payables (Notes 17 and 28)	524,614	3	750,071	4
Current tax liabilities (Notes 4 and 23)	34,914	-	33,565	-
Lease liabilities - current (Notes 4 and 12)	716	-	-	-
Current portion of long-term borrowings (Note 16)	334,962	2	22,992	-
Other current liabilities	16,879	-	12,046	-
Total current liabilities	7,518,826	41	8,973,524	50
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 16)	3,260,188	18	3,367,678	19
Deferred tax liabilities (Notes 4 and 23)	571,118	3	507,447	3
Deferred revenue - non-current (Note 4)	113,407	1	117,007	-
Net defined benefit liabilities - non-current (Notes 4 and 18)	126,558	1	132,861	1
Guarantee deposits received	16,361	-	12,480	-
Total non-current liabilities	4,087,632	23	4,137,473	23
Total liabilities	11,606,458	64	13,110,997	73
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION				
Common stock	3,999,370	22	3,309,370	18
Shares received in advance	-	-	69,599	-
Capital surplus	1,015,572	6	466,677	3
Retained earnings				
Special reserve	715,193	4	568,162	3
Unappropriated earnings	1,375,014	7	1,133,027	7
Other equity	(494,184)	(3)	(715,193)	(4)
Total equity attributable to owners of the Corporation	6,610,965	36	4,831,642	27
NON-CONTROLLING INTERESTS				
	463	-	422	-
Total equity	6,611,428	36	4,832,064	27
TOTAL	\$ 18,217,886	100	\$ 17,943,061	100

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

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2024		2023	
	Amount	%	Amount	%
SALES (Notes 4, 21 and 28)	\$ 7,000,097	100	\$ 5,269,433	100
COST OF GOODS SOLD (Notes 4, 9, 21, 22 and 28)	<u>4,393,492</u>	<u>63</u>	<u>3,718,686</u>	<u>70</u>
GROSS PROFIT	<u>2,606,605</u>	<u>37</u>	<u>1,550,747</u>	<u>30</u>
OPERATING EXPENSES (Notes 4, 22 and 28)				
Selling and marketing expenses	533,341	8	575,211	11
General and administrative expenses	694,661	10	657,320	13
Research and development expenses	375,870	5	381,640	7
Expected credit loss recognized on trade receivables (Note 8)	<u>4,669</u>	<u>-</u>	<u>3,244</u>	<u>-</u>
Total operating expenses	<u>1,608,541</u>	<u>23</u>	<u>1,617,415</u>	<u>31</u>
PROFIT (LOSS) FROM OPERATIONS	<u>998,064</u>	<u>14</u>	<u>(66,668)</u>	<u>(1)</u>
NON-OPERATING INCOME AND EXPENSES				
Subsidy revenue	36,559	1	20,625	-
Finance costs (Notes 4 and 22)	(526,407)	(7)	(526,852)	(10)
Interest income	31,415	-	31,903	1
Other income (Note 28)	65,526	1	39,292	1
Other expenses (Note 22)	(62,585)	(1)	(34,565)	(1)
Net loss on disposal of property, plant and equipment (Note 4)	(1,813)	-	(3,229)	-
Net loss on foreign exchange (Notes 4 and 22)	(806)	-	(17,428)	-
Impairment loss recognized on property, plant and equipment (Note 4)	<u>-</u>	<u>-</u>	<u>(24,852)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>(458,111)</u>	<u>(6)</u>	<u>(515,106)</u>	<u>(10)</u>
PROFIT (LOSS) BEFORE INCOME TAX	539,953	8	(581,774)	(11)
INCOME TAX EXPENSE (Notes 4 and 23)	<u>171,606</u>	<u>3</u>	<u>45,544</u>	<u>1</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>368,347</u>	<u>5</u>	<u>(627,318)</u>	<u>(12)</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 18)	20,699	-	19,550	1

(Continued)

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2024		2023	
	Amount	%	Amount	%
Foreign exchange differences on translation to presentation currency	384,414	6	8,739	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations	<u>(163,392)</u>	<u>(2)</u>	<u>(155,784)</u>	<u>(3)</u>
Other comprehensive loss for the year	<u>241,721</u>	<u>4</u>	<u>(127,495)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ 610,068</u>	<u>9</u>	<u>\$ (754,813)</u>	<u>(14)</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 368,319	5	\$ (627,254)	(12)
Non-controlling interests	<u>28</u>	<u>-</u>	<u>(64)</u>	<u>-</u>
	<u>\$ 368,347</u>	<u>5</u>	<u>\$ (627,318)</u>	<u>(12)</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Corporation	\$ 610,027	9	\$ (754,735)	(14)
Non-controlling interests	<u>41</u>	<u>-</u>	<u>(78)</u>	<u>-</u>
	<u>\$ 610,068</u>	<u>9</u>	<u>\$ (754,813)</u>	<u>(14)</u>
EARNINGS (LOSS) PER SHARE (Note 24)				
Basic	<u>\$ 0.93</u>		<u>\$ (1.90)</u>	
Diluted	<u>\$ 0.93</u>		<u>\$ (1.90)</u>	

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

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Corporation								
	Common Stock (Notes 4 and 20)	Shares received in advance (Note 4 and 20)	Capital Surplus (Note 4, 20 and 25)	Retained Earnings (Notes 4 and 20)		Exchange Differences on Translating Foreign Operations (Note 20)	Total	Non-controlling Interests (Notes 4)	Total Equity
				Special Reserve	Unappropriated Earnings				
BALANCE AT JANUARY 1, 2023	\$ 3,151,781	\$ -	\$ 456,751	\$ 497,668	\$ 2,031,850	\$ (568,162)	\$ 5,569,888	\$ 500	\$ 5,570,388
Appropriation of 2022 earnings									
Special reserve	-	-	-	70,494	(70,494)	-	-	-	-
Cash dividend	-	-	-	-	(63,036)	-	(63,036)	-	(63,036)
Share dividends	157,589	-	-	-	(157,589)	-	-	-	-
Share-based payment transactions	-	-	9,926	-	-	-	9,926	-	9,926
Shares received in advance	-	69,599	-	-	-	-	69,599	-	69,599
Net loss for the year ended December 31, 2023	-	-	-	-	(627,254)	-	(627,254)	(64)	(627,318)
Other comprehensive gain (loss) for the year ended December 31, 2023	-	-	-	-	19,550	(147,031)	(127,481)	(14)	(127,495)
Total comprehensive loss for the year ended December 31, 2023	-	-	-	-	(607,704)	(147,031)	(754,735)	(78)	(754,813)
BALANCE AT DECEMBER 31, 2023	3,309,370	69,599	466,677	568,162	1,133,027	(715,193)	4,831,642	422	4,832,064
Appropriation of 2023 earnings									
Special reserve	-	-	-	147,031	(147,031)	-	-	-	-
Issuance of ordinary shares for cash	690,000	(69,599)	548,895	-	-	-	1,169,296	-	1,169,296
Net profit for the year ended December 31, 2024	-	-	-	-	368,319	-	368,319	28	368,347
Other comprehensive gain for the year ended December 31, 2024	-	-	-	-	20,699	221,009	241,708	13	241,721
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	389,018	221,009	610,027	41	610,068
BALANCE AT DECEMBER 31, 2024	\$ 3,999,370	\$ -	\$ 1,015,572	\$ 715,193	\$ 1,375,014	\$ (494,184)	\$ 6,610,965	\$ 463	\$ 6,611,428

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

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
(In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ 539,953	\$ (581,774)
Adjustments for:		
Depreciation expense	796,802	745,649
Amortization expense	124	820
Expected credit loss recognized on trade receivables	4,669	3,244
Finance costs	526,407	526,852
Interest income	(31,415)	(31,903)
Compensation cost of share-based payment transactions	-	9,926
Loss on disposal of property, plant and equipment	1,813	3,229
Impairment loss recognized on property, plant and equipment, intangible assets	-	24,852
Write-down of inventories	79,054	118,008
Unrealized foreign currency exchange loss (gain), net	28,054	(712)
Others	(7,623)	(7,738)
Changes in operating assets and liabilities		
Notes receivable	(1,106)	(2,025)
Trade receivables	(290,885)	56,942
Other receivables	(21,390)	4,990
Inventories - manufacturing	(34,302)	(2,106)
Inventories - constructing	36,597	(3,661)
Other current assets	422,869	(103,015)
Contract liabilities	9,340	(14,060)
Trade payables	10,632	(144,550)
Other payables	(26,835)	(149,308)
Other current liabilities	3,827	(22,908)
Net defined benefit liabilities	5,710	15,393
Cash generated from operations	2,052,295	446,145
Interest received	31,415	31,903
Interest paid	(540,781)	(515,921)
Income tax paid	(185,823)	(278,308)
Net cash generated from (used in) operating activities	<u>1,357,106</u>	<u>(316,181)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at amortized cost	(56,639)	(343,193)
Proceeds from disposal of financial assets at amortized cost	402,121	114,174
Payments for property, plant and equipment	(678,697)	(931,468)
Proceeds from disposal of property, plant and equipment	392	17,267
Decrease in refundable deposits	10,144	4,702
Payments for intangible assets	-	(1,225)
Payments for investment properties	(9,315)	-
Decrease in other non-current assets	3,711	4,132
Increase in prepayments for machinery and equipment	(198,528)	(88,167)
Net cash used in investing activities	<u>(526,811)</u>	<u>(1,223,778)</u>
		(Continued)

PAIHO SHIH HOLDINGS CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
(Repayments of) Proceeds from short-term borrowings	\$(2,148,900)	\$ 2,131,264
Proceeds from long-term borrowings	3,115,610	5,610,179
Repayments of long-term borrowings	(3,074,101)	(6,373,482)
Collection of guarantee deposits received	2,973	1,807
Repayment of the principal portion of lease liabilities	(687)	(1,201)
Dividends paid to owners of the Corporation	-	(63,036)
Proceeds from issuance of ordinary shares	<u>1,169,296</u>	<u>69,599</u>
Net cash generated from (used in) financing activities	<u>(935,809)</u>	<u>1,375,130</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>234,480</u>	<u>(22,403)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	128,966	(187,232)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,452,702</u>	<u>1,639,934</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,581,668</u>	<u>\$ 1,452,702</u>

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

Attachment 5

As of the closing date of the Annual Shareholders' Meeting : April 12th, 2025

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
Director	Kuo-Ian Cheng	1. Dep. of Auto Mechanics, Chia-Yang Industrial High School 2. Chairman, Song Dian Vehicle Co., Ltd.	1. Chairman of Paiho Shih Holdings Corporation 2. Chairman of Dongguan Paiho Business Service Co., Ltd. 3. Chairman and General Manager of Thomas Dynamic Material (Jiangsu) Co., Ltd. 4. Chairman of Dongguan Paihong Industry Co., Ltd. 5. Director of Hong Kong Antex Limited 6. Chairman of Wuxi Paihong Real Estate Co., Ltd. 7. Director of Hon Shin Corp. 8. Chairman and General Manager of Vietnam Paihong Limited Company 9. Director of Shanghai Best Expectation Textile Trading Limited 10. Director of Hong Kong Best Expectation International Trading Limited	34,966,301	Not Applicable
Director	Representative of PAIHO INT'L LIMITED : Shih-Chao Huang	Department of Architecture, Chinese Culture University	1. Person in charge of Standford kindergarten (branches of changhua and hemei) 2. Chairman of Bei Jing Jing Yua Mao Shang Mao Limited Company 3. Chairman of Shan Dong Hua Hua Jing Mao Limited Company	199,247,299 (Note)	Not Applicable
Director	Hsin-Jung Cheng	Queensland University of Technology, Bachelor of Business (Management)	1. General Manager of Paiho Shih Holdings Corporation 2. Director of Paiho Group Inc. 3. Director of Paiho Holdings Limited 4. Chairman of Wuxi Paisen Commerce Co., Ltd. 5. Chairman and General Manager of Wuxi Paiwei Biotechnology Co., Ltd. 6. Chairman of Pt Paihong Prima Indonesia	501,089	Not Applicable

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
Director	Lien-Fa Tsai	1. Bachelor of Accounting, Fu Jen Catholic University 2. Certified Public Accountant 3. Vice General Manager, Mega Securities Co. Ltd.	1. Financial Manager / Vice General Manager, of Tripod Technology Co., Ltd. 2. Director of Trison Technology Corporation 3. Director of Tripod Nano Technology Corporation	31,437	Not Applicable
Director	Cheng-Chu Lin	1. Bachelor of Accounting & Statistics, Overseas Chinese college of Commerce 2. Qualified on Tax & Accounting Audit Examination of R.O.C. (Taiwan) 3. Revenue Officer, Subsection Chief, Section Chief, Chief Secretary, Bureau of Taxation 4. Outstanding Revenue Agent Award (Ministry of Finance)	None	0	Not Applicable
Director	Shih-Chang Ko	1. Bachelor of Accounting, National Chung Hsing University 2. Supervisor of Quantong Accounting Firm 3. Manager of Di Yilian He Accounting Firm 4. Vice General Manager, Crowe Horwath (TW) CPAs	Consultant, Crowe Horwath (TW) CPAs	0	Not Applicable
Independent Director	Kai-Li Wang	1. Ph.D. in Economics, UTAH State University 2. Director of EMBA, College of Management, Tunghai University 3. Director of the Department of Finance, Tunghai University 4. Manpower Improvement Consultant, Ministry of Labor, Taiwan 5. Originator, MAPECT and Vice Chairman of Academic Research Council	1. Professor, Department of Finance, Tunghai University 2. Dean of College of Management, Tunghai University 3. Independent Director and member of Audit Committee and Compensation Committee, Dyaco International Inc 4. Independent Director and member of Audit Committee and Compensation Committee, Aker Technology Co., Ltd. 5. Independent Director and member of Audit Committee and Compensation Committee, Sheh Kai Precision Co., Ltd. 6. Chairman of Financial Development Association, Taiwan 7. Supervisor of Financial Engineering Association, Taiwan	6,125	No

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
Independent Director	Yuh-Ching Tsai	1. Master of Accounting, National Taiwan University 2. Certified Public Accountant 3. Manager in Assurance Services at PricewaterhouseCoopers Taiwan	1. Partner of Everwell & Co., CPAs. 2. Independent Director and member of Audit Committee and Compensation Committee of Apex Dynamics, Inc. 3. Independent Director and member of Audit Committee and Compensation Committee of Formosa Optical Technology Co., Ltd. 4. Independent Director and member of Audit Committee and Compensation Committee of Auden Techno Corp. 5. Member of Compensation committee of Aker Technology Co., Ltd. 6. Supervisor of Chuan Da Technology Co., Ltd.	13,476	No
Independent Director	Hsin-Ning Wan	1. Bachelor of Accounting, Fu Jen Catholic University 2. Master of Business Administration, National Chengchi University 3. Special Assistant to the Chairman and Spokesman of T3EX Global Holdings Corp. 4. General Manager, Corporate Governance Officer and Chief Auditor of T3EX Global Holdings Corp. 5. Supervisor of T.H.I. Logistics Co., Ltd. 6. Supervisor of Taiwan Express Co., Ltd. 7. Head of Underwriting Department, President Securities Corporation and SinoPac Securities 8. Chift Auditor of Sercomm Corp.	1. Independent Director of Comple Micro Interconnection Co., Ltd. 2. Supervisor of Taiwan Investor Relations Institute	0	No

Items	Name	Selected Education & Experiences	Currently holding the position of other companies	Current Shareholding	Served as Independent director for three terms/explanations
Independent Director	Chiung-Fang Chu	1. Master of Accounting, National Chung Hsing University 2. Vice Director and Chairman of Taichung CPA Associations 3. Consultant of Public Construction Commission, Executive Yuan 4. Conciliation Commissioner of Taiwan Taichung District Court 5. Associate Professor of National Taichung University of Science and Technology 6. Arbitrator of Taiwan Construction Arbitration Association	1. Chief Accountant of WinMax CPAs 2. Independent Director of W&B Technology Ltd. 3. Supervisor of Jimmord International Corp. 4. Supervisor of Phrozen Tech Co., Ltd. 5. Supervisor of Am-Wing Connection Co., Ltd. 6. Supervisor of Fujioh Marketing Taiwan Co., Ltd.	0	No

Note : Juristic persions shares.

Attachment 6

PAIHO SHIH HOLDINGS CORPORATION
Revision Comparison Chart of Memorandum and Articles of Association

No.	Amended version	Original version	Explanations
Memorandum of Association 8	The share capital of the Company is Five <u>Six</u> Billion New Taiwan Dollars (NT\$ 5,000,000,000) divided into <u>600,000,000</u> shares of a nominal or par value of Ten New Taiwan Dollars (NT\$10) each.	The share capital of the Company is Five Billion New Taiwan Dollars (NT\$5,000,000,000) divided into 500,000,000 shares of a nominal or par value of Ten New Taiwan Dollars (NT\$10) each.	Modified due to operational needs.
7A	<u>The Company shall not convert any Shares into no par value shares.</u>	(This Article is newly added.)	In line with the Amendments to the Protection of Shareholders' Rights and Interests in the place of registration of foreign issuers promulgated by TWSE in May 2024.
45	During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting,	During the period of publicly offering new Shares in the R.O.C., the Company shall prepare a manual for each general meeting and the relevant materials, and shall be published on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE twenty-one (21) days prior to the meeting date of the annual general meeting, or fifteen (15) days prior to the meeting date of the extraordinary general meeting, pursuant to the	In line with the Amendments to the Protection of Shareholders' Rights and Interests in the place of registration of foreign issuers promulgated by TWSE in May 2024.

No.	Amended version	Original version	Explanations
	pursuant to the Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten <u>two</u> billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.	Applicable Listing Rules and other applicable R.O.C. Laws; provided that, if the paid-in capital of the Company is or more than NTD ten billion or the Shareholders of the Company from foreign investment or China investment provided in the Register in the latest annual general meeting is or more than 30%, the Company shall publish a manual for each general meeting and the relevant materials on the website designated by the Commission and the "TPEX" or Taipei Exchange or TWSE thirty (30) days prior to the meeting date of the annual general meeting. The aforementioned foreign investment and China investment shall be identified pursuant to R.O.C. laws.	
86A	(A) The Shareholder(s) who has/have been continuously holding 1 percent or more of the total number of the issued Shares for over six months may request in writing any Independent Director, who is also a member of the Audit Committee in writing, to institute, for and on behalf of the Company, an action against a Director; such action may be instituted in the Taiwan Changhua District Court as the	(A) The Shareholder(s) who has/have been continuously holding 1 percent or more of the total number of the issued Shares for over six months may request in writing any Independent Director, who is also a member of the Audit Committee, to institute, for and on behalf of the Company, an action against a Director; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.	In line with the Amendments to the Protection of Shareholders' Rights and Interests in the place of registration of foreign issuers promulgated by TWSE in May 2024.

No.	Amended version	Original version	Explanations
	court of first instance. (B) In case the Independent Director, who is also the member of the Audit Committee, fails to institute an action within 30 days after having received the request made under the preceding paragraph, the Shareholder(s) filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.	(B) In case the Independent Director, who is also the member of the Audit Committee, fails to institute an action within 30 days after having received the request made under the preceding paragraph, the Shareholder(s) filing such request under the preceding paragraph may institute the action for and on behalf of the Company; such action may be instituted in the Taiwan Changhua District Court as the court of first instance.	

Attachment 7

Contents of Candidates for New Directors and their Representatives as Non-Competition Restrictions

Title	Name	Currently holding the position of other companies
Director	Kuo Ian Cheng	- Chairman of Dongguan Paiho Business Service Co., Ltd. - Chairman and General Manager of Thomas Dynamic Material (Jiangsu) Co., Ltd. - Chairman of Dongguan Paihong Industry Co., Ltd. - Director of Hong Kong Antex Limited - Chairman of Wuxi Paihong Real Estate Co., Ltd. - Director of Hon Shin Corp. - Chairman and General Manager of Vietnam Paihong Limited Company - Director of Shanghai Best Expectation Textile Trading Limited - Director of Hong Kong Best Expectation International Trading Limited
Director	Representative of PAIHO INT'L LIMITED : Shih Chao Huang	- Chairman of Bei Jing Jing Yua Mao Shang Mao Limited Company - Chairman of Shan Dong Hua Hua Jing Mao Limited Company
Director	Hsin Jung Cheng	- Director of Paiho Group Inc. - Director of Paiho Holdings Limited - Chairman of Wuxi Paisen Commerce Co., Ltd. - Chairman and General Manager of Wuxi Paiwei Biotechnology Co., Ltd. - Chairman of Pt Paihong Prima Indonesia

Appendix 2

PAIHO SHIH HOLDINGS CORPORATION

Procedures for Governing the Election of Directors

Adopted by shareholders' meeting on July 7th, 2021

1. General:
 - 1.1 Objectives
To ensure a just, fair, and open election of directors(Independent directors), these procedures are adopted pursuant to Articles 21 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies of Republic of China.
 - 1.2 Scope of Application
Except as otherwise provided by law and regulation or by this Company's articles of incorporation, elections of directors shall be conducted in accordance with these procedures.
 - 1.3 Definition: None.
 - 1.4 Formulate, Modify and Abolish:
The finance department shall propose the procedures, approve by the Audit committee followed by the Board of Director and report to the Shareholders' Meeting for approval.
 - 1.5 Person in charge in management
The finance department shall propose the procedures, approve by the Audit committee followed by the Board of Director and report to the Shareholders' Meeting for approval.
2. Responsibility and permission:
 - 2.1 The finance department shall propose the procedures, approve by the Board of Director and report to the Shareholders' Meeting for approval.
3. Relevant regulation: None.
4. Implementation program
 - 4.1 The overall composition of the board of directors shall be taken into consideration in the selection of this Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:
 - (1) Basic requirements and values: Gender, age, nationality, and culture.
 - (2) Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
 - 4.1.1 The ability to make judgments about operations.
 - 4.1.2 Accounting and financial analysis ability.
 - 4.1.3 Business management ability.
 - 4.1.4 Crisis management ability.
 - 4.1.5 Knowledge of the industry.
 - 4.1.6 An international market perspective.
 - 4.1.7 Leadership ability.
 - 4.1.8 Decision-making ability.

- 4.2 The qualifications for independent director must be:
 - 4.2.1 Honest and trustworthy.
 - 4.2.2 Fair judgment.
 - 4.2.3 Professional knowledge.
 - 4.2.4 Well-experience.
 - 4.2.5 Ability to read the financial statement.
- 4.3 In addition to the requirement of Article 4.1 and Article 4.2 for independent directors of the Company, at least one of its is required to have accounting or financial expertise.
- 4.4 Qualification and selection for Independent directors
 - 4.4.1 The qualifications for the independent directors shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies of Republic of China.
 - 4.4.2 The election of independent directors shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies of Republic of China.
- 4.5 Elections of the Company's directors shall conduct in accordance with the procedures set out in Article 192-1 of the Company Act of Republic of China (hereinafter Company Act). This Company shall carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and shall conducted in accordance to the Article 192-1 of the Company Act.
- 4.6 The cumulative voting method shall be used for election of the directors. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.
- 4.7 The board of Directors shall prepare the ballots in the number equal to the number of Directors to be elected, with the number of votes being noted on the ballots; and distribute the ballots to the shareholders who are present at the shareholders' meeting. The name of the voters may be represented by the attendance number printed on their ballots.
- 4.8 The Company's Directors shall be elected in accordance with the number of Directors to be elected specified in the Company's Articles of Incorporation. The number of votes received by the independent Directors and non-independent Directors shall be calculated separately. A candidate to whom the ballots cast represent the highest number of votes shall be deemed an elected Director or independent Director. If two or more candidates receive the same number of votes, which consequently exceeds the number of Directors or independent Directors to be elected, such candidates who received the same number of votes shall draw lots to decide the winner; if such candidate(s) is(/are) not present, the chairman shall draw lots on behalf of the candidate(s).
- 4.9 Before the election begins, the chairman shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. A ballot box prepared by the board of Directors shall be examined in public by persons supervising the casting of the ballots before the ballots are cast.
- 4.10 Where a government agency or a juristic person acts as a shareholder of a company, its authorized representative may also be elected as a director of the company. If there is a plural number of such authorized representatives, each of them may be so elected.

- 4.11 Ballots shall be deemed void under the following conditions:
 - 4.11.1 The ballot was not prepared by the party entitled to call for the session.
 - 4.11.2 A blank ballot is placed in the ballot box.
 - 4.11.3 Unrecognized illegible writing or has been altered.
 - 4.11.4 The name of the candidate marked down was found irrelevant to the candidates to the seats of Directors on the list.
 - 4.11.5 Other handwriting was marked on the ballot other than the number of voting rights allotted.
- 4.12 The voting rights shall be calculated on site immediately after the end of the poll and announced the result, including the list of persons elected as directors & independent directors and the numbers of votes with which they were elected.

The ballots in the preceding paragraph shall be sealed and signed by the persons supervising the casting of the ballots and kept for at least one year; provided, however, ballots concerning an action filed by a shareholder according to Article 189 of the Company Act shall be retained until the process has been concluded.
- 4.13 The board of directors of this Company shall issue a Notice of Elections to all the directors and independent directors.
- 4.14 The procedures for Governing the Election of Directors and any amendments hereto, shall be effective once approved by of the Audit Committee and the Board of Directors, and after adoption by shareholders meetings.
- 5. Attachment: None.
- 6. Supplementary Provisions
 - 6.1 Implementation date.

The formulation or revision of procedures shall be formally effective after the procedure of Article 4.14.