

Ton Yi Industrial Corp.

Minutes for the 2023 Annual General Shareholders Meeting

Time : Thursday , June 15, 2023 at 10:00 am.

Place : No. 837, Zhongzheng N.Rd., Yongkang Dist., Tainan City, Taiwan
(R.O.C.) (Ton Yi Industrial Corp.)

Convening Method : Physical shareholders' meeting

Attendants: Total Shares Represented by Shareholders and Proxies

Present: 1,124,746,128 shares, (961,566,088 shares exercised via
electronic transmission) accounted for 71.22% of the total shares
issued (1,579,145,342 shares)

Chairman: Chih - Hsien Lo

Recorder: Sheau -Lan Wang

Directors Attendance: Chih - Hsien Lo (Chairman) ; Shing-Chi Liang ;
Jau-Kai Hwang ; Chun-Fu Chen ; Feng-Fu Chen
Kuo-Keng Chen ;
Yi-Chang Lin (Independent Direct)
(Chairman of the Audit Committee) ;
Lih-Chyun Shu(Independent Direct) ;
Huey-Cherng Tsai (Independent Direct).

Sit-in Members: Chin-Cheng Hsu (President) ; Yu-Hsin Chang (President)
Fang-Ting Yeh (CPA) ; Keng-Han, Chen (Attorney).

Meeting Agenda

I. Call the meeting to order (report shareholdings of the attendances)

II. Chairperson remarks(omitted)

III. Company Reports

Motion 1

The Company's 2022 Business Report.

Explanation:

The Company's business report for 2022 is attached as Attachment 1.

Chairman asks for opinion from shareholds.

(Shareholds have no opinion.)

Motion 2

Audit Committee's Review Report on the 2022 Financial Statements.

Explanation:

(1)The Company's 2022 financial statements have been audited by
PricewaterhouseCoopers Taiwan and reviewed by the Audit Committee.

An opinion report and a review report were issued separately by the above two parties.

(2) Read out of the review report. (The Audit Committee Review's Report for 2022 is attached as Attachment 2)

Chairman asks for opinion from shareholders.

(Shareholds have no opinion.)

Motion 3

Report on the payment of employee compensation and director remuneration of 2022.

Explanation:

(1) Pursuant to Article 235-1 of the Company Law and Article 30 of the Company's Articles of Incorporation: The Company's net income, if any, should be an amount not less than 2% of the net income as the remuneration to employees and an amount not more than 2% of the net income as the remuneration to directors.

(2) In accordance with the amended Articles of Incorporation and by taking the operating performance into account, the Company hereby allocates its profit for 2022, 4.55% or NT\$139,557,567 for employee' compensation and 1.71% or NT\$52,472,741 for directors' remuneration. The payment will be made in cash.

Chairman asks for opinion from shareholders.

(Shareholds have no opinion.)

Motion 4

Report on proposed amendments to the Company's Rules of Procedure for Board of Directors' Meeting.

Explanation:

(1) In accordance with Letter Jin-Guan-Zheng-Fa-Zi No. 1110383263 of the Financial Supervisory Commission dated August 5, 2022, the amendment to part of the articles of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies is announced to strengthen corporate governance. Part of the articles of the "Rules of Procedure for Meetings of the Board of Directors" are thus amended in accordance with the requirements of the competent authorities and actual operational needs.

(2) The company hereby proposes to amend the Rules of Procedure for Board of Directors' Meeting is attached as Attachment 6.

Chairman asks for opinion from shareholders.

(Shareholds have no opinion.)

IV. Proposals

Motion 1

Proposed by the Board

2022 Company's Business Report and Financial Statements.

Explanation:

- (1) The Company's 2022 Business Report and Financial Statements have been audited by PricewaterhouseCoopers Taiwan and are available for acknowledgment, the Business Report and Financial Statements for 2022 are attached as Attachment 1~4.
- (2) This report was passed during the 6th meeting of the 18th term board of directors and examined by Audit Committee.

Resolution:

Voting Result:

Shares represented at the time of voting : 1,124,746,128 votes.

Voting results	% of the total represented share present
Votes in favor : 1,065,306,820 (including 902,245,433 exercised via electronic voting)	94.715313%
Votes against : 570,973 (including 570,973 exercised via electronic voting)	0.050764%
Votes invalid : 0	0.00%
Votes abstained/no votes : 58,868,335 (including 58,749,682 exercised via electronic voting)	5.233923%

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voting.

Motion 2

Proposed by the Board

Adoption of the Proposal for Distribution of 2022 Profits.

Explanation:

- (1) The earnings distribution stipulated in the Articles of Incorporation:
The shareholder's dividend of the Company shall be 50%~100% of the accumulated distributable earnings ; also, the cash dividend ratio shall not be less than 30% of the total dividend distribution for the year.
- (2) The Company's net profit after tax was NT\$2,246,437,853 in 2022, plus the gain remeasurements of defined benefit plans, NT\$204,788,966. Legal reserve, NT\$ 245,122,682 was set aside pursuant to laws, and plus reversal of special reserve, NT\$417,532,932, and unappropriated retained earnings of previous years, NT\$98,243,527, the total accumulated distributable earnings amounted was NT\$2,721,880,596.
- (3) The Company's 2022 profits is proposed to distribute Cash dividends of NT\$ 1.48 per share. Cash dividends paid to each individual shareholder will be rounded down to the nearest dollar. Fractional shares with a value less than one dollar are accumulated and reported as the Company's other income.

The distribution of 2022 profits are attached as Attachment 5.

- (4) Proposal to request shareholders' permission to authorize the board of directors for decisions such as the ex-dividend date and details concerning the cash dividend, which are to be announced in accordance with law.

Resolution:

Voting Result:

Shares represented at the time of voting : 1,124,746,128 votes.

Voting results	% of the total represented share present
Votes in favor : 1,073,591,856 (including 910,530,469 exercised via electronic voting)	95.451927%
Votes against : 396,971 (including 396,917 exercised via electronic voting)	0.035294%
Votes invalid : 0	0.00%
Votes abstained/no votes : 50,757,301 (including 50,638,648 exercised via electronic voting)	4.512779%

RESOLVED, Votes in favor is more than one-half of the shareholders vote, the proposal was approved after voting.

V. Discussion

Motion 1

Proposed by the Board

Proposed amendments to the Company's Articles of Incorporation.

Explanation:

(1) Amendments are to be made in accordance with the Jin-Guan-Zheng-Fa-Zi No. 1090150022 Letter and No. 10901500221 Letter dated March 31, 2021 by the Financial Supervisory Commission and Article 237 of the Company Act. It is proposed to have Article 31 of the Company's "Articles of Incorporation" amended with the provision of the "legal reserve" for an amount equivalent to the paid-in capital added, the "special reserve" appropriation from the earnings period specified, and the amendments date specified in Article 34.

(2) According to the corporate governance 3.0 - sustainable development blueprint plan, starting from the year of 2024, the TWSE/TPEX listed companies with a paid-in capital of NT\$10 billion or more are required to have had at least one-third of the seats of independent directors (which can be postponed till the end of the current term).

It is stipulated in the Company's Articles of Incorporation to have 7-10 directors appointed. A certain number of independent directors is to be appointed additionally in corresponding with the corporate governance 3.0 - sustainable development blueprint plan. The quorum of board directors in the Company's "Articles of Incorporation" is amended to 6~11 directors (including independent directors) in the future in response to the requirements of the competent authorities. The relevant text is deleted after the replacement of the "Regulations for Election of Directors" with the "Procedures for Election of Directors" to meet with the actual operational needs.

(3) The proposed amendments to the Articles of Incorporation is attached as Attachment 7

Resolution:

Voting Result:

Shares represented at the time of voting : 1,124,746,128 votes.

Voting results	% of the total represented share present
Votes in favor : 1,0636,248,219 (including 900,186,832 exercised via electronic voting)	94.532285%
Votes against : 1,486,170 (including 1,486,170 exercised via electronic voting)	0.132133%
Votes invalid : 0	0.00%

Votes abstained/no votes : 60,011,739 (including 59,893,086 exercised via electronic voting)	5.335582%
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RESOLVED, Votes in favor is more than one-half of the shareholders vote,
the proposal was approved after voteing.

Motion 2

Proposed by the Board

Details of the duties subject to releasing the Candidate of Directors from
non-competition.

Explanation:

- (1) Pursuant to Article 209 of the Company Act, "Directors may obtain permission for engaging in business activities that coincide with those of the company's for directors' own benefits, or for the benefits of others, by disclosing material details during shareholder meeting."
- (2) Where the positions and duties in other companies concurrently served by directors Mr. Chih-Hsien Lo, Ms. Xiu-Ling Kao and Mr. Yi-Chang Lin have been increased or decreased, it is proposed that in the very premise of no damage to the Company's interests, and prohibition of business strife upon them should be lifted.
- (3) Details of the Duties Subject to Releasing the Candidates of Directors and Independent Directors from Non-competition are attached as attachment 8.

Resolution:

Voting Result:

Shares represented at the time of voting : 1,124,746,128 votes.

Voting results	% of the total represented share present
Votes in favor : 1,062,318,250 (including 899,256,863 exercised via electronic voting)	94.449602%
Votes against : 2,415,588 (including 2,415,588 exercised via electronic voting)	0.214767%
Votes invalid : 0	0.00%
Votes abstained/no votes : 60,012,290 (including 59,893,637 exercised via electronic voting)	5.335631%

RESOLVED, Votes in favor is more than one-half of the shareholders vote,
the proposal was approved after voteing.

VI. Question and Motions : none

VII. Adjournment : June 15, 2023 at 10:31 am.

2022 Business Report 2022 Operational Performance

Attachment 1

Despite the continuation of the severe challenges from the Russo-Ukrainian (Russia-Ukraine) War, COVID-19, and rising inflation in 2022, through the concerted effort of all employees, mutual trust and mutual assistance of partners, the full trust and support of the Board of Directors and all shareholders, the management team upheld the “progress through stability” operational principle and “think twice” work discipline to cope with the market and macro-environmental changes, timely adjust the production-sales structure, and control various operational risks. In 2022 we made greater operational performance than the previous year, as witnessed by the revenue amounting to NT\$23.401 billion, up by 2.31% over last year; a net income after tax amounting to NT\$2.246 billion, up by 21.27% over last year; and an integrated revenue amounting to NT\$43.480 billion, up by 3.80% over last year.

Safety Protection, Quality Assurance, Trust Building, Sustainable Operations

Adhering to the management philosophy of “Integrity, Diligence, Innovation, and Progress to the Future”, we are committed to becoming the professional supplier of packaging materials including SPCC, PET bottle, and NBC (new bottle can) and the leader of beverage production. Over the years we have built and passed the certification of the ISO 14001 environmental management system, ISO 9001 quality management system, ISO 45001/TOSHMS occupational health and safety management systems, ISO 22000/HACCP food safety management system. In 2022 we were the only manufacturer in Taiwan to pass the HALAL certification for painted iron sheet and metal cans to provide customers with more options. We also established the TAF-accredited laboratory to impose stringent quality and safety control for customers, suppliers, raw materials, manufacturing processes, and products.

We also endeavored to provide employees with a safe and healthy workplace environment; implemented various energy conservation, consumption reduction, and safety and health policies; continued to promote green and safe operations; and kept maintaining the faith of customers, partners, and society in our food safety, environmental safety, and industrial safety, so as to promote sustainable operations through “feel safe to use Uni-President products and have faith in partnering with Uni-President”.

Management Optimization, Structure Adjustment, Risk Reduction, Steady Growth

Facing the vigorously changing macro environment and competitive environment, we seek progress through steady operations. Externally, we develop long-term partnership featuring mutual assistance, mutual trust, mutual existence, and mutual prosperity. Internally, we optimize management efficiency, implement work discipline, and adjust production-sales structure. Through persistent risk management, we maintain steady operations and growth. Specific production-sales strategies:

- I. Steel business:
 1. Continue to expand the scale of cooperation with leading Taiwanese and Japanese steelworks from raw materials to downstream production sales to build a steady and resilient supply chain together.
 2. Optimize and adjust sales regions and product portfolios to enhance production-sales efficiency and promote the development of high-valued products.
 3. Impose stringent stock control to reduce the operational risk from price fluctuation.
- II. Integrated packaging business:
 1. Constantly increase and retain existing quality major clients and proactively cultivate and develop potential clients.
 2. Focus on developing the aseptic filling, NBC filling, and carbonated drinks business to maintain technology leadership and deploy and cultivate new domains in the beverage market.
 3. Effectively manage sales regions and production bases; plan and effective use group resources to maximize profit.

Business Outlook for 2023

Looking ahead to 2023, facing various uncertainties in the macro environment, we will keep closer track on the market trend to make swift adaptation, seek opportunities for development while controlling risks to maintain resilience and flexibility for sustainable operations and steadily accomplish the 2023 sales targets: 724,000MT of TMBP (tin mill back plate) and tinplate, 6.90 million tin cans, beverage filling for 2.24 million cartons, 4.590 billion PET caps, 51 million NBCs (including filling 1 million cartons), in order to create better return on investment for shareholders. We welcome your suggestions and support. Thank you!

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

Ton Yi Industrial Corp.
Audit Committee's Review Report

Attachment 2

We have reviewed the Company's 2022 Business Report, Financial Statements, and Earnings Appropriation prepared by the Board of Directors. The standalone and consolidated financial statements have been audited by external auditors Yeh, Fang-Ting and Lin, Yung-Chih, PricewaterhouseCoopers Taiwan, to which they issued an unqualified opinion. Business Report, Financial Statements, and Earnings Appropriation has reviewed the abovementioned reports and found no misstatements. We hereby issue this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

For

The 2023 Annual General Meeting

Ton Yi Industrial Corp.

Chairman of the Audit Committee Yi-Chang Lin

March 7, 2023

To the Board of Directors and Shareholders of Ton Yi Industrial Corp.

Opinion

We have audited the accompanying parent company only balance sheets of Ton Yi Industrial Corp. (the "Company") as of December 31, 2022 and 2021, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and 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 parent company only financial statements section of our report. We are independent of the Company in accordance with the Norm of Professional 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 these 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 Company's 2022 financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Existence of sales revenues

Description

Refer to Note 4(26) for the accounting policy on revenue recognition.

The primary business of the Company is selling Tin Plate products. The Company has a large volume of transactions from sales of numerous kinds of products to a wide range of customers in many different locations such as Taiwan, Asia, Europe, America, etc. For the customers and dealers who are from remote districts, the sales revenue transactions need more time for verification. This matter also exists in the subsidiaries of the Company (investments accounted for using equity method). Thus, the existence of sales revenue has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

1. Inspecting whether approved additions to the merchandise master file data had been correctly entered in the merchandise master file which include basic information of customers, such as name of representative, location of company, amount of capital and scope of business for evaluating the creditworthiness of buyers.
2. Understanding, evaluating and validating management's controls in respect of the Company's sales transactions from customer order's approval, goods delivery, sales recording, reconciliation of cash receipts and customer's records to subsequent settlement of trade receivables. In addition, testing the effectiveness of internal control environment over revenue recognition.
3. Performing substantive test on selected sales transactions including confirming orders, shipping documents, invoices and cash receipts to verify the existence of sales revenues.

Inventory valuation

Description

Refer to Note 4(7) for accounting policy on inventory valuation, and Note 5(2) for the accounting estimates and assumption uncertainty in relation to inventory valuation and Note 6(3) for details of inventories. For the year ended December 31, 2022, inventory and allowance for price decline of inventories amounted to NT\$2,841,596 thousand and NT\$50,000 thousand, respectively.

The Company's raw materials are often subject to fluctuations in the international steel prices. However, as the Tin Plate products are considered necessities, such price changes may not be immediately reflected in material costs. In addition, the competition landscape within the steel industry in China will continue to affect the price of raw materials that would impact the estimation of net realizable value of inventory. This matter also applies to the subsidiaries of the Company (listed as investments accounted for using equity method). Thus, the inventory valuation has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

1. Evaluating the adequacy of allowance for inventory and the consistency of provision policy.
2. Assessing the reasonableness of the estimation of net realizable value of Tin Plate products and discussing with management and examining related documents to confirm the adequacy of allowance for price decline.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

In preparing the parent company only financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to

going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only 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 parent company only financial statements.

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

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

statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

Yeh, Fang-Ting

Independent Accountants

Lin, Yung-Chih

PricewaterhouseCoopers, Taiwan

Republic of China

March 7, 2023

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 160,105	1	\$ 13,038	-
1150	Notes receivable, net	6(2) and 12	154,040	1	152,088	-
1170	Accounts receivable, net	6(2) and 12	936,953	3	1,553,297	5
1180	Accounts receivable - related parties	6(2) and 7	422,677	1	832,788	3
1200	Other receivables		88,424	-	162,315	1
1220	Current income tax assets	6(25)	-	-	39,466	-
130X	Inventories	5(2) and 6(3)	2,791,596	10	3,867,088	12
1410	Prepayments		53,019	-	49,504	-
11XX	Total current assets		<u>4,606,814</u>	<u>16</u>	<u>6,669,584</u>	<u>21</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(4)	89,241	-	88,203	-
1550	Investments accounted for using equity method	6(5)	17,942,238	61	17,878,715	55
1600	Property, plant and equipment	6(6) and 7	6,299,241	22	7,216,802	23
1755	Right-of-use assets	6(7) and 7	354,163	1	364,914	1
1760	Investment property, net	6(9)	432	-	1,066	-
1840	Deferred income tax assets	6(25)	77,287	-	125,981	-
1915	Prepayments for business facilities	6(6)	1,440	-	-	-
1920	Guarantee deposits paid		226	-	226	-
15XX	Total non-current assets		<u>24,764,268</u>	<u>84</u>	<u>25,675,907</u>	<u>79</u>
1XXX	Total assets		<u>\$ 29,371,082</u>	<u>100</u>	<u>\$ 32,345,491</u>	<u>100</u>

(Continued)

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2022		December 31, 2021	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(10)	\$ 2,429,889	8	\$ 2,798,456	9
2110	Short-term notes and bills payable	6(11)	-	-	399,900	1
2130	Contract liabilities - current	6(18)	44,813	-	169,878	-
2170	Accounts payable		108,710	-	239,483	1
2200	Other payables		782,871	3	724,116	2
2230	Current income tax liabilities	6(25)	473,351	2	235,949	1
2280	Lease liabilities - current	7	10,141	-	10,116	-
2305	Other financial liabilities - current		14,810	-	17,088	-
2365	Refund liabilities - current		18,432	-	15,085	-
21XX	Total current liabilities		<u>3,883,017</u>	<u>13</u>	<u>4,610,071</u>	<u>14</u>
Non-current liabilities						
2540	Long-term borrowings	6(12)	3,800,000	13	7,050,000	22
2550	Provisions - non-current	6(13)	84,277	-	82,727	-
2570	Deferred income tax liabilities	6(25)	235,058	1	224,363	1
2580	Lease liabilities - non-current	7	297,987	1	300,001	1
2640	Net defined benefit liabilities - non-current	6(14)	15,462	-	311,034	1
2645	Guarantee deposits received		2,500	-	4,500	-
25XX	Total non-current liabilities		<u>4,435,284</u>	<u>15</u>	<u>7,972,625</u>	<u>25</u>
2XXX	Total liabilities		<u>8,318,301</u>	<u>28</u>	<u>12,582,696</u>	<u>39</u>
Equity						
Share capital						
3110	Common stock	6(15)	15,791,453	54	15,791,453	48
3200	Capital surplus	6(16)	232,045	1	231,673	1
Retained earnings						
3310	Legal reserve		2,062,280	7	1,878,827	6
3320	Special reserve		1,829,875	6	1,811,806	6
3350	Unappropriated retained earnings		2,549,470	9	1,878,911	6
3400	Other equity interest		(1,412,342)	(5)	(1,829,875)	(6)
3XXX	Total equity		<u>21,052,781</u>	<u>72</u>	<u>19,762,795</u>	<u>61</u>
Significant contingent liabilities and unrecognized contract commitments						
3X2X	Total liabilities and equity		<u>\$ 29,371,082</u>	<u>100</u>	<u>\$ 32,345,491</u>	<u>100</u>

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share)

	Items	Notes	Year ended December 31			
			2022		2021	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(18) and 7	\$ 23,401,298	100	\$ 22,872,434	100
5000	Operating costs	6(3)(14)(23)(24) and 7	(18,723,912)	(80)	(19,890,372)	(87)
5900	Gross profit from operations		4,677,386	20	2,982,062	13
5910	Unrealized profit from sales	6(5) and 7	(36,987)	-	(36,827)	-
5920	Realized profit from sales	6(5) and 7	36,827	-	19,673	-
5950	Gross profit from operations		4,677,226	20	2,964,908	13
	Operating expenses	6(14)(23)(24), 7 and 12				
6100	Selling expenses		(1,421,104)	(6)	(1,203,267)	(5)
6200	Administrative expenses		(606,578)	(3)	(522,648)	(3)
6450	Expected credit gains (losses)	12	6,474	-	(12,914)	-
6000	Total operating expenses		(2,021,208)	(9)	(1,738,829)	(8)
6900	Operating income		2,656,018	11	1,226,079	5
	Non-operating income and expenses					
7100	Interest income	6(19)	739	-	68	-
7010	Other income	6(4)(8)(20)	14,613	-	33,096	-
7020	Other gains and losses	6(7)(21) and 12	275,567	1	(7,252)	-
7050	Finance costs	6(6)(7)(13)(22) and 7	(120,815)	-	(105,117)	-
7070	Share of profit of subsidiaries, associates and joint ventures accounted for using equity method, net	6(5)	45,868	-	985,415	4
7000	Total non-operating income and expenses		215,972	1	906,210	4
7900	Profit before income tax		2,871,990	12	2,132,289	9
7950	Income tax expense	6(25)	(625,553)	(3)	(280,141)	(1)
8200	Profit for the year		\$ 2,246,437	9	\$ 1,852,148	8
	Other comprehensive income (loss)					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311	Gain (loss) on remeasurements of defined benefit plan	6(14)	\$ 255,986	1	(\$ 22,011)	-
8316	Unrealized gain from investments in equity instruments measured at fair value through other comprehensive income	6(4)	1,038	-	19,957	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(25)	(51,197)	-	4,402	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361	Exchange differences on translation	6(5)	417,362	2	(38,237)	-
8399	Income tax relating to the components of other comprehensive income that will be reclassified to profit or loss	6(25)	(867)	-	211	-
8300	Other comprehensive income (loss) for the year		\$ 622,322	3	(\$ 35,678)	-
8500	Total comprehensive income for the year		\$ 2,868,759	12	\$ 1,816,470	8
	Earnings per share (in dollars)	6(26)				
9750	Basic		\$ 1.42		\$ 1.17	
9850	Diluted		\$ 1.41		\$ 1.17	

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Retained Earnings				Other equity interest		Total equity	
		Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements		Unrealized gain (loss) from financial assets measured at fair value through other comprehensive income
<u>For the year ended December 31, 2021</u>									
Balance at January 1, 2021		\$ 15,791,453	\$ 231,690	\$ 1,793,153	\$ 1,922,076	\$ 856,723	(\$ 1,501,135)	(\$ 310,671)	\$ 18,783,289
Profit for the year		-	-	-	-	1,852,148	-	-	1,852,148
Other comprehensive income (loss) for the year	6(4)	-	-	-	-	(17,609)	(38,026)	19,957	(35,678)
Total comprehensive income (loss)		-	-	-	-	1,834,539	(38,026)	19,957	1,816,470
Distribution of 2020 net income:									
Legal reserve		-	-	85,674	-	(85,674)	-	-	-
Cash dividends	6(17)	-	-	-	-	(836,947)	-	-	(836,947)
Reverval of special reserve		-	-	-	(110,270)	110,270	-	-	-
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(16)	-	369	-	-	-	-	-	369
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(16)	-	(386)	-	-	-	-	-	(386)
Balance at December 31, 2021		\$ 15,791,453	\$ 231,673	\$ 1,878,827	\$ 1,811,806	\$ 1,878,911	(\$ 1,539,161)	(\$ 290,714)	\$ 19,762,795
<u>For the year ended December 31, 2022</u>									
Balance at January 1, 2022		\$ 15,791,453	\$ 231,673	\$ 1,878,827	\$ 1,811,806	\$ 1,878,911	(\$ 1,539,161)	(\$ 290,714)	\$ 19,762,795
Profit for the year		-	-	-	-	2,246,437	-	-	2,246,437
Other comprehensive income for the year	6(4)	-	-	-	-	204,789	416,495	1,038	622,322
Total comprehensive income		-	-	-	-	2,451,226	416,495	1,038	2,868,759
Distribution of 2021 net income:									
Legal reserve		-	-	183,453	-	(183,453)	-	-	-
Special reserve		-	-	-	18,069	(18,069)	-	-	-
Cash dividends	6(17)	-	-	-	-	(1,579,145)	-	-	(1,579,145)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(16)	-	431	-	-	-	-	-	431
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(16)	-	(59)	-	-	-	-	-	(59)
Balance at December 31, 2022		\$ 15,791,453	\$ 232,045	\$ 2,062,280	\$ 1,829,875	\$ 2,549,470	(\$ 1,122,666)	(\$ 289,676)	\$ 21,052,781

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

Chairman: Chih-Hsien Lo

Manager: Chin-Cheng Hsu Yu-Hsin Chang

Chief Accountant: Yi-Hsin Liu

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 2,871,990	\$ 2,132,289
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit (gains) losses	12	(6,474)	12,914
Provision (reversal of allowance) for inventory market price decline	6(3)	18,000	(38,000)
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)	(45,868)	(985,415)
Unrealized profit from sales	6(5)	36,987	36,827
Realized profit from sales	6(5)	(36,827)	(19,673)
Depreciation	6(6)(7)(23)	996,625	996,799
Loss (gain) on disposal of property, plant and equipment	6(21)	309	(45)
Gain from lease modifications	6(7)(21)	(152)	(1,319)
Gain on disposal of investment property	6(21)	(418)	-
Dividend income	6(4)(20)	(6,051)	(3,607)
Interest income	6(19)	(739)	(68)
Interest expense	6(22)	120,815	105,117
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(1,972)	(78,501)
Accounts receivable		622,838	(1,201,478)
Accounts receivable - related parties		410,111	(477,304)
Other receivables		73,891	(81,221)
Inventories		1,057,492	(1,954,236)
Prepayments		(3,515)	6,554
Changes in operating liabilities			
Contract liabilities - current		(125,065)	127,118
Accounts payable		(130,773)	(138,038)
Other payables		56,091	206,568
Refund liabilities - current		3,347	4,373
Net defined benefit liabilities - non-current		(39,586)	(27,670)
Cash inflow (outflow) generated from operations		5,871,056	(1,378,016)
Dividends received		405,598	396,693
Interest received		739	68
Interest paid		(116,501)	(102,915)
Income tax paid		(341,360)	-
Net cash flows from (used in) operating activities		<u>5,819,532</u>	<u>(1,084,170)</u>

(Continued)

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Years ended December 31	
		2022	2021
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Derease in other financial assets - current		\$ -	\$ 942
Cash paid for acquisition of property, plant and equipment	6(6)(27)	(46,103)	(31,132)
Proceeds from disposal of property, plant and equipment		-	52
Proceeds from disposal of investment property		1,052	-
Increase in prepayments for business facilities		(15,294)	(8,103)
Interest paid for prepayments for business facilities	6(6)(22)	(137)	(171)
Net cash flows used in investing activities		(60,482)	(38,412)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
(Decrease) increase in short-term borrowings	6(28)	(368,567)	972,132
(Decrease) increase in short-term notes and bills payable	6(28)	(400,000)	400,000
(Decrease) increase in other financial liabilities - current	6(28)	(2,278)	11,768
Payments of lease liabilities	6(28)	(10,365)	(10,614)
Increase in long-term borrowings	6(28)	1,050,000	900,000
Decrease in long-term borrowings	6(28)	(4,300,000)	(370,000)
Decrease in guarantee deposits received	6(28)	(2,000)	-
Cash dividends paid	6(17)(28)	(1,579,145)	(836,947)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(16)	431	369
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(16)	(59)	(386)
Net cash flows (used in) from financing activities		(5,611,983)	1,066,322
Net increase (decrease) in cash and cash equivalents		147,067	(56,260)
Cash and cash equivalents at beginning of year	6(1)	13,038	69,298
Cash and cash equivalents at end of year	6(1)	\$ 160,105	\$ 13,038

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

To the Board of Directors and Shareholders of Ton Yi Industrial Corp.

Opinion

We have audited the accompanying consolidated balance sheets of Ton Yi Industrial Corp. and its subsidiaries (the "Group") as of December 31, 2022 and 2021, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants in 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 Group's 2022 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Existence of sales revenues of Tin Plate products

Description

Refer to Note 4(28) for the accounting policy on revenue recognition.

The Group has a large volume of transactions from sales of numerous kinds of products to a wide range of customers in many different locations such as Taiwan, Asia, Europe, America, etc. For the customers and dealers who are from remote districts, the sales revenue transactions need more time for verification. Thus, the existence of sales revenue of tin plate products has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

1. Inspecting whether approved additions to the merchandise master file data had been correctly entered in the merchandise master file which include basic information of customers, such as name of representative, location of company, amount of capital and scope of business for evaluating the creditworthiness of buyers.

2. Understanding, evaluating and validating management's controls in respect of the Group's sales transactions from customer order's approval, goods delivery, sales recording, reconciliation of cash receipts and customer's records to subsequent settlement of trade receivables. In addition, testing the effectiveness of internal control environment over revenue recognition.
3. Performing substantive test on selected sales transactions including confirming orders, shipping documents, invoices and cash receipts to verify the existence of sales revenues.

Inventory valuation of Tin Plate products

Description

Refer to Note 4(9) for accounting policy on inventory valuation, and Note 5(2) for the accounting estimates and assumption uncertainty in relation to inventory valuation and Note 6(4) for details of inventories. For the year ended December 31, 2022, inventory and allowance for price decline of inventories amounted to NT \$4,903,677 thousand and NT \$201,600 thousand, respectively.

The Group's raw materials are often subject to fluctuations in the international steel prices. However, as the Tin Plate products are considered necessities, such price changes may not be immediately reflected in material costs. In addition, the competition landscape within the steel industry in China will continue to affect the price of raw materials that would impact the estimation of net realizable value of inventory. Thus, the inventory valuation has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

1. Evaluating the adequacy of allowance for inventory and the consistency of provision policy.
2. Assessing the reasonableness of the estimation of net realizable value of Tin plate products and discussing with management and examining related documents to confirm the adequacy of allowance for price decline.

Intangible Assets – Impairment assessment of Goodwill

Description

Refer to Note 4(17) and Note 4(18) for the accounting policy on intangible assets – goodwill and impairment of non-financial assets, Note 5(2) for the uncertainty of accounting estimates and assumption uncertainty in relation to impairment assessment of goodwill, and Note 6(10) and Note 6(11) for details of intangible assets and impairment of non-financial assets, respectively.

The Group's management regularly performs the impairment assessment of goodwill. As the objective evidence for the impairment assessment and the various factors considered in determining the recoverable amount involve management's objective judgement and contain a high degree of estimation uncertainty. Thus, the impairment assessment of goodwill has been identified as a key audit matter.

How our audit addressed the matter

Our key audit procedures performed in respect of the above key audit matter included the following:

1. Confirming the objective evidence, processes and factors considered in impairment assessment are consistently adopted by management to identify whether the goodwill is impairment and confirming the reliability of the relevant information.
2. Assessing the competence and objectiveness of external appraisal experts appointed by management and adopting the report of impairment assessment of goodwill prepared by an external appraisal expert as one of the evidences to the audit. The audit procedures performed by the internal appraisal expert and used by the auditors are as follows:
 - (1) Reviewing the setting of the valuation method and calculation formulas used by the external appraisal experts.

- (2) Reviewing the valuation multiples and comparing to the market value of comparable companies and relevant financial information.
- (3) Assessing the appropriateness of the method used and the relevance and justifiability of the key assumptions applied.

Other matter – Parent company only financial reports

We have audited and expressed an unqualified opinion on the parent company only financial statements of Ton Yi Industrial Corp. as of and for the years ended December 31, 2022 and 2021.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, 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 audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

Yeh, Fang-Ting

Independent Accountants

Lin, Yung-Chih

PricewaterhouseCoopers, Taiwan
Republic of China
March 7, 2023

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Assets	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 3,168,365	9	\$ 2,664,025	7
1150	Notes receivable, net	6(2)(3) and 12	1,042,219	3	845,273	2
1170	Accounts receivable, net	6(2) and 12	1,771,155	5	3,149,090	8
1180	Accounts receivable - related parties	6(2) and 7	1,902,411	5	1,345,104	4
1200	Other receivables		101,738	-	165,358	1
1220	Current income tax assets	6(27)	2,466	-	60,565	-
130X	Inventories	5(2) and 6(4)	4,702,077	14	5,657,333	15
1410	Prepayments		209,132	1	480,809	1
1476	Other financial assets - current		1,200	-	35,144	-
11XX	Total current assets		<u>12,900,763</u>	<u>37</u>	<u>14,402,701</u>	<u>38</u>
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(5)	89,241	-	88,203	-
1600	Property, plant and equipment	6(6) and 7	18,860,972	54	19,903,177	53
1755	Right-of-use assets	6(7) and 7	2,016,559	6	2,257,043	6
1760	Investment property, net	6(9)	90,729	-	92,931	-
1780	Intangible assets	5(2) and 6(10)	7,881	-	285,339	1
1840	Deferred income tax assets	6(27)	835,568	3	656,609	2
1915	Prepayments for business facilities	6(6)	63,242	-	109,497	-
1920	Guarantee deposits paid	7	28,514	-	41,054	-
1990	Other non-current assets, others		12,494	-	11,769	-
15XX	Total non-current assets		<u>22,005,200</u>	<u>63</u>	<u>23,445,622</u>	<u>62</u>
1XXX	Total assets		<u>\$ 34,905,963</u>	<u>100</u>	<u>\$ 37,848,323</u>	<u>100</u>

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity	Notes	December 31, 2022		December 31, 2021		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 2,429,889	7	\$ 2,798,456	7
2110	Short-term notes and bills payable	6(13)	-	-	399,900	1
2130	Contract liabilities - current	6(20)	70,503	-	187,357	1
2170	Accounts payable		1,292,874	4	1,289,212	3
2180	Accounts payable - related parties	7	299,838	1	273,426	1
2200	Other payables		1,746,443	5	1,627,554	4
2220	Other payables - related parties	7	88,935	-	88,643	-
2230	Current income tax liabilities	6(27)	548,889	2	271,989	1
2280	Lease liabilities - current	7	228,187	1	213,772	1
2305	Other financial liabilities - current		30,958	-	34,462	-
2365	Refund liabilities - current		18,432	-	15,085	-
21XX	Total current liabilities		<u>6,754,948</u>	<u>20</u>	<u>7,199,856</u>	<u>19</u>
Non-current liabilities						
2540	Long-term borrowings	6(14)	3,800,000	11	7,050,000	19
2550	Provisions - non-current	6(15)	84,277	-	82,727	-
2570	Deferred income tax liabilities	6(27)	669,151	2	611,048	2
2580	Lease liabilities - non-current	7	1,370,132	4	1,591,394	4
2630	Long-term deferred revenue		22,258	-	26,129	-
2640	Net defined benefit liabilities - non-current	6(16)	15,462	-	311,034	1
2645	Guarantee deposits received		36,283	-	29,288	-
25XX	Total non-current liabilities		<u>5,997,563</u>	<u>17</u>	<u>9,701,620</u>	<u>26</u>
2XXX	Total liabilities		<u>12,752,511</u>	<u>37</u>	<u>16,901,476</u>	<u>45</u>
Equity attributable to owners of parent						
Share capital						
3110	Common stock	6(17)	15,791,453	45	15,791,453	41
3200	Capital surplus	6(18)	232,045	1	231,673	1
Retained earnings						
3310	Legal reserve		2,062,280	6	1,878,827	5
3320	Special reserve		1,829,875	5	1,811,806	5
3350	Unappropriated retained earnings		2,549,470	7	1,878,911	5
3400	Other equity interest		(1,412,342)	(4)	(1,829,875)	(5)
31XX	Equity attributable to owners of the parent		<u>21,052,781</u>	<u>60</u>	<u>19,762,795</u>	<u>52</u>
36XX	Non-controlling interests		<u>1,100,671</u>	<u>3</u>	<u>1,184,052</u>	<u>3</u>
3XXX	Total equity		<u>22,153,452</u>	<u>63</u>	<u>20,946,847</u>	<u>55</u>
Significant contingent liabilities and unrecognized contract commitments						
3X2X	Total liabilities and equity		<u>\$ 34,905,963</u>	<u>100</u>	<u>\$ 37,848,323</u>	<u>100</u>

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31				
		2022		2021		
		AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(20) and 7	\$ 43,480,280	100	\$ 41,889,726	100
5000	Operating costs	6(4)(9)(10)(16)(2)				
		5)(26) and 7	(37,035,948)	(85)	(36,436,871)	(87)
5900	Gross profit from operations		6,444,332	15	5,452,855	13
	Operating expenses	6(9)(10)(16)(25)(
		26), 7 and 12				
6100	Selling expenses		(1,935,351)	(5)	(1,639,383)	(4)
6200	Administrative expenses		(1,500,995)	(3)	(1,442,652)	(3)
6450	Expected credit gains (losses)		11,161	-	(16,734)	-
6000	Total operating expenses		(3,425,185)	(8)	(3,098,769)	(7)
6900	Operating income		3,019,147	7	2,354,086	6
	Non-operating income and expenses					
7100	Interest income	6(21)	47,623	-	42,117	-
7010	Other income	6(5)(8)(9)(22)	112,715	-	207,252	-
7020	Other gains and losses	6(6)(7)(10)(11)(2				
		3), 7 and 12	(85,364)	-	(26,443)	-
7050	Finance costs	6(3)(6)(7)(15)(24				
) and 7	(180,758)	-	(174,661)	-
7000	Total non-operating income and expenses		(105,784)	-	48,265	-
7900	Profit before income tax		2,913,363	7	2,402,351	6
7950	Income tax expense	6(27)	(778,941)	(2)	(603,755)	(2)
8200	Profit for the year		\$ 2,134,422	5	\$ 1,798,596	4

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars, except earnings per share)

Items	Notes	Year ended December 31				
		2022		2021		
		AMOUNT	%	AMOUNT	%	
Other comprehensive income (loss)						
Components of other comprehensive income (loss) that will not be reclassified to profit or loss						
8311	Gain (loss) on remeasurements of defined benefit plan	6(16)	\$ 255,986	-	(\$ 22,011)	-
8316	Unrealized gain from investments in equity instruments measured at fair value through other comprehensive income	6(5)	1,038	-	19,957	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(27)	(51,197)	-	4,402	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss						
8361	Exchange differences on translation		445,996	1	(41,677)	-
8399	Income tax relating to the components of other comprehensive income that will be reclassified to profit or loss	6(27)	(867)	-	211	-
8300	Other comprehensive income (loss) for the year		<u>\$ 650,956</u>	<u>1</u>	<u>(\$ 39,118)</u>	<u>-</u>
8500	Total comprehensive income for the year		<u>\$ 2,785,378</u>	<u>6</u>	<u>\$ 1,759,478</u>	<u>4</u>
Profit (loss) attributable to:						
8610	Owners of the parent		\$ 2,246,437	5	\$ 1,852,148	4
8620	Non-controlling interests		(112,015)	-	(53,552)	-
			<u>\$ 2,134,422</u>	<u>5</u>	<u>\$ 1,798,596</u>	<u>4</u>
Comprehensive income (loss) attributable to:						
8710	Owners of the parent		\$ 2,868,759	6	\$ 1,816,470	4
8720	Non-controlling interests		(83,381)	-	(56,992)	-
			<u>\$ 2,785,378</u>	<u>6</u>	<u>\$ 1,759,478</u>	<u>4</u>
Earnings per share (in dollars) 6(28)						
9750	Basic		\$ 1.42		\$ 1.17	
9850	Diluted		\$ 1.41		\$ 1.17	

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Equity attributable to owners of the parent									Non-controlling interest	Total equity
		Retained Earnings					Other equity interest			Total		
		Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gain (loss) on financial assets measured at fair value through other comprehensive income				
For the year ended December 31, 2021												
Balance at January 1, 2021		\$ 15,791,453	\$ 231,690	\$ 1,793,153	\$ 1,922,076	\$ 856,723	(\$ 1,501,135)	(\$ 310,671)	\$ 18,783,289	\$ 1,241,044	\$ 20,024,333	
Profit (loss) for the year		-	-	-	-	1,852,148	-	-	1,852,148	(53,552)	1,798,596	
Other comprehensive income (loss) for the year	6(5)	-	-	-	-	(17,609)	(38,026)	19,957	(35,678)	(3,440)	(39,118)	
Total comprehensive income (loss)		-	-	-	-	1,834,539	(38,026)	19,957	1,816,470	(56,992)	1,759,478	
Distribution of 2020 net income:												
Legal reserve		-	-	85,674	-	(85,674)	-	-	-	-	-	
Cash dividends	6(19)	-	-	-	-	(836,947)	-	-	(836,947)	-	(836,947)	
Reversal of special reserve		-	-	-	(110,270)	110,270	-	-	-	-	-	
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(18)	-	369	-	-	-	-	-	369	-	369	
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(18)	-	(386)	-	-	-	-	-	(386)	-	(386)	
Balance at December 31, 2021		\$ 15,791,453	\$ 231,673	\$ 1,878,827	\$ 1,811,806	\$ 1,878,911	(\$ 1,539,161)	(\$ 290,714)	\$ 19,762,795	\$ 1,184,052	\$ 20,946,847	
For the year ended December 31, 2022												
Balance at January 1, 2022		\$ 15,791,453	\$ 231,673	\$ 1,878,827	\$ 1,811,806	\$ 1,878,911	(\$ 1,539,161)	(\$ 290,714)	\$ 19,762,795	\$ 1,184,052	\$ 20,946,847	
Profit (loss) for the year		-	-	-	-	2,246,437	-	-	2,246,437	(112,015)	2,134,422	
Other comprehensive income for the year	6(5)	-	-	-	-	204,789	416,495	1,038	622,322	28,634	650,956	
Total comprehensive income (loss)		-	-	-	-	2,451,226	416,495	1,038	2,868,759	(83,381)	2,785,378	
Distribution of 2021 net income:												
Legal reserve		-	-	183,453	-	(183,453)	-	-	-	-	-	
Special reserve		-	-	-	18,069	(18,069)	-	-	-	-	-	
Cash dividends	6(19)	-	-	-	-	(1,579,145)	-	-	(1,579,145)	-	(1,579,145)	
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(18)	-	431	-	-	-	-	-	431	-	431	
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(18)	-	(59)	-	-	-	-	-	(59)	-	(59)	
Balance at December 31, 2022		\$ 15,791,453	\$ 232,045	\$ 2,062,280	\$ 1,829,875	\$ 2,549,470	(\$ 1,122,666)	(\$ 289,676)	\$ 21,052,781	\$ 1,100,671	\$ 22,153,452	

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31,	
		2022	2021
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 2,913,363	\$ 2,402,351
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit (gains) losses	12	(11,161)	16,734
Provision for inventory market price decline	6(4)	89,625	4,411
Depreciation	6(6)(7)(9)	2,725,408	2,637,839
Loss on disposal of property, plant and equipment	6(23)	427	5,212
Gain from lease modifications	6(7)(23)	(1,285)	(1,310)
Gain on disposal of investment property	6(23)	(418)	-
Amortization	6(10)(25)	9,664	9,661
Loss on impairment of non-financial assets	6(6)(10)(11)(23)	275,849	20,999
Interest income	6(21)	(47,623)	(42,117)
Dividend income	6(5)(22)	(6,051)	(3,607)
Interest expense	6(24)	180,758	174,661
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(197,089)	(245,875)
Accounts receivable		1,388,471	(1,693,792)
Accounts receivable - related parties		(557,307)	(207,729)
Other receivables		63,620	(80,852)
Inventories		862,914	(2,397,316)
Prepayments		282,282	(82,417)
Changes in operating liabilities			
Contract liabilities - current		(116,854)	124,427
Accounts payable		3,662	108,169
Accounts payable - related parties		26,412	114,437
Other payables		50,871	282,162
Other payables - related parties		292	25,458
Refund liabilities - current		3,347	4,373
Long-term deferred revenue		(3,871)	(4,414)
Net defined benefit liabilities - non-current		(39,586)	(27,670)
Cash inflow generated from operations		7,895,720	1,143,795
Interest received		47,623	42,117
Dividends received		6,051	3,607
Income tax refund		2,883	-
Interest paid		(176,444)	(172,458)
Income tax paid		(616,287)	(370,744)
Net cash flows from operating activities		<u>7,159,546</u>	<u>646,317</u>

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31,	
		2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in other financial assets - current		\$ 33,944	(\$ 28,591)
Cash paid for acquisition of property, plant and equipment	6(29)	(770,557)	(799,208)
Proceeds from disposal of property, plant and equipment		15,544	23,823
Cash paid for acquisition of investment property	6(9)	(2,916)	-
Proceeds from disposal of investment property		1,052	-
Increase in prepayments for business facilities		(269,559)	(454,653)
Interest paid for prepayments for business facilities	6(6)(24)	(137)	(171)
Decrease (increase) in guarantee deposits paid		12,540	(16,102)
(Increase) decrease in other non-current assets, others		(725)	3,102
Net cash flows used in investing activities		(980,814)	(1,271,800)
CASH FLOWS FROM FINANCING ACTIVITIES			
(Decrease) increase in short-term borrowings	6(30)	(368,567)	950,315
(Decrease) increase in short-term notes and bills payable	6(30)	(400,000)	400,000
(Decrease) increase in other financial liabilities - current	6(30)	(3,504)	8,751
Payments of lease liabilities	6(30)	(218,836)	(241,898)
Increase in long-term borrowings	6(30)	1,050,000	900,000
Decrease in long-term borrowings	6(30)	(4,300,000)	(370,000)
Increase in guarantee deposits received	6(30)	6,995	4,543
Cash dividends paid	6(19)(30)	(1,579,145)	(836,947)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(18)	431	369
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(18)	(59)	(386)
Net cash flows (used in) from financing activities		(5,812,685)	814,747
Effect of foreign exchange rate changes on cash and cash equivalents		138,293	(3,674)
Net increase in cash and cash equivalents		504,340	185,590
Cash and cash equivalents at beginning of year	6(1)	2,664,025	2,478,435
Cash and cash equivalents at end of year	6(1)	\$ 3,168,365	\$ 2,664,025

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

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

Ton Yi Industrial Corp
2022 Earnings Appropriation

Attachment 5

Unit : NT\$

Item	Amount
Net Income for 2022	2,246,437,853
Add : Gain remeasurments of defined benefit plans	204,788,966
Unappropriated Retained Earnings of the 2022	2,451,226,819
Less : Legal Reserve	(245,122,682)
Add : Resersal of special reserve	417,532,932
2022 Earnings Available for Distribution	2,623,637,069
Retained earnings-unappropriated at beginning year	98,243,527
Total distributable earnings	2,721,880,596
2022 Earnings appropriation:	
Cash dividend (NT\$1,480 per thousand shares)	(2,337,135,106)
Unappropriated Distribution	384,745,490

NOTE :

1. Net income for 2022 shall be preferred in the profie distribution.
2. Each common shareholder will be entitled to receive the cash dividends in dollar amount.
The fractional parts would be classified as “other non-operation income”

Chairman: Chih-Hsien Lo **Manager:** Chin-Cheng Hsu Yu-Hsin Chang **Chief Accountant:** Yi-Hsin Liu

**Amendments Comparison Table of Rules of Procedure
for Board of Directors Meetings**

Amended articles	Current Provision	Description
<p>Article 3 (Board Meeting Convocations and Notifications) The Board of Directors must convene at least once every quarter. The Meeting Notice must state the matters at hand and notify the Directors seven (7) days in advance. However, in the event of an emergency, a Board Meeting may be called at any time. Convocations may be sent by electronic means if the recipients have agreed so. The matters listed under Article 12, paragraph 1 of these Regulations must be listed under the matters at hand in the Meeting Notice. Matters cannot be added to agenda by way of extraordinary motion.</p>	<p>Article 3 (Board Meeting Convocations and Notifications) The Board of Directors must convene at least once every quarter. The Meeting Notice must state the matters at hand and notify the Directors seven (7) days in advance. However, in the event of an emergency, a Board Meeting may be called at any time. Convocations may be sent by electronic means if the recipients have agreed so. The matters listed under Article 12, paragraph 1 of these Regulations must be listed under the matters at hand in the Meeting Notice. Matters cannot be added to agenda by way of extraordinary motion, <u>except in the event of unexpected urgent matters or for good reason.</u></p>	<p>In accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies announced by the Financial Supervisory Commission (FSC), in consideration of the need for sufficient information and time for proposal evaluation before decision-making of directors, Article 12, paragraph 1, is amended to define that all matters stipulated in the subparagraphs shall not be proposed by means of extraordinary motions for the excuse of emergency or just reasons.</p>
<p>Article 12 (Matters Requiring Discussion by the Board of Directors) The following matters must be discussed by the Board of Directors: V. Offering, issue or private placement of equity securities. <u>VI. Appointment or dismissal of the Chairman.</u> VII. Appointment and/or dismissal of financial, accounting or internal audit officers. VIII. Donations to related parties or major donations to non-related parties, with the exception of public welfare donations for relief after large-scale natural disasters, which donations may be raised for discussion at the next Board Meeting for ratification. IX. Matters to be resolved at a Shareholders' Meeting or Board Meeting under Article 14-3 of TSEA, other laws, or the Articles of Association, or other important matters as set forth by the competent authority. The term "related parties" in the preceding paragraph 8 refers to a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "substantial donation to non-related parties" refers to any donation or series of donations within a one-year period to a single recipient that, on an individual basis or cumulatively, amount to TWD 100 million or more, or reach 1 percent of the net operating</p>	<p>Article 12 (Matters Requiring Discussion by the Board of Directors) The following matters must be discussed by the Board of Directors: V. Offering, issue or private placement of equity securities. VI. Appointment and/or dismissal of financial, accounting or internal audit officers. VII. Donations to related parties or major donations to non-related parties, with the exception of public welfare donations for relief after large-scale natural disasters, which donations may be raised for discussion at the next Board Meeting for ratification. VIII. Matters to be resolved at a Shareholders' Meeting or Board Meeting under Article 14-3 of TSEA, other laws, or the Articles of Association, or other important matters as set forth by the competent authority. The term "related parties" in the preceding paragraph 7 refers to a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "substantial donation to non-related parties" refers to any donation or series of donations within a one-year period to a single</p>	<p>Stipulated the need to submit the election of chairperson for deliberation in the board meeting in accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies announced by the Financial Supervisory commission. Re-listed the current subparagraphs 6-8 as subparagraphs 7-9. Amended paragraph 2 in subparagraphs involving paragraph 1.</p>

Amended articles	Current Provision	Description
<p>revenue or 5 percent of the paid-in capital as stated in the audited financial report of the most recent fiscal year. (In the event that a foreign company has no par shares or shares of less than TWD 10 in nominal value, the 5 percent of the paid-in capital in the previous sentence must be calculated as 2.5 percent of the shareholders' equity.)</p>	<p>recipient that, on an individual basis or cumulatively, amount to TWD 100 million or more, or reach 1 percent of the net operating revenue or 5 percent of the paid-in capital as stated in the audited financial report of the most recent fiscal year. (In the event that a foreign company has no par shares or shares of less than TWD 10 in nominal value, the 5 percent of the paid-in capital in the previous sentence must be calculated as 2.5 percent of the shareholders' equity.)</p>	
<p>Article 16 (Meeting Records and Items to be Signed) The proceedings of the Board Meeting must be recorded in the Minutes, which must contain the following items: VII. Agenda items: The method of resolution and the result for each proposal; a summary of the comments made by directors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 12, paragraph 2. VIII. Preliminary motions: Proposers' names, methods to resolve motions and resolutions, abstract of directors', experts' and other personnel's speech, or the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recues himself, and the status of the recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.</p>	<p>Article 16 (Meeting Records and Items to be Signed) The proceedings of the Board Meeting must be recorded in the Minutes, which must contain the following items: VII Agenda items:: For each: the method and results of the resolution; summaries of opinions of directors, experts, and other personnel; the name of the recusing Director, as well as a description of the interests, the situation that he/she should avoid or not avoid referred to in the first item of the preceding article; objections or reservations; recorded or written statements; and the written opinions of Independent Director according to Article 12, paragraph 2. VIII. Preliminary motions: Name of the sponsor of the motion; the method and results of the resolution; summaries of opinions of directors, experts, and other personnel; the name of the recusing Director, as well as a description of the interests, the situation that he/she should avoid or not avoid referred to in the first item of the preceding article; objections or reservations; and recorded or written statements.</p>	<p>Amended the diction of subparagraphs 7 and 8 of paragraph 1 in accordance with the Regulations Governing Procedure for Board of Directors Meetings of Public Companies announced by the Financial Supervisory Commission.</p>
<p>Article 18 (Supplementary provision) These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported at the shareholders meeting. The Rules of Procedure were established on March 24, 2006. ... 7th amendment 10 Novembre 2020 8th amendment 08 Novembre 2022</p>	<p>Article 18 (Supplementary provision) These Rules of Procedure shall be adopted by the approval of meeting of the board of directors and shall be reported at the shareholders meeting. The Rules of Procedure were established on March 24, 2006. ... 7th amendment 10 Novembre 2020</p>	<p>Recording of the date of amendment.</p>

Ton Yi Industrial Corp.
Comparison Table of Articles of the Company Corporate Charter

Attachment 7

Provision After Proposed Amendments	Current Provision	Explanation
<p>Aarticle 17 : The Company shall establish the Board of Directors constituted by <u>six (6) to eleven (11) Directors</u>, for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be cast on the candidates list based on the cumulative ballot system specified in Article 198 of the Company Act; provided that the total number of registered shares held by all of the Directors shall not be less than a certain percentage of the total number of the Company's outstanding shares. The rules governing the aforesaid shareholding percentage and the verification and execution thereof shall be established in compliance with orders of the competent authority.</p> <p>In order to abide by Article 14-2 of the Securities and Exchange Act, the number of independent Directors shall not be less than 2 persons, and shall not be lower than one-fifth of the overall directorships on the board. The matters of qualifications, shareholdings, non-compete limitations, impartiality and nomination and selection of independent Directors shall be in accordance with related law and regulation.</p> <p>The election of all Directors of the Company shall adopt a nomination approach, and the nomination process shall be in accordance to Article 192-1 of the Companies Act.</p>	<p>Aarticle 17 : The Company shall establish the Board of Directors constituted by <u>seven (7) to ten (10) Directors</u>, for whom the election thereof adopts the candidates nomination system and on the shareholders' meeting votes shall be cast on the candidates list based on the cumulative ballot system specified in Article 198 of the Company Act; provided that the total number of registered shares held by all of the Directors shall not be less than a certain percentage of the total number of the Company's outstanding shares. The rules governing the aforesaid shareholding percentage and the verification and execution thereof shall be established in compliance with orders of the competent authority. <u>The rules governing the election of the Board of Directors shall be passed by a shareholder's meeting.</u></p> <p>In order to abide by Article 14-2 of the Securities and Exchange Act, the number of independent Directors shall not be less than 2 persons, and shall not be lower than one-fifth of the overall directorships on the board. The matters of qualifications, shareholdings, non-compete limitations, impartiality and nomination and selection of independent Directors shall be in accordance with related law and regulation.</p> <p>The election of all Directors of the Company shall adopt a nomination approach, and the nomination process shall be in accordance to Article 192-1 of the Companies Act.</p>	<p>In accordance with the regulations and the "Corporate Governance 3.0 -Sustainable Development Roadmap" of the competent authorities, the number of directorial seats has been increased to align with the increase in the number of independent directors in the future. The relevant text is deleted after the replacement of the "Regulations for Election of Directors" with the "Procedures for Election of Directors" to meet with the actual operational needs.</p>
<p>Aarticle 31 :</p> <p>The Company operates in a rapidly changing environment and is currently in the growing stage of its life cycle. Distribution of earnings should depend on the Company's future budgeted capital spending and capital requirements, and weighed against the source of capital in order decide the amount of earnings to be retained or distributed in cash to shareholders.</p> <p>The Company's earnings, if any, of the year shall be applied to pay the business income tax, make up for the cumulative losses of previous</p>	<p>Aarticle 31 :</p> <p>The Company operates in a rapidly changing environment and is currently in the growing stage of its life cycle. Distribution of earnings should depend on the Company's future budgeted capital spending and capital requirements, and weighed against the source of capital in order decide the amount of earnings to be retained or distributed in cash to shareholders.</p> <p>Annual surpluses concluded by the Company are first subject to taxation and reimbursement of previous losses; any balances remaining will</p>	<p>Cooperate with law revision.</p>

Provision After Proposed Amendments	Current Provision	Explanation
<p>years, and the remaining amount, if any, shall be used for an appropriation of 10% legal reserve, <u>unless the legal reserve is already equal to the paid-in capital</u>. The accumulated distributable earnings include the appropriated or reversed special reserve plus the accumulated unappropriated earnings of previous years. The shareholder dividend shall be for an amount equivalent to 50% to 100% of the accumulated distributable earnings. The cash dividend ratio shall not be less than 30% of the total dividend distribution of the year, which is to be proposed by the board of directors and resolved in the shareholder meeting before implementation.</p> <p><u>When the Company appropriates special reserve, for the net amount of the previous accumulation debited to other equity and the net increase in the fair value of the investment real property, a special reserve for the same amount should be appropriated from the unappropriated earnings of the previous period.</u></p> <p><u>If there is an insufficient amount for appropriation, the net income and items other than net income are added into the current unappropriated earnings for appropriation.</u></p>	<p>then be subject to a 10% provision for statutory reserves followed by a provision or reversal of special reserves. The residual balance plus undistributed earnings carried from the previous year will be available for distribution. 50% to 100% of distributable earnings shall be distributed as shareholders' dividends, with cash dividends amounting to no lesser than 30% of total dividends proposed for the year. Earnings appropriation plans shall be proposed by the board of directors and are subject to shareholdersing to no lesser than 30% of to.</p>	
<p>Article 34 This charter was concluded on March 20, 1969 with the following amendments: ... (44) Jun 20, 2019 ; <u>(45) Jun 15, 2023.</u> To implement after the resolution of the shareholders' meeting, and amending is the same.</p>	<p>Article 34 This charter was concluded on March 20, 1969 with the following amendments: ... (44) Jun 20, 2019 ; To implement after the resolution of the shareholders' meeting, and amending is the same.</p>	<p>The date of amendment is stated</p>

Ton Yi Industrial Corporation Attachment 8
 Details of the Duties Subject to Releasing Directors and
 Independent Directors from Non-competition

As of 03/07/2023

Name	Current position with other company
<p>Chih-Hsien Lo (represent: Uni-President Enterprises CORP.)</p>	<p>Chairman : Uni-President Enterprises Corp. ∙ President Natural Industrial Corp. ∙ TTET Union Corp. ∙ Prince Housing & Development Corp. ∙ President Packaging Industrial Corp. ∙ Woongjin Foods Co., Ltd. ∙ Daeyoung Foods Co., Ltd. ∙ President International Development Corp. ∙ Uni-President China Holdings Ltd. (Cayman) ∙ Changjiagang President Nisshin Food Co., Ltd. ∙ ScinoPharm Taiwan, Ltd. ∙ Uni-President (Philippines) Corp. ∙ Uni-President (Thailand) Ltd. ∙ Uni-President (Vietnam) Co., Ltd. ∙ President Enterprises (China) Investment Co., Ltd. ∙ President Chain Store Corp. ∙ Uni-President Cold-Chain Corp. ∙ Presco Netmarketing Inc. ∙ Uni-President Dream Parks Corp. ∙ President Century Co., Ltd. ∙ President Property Corporation ∙ Nanlien International Corp. ∙ Prince Real Estate Co., Ltd. ∙ Times Square International Holding Co. ∙ Times Square International Stays Corporation ∙ Time Square International Hotel Corporation ∙ Uni-President Express Corp. ∙ Cheng-Shi Investment Holding Co.</p> <p>Vice Chairman President Nisshin Corp.</p> <p>Director : Presicarre Corp. ∙ Uni-Wonder Corporation ∙ Uni-President Organics Corp. ∙ Uni-President Glass Industrial Co., Ltd. ∙ Cayman President Holdings Ltd. ∙ Kai Yu (BVI) Investment Co., Ltd. ∙ President Fair Development Corp. ∙ Uni-President Southeast Asia Holdings Ltd. ∙ Uni-President Asia Holdings Ltd. ∙ Uni-President International (HK) Co., Ltd. ∙ Champ Green Capital Limited ∙ Champ Green (Shanghai) Consulting Co., Ltd. ∙ Guangzhou President Enterprises Co., Ltd. ∙ Fuzhou President Enterprises Co., Ltd. ∙ Xinjiang President Enterprises Food Co., Ltd. ∙ Wuhan President Enterprises Food Co., Ltd. ∙ Uni-President Enterprises(Kunshan) Food Technology Co., Ltd. ∙ Chengdu President Enterprises Food Co., Ltd. ∙ Shenyang President Enterprises Co., Ltd. ∙ Harbin President Enterprises Co., Ltd. ∙ Hefei President Enterprises Co., Ltd. ∙ Zhenzhou President Enterprises Co., Ltd. ∙ Beijing President Enterprises Drinks Co., Ltd. ∙ Kunshan President Enterprises Food Co., Ltd. ∙ Nanchang President Enterprises Co., Ltd. ∙ President (Shanghai) Trading Co., Ltd. ∙ Kunming President Enterprises Food Co., Ltd. ∙ Yantai Tongli Beverage Industries Co., Ltd. ∙ Changsha President Enterprises Co., Ltd. ∙ Bama President Mineral Water Co., Ltd. ∙ Nanning President Enterprises Co., Ltd. ∙ Zhanjiang President Enterprises Co., Ltd. ∙ Chongqing President Enterprises Co., Ltd. ∙ Taizhou President Enterprises Co., Ltd. ∙ Akesu President Enterprises Co., Ltd. ∙ Changchun President Enterprises Co., Ltd. ∙ Uni-President Enterprises (Shanghai) Management Consulting Co.,Ltd. ∙ Uni-President (Shanghai) Pearly Century Co., Ltd. ∙ Baiyin President Enterprises Co., Ltd. ∙ Hainan President Enterprises Co., Ltd. ∙ Guiyang President Enterprises Co., Ltd. ∙ Jinan President Enterprises Co., Ltd. ∙ Hangzhou President Enterprises Co., Ltd. ∙ Wuxue Uni Mineral Water Co., Ltd. ∙ Shijiazhuang President Enterprises Co., Ltd. ∙ Xuzhou President Enterprises Co., Ltd. ∙ Henan President Enterprises Co., Ltd. ∙ President (Kunshan) Trading Co., Ltd. ∙ Shanxi President Enterprises Co., Ltd. ∙ Jiangsu President Enterprises Co., Ltd. ∙ Changbaishan Mountain President Enterprises, Ningxia President Enterprises Co., Ltd. ∙ Uni-President Enterprises(Kunshan) Real Estate Development Co., Ltd. ∙ Ningxia President Enterprises Co., Ltd. ∙ President Enterprises (Shanghai) Co., Ltd. ∙ President Enterprises (Inner Mongolia) Co., Ltd. ∙ Shaanxi President Enterprises Co., Ltd. ∙ Uni-President Enterprise (Hutubi) Tomato Products Technology Co., Ltd. ∙ Uni-President Enterprises (Shanghai) Drink & Food Co., Ltd. ∙ Uni-President Enterprises (Tianjin) Co., Ltd. ∙ Hunan President Enterprises Co., Ltd. ∙ Uni-OAO Travel Service Corp. ∙ President Packaging Holdings Ltd. ∙ Kuang Chuan Dairy Co., Ltd. ∙ Kuang Chuan Foods Co., Ltd. ∙ Uni-President Development Corp. ∙ President Professional Baseball Team Corp. ∙ TaitMarketing & Distribution Co., Ltd. ∙ Weilih Food Corp. ∙ Keng Ting Enterprises Co.,Ltd. ∙ PCS (BVI) Holdings Ltd. ∙ PCS (Labuan) Holdings Ltd. ∙ RSI, Retail Support International Corp. ∙ Uni-President Assets Holdings Ltd. ∙ Prince Property Management Consulting Co. ∙ Kao Chuan Inv. Corp.</p>

Name	Current position with other company
	<p>Supervisor : Infinity Holdings Ltd. 、 Eternity Holdings Ltd. 、 Celestial Prosperities Holdings Ltd.</p> <p>President : Presco Netmarketing Inc. 、 Uni-President Express Corp.</p>
<p>Shiow-Ling Kao (represent: Kao Chyuan Inv. Corp.)</p>	<p>Chairman : Kao Chuan Inv. Co., Ltd. 、 President Being Corp. 、 President Fair Development Corp. 、 Uni-President Department Store Corp. 、 President Pharmaceutical Corp. 、 President Drugstore Business Corp. 、 Infinity Holdings Ltd. 、 Eternity Holdings Ltd. 、 Celestial Prosperities Holdings Ltd.</p> <p>Director : Uni-President Enterprises Corp. 、 President Chain Store Corp. 、 ScinoPharm Taiwan, Ltd. 、 President International Development Corp. 、 Uni-President Development Corp. 、 Prince Housing & Development Corp. 、 Time Square International Hotel Corporation 、 Merry Life Biomedical Company, Ltd. 、 President (Sanghai) Health Product Trading Company Ltd. 、 Uni-Wonder Corporation. 、 President Century Corp.Ltd. 、 Beauty Wonder (Zhejiang) Trading Co., Ltd. 、 Times Square International Holding Co. 、 Grape King Bio. Ltd</p> <p>President : Kao Chuan Inv. Co., Ltd. 、 President Fair Development Corp.</p>
<p>Yi-chang Lin</p>	<p>Independent Director : Cheng Meil Materials Technology Corporation 、 Laser Tek Taiwan Co., Ltd.</p>