

Stock Code:9907



Ton Yi Industrial Corp.

**Handbook for the 2024 Annual Meeting of
Shareholders**

MEETING TIME: JUNE 21, 2024

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Ton Yi Industrial Corp.
Year 2024
Agenda of Annual Meeting of Shareholders

1. Time : 10:00 am, on June 21, 2024 (Friday)
2. Place : No. 837, Zhongzheng N.Rd., Yongkang Dist., Tainan City, Taiwan
(R.O.C.) (Ton Yi Industrial Corp.)
3. Convening Meeting: For physical shareholders meeting
4. Call the Meeting to order (report shareholdings of the attendances).
5. Chairman remarks
6. Company Reports
 - (1) The Company's 2023 Business Report.
 - (2) Audit Committee's review report on the 2023 financial statements.
 - (3) Report on the payment of employee compensation and director remuneration of 2023.
 - (4) Report on proposed amendments to the Company's Rules of Procedure for Board of Directors' Meeting.
7. Proposals
 - (1) 2023 Company's Business Report and Financial Statements.
 - (2) Adoption of the Proposal for Distribution of 2023 Profits.
8. Discussions
 - (1) Adoption of the Proposal for Releasing Directors from non-competition.
9. Questions and Motions
10. Adjournment

Company Reports

Motion 1 :

The Company's 2023 Business Report.

Explanation:

Reporting of the Company's 2023 Business Report.

(Please refer to P7~P9 of the Conference Manual)

Motion 2 :

Audit Committee's Review Report on the 2023 Financial Statements.

Explanation:

(1)The Company's 2023 financial statements have been audited by PricewaterhouseCoopers Taiwan and reviewed by the Audit Committee. An independent auditor's report and a review report were issued separately by the above two parties. (Please refer to P10~P33 of the Conference Manual)

(2)Read out of the review report. (Please refer to P10 of the Conference Manual)

Motion 3 :

Report on the payment of employee compensation and director remuneration of 2023.

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 amend Articles of Incorporation and by taking the operating performance into account, The Company hereby allocates its profit for 2023, 4.59% or NT\$38,101,920 for employee' compensation and 0.385% or NT\$3,192,516 for directors' remuneration. The payment will be made in cash.

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. 1120383996 of the Financial Supervisory Commission dated January 11, 2024, the amendment to part of the articles of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies is announced to improve the procedures of the Board of Directors and for the needs for actual operations.
- (2) The company hereby proposes to amend the Rules of Procedure for Board of Directors' Meeting, please refer to P35~P37 of the Conference Manual

Proposals

Motion 1.

Proposed by the Board

2023 Company's Business Report and Financial Statements.

Explanation:

- (1) The Company's 2023 Business Report and Financial Statements have been audited by PricewaterhouseCoopers Taiwan and are available for acknowledgment, please refer to P7~P33 of the Conference Manual.
- (2) This report was passed during the 12th meeting of the 18th term board of directors and examined by Audit Committee.

Resolution:

Motion 2

Proposed by the Board

Adoption of the Proposal for Distribution of 2023 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\$681,165,410 in 2023, plus the gain remeasurements of defined benefit plans, NT\$36,349,009. Legal reserve, NT\$ 71,751,442 and special reserve, NT\$486,137,179 were set aside pursuant to laws, plus unappropriated retained earnings of previous years, NT\$384,745,490, the total accumulated distributable earnings amounted was NT\$544,371,288 in 2023.
- (3) The Company's 2023 profits is proposed to distribute Cash dividends of NT\$ 0.30 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.
Please refer to P34 of the Conference Manual for the distribution of 2023 profits.
- (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:

Discussion

Motion 1.

Proposed by the Board

Adoption of the Proposal for Releasing 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, and Mr. Shing-Chi Liang 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 from Non-competition, please refer to P38~39 of the Conference Manual.

Resolution:

Questions and Motions

Adjournment

Ton Yi Industrial Corp.
Business Report 2023

Attachment 1

In 2023, the global economy faced several challenges such as inflation and rising interest rates, geopolitical wars and political chaos, economic slowdown of China, and competition among global trade barriers. These challenges increased corporate operating risks and uncertainties, and weakened the demand for end products. The Company was no exception, resulting in a decline in overall operating performance compared with the same period in the past, but still gained profits throughout the year. We deeply thank the concerted efforts of all employees, the mutual trust and assistance of suppliers and partners, and the full trust and support of the Board of Directors and all shareholders, the Company's management team adheres to the consistent business principle of "seeking progress while maintaining stability" and the work discipline of "being steadily instead of rushing" to strive to ensure that the Company would continue to move forward stably in a changing environment. The operating performance of 2023 and future prospects are shown as follows:

I. Operational Performance 2023

(I) Business plan implementation and results

Unit: NT\$ million; %

Item \ Year	2023	2022	Percentage of growth
Operating revenue	35,240.20	43,480.28	-18.95%
Gross profit	3,340.12	6,444.33	-48.17%
Net operating income (loss)	1,051.75	3,019.15	-65.16%
Pre-tax income	1,024.59	2,913.36	-64.83%
After-tax income-Attributed to the Parent Company	681.17	2,246.44	-69.68%

(II) Budget Implementation

Not applicable because the Company has not disclosed its financial forecast for 2023.

(III) Financial Income and Expenditure and Profitability Analysis

Item \ Year		2023	2022
Financial	Debt-to-Asset ratio	38.81	36.53

structure (%)	Ratio of long-term funds to property, plant and equipment	154.19	149.27
Solvency (%)	Current ratio	193.11	190.98
	Quick ratio	119.97	118.26
Profitability (%)	Return on assets	2.20	6.27
	Return on equity	2.83	9.90
	Net profit margin	1.69	4.91
	Earnings per share (NT\$)	0.43	1.42

(IV) Research and Development Status

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 new bottle can (NBC) and the leader of beverages packaged them. Over the years, the Company has obtained international certifications for environmental management ISO 14001, quality management ISO 9001, safety and health management ISO 45001/TOSHMS, and food safety and health management ISO 22000/HACCP. In 2023, the Company further obtain the one and only HALAL certification for coated iron sheets and metal cans in Taiwan, providing customers with more choices of products. The TAF laboratory has also been established to conduct strict quality and safety checks for customers, suppliers, raw materials, processes and products.

II. Summary of Business Plan 2024

For 2024, the Company will pay close attention to the overall economic changes and industrial competition dynamics, adapt to changes, manage risks while seeking development opportunities, strive to strengthen the corporate resilience in sustainable operations, ensure stable operations in a changing environment, as well as reaching annual sales target of 2024, which includes 690 thousand tons of general cold-rolled, TMBP and tinplate, 665 million tinplate cans, 248 million boxes of PET and TP beverages, 5,376 million PET bottle caps, and 28 million new bottle cans (NBC) (including beverage filling of 3 million boxes).

III. Future Development Strategies of the Company

Externally, the Company strengthens relations with existing and newly developed business partners and deepens long-term cooperative relationships of

mutual assistance, mutual trust, coexistence and common prosperity; internally, we improve management efficiency, fully implement work discipline, and adjust the production and sales structures. Through persistent O&M risk management, we maintain steady operations and growth of the Company.

Specific production and marketing strategies are as follows:

(I) Steel business:

1. The Company will continue to expand cooperation with major steel manufacturers in Taiwan and Japan from raw material supply to downstream product sales to establish a stable and resilient supply chain.
2. Optimize sales areas and product portfolios, improve production and sales efficiency, and promote the development of high-value products.
3. Strictly control inventory to mitigate operating risks caused by price fluctuations.

(II) Integrated packaging business:

1. Stabilize and promote existing high-quality major customers and develop and cultivate new customers with high potential.
2. Focus on the businesses of development of aseptic filling, new bottle can (NBC) filling and carbonated beverage filling, the Company will consolidate its domains with leading technology and develop new domains in the beverage market.
3. Effectively manage sales regions and production bases and plan to maximize profit through the smart use of group resources.

IV. Affect from Environments of External Competition, Regulations and Overall Business Operation

Facing the challenges of the external situation, competitive environment and changes in laws and regulations in various countries, the Company's main focus of operations is still to seek progress while maintaining stability and abide by various legal norms. In particular, the worldwide emphasis on climate change has increased, and domestic and foreign environmental protection laws have become increasingly strict. The Company will also do the best to promote energy conservation and carbon reduction, and continuously improve its resilience, competitiveness and risk management capabilities to cope with the impact from the external environment and achieve the goals of sustainable development.

Chairman:
Chih-Hsien Lo

Managers:
Chin-Cheng Hsu and
Yu-Hsin Chang

Head of Accounting:
Yi-Hsing Liu

Ton Yi Industrial Corp.
Audit Committee's Review Report

Attachment 2

We have reviewed the Company's 2023 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 2024 Annual General Meeting

Ton Yi Industrial Corp.

Chairman of the Audit Committee Yi-Chang Lin

March 5, 2023

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

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, 2023 and 2022, 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 material 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, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the 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 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 Company's 2023 parent company only 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 (listed as 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 and Note 5(2) for the critical accounting estimates and assumptions uncertainty in relation to inventory valuation and Note 6(3) for details of inventories. For the year ended December 31, 2023, inventory and allowance for price decline of inventories amounted to NT\$2,484,060 thousand and NT\$131,000 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 (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 5, 2024

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Assets			December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 106,571	-	\$ 160,105	1
1150	Notes receivable, net	6(2) and 12	110,852	1	154,040	1
1170	Accounts receivable, net	6(2) and 12	631,604	2	936,953	3
1180	Accounts receivable - related parties	6(2) and 7	247,894	1	422,677	1
1200	Other receivables		66,435	-	88,424	-
130X	Inventories	5(2) and 6(3)	2,353,060	9	2,791,596	10
1410	Prepayments		68,344	-	53,019	-
11XX	Total current assets		3,584,760	13	4,606,814	16
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(4)	118,781	1	89,241	-
1550	Investments accounted for using equity method	6(5)	17,620,485	65	17,942,238	61
1600	Property, plant and equipment	6(6) and 7	5,421,559	20	6,299,241	22
1755	Right-of-use assets	6(7)	349,265	1	354,163	1
1760	Investment property, net	6(9)	432	-	432	-
1840	Deferred income tax assets	6(24)	81,327	-	77,287	-
1915	Prepayments for business facilities	6(6)	13,720	-	1,440	-
1920	Guarantee deposits paid		226	-	226	-
1975	Net defined benefit asset - non-current	6(13)	59,373	-	-	-
15XX	Total non-current assets		23,665,168	87	24,764,268	84
1XXX	Total assets		\$ 27,249,928	100	\$ 29,371,082	100

(Continued)

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(10)	\$ 2,729,916	10	\$ 2,429,889	8
2130	Contract liabilities - current	6(17)	89,335	-	44,813	-
2170	Accounts payable		106,108	1	108,710	-
2200	Other payables		435,034	2	782,871	3
2230	Current income tax liabilities	6(24)	98,173	-	473,351	2
2280	Lease liabilities - current		10,919	-	10,141	-
2305	Other financial liabilities - current		11,320	-	14,810	-
2365	Refund liabilities - current		21,810	-	18,432	-
21XX	Total current liabilities		3,502,615	13	3,883,017	13
Non-current liabilities						
2540	Long-term borrowings	6(11)	4,150,000	15	3,800,000	13
2550	Provisions - non-current	6(12)	85,858	-	84,277	-
2570	Deferred income tax liabilities	6(24)	258,533	1	235,058	1
2580	Lease liabilities - non-current		300,858	1	297,987	1
2640	Net defined benefit liabilities - non-current	6(13)	-	-	15,462	-
2645	Guarantee deposits received		4,500	-	2,500	-
25XX	Total non-current liabilities		4,799,749	17	4,435,284	15
2XXX	Total liabilities		8,302,364	30	8,318,301	28
Equity						
Share capital						
3110	Common stock	6(14)	15,791,453	58	15,791,453	54
3200	Capital surplus	6(15)	232,586	1	232,045	1
	Retained earnings	6(16)				
3310	Legal reserve		2,307,402	9	2,062,280	7
3320	Special reserve		1,412,342	5	1,829,875	6
3350	Unappropriated retained earnings		1,102,260	4	2,549,470	9
3400	Other equity interest		(1,898,479)	(7)	(1,412,342)	(5)
3XXX	Total equity		18,947,564	70	21,052,781	72
	Significant contingent liabilities and unrecognized contract commitments	9				
3X2X	Total liabilities and equity		\$ 27,249,928	100	\$ 29,371,082	100

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except earnings per share)

			Year ended December 31			
			2023		2022	
Items	Notes		AMOUNT	%	AMOUNT	%
4000 Operating revenue	6(17) and 7		\$ 12,060,595	100	\$ 23,401,298	100
5000 Operating costs	6(3)(13)(22)(23) and 7		(10,974,982)	(91)	(18,723,912)	(80)
5900 Gross profit from operations			1,085,613	9	4,677,386	20
5910 Unrealized loss (profit) from sales	6(5) and 7		9,911	-	(36,987)	-
5920 Realized profit from sales	6(5) and 7		36,987	-	36,827	-
5950 Gross profit from operations			1,132,511	9	4,677,226	20
Operating expenses	6(13)(22)(23), 7 and 12					
6100 Selling expenses			(625,397)	(5)	(1,421,104)	(6)
6200 Administrative expenses			(369,874)	(3)	(606,578)	(3)
6450 Expected credit gains	12		3,327	-	6,474	-
6000 Total operating expenses			(991,944)	(8)	(2,021,208)	(9)
6900 Operating income			140,567	1	2,656,018	11
Non-operating income and expenses						
7100 Interest income	6(18)		1,729	-	739	-
7010 Other income	6(4)(8)(19)		22,222	-	14,613	-
7020 Other gains and losses	6(7)(20) and 12		16,690	-	275,567	1
7050 Finance costs	6(6)(7)(12)(21)		(135,641)	(1)	(120,815)	-
7070 Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)		743,109	7	45,868	-
7000 Total non-operating income and expenses			648,109	6	215,972	1
7900 Profit before income tax			788,676	7	2,871,990	12
7950 Income tax expense	6(24)		(107,511)	(1)	(625,553)	(3)
8200 Profit for the year			\$ 681,165	6	\$ 2,246,437	9
Other comprehensive income (loss)						
Components of other comprehensive income (loss) that will not be reclassified to profit or loss						
8311 Gain on remeasurements of defined benefit plan	6(13)		\$ 45,436	-	\$ 255,986	1
8316 Unrealized gain from investments in equity instruments measured at fair value through other comprehensive income	6(4)		29,540	-	1,038	-
8349 Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(24)		(9,087)	-	(51,197)	-
Components of other comprehensive income (loss) that will be reclassified to profit or loss						
8361 Exchange differences on translation	6(5)		(516,003)	(4)	417,362	2
8399 Income tax related to the components of other comprehensive income that will be reclassified to profit or loss	6(24)		326	-	(867)	-
8300 Other comprehensive (loss) income for the year			(\$ 449,788)	(4)	\$ 622,322	3
8500 Total comprehensive income for the year			\$ 231,377	2	\$ 2,868,759	12
Earnings per share (in dollars)	6(25)					
9750 Basic			\$ 0.43		\$ 1.42	
9850 Diluted			\$ 0.43		\$ 1.41	

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Retained Earnings					Other Equity Interest		
		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	Total equity
	Notes								
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
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	6(16)	-	-	-	18,069	(18,069)	-	-	-
Cash dividends	6(16)	-	-	-	-	(1,579,145)	-	-	(1,579,145)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(15)	-	431	-	-	-	-	-	431
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(15)	-	(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
For the year ended December 31, 2023									
Balance at January 1, 2023		\$ 15,791,453	\$ 232,045	\$ 2,062,280	\$ 1,829,875	\$ 2,549,470	(\$ 1,122,666)	(\$ 289,676)	\$ 21,052,781
Profit for the year		-	-	-	-	681,165	-	-	681,165
Other comprehensive income (loss) for the year	6(4)	-	-	-	-	36,349	(515,677)	29,540	(449,788)
Total comprehensive income (loss)		-	-	-	-	717,514	(515,677)	29,540	231,377
Distribution of 2022 net income:									
Legal reserve		-	-	245,122	-	(245,122)	-	-	-
Reversal of special reserve	6(16)	-	-	-	(417,533)	417,533	-	-	-
Cash dividends	6(16)	-	-	-	-	(2,337,135)	-	-	(2,337,135)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(15)	-	580	-	-	-	-	-	580
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(15)	-	(39)	-	-	-	-	-	(39)
Balance at December 31, 2023		\$ 15,791,453	\$ 232,586	\$ 2,307,402	\$ 1,412,342	\$ 1,102,260	(\$ 1,638,343)	(\$ 260,136)	\$ 18,947,564

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 788,676	\$ 2,871,990
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit gains	12	(3,327)	(6,474)
Provision for inventory market price decline	6(3)	81,000	18,000
Share of profit of subsidiaries, associates and joint ventures accounted for using equity method	6(5)		
Unrealized (loss) profit from sales	6(5)	(743,109)	(45,868)
Realized profit from sales	6(5)	(9,911)	36,987
Depreciation	6(5)	(36,987)	36,827
Loss on disposal of property, plant and equipment	6(6)(7)(22)	1,006,727	996,625
Gain from lease modifications	6(20)		
Gain on disposal of investment property	6(7)(20)	137	309
Dividend income	6(20)	(8)	(152)
Interest income	6(4)(19)	-	418
Interest expense	6(18)	(3,653)	(6,051)
Changes in operating assets and liabilities	6(21)	(1,729)	739
Changes in operating assets		135,641	120,815
Notes receivable			
Accounts receivable		43,624	(1,972)
Accounts receivable - related parties		308,240	622,838
Other receivables		174,783	410,111
Inventories		21,989	73,891
Prepayments		357,536	1,057,492
Net defined benefit assets - non-current		(15,325)	(3,515)
Changes in operating liabilities		(13,937)	-
Contract liabilities - current			
Accounts payable		44,522	(125,065)
Other payables		(2,602)	(130,773)
Refund liabilities - current		(349,514)	56,091
Net defined benefit liabilities - non-current		3,378	3,347
Cash inflow generated from operations		(15,462)	(39,586)
Dividends received		1,770,689	5,871,056
Interest received		599,410	405,598
Interest paid		1,729	739
Income tax paid		(132,383)	(116,501)
Net cash flows from operating activities		(472,015)	(341,360)
		1,767,430	5,819,532

(Continued)

TON YI INDUSTRIAL CORP.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of property, plant and equipment	6(6)	(\$ 36,336)	(\$ 46,103)
Proceeds from disposal of investment property		-	1,052
Increase in prepayments for business facilities		(85,272)	(15,294)
Interest paid for prepayments for business facilities	6(6)(21)	(472)	(137)
Net cash flows used in investing activities		(122,080)	(60,482)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term borrowings	6(27)	300,027	(368,567)
Decrease in short-term notes and bills payable	6(27)	-	(400,000)
Decrease in other financial liabilities - current	6(27)	(3,490)	(2,278)
Payments of lease liabilities	6(27)	(10,827)	(10,365)
Increase in long-term borrowings	6(27)	1,900,000	1,050,000
Decrease in long-term borrowings	6(27)	(1,550,000)	(4,300,000)
Increase (decrease) in guarantee deposits received	6(27)	2,000	(2,000)
Cash dividends paid	6(16)(27)	(2,337,135)	(1,579,145)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(15)	580	431
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(15)	(39)	(59)
Net cash flows used in financing activities		(1,698,884)	(5,611,983)
Net (decrease) increase in cash and cash equivalents		(53,534)	147,067
Cash and cash equivalents at beginning of year	6(1)	160,105	13,038
Cash and cash equivalents at end of year	6(1)	\$ 106,571	\$ 160,105

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

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, 2023 and 2022, 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 material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, 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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public 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 2023 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, and Note 5(2) for the critical accounting estimates and assumptions uncertainty in relation to inventory valuation and Note 6(4) for details of inventories. For the year ended December 31, 2023, inventory and allowance for price decline of inventories amounted to NT\$4,340,626 thousand and NT\$196,931 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.

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, 2023 and 2022.

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 5, 2024

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, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 3,308,211	10	\$ 3,168,365	9
1150	Notes receivable, net	6(2)(3) and 12	823,487	3	1,042,219	3
1170	Accounts receivable, net	6(2) and 12	1,627,756	5	1,771,155	5
1180	Accounts receivable - related parties	6(2) and 7	1,722,526	5	1,902,411	5
1200	Other receivables		72,209	-	101,738	-
1220	Current income tax assets	6(26)	5,163	-	2,466	-
130X	Inventories	5(2) and 6(4)	4,143,695	13	4,702,077	14
1410	Prepayments		463,198	1	209,132	1
1476	Other financial assets - current		1,289	-	1,200	-
11XX	Total current assets		12,167,534	37	12,900,763	37
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non-current	6(5)	118,781	1	89,241	-
1600	Property, plant and equipment	6(6)(11)	17,038,631	52	18,860,972	54
1755	Right-of-use assets	6(7) and 7	1,735,929	5	2,016,559	6
1760	Investment property, net	6(9)	82,613	-	90,729	-
1780	Intangible assets	6(10)(11)	3,734	-	7,881	-
1840	Deferred income tax assets	6(26)	1,170,855	4	835,568	3
1915	Prepayments for business facilities	6(6)	151,207	1	63,242	-
1920	Guarantee deposits paid	7	30,604	-	28,514	-
1975	Net defined benefit assets - non-current	6(15)	59,373	-	-	-
1990	Other non-current assets		13,579	-	12,494	-
15XX	Total non-current assets		20,405,306	63	22,005,200	63
1XXX	Total assets		\$ 32,572,840	100	\$ 34,905,963	100

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

(Expressed in thousands of New Taiwan dollars)						
Liabilities and Equity			December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 2,729,916	8	\$ 2,429,889	7
2130	Contract liabilities - current	6(19)	109,307	-	70,503	-
2170	Accounts payable		1,244,194	4	1,292,874	4
2180	Accounts payable - related parties	7	250,752	1	299,838	1
2200	Other payables		1,465,225	4	1,746,443	5
2220	Other payables - related parties	7	61,284	-	88,935	-
2230	Current income tax liabilities	6(26)	168,252	1	548,889	2
2280	Lease liabilities - current	7	223,885	1	228,187	1
2305	Other financial liabilities - current		26,309	-	30,958	-
2365	Refund liabilities - current		21,810	-	18,432	-
21XX	Total current liabilities		6,300,934	19	6,754,948	20
Non-current liabilities						
2540	Long-term borrowings	6(13)	4,150,000	13	3,800,000	11
2550	Provisions - non-current	6(14)	85,858	-	84,277	-
2570	Deferred income tax liabilities	6(26)	941,641	3	669,151	2
2580	Lease liabilities - non-current	7	1,116,271	4	1,370,132	4
2630	Long-term deferred revenue		17,298	-	22,258	-
2640	Net defined benefit liabilities - non-current	6(15)	-	-	15,462	-
2645	Guarantee deposits received		28,606	-	36,283	-
25XX	Total non-current liabilities		6,339,674	20	5,997,563	17
2XXX	Total liabilities		12,640,608	39	12,752,511	37
Equity attributable to owners of parent						
Share capital						
3110	Common stock	6(16)	15,791,453	49	15,791,453	45
3200	Capital surplus	6(17)	232,586	1	232,045	1
	Retained earnings	6(18)				
3310	Legal reserve		2,307,402	7	2,062,280	6
3320	Special reserve		1,412,342	4	1,829,875	5
3350	Unappropriated retained earnings		1,102,260	3	2,549,470	7
3400	Other equity interest		(1,898,479)	(6)	(1,412,342)	(4)
31XX	Equity attributable to owners of the parent		18,947,564	58	21,052,781	60
36XX	Non-controlling interests		984,668	3	1,100,671	3
3XXX	Total equity		19,932,232	61	22,153,452	63
	Significant contingent liabilities and unrecognized contract commitments	9				
3X2X	Total liabilities and equity		\$ 32,572,840	100	\$ 34,905,963	100

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except earnings per share)

			Year ended December 31			
			2023		2022	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(19) and 7	\$ 35,240,202	100	\$ 43,480,280	100
5000	Operating costs	6(4)(10)(15)(24)(25) and 7	(31,900,081)	(91)	(37,035,948)	(85)
5900	Gross profit from operations		3,340,121	9	6,444,332	15
	Operating expenses	6(9)(10)(15)(24)(25), 7 and 12				
6100	Selling expenses		(1,143,475)	(3)	(1,935,351)	(5)
6200	Administrative expenses		(1,147,264)	(3)	(1,500,995)	(3)
6450	Expected credit gains		2,372	-	11,161	-
6000	Total operating expenses		(2,288,367)	(6)	(3,425,185)	(8)
6900	Operating income		1,051,754	3	3,019,147	7
	Non-operating income and expenses					
7100	Interest income	6(20)	61,155	-	47,623	-
7010	Other income	6(5)(8)(9)(21)	114,101	-	112,715	-
7020	Other gains and losses	6(7)(11)(22), 7 and 12	(17,384)	-	(85,364)	-
7050	Finance costs	6(3)(6)(7)(14)(23) and 7	(185,034)	-	(180,758)	-
7000	Total non-operating income and expenses		(27,162)	-	(105,784)	-
7900	Profit before income tax		1,024,592	3	2,913,363	7
7950	Income tax expense	6(26)	(429,692)	(1)	(778,941)	(2)
8200	Profit for the year		\$ 594,900	2	\$ 2,134,422	5
	Other comprehensive income (loss)					
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss					
8311	Gain on remeasurements of defined benefit plan	6(15)	\$ 45,436	-	\$ 255,986	-
8316	Unrealized gain from investments in equity instruments measured at fair value through other comprehensive income	6(5)	29,540	-	1,038	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(26)	(9,087)	-	(51,197)	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss					
8361	Exchange differences on translation		(545,741)	(2)	445,996	1
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(26)	326	-	(867)	-
8300	Other comprehensive (loss) income for the year		(\$ 479,526)	(2)	\$ 650,956	1
8500	Total comprehensive income for the year		\$ 115,374	-	\$ 2,785,378	6
	Profit (loss) attributable to:					
8610	Owners of the parent		\$ 681,165	2	\$ 2,246,437	5
8620	Non-controlling interests		(86,265)	-	(112,015)	-
			\$ 594,900	2	\$ 2,134,422	5
	Comprehensive income (loss) attributable to:					
8710	Owners of the parent		\$ 231,377	-	\$ 2,868,759	6
8720	Non-controlling interests		(116,003)	-	(83,381)	-
			\$ 115,374	-	\$ 2,785,378	6
	Earnings per share (in dollars)	6(27)				
9750	Basic		\$ 0.43		\$ 1.42	
9850	Diluted		\$ 0.43		\$ 1.41	

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent									
		Retained Earnings				Other Equity Interest					
							Unrealized gain (loss) on financial assets measured at fair value through other comprehensive income				
	Notes	Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Total	Non-controlling interest	Total equity	
<u>For the year ended December 31, 2022</u>											
		\$ 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
		-	-	-	-	2,246,437	-	-	2,246,437	(112,015)	2,134,422
	6(5)	-	-	-	-	204,789	416,495	1,038	622,322	28,634	650,956
		-	-	-	-	2,451,226	416,495	1,038	2,868,759	(83,381)	2,785,378
Distribution of 2021 net income:											
		-	-	183,453	-	(183,453)	-	-	-	-	-
	6(18)	-	-	-	18,069	(18,069)	-	-	-	-	-
	6(18)	-	-	-	-	(1,579,145)	-	-	(1,579,145)	-	(1,579,145)
	6(17)	-	431	-	-	-	-	-	431	-	431
	6(17)	-	(59)	-	-	-	-	-	(59)	-	(59)
		\$ 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
<u>For the year ended December 31, 2023</u>											
		\$ 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
		-	-	-	-	681,165	-	-	681,165	(86,265)	594,900
	6(5)	-	-	-	-	36,349	(515,677)	29,540	(449,788)	(29,738)	(479,526)
		-	-	-	-	717,514	(515,677)	29,540	231,377	(116,003)	115,374
Distribution of 2022 net income:											
		-	-	245,122	-	(245,122)	-	-	-	-	-
	6(18)	-	-	-	(417,533)	417,533	-	-	-	-	-
	6(18)	-	-	-	-	(2,337,135)	-	-	(2,337,135)	-	(2,337,135)
	6(17)	-	580	-	-	-	-	-	580	-	580
	6(17)	-	(39)	-	-	-	-	-	(39)	-	(39)
		\$ 15,791,453	\$ 232,586	\$ 2,307,402	\$ 1,412,342	\$ 1,102,260	(\$ 1,638,343)	(\$ 260,136)	\$ 18,947,564	\$ 984,668	\$ 19,932,232

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, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31,	
	Notes	2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 1,024,592	\$ 2,913,363
Adjustments			
Adjustments to reconcile profit (loss)			
Expected credit gains	12	(2,372)	(11,161)
(Reversal of allowance) provision for inventory market price decline	6(4)	(1,792)	89,625
Depreciation	6(6)(7)(9)	2,760,466	2,725,408
(Gain) loss on disposal of property, plant and equipment	6(22)	(611)	427
Gain from lease modifications	6(7)(22)	(8)	(1,285)
Gain on disposal of investment property	6(22)	-	(418)
Amortization	6(10)(24)	3,990	9,664
Loss on impairment of non-financial assets	6(6)(10)(11)(22)	-	275,849
Interest income	6(20)	(61,155)	(47,623)
Dividend income	6(5)(21)	(3,653)	(6,051)
Interest expense	6(23)	185,034	180,758
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		219,345	(197,089)
Accounts receivable		145,847	1,388,471
Accounts receivable - related parties		179,885	(557,307)
Other receivables		29,529	63,620
Inventories		563,051	862,914
Prepayments		(252,767)	282,282
Net defined benefit assets - non-current		(13,937)	-
Changes in operating liabilities			
Contract liabilities - current		38,804	(116,854)
Accounts payable		(48,680)	3,662
Accounts payable - related parties		(49,086)	26,412
Other payables		(329,551)	50,871
Other payables - related parties		(30,065)	292
Refund liabilities - current		3,378	3,347
Long-term deferred revenue		(4,960)	(3,871)
Net defined benefit liabilities - non-current		(15,462)	(39,586)
Cash inflow generated from operations		4,339,822	7,895,720
Interest received		61,155	47,623
Dividends received		3,653	6,051
Income tax refund		-	2,883
Interest paid		(181,776)	(176,444)
Income tax paid		(893,440)	(616,287)
Net cash flows from operating activities		3,329,414	7,159,546

(Continued)

TON YI INDUSTRIAL CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31,	
	Notes	2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
(Increase) decrease in other financial assets - current		(\$ 89)	\$ 33,944
Cash paid for acquisition of property, plant and equipment	6(28)	(522,666)	(770,557)
Proceeds from disposal of property, plant and equipment		7,627	15,544
Cash paid for acquisition of investment property	6(9)	(908)	(2,916)
Proceeds from disposal of investment property		-	1,052
Increase in prepayments for business facilities		(528,172)	(269,559)
Interest paid for prepayments for business facilities	6(6)(23)	(472)	(137)
(Increase) decrease in guarantee deposits paid		(2,090)	12,540
Increase in other non-current assets		(1,085)	(725)
Net cash flows used in investing activities		(1,047,855)	(980,814)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term borrowings	6(29)	300,027	(368,567)
Decrease in short-term notes and bills payable	6(29)	-	(400,000)
Decrease in other financial liabilities - current	6(29)	(4,649)	(3,504)
Payments of lease liabilities	6(29)	(247,513)	(218,836)
Increase in long-term borrowings	6(29)	1,900,000	1,050,000
Decrease in long-term borrowings	6(29)	(1,550,000)	(4,300,000)
(Decrease) increase in guarantee deposits received	6(29)	(7,677)	6,995
Cash dividends paid	6(18)(29)	(2,337,135)	(1,579,145)
Non-payment of expired cash dividends from previous years transferred to capital reserve	6(17)	580	431
Payment of unpaid cash dividends from previous years transferred to capital reserve	6(17)	(39)	(59)
Net cash flows used in financing activities		(1,946,406)	(5,812,685)
Effect of foreign exchange rate changes on cash and cash equivalents		(195,307)	138,293
Net increase in cash and cash equivalents		139,846	504,340
Cash and cash equivalents at beginning of year	6(1)	3,168,365	2,664,025
Cash and cash equivalents at end of year	6(1)	\$ 3,308,211	\$ 3,168,365

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
2023 Earnings Appropriation

Attachment 5

Unit : NT\$

Item	Amount
Net Income for 2023	681,165,410
Add : Gain remeasurments of defined benefit plans	36,349,009
Unappropriated Retained Earnings of the 2023	717,514,419
Less : Legal Reserve	(71,751,442)
Less : Special Reserve	(486,137,179)
2023 Earnings Available for Distribution	159,625,798
Add : Unappropriated Retained Earnings at beginning of year	384,745,490
Total distributable earnings	544,371,288
2023 Earnings appropriation:	
Cash dividend (NT\$300 per thousand shares)	(473,743,603)
Unappropriated Retained Earnings at end of year	70,627,685

NOTE :

1. Net income for 2023 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

Ton Yi Industrial Corp.
Amendments Comparison Table of Rules of Procedure
for Board of Directors' Meeting

Attachment 6

Amended article	Current article	Description
<p>Article 8 (Reference Materials, Guests, and Meeting Notices)</p> <p>Upon convening a Board meeting, the secretary unit shall prepare relevant information readily available to directors present at the meeting for reference. Upon convening a Board meeting, personnel of the relevant departments <u>or subsidiaries</u> may be asked to attend the meeting as guests depending on the details of the meeting agenda. If necessary, certified public accountants, lawyers or other professionals may be invited to attend the meeting as guests and to make explanatory statements. Provided, however, that they shall leave the meeting when discussion or voting takes place.</p> <p>A meeting shall be called to order by the Chairperson of the Board meeting when the scheduled meeting time has arrived and the majority of the Directors are present.</p> <p>If the majority of the Directors are not present at the schedule commencement time of the meeting, the chairperson of the meeting may announce the postponement of the meeting <u>during such day</u> not more than twice. If a quorum has not been reached after the second postponement, the Chairperson may convene a new meeting in accordance with the procedure under Paragraph 2 of Article 3.</p> <p>For purpose of the preceding Paragraph and Subparagraph 2 of Paragraph 2 of Article 16, "all Directors" shall refer to the Directors actually in the office at the given time.</p>	<p>Article 8 (Reference Materials, Guests, and Meeting Notices)</p> <p>When a Board Meeting is convened, <u>the managerial department (or the unit designated by the Board of Directors)</u> must have the relevant materials ready for review by the attending Directors at any time.</p> <p>Depending on the agenda of the Board Meeting convened, <u>managers of relevant departments that are not Directors</u> may be sent a Meeting Notice and be invited to attend. When necessary, accountants, lawyers, or other specialists may also be invited to attend a Board Meeting to provide clarifications. However, during discussion and voting they must leave the Board Meeting.</p> <p>When more than half of all Directors are present at the scheduled starting time of the Board Meeting, the Chairman of the Board of Directors must declare the meeting is opened. When half of all Directors are absent at the starting time of the Board Meeting, the Chairman of the Board of Directors may postpone the meeting. The meeting may only be postponed twice. When after the second postponement has expired, the quorum still has not been reached, the Chairperson must convene another Board Meeting in accordance with the procedure set forth under Article 3, paragraph 2.</p> <p>The term "all Directors" referred to in the previous paragraph and in Article 16, paragraph 2, subparagraph 2, is calculated on the basis of Directors in office at the given time.</p>	<ol style="list-style-type: none"> 1. Amended the in accordance with the Company's actual operations. 2. According to the amendment to the procedures for the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, in order to avoid disputes caused by extending the meeting time for an undetermined period of time, it is hereby stipulated that in the event of insufficient attendees, the Chairperson may only announce that the meeting time will be postponed for a certain period of time within the very day.
<p>Article 11 (Discussion of Proposals)</p> <p>The Board Meeting must proceed according to the Agenda set forth in the Meeting Notice. However, the Agenda may be changed if more than half of the Directors present agree.</p> <p>Without the consent of more than half of the Directors present, the Chairman cannot adjourn the Board Meeting.</p> <p>If during the Board Meeting, the number of Directors present is less than the number of Directors in office, the Chairman may, at the propose of a Director present, declare the meeting suspended and apply the provisions of</p>	<p>Article 11 (Discussion of Agenda Items)</p> <p>The Board Meeting must proceed according to the Agenda set forth in the Meeting Notice. However, the Agenda may be changed if more than half of the Directors present agree.</p> <p>Without the consent of more than half of the Directors present, the Chairman cannot adjourn the Board Meeting.</p> <p>If during the Board Meeting, the number of Directors present is less than the number of Directors in office, the Chairman may, at the propose of a Director present, declare the meeting suspended and apply the provisions of</p>	<p>In response the amendment of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies on the selection of proxies if during the meeting the Chairperson is unable to chair the meeting for any reasons or fails to adjourn the meeting</p>

Amended article	Current article	Description
Article 8, paragraph 5. <u>During the proceedings of a meeting, if the Chairperson is unable to chair the meeting or fails to declare the meeting adjourned as provided in Paragraph 2, the provisions of Paragraph 3 of Article 7 shall apply mutatis mutandis to the selection of the proxy to act in place thereof.</u>	Article 8, paragraph 5.	in accordance with the provisions of Paragraph 2.
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: I. Session (or year) and time and place II. The Chairman's name III. The attendance of the Directors, including the numbers and names of persons in attendance, absent with notice, and absent without notice IV. Names and titles of guests V. Name of the minute keeper VI. Matters to be reported 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 4. 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. IX. Other matters that must be recorded Any of the following matters raised for resolution by the Board of Directors	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: I. Session (or year) and time and place II. The Chairman's name III. The attendance of the Directors, including the numbers and names of persons in attendance, absent with notice, and absent without notice IV. Names and titles of guests V. Name of the minute keeper VI. Matters to be reported 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. IX. Other matters that must be recorded Any of the following matters raised for resolution by the Board of Directors	1. The items and symbols corresponding to the amended provisions are adjusted. 2. The Company already has Independent Directors and an Audit Committee, so only the wordings may be amended at its discretion.

Amended article	Current article	Description
<p>must be recorded in the Minutes and must be reported to the Market Observation Post System (MOPS) designated by the Financial Supervisory Commission of the Executive Yuan on the day after the Board Meeting concerned.</p> <p>I. Independent Directors have objections or reservations and there are recorded or written statements.</p> <p>2. When the Board of Directors has passed a resolution with more than two thirds of all Directors in favor after the Audit Committee has not passed the same.</p> <p>The Board Meeting attendance sheets form part of the Minutes and must be properly kept during the Company's existence.</p> <p>The Minutes must be signed or sealed by the Chairman of the Board of Directors and the minute keeper. They must be distributed within 20 days after the meeting. They must be included in the Company's important files, and must be properly kept during the Company's existence.</p> <p>The production and distribution of the Minutes referred to in the first paragraph may be done electronically.</p>	<p>must be recorded in the Minutes and must be reported to the Market Observation Post System (MOPS) designated by the Financial Supervisory Commission of the Executive Yuan on the day after the Board Meeting concerned.</p> <p>I. <u>When the Company has Independent Directors</u>: Independent Directors have objections or reservations and there are recorded or written statements.</p> <p>2. <u>When the Company has an Audit Committee</u>: when the Board of Directors has passed a resolution with more than two thirds of all Directors in favor after the Audit Committee has not passed the same.</p> <p>The Board Meeting attendance sheets form part of the Minutes and must be properly kept during the Company's existence.</p> <p>The Minutes must be signed or sealed by the Chairman of the Board of Directors and the minute keeper. They must be distributed within 20 days after the meeting. They must be included in the Company's important files, and must be properly kept during the Company's existence.</p> <p>The production and distribution of the Minutes referred to in the first paragraph may be done electronically.</p>	
<p>Article 17 (Principles of Authorization of the Board of Directors)</p> <p>Except for the matters as set forth in Paragraph 1 of Article 12 which shall be raised at the Company's Board meeting for discussion, subject to the applicable laws or Articles of Association, the levels and contents of matters able to be <u>executed</u> under authorization shall be specifically and clearly defined.</p>	<p>Article 17 (Principles of Authorization by the Board of Directors)</p> <p>Except for the Matters Requiring Discussion by the Board of Directors as set forth in Article 12, paragraph 1, <u>when the Board of Directors is in recess</u>, it may in accordance with the law or the Company's Articles of Association <u>authorize persons to exercise the powers of the Board</u>. The level, content, <u>and matters of those authorizations</u> must be specific and <u>must not authorize beyond the permitted scope</u>.</p>	Amendments of wording.
<p>Article 18 (Supplementary provision)</p> <p>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.</p> <p>The Rules of Procedure were established on March 24, 2006.</p> <p>...</p> <p>8th amendment 08 Novembre 2022</p> <p>9th amendment 05 March 2022</p>	<p>Article 18 (Supplementary provision)</p> <p>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.</p> <p>The Rules of Procedure were established on March 24, 2006.</p> <p>...</p> <p>8th amendment 08 Novembre 2022</p>	Recording of the date of amendment.

Ton Yi Industrial Corporation Attachment 7
Details of the Duties Subject to Releasing the cadidate of
Directors from Non-competition

As of 02/29/2024

Name	Current position with other company
Chih-Hsien Lo (represent: Uni-Presiden Enterprises CORP.)	<p>Chairman : Uni-President Enterprises Corp., President Natural Industrial Corp., Presicarre Corporation, 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., 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 : Kao Chyuan Inv. Co., Ltd., 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</p>

Name	Current position with other company
	<p>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., 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., Kao Chyuan Inv. Co.</p> <p>Supervisor : Infinity Holdings Ltd., Eternity Holdings Ltd., Celestial Prosperities Holdings Ltd.</p> <p>President : Presco Netmarketing Inc., Uni-President Express Corp.</p>
Shing-Chi Liang	<p>Chairman : Tovecan Corporation Ltd., Jiangsu Ton Yi Tinplate Co., Ltd., Fujian Ton Yi Industrial Co., Ltd., Chengdu Ton Yi Industrial Packing Co., Ltd., Changsha Ton Yi Industrial Co., Ltd., Wuxi Ton Yi Industrial Packing Co., Ltd., Wuxi Tonyi Daiwa Industrial Co., Ltd., Zhangzhou Ton Yi Industrial Co. Ltd.</p> <p>Director : Cayman Ton Yi Industrial Holdings Ltd., Cayman Fujian Ton Yi Holdings Ltd., Cayman Jiangsu Ton Yi Holdings Ltd.</p>

Rules of Procedures for Shareholders' Meeting

Amemd on July 26, 2021

1. Shareholders' meetings of the Company shall proceed according to the Rules of Procedures for Shareholders' Meeting (the "Rules").
2. The term "shareholder" as set forth in the Rules shall mean a shareholder himself and any proxy authorized by a shareholder.
3. The Company shall state the time for accepting registration for the meeting and the location where the registration will take place as well as other special notes in the meeting notice. Registration by shareholders shall start at least 30 minutes prior to the commencement of the meeting. The registration location shall be clearly identified and there shall be an adequate number of qualified staff to assist with the registration procedure. A shareholder wishing to attend a shareholders' meeting shall present an attendance card, sign-in card or other supporting attendance documents. A proxy solicitor shall provide such identification documents for verification as well. A shareholder shall submit the sign-in card as a substitute for sign-in to represent its attendance of the meeting. The total number of shares present at the meeting shall be calculated based on the sign-in cards plus the number of shares exercising their voting power in writing or through electronic transmission.
4. The attendance and vote of a shareholders' meeting shall be computed on the basis of the number of shares.
5. A shareholders' meeting shall be held on the premises of the Company or a place that is convenient for shareholders to attend. A shareholders' meeting shall start no earlier than 9 a.m. or no later than 3 p.m.
6. Unless otherwise stipulated by laws, a shareholders' meeting shall be called by the Board of Directors (the "Board") and be chaired by the Chairman of the Board. Where the Chairman is on leave or unable to exercise his authority for any reason, the Vice Chairman shall act on his behalf. Where the Vice Chairman is on leave or unable to exercise his authority for any reason, the Chairman shall designate one of the Directors to act on his behalf. Where no such designee is designated, the Chairperson shall be elected from the directors. In the event where the shareholders' meeting is convened by a convener entitled to hold the meeting other than the Board, the convener shall be the Chairperson. In the event where there are more than two conveners, the Chairperson shall be elected from the conveners.
If one of the Directors is appointed to act as the Chairperson of the meeting in accordance with the preceding paragraph, he or she shall have served as a Director for more than 6 months and have a sound knowledge of the Company's financial and business status. The same shall apply to the situation where the Chairperson is the representative of a legal-entity director.
7. The Company may appoint lawyers, accountants or other relevant personnel to attend the shareholders' meeting. All staff members assisting the procedure of the shareholders' meeting shall wear an identification badge.
8. The Company shall record, in audio or video, the meeting in its entirety on a continuous and uninterrupted basis from the time that any shareholders register for attendance, including the registration process, proceedings of the meeting and the voting and vote counting process.
The aforementioned recordings shall be retained for at least one year. However, in the event any shareholder files a lawsuit in according with Article 189 of the Company

Act, such recordings shall be kept until the conclusion of litigation.

9. The chairperson shall call the meeting to order at the appointed meeting time and announce the number of shares without voting rights, the number of shares present and other relevant information.

Where the number of shares represented by the attending shareholders has not reached the required quorum of one-half of total issued shares, the Chairman may announce a postponement of the meeting. The total postponements shall be limited to two instances and the total time any such delays shall not exceed one hour. If after two postponements, the number of shares represented by the shareholders present does not reach the specified quorum but represents more than one-third of the total issued shares, a tentative-resolution may be adopted according to Section 1 of Article 175 of the Company Act.

Should the number of shares represented by shareholders in attendance constitute more than one-half of the total issued shares before the shareholders' meeting adjourns, the Chairman may offer the tentative-resolution to the meeting for resolution again in accordance to Article 174 of the Company Act.

10. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The proposals (including the extraordinary motions and the amendment to the original proposal) shall be voted one by one. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

In the event where the shareholders' meeting is convened by a person with convening rights other than the Board, the provision set forth in the preceding paragraph shall apply.

Unless duly resolved at the meeting, where the meeting agenda (including extemporaneous motions) set forth in the two preceding paragraphs has not been completed, the Chairman shall not announce to adjourn the meeting. After the adjournment of the meeting, shareholders shall not elect a chairman and resume the meeting at the same or an alternative venue. If the Chairman adjourns the meeting in violation of the Rules, the present shareholders may elect another Chairperson by a majority vote to continue the meeting accordingly.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and arrange enough time for voting.

11. Prior to addressing the meeting, a shareholder shall fill out a speech note, to summarize the key subjects of his speech, the shareholder's account number (or the code of the attendance card) and the name of the shareholder. The sequence of speakers shall be determined by the Chairman.

Should any shareholder in attendance submit a speech but not actually speak at the meeting, it shall be deemed that the speech has not been made by the shareholder. In case of a discrepancy between what was summarized on the floor note and what was actually spoken, the contents actually spoken shall prevail.

When a shareholder is properly addressing the meeting, no other shareholder shall speak to interrupt unless otherwise permitted by the Chairman and the speaking shareholder. The Chairman shall stop such interruption of any violating shareholder.

12. Each shareholder is entitled to speak no more than twice on the same discussion proposal, unless agreed to otherwise by the Chairman. Each speech is limited to five minutes, and the Chairman may stop any speech of any shareholder that is in

- violation of the aforementioned time limit or the content of which is beyond the scope of the discussion proposal.
13. Where a legal entity is entrusted to attend a shareholders' meeting on someone else's behalf, such legal entity may appoint only one representative to attend the meeting. Where a legal entity shareholder has appointed two or more representatives to attend the meeting, only one representative can speak for the same discussion proposal.
 14. The Chairman may respond in person or through an appropriate appointee after the speech of a shareholder.
 15. In the event where the Chairman considers the discussion of a proposal has reach the extent necessary for a resolution to be reached, the Chairman may announce discontinuation of the discussion and proceed to the voting process.
 16. Voting counting for a resolution or election shall be conducted in public at the place of the shareholders meeting. The Chairman shall appoint persons responsible for supervising and counting of ballots. However, the persons responsible for supervising the ballots must be appointed from the shareholders. The voting results, including the numbers of votes, shall be announced on-site immediately at the meeting and recorded in writing.

The election of Directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes they received and the names of those not elected as Directors and the numbers of votes they received.
 17. The Chairman may announce a recess as deemed appropriate during the proceeding of a shareholders' meeting.
 18. A proposal shall be deemed duly resolved should there be no objection raised by any shareholder present in response to such an inquiry by the Chairman. Unless otherwise provided for under the Company Act or Articles of Association, a proposal for vote shall be resolved by a majority of the presenting shareholders.

Upon voting process, where there is no objection raised by any shareholders, the proposal shall be deemed resolved and has equal validity as a resolution resolved through voting process.
 19. In the event of an amendment proposal or substitute proposal to an original proposal, the Chairman shall decide on the order of the vote of the amendment or substitute proposal together with the original proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further voting shall be required.
 20. The Chairman may direct disciplinary personnel (or security guards) to assist in safeguarding the order of the meeting venue. The Chairman may direct the disciplinary personnel (or security guards) to remove shareholders from the venue if the shareholders have violated the Rules and refused to obey the instructions of the Chairman, impeded the proceedings of the meeting and furthermore does not comply after having being asked to stop. The disciplinary personnel (or security guards) shall, while helping safeguard the order of the meeting venue, wear an arm-band with the words "Disciplinary Personnel."
 21. All matters not specified in the Rules shall be subject to the Company Act, Articles of Association and other relevant laws and regulations.
 22. The Rules and any amendments hereof, shall be implemented after adoption by shareholders meeting.

Ton Yi Industrial Corp.
Articles of Association

Appendix (2)
Amended on Jun 20, 2019

Chapter 1 General Provisions

- Article 1: The Company was named "統一實業股份有限公司" in accordance with the provisions of the Company Act for company limited and the English name was named "TON YI INDUSTRIAL CORP."
- Article 2: The businesses operated by the Company are as follows:
1. Domestic and export sales of processed and manufactured various types of metal sheets, printed sheets and other processed materials.
 2. Domestic and export sales of processed and manufactured tinted steel plates and raw steel plates.
 3. Domestic and export sales of manufactured cans and tinplate machinery.
 4. Provide processing and manufacturing technology for tin cans, tinted steel plate and other raw steel plate.
 5. F199990 other wholesale business (oxidized metal, aliphatic acid, tin products and oxidized tin).
 6. ZZ99999 other businesses not prohibited or restricted by law except any business requiring special approval.
- Article 3: When the Company needs to invest in other businesses due to its business needs, it will not be restricted by the over 40% of the paid in capital which is stipulated in Article 13 of the Company Act. Any re-investment matters shall be decided by the resolution of the Board of Directors.
- Article 4: The Company may make external endorsement/guarantee due to the business.
- Article 5: The Company's head office is based in Tainan, and may establish branches and representative offices domestically or overseas through the decision of the Board of Director if necessary.

Chapter 2 Shares

- Article 6: The total capital stock of the Company shall be in the amount of NTD 17,847,009,180 divided into 1,784,700,918 shares at a par value of NTD 10 each, and may be paid-up in installments. The Company may issue preferred shares within the amount of aforementioned shares, and the unissued shares are authorized to be issued by the Board of Directors when deemed necessary for the business.
- Article 7: The shares shall be registered and shall be numbered and signed or sealed by a director who is a representative of the Company and issued by a stock issuer of a bank in accordance with the law, the registered stocks issued by the Company may not be printed, but the shares issued shall be registered in Governing Centralized Securities Depository Enterprises and processed in accordance with the regulations of the institution.
- Article 8: If the company handles shareholder operation services such as shareholders transfer, mortgage setting, registering loss, inheritance, gift, seal change and address change, except as otherwise provided by the Act and the Securities Exchange Act, it shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies".
- Article 9: No transfer of shares shall be handled within sixty days prior to a shareholders' regular meeting, or within thirty days prior to a shareholders' extraordinary meeting, or within five days prior to allocation of dividend' bonus or any other benefits.

Chapter 3 Shareholders' Meeting

- Article 10: The shareholders' meeting hereof consists of two categories—the shareholders' regular meeting and shareholders' extraordinary meeting. The shareholders' regular meeting shall be convened by the Board of Directors once per annum within six months from the closing of each fiscal year, with notices for the shareholders' meeting to be sent to all shareholders at least thirty days in advance. A shareholders' extraordinary meeting may be called whenever it is deemed necessary with notices for the shareholders' meeting to be sent to all shareholders fifteen days in advance. An issuer to shareholders who own less than 1,000 shares of nominal stocks may be given in the form of a public announcement; for a regular shareholders meeting.
- Article 11: In the event where a shareholder is unable to attend a shareholders' meeting for any cause, the shareholder may appoint a proxy to attend the meeting on behalf of the shareholder by executing a power of attorney printed by Company, or participate by ways of electronic transmission. Other than measures specified in Article 177 of the Company Act, a shareholder may also appoint a proxy in accordance with the provisions set forth in the "Rules Governing Appointment of Proxy by the Power of Attorney to Attend a Shareholders Meeting of Public Companies" published by the competent authority.
- Article 12: If the shareholders' meeting is convened by the Board of Directors, it shall be chaired by the Chairman of Board. If the Chairman is absent or fails to perform the duty with justified reasons, the chairperson may be assumed by Vice-Chairman of the Board. If the Vice-Chairman is absent or fails to perform the duty with justified reasons, the chairperson shall be assumed by a Director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected out of the Directors. If the shareholders' meeting is called by any convener other than the Board of Directors, the chairperson shall be assumed by the convener. If there are more than two conveners, the chairperson shall be elected out of the conveners. In the event where the chairman adjourns the meeting and is in violation of the rules, another person shall be nominated to be the chairperson and be elected by a majority of shareholder votes to continue with the meeting accordingly.
- Article 13: Unless otherwise provided for in the Companies Act, decisions in the shareholders' meeting shall be resolved by a majority vote in the meeting attended by shareholders representing a majority of the total issued shares. When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-third or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and reconvene a Shareholders' meeting within one month. In the aforesaid meeting of shareholders, if the tentative resolution is again adopted by a majority of those present who represent one-third or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding article.
- Article 14: Unless otherwise provided in laws, a shareholder shall be entitled to one voting right for each share held by him and he may exercise the voting power in writing or by ways of electronic transmission.
- Article 15: Meeting minutes shall be kept for meeting, specifying the date, month, year and location of the meeting, the name of the Chairman, the method of adopting resolutions, a summary of the essential points of the proceedings and the results of the meeting, and bearing the signature or seal of the Chairman of the meeting. The minutes shall be distributed to all shareholders of the

Company within twenty (20) days after the close of the meeting and the distribution of the minutes may be effected by means of a public notice in accordance with the Company Act. The aforesaid minutes shall be kept persistently throughout the life of the Company and processed in accordance with Article 183 of the Company Act.

- Article 16: The Directors' meeting is authorized to agree on the remuneration of Directors according to the contribution of the Director toward business operations and also the standard generally prevailing in the same trade.

Chapter 4 Board of Directors

- Article 17: The Company shall establish the Board of Directors constituted by seven (7) to ten (10) Directors, 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. The rules governing the election of the Board of Directors shall be passed by a shareholder's meeting.

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.

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.

- Article 18: The Company shall establish an Audit Committee in accordance with Articles 14-4 and 181-2 of the Securities and Exchange Act. The exercise of powers of supervisors under the Company Act and Securities and Exchange Act shall now be carried out by members of the Audit Committee.

The Audit Committee shall include all of the independent Directors of the Company. It shall not be fewer than three persons in number, one of whom shall be committee convenor, and at least one of whom shall have accounting or financial expertise.

The Company's Board of Directors may establish other functional committees of which the committee charter may be stipulated by the Board of Directors.

- Article 19: The Directors constitute the Board of Directors and shall elect one Chairman from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors and one Vice-Chairman may be elected from among the Directors to assist the chairman. The Chairman shall represent the Company externally and shall take charge of the Company's business operation internally pursuant to laws, these Articles and resolutions of shareholders' meetings and Directors' meetings.

- Article 20: The Board of Director shall be chaired by the Chairman of the Board. If the Chairman is absent or fails to perform the duty with justified reasons, the chairperson may be assumed by the Vice-Chairman of the Board. If the Vice-Chairman is absent or fails to perform such duty for any reason, the chairperson shall be assumed by a Director designated by the Chairman. If no such designee is appointed, the chairperson shall be elected from remaining Directors.

- Article 21: The Directors have a three-year tenure of office and are eligible for reelection. In the event where the period of tenure is reached and the election has not taken place, the duties and tenure of the Directors shall be extended to such time that the election has taken place, however the competent authority may, ex officio, order that the Company complete the reelection within the specified time limit. If reelection is not held within the specified time limit, the Directors shall be discharged automatically ex officio upon expiry of the specified time limit. Where one third or more of the seats of the Directors are vacant, a special (extraordinary) meeting of shareholders shall be duly held by the Board of Directors within sixty days to elect supplemental Directors.
- Article 22: The Board of Directors is organized by directors and hold the following responsibilities and powers: (1) Review the company's operating plan. (2) Appoint and remove the manager of the Company. (3) Review budgets and final account closing. (4) Propose the motion for the ratio of profit allocation or loss offsetting. (5) Propose the motion for the increase/decrease of capital. (6) Branch setting and dissolving. (7) Enforce the decisions resolved in the shareholders' meeting. (8) Exercise other responsibilities and Powers conferred by the resolution in accordance with the provisions of the Company Act and the shareholders' meeting.
- Article 23: The Company may purchase liability insurance for Directors and important officers to insure their business performance during the tenure of office. The Board of Directors is authorized with full power to implement this policy.
- Article 24: The Board of Directors Meeting shall be convened at least once per quarter, in case of urgent matters or a request for more than half of the directors, a temporary meeting may be held. The Board of Directors shall be convened by the chairman, except as otherwise provided in the Company Act. The notice of the Board of Directors shall be notified in writing, by fax or an electronic way.
- Article 25: All business of the Company will be carried out by the Chairman after it is resolved by the Board of Directors. Except otherwise specified in the Company Act, the resolutions of the Board of Directors shall be passed by the majority of Directors present at the board meeting. In the event where a Director is unable to attend a meeting, he/she may appoint another Director on his behalf by issuing a written proxy, stating therein the scope of authorization with reference to the subjects to be discussed at the meeting. However, each Director may accept the appointment to act as the proxy of only one other Director. The resolutions of a Board meeting shall be recorded in the minutes with the signature or seal of the Chairman of the meeting and kept in the Company.

Chapter 5 Managerial officers and Consultants

- Article 26: The Company may appoint one or more managerial personnel who shall manage all affairs of the Company in accordance with the Board resolutions. The managerial personnel and the employment, discharge and remuneration thereof shall be decided by a resolution to be adopted by a majority vote of the Directors at a meeting of the Board of Directors attended by at least a majority of the entire Directors of the Company.
- Article 27: The Company may retain a certain number of consultants as resolved by the Board of Directors.

Chapter 6 Accounting

- Article 28: The Company's fiscal year starts from January 1 and runs until December 31 of every calendar year. The final account closing shall be conducted at end of every fiscal year.
- Article 29: The Company takes the calendar year as its fiscal year. Upon closing of each fiscal year, the Board of Directors shall produce the following documents and

proposals to the shareholders' meeting in accordance with the legal procedures for adoption: (I) Business report; (II) Financial statements and (III) Proposals of profit allocation or loss coverage.

Article 30: Annual profits concluded by the Company shall be subject to employee remuneration of no lesser than 2% and director remuneration of no higher than 2%. However, profits must first be taken to offset against cumulative losses if any.

The annual profit mentioned in Paragraph 1 shall refer to pre-tax profit before employees' and directors' remuneration.
Employees' remuneration can be paid to employees of affiliated companies that satisfy certain criteria.

Article 31: 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.

Annual surpluses concluded by the Company are first subject to taxation and reimbursement of previous losses; any balances remaining will 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 shareholders' consent to no lesser than 30% of to.

Chapter 7 Supplementary Provisions

Article 32: The organizational rules and operational rules shall be separately worked out by the Board of Directors.

Article 33: Any matters inadequately provided for herein shall be subject to Company Act and other laws and regulations concerned.

Article 34: These Articles were duly enacted on Mar 20, 1969 and duly amended on:

(1).Oct 7, 1970 (2). Mar 1, 1974 (3).May 15, 1974 (4).Jun 12, 1974
(5).Mar 1, 1975 (6).Dec 28, 1975 (7).Oct 2, 1976 (8). Jan 11, 1977
(9).May 10, 1977 (10).Mar 1, 1978 (11).May 15, 1981(12).Aug 15, 1981
(13).Mar 5, 1985(14).Sep 18, 1985(15).Apr 20, 1986 (16).Jul 14, 1986
(17).Jun 3, 1987(18).Aug 12, 1988(19).Jun 28, 1989(20).Sep 12, 1990
(21).Jun 20, 1991(22).Jun 8, 1992(23).Jun 30, 1993(24).May 26, 1994
(25).Jun 23, 1995(26).Jun 22, 1996(27).Jun 14, 1997(28).Jun 22, 1998
(29).Jun 14, 1999(30).Jun 16, 2000(31).Jun 22, 2001(32).Jun 24, 2002
(33).Jun 19, 2003(34).Jun 4, 2004(35).Jun 17, 2005(36).Jun 12, 2007
(37).Jun 19, 2008(38).Jun 12, 2009(39).Jun 21, 2011(40).Jun 20, 2012
(41).Jun 20, 2013(42).Jun 23, 2016(43).Jun 23, 2017(44).Jun 20, 2019

This Articles of Association will be implemented after approved by a shareholders meeting. The same shall apply for any amendment.

Ton Yi Industrial Corporation
Rules of procedure for Board of Directors' Meeting

Appendix (3)

Amended on: 08 November 2022

Article 1 (Basis for these Regulations)

In order to establish a good corporate governance system, and strengthen the supervision capabilities and management mechanism of the Company's Board of Directors, the Company lays down these Regulations in accordance with Article 2 of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies.

Article 2 (Scope of these Regulations)

The norms of the proceedings of the Company's Board of Directors Meetings ("Board Meetings"), specifically important agenda items, procedures, matters to be recorded in the Minutes, announcements and other matters to be observed, must be handled in accordance with these Regulations.

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.

Article 4 (Meeting Notifications and Materials)

The Board of Directors designates the Board Meeting Secretariat ("Secretariat") as the office in charge of handling Board Meeting matters. The Secretariat drafts the agenda for the Board Meeting and prepares sufficient meeting materials to be mailed with the Meeting Notice.

If a Director believes that the meeting materials are insufficient, he/she may request the Secretariat to provide additional materials. If a Director believes that the meeting materials are insufficient, the Board of Directors may resolve to postpone discussion of the agenda item concerned.

Article 5 (Documents such as attendance sheets and powers of attorney)

When a Board Meeting is convened, an attendance sheet must be prepared to record the signatures of the Directors present at the Board Meeting for reference.

Directors must attend the Board Meeting in person. If a Director is unable to do so, he/she may entrust another Director to represent him/her at the Board Meeting. If he/she participates via video conferencing, it is deemed being present in person.

Each time when a Director entrusts another Director to attend a Board Meeting, he/she must issue a written proxy specifying the scope of authorization for the matters listed in the Meeting Notice.

The representative mentioned under paragraph 2 can only represent one other Director.

Article 6 (Principles for the Venue and Time of Board Meetings)

The place and time at which a Board Meeting is convened must be the Company's location during office hours or another location and time suitable for a board meeting and convenient to the Directors of the Company.

Article 7 (Meeting Chair and Deputy)

Shall the board meetings be convened by the chairperson of the board, the chairperson shall chair the meeting. However, with respect to the first meeting of each newly elected board of directors, it shall be called and chaired by the director that received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected; if two or more directors are so entitled to convene the meeting, they shall select from among themselves one director to serve as chair.

For the meetings convened by the majority or more of the directors elect on their own pursuant to Paragraph 4, Article 203, or Paragraph 3, Article 203-1 of the Company Act, the chair shall be selected among these directors.

When the chairperson of the board is on leave or for any reason unable to exercise the powers of chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson is also on leave or for any reason unable to exercise the powers of vice chairperson, the chairperson shall appoint one of the directors to act, or, if no such designation is made by the chairperson, the directors shall select one person from among themselves to serve as chair.

Article 8 (Reference Materials, Guests, and Meeting Notices)

When a Board Meeting is convened, the managerial department (or the unit designated by the Board of Directors) must have the relevant materials ready for review by the attending Directors at any time. Depending on the agenda of the Board Meeting convened, managers of relevant departments that are not Directors may be sent a Meeting Notice and be invited to attend. When necessary, accountants, lawyers, or other specialists may also be invited to attend a Board Meeting to provide clarifications. However, during discussion and voting they must leave the Board Meeting.

When more than half of all Directors are present at the scheduled starting time of the Board Meeting, the Chairman of the Board of Directors must declare the meeting is opened. When half of all Directors are absent at the starting time of the Board Meeting, the Chairman of the Board of Directors may postpone the meeting. The meeting may only be postponed twice. When after the second postponement has expired, the quorum still has not been reached, the Chairperson must convene another Board Meeting in accordance with the procedure set forth under Article 3, paragraph 2. The term “all Directors” referred to in the previous paragraph and in Article 16, paragraph 2, subparagraph 2, is calculated on the basis of Directors in office at the given time.

Article 9 (Evidence from Audio or Video Recordings of Board Meetings)

Audio or video recordings must be made of Board Meetings in their entirety to serve as evidence, and must be preserved for at least five years, which may be in electronic format. In the event of litigation within the preservation period regarding a matter resolved by a Board Meeting, the relevant audio or video recordings must be preserved until the conclusion of the lawsuit.

For Board Meetings convened through video conferencing, its video and audio data are part of the Minutes and must be properly preserved during the Company's existence.

Article 10 (Agenda)

The agenda of regular Board Meetings must include at least the following items:

I. Matters to be reported:

- (a) Minutes of the previous meeting and status of implementation
- (b) Important financial and business reports
- (c) Internal audit reports
- (d) Other important matters to be reported

II. Matters for discussion:

- (a) Matters discussed at the previous meeting
- (b) Matters on the agenda for discussion at the meeting

III. Extraordinary motions

Article 11 (Discussion of Agenda Items)

The Board Meeting must proceed according to the Agenda set forth in the Meeting Notice. However, the Agenda may be changed if more than half of the Directors present agree.

Without the consent of more than half of the Directors present, the Chairman cannot adjourn the Board Meeting.

If during the Board Meeting, the number of Directors present is less than the number of Directors in office, the Chairman may, at the propose of a Director present, declare the meeting suspended and apply the provisions of Article 8, paragraph 5.

Article 12 (Matters Requiring Discussion by the Board of Directors)

The following matters must be discussed by the Board of Directors:

I. The Company's business plan.

II. Annual financial reports signed or sealed by the Chairperson, manager and accounting officer and the audited semi-annual financial reports.

III. Establishing or amending the internal control system in accordance with the provisions under Article 14-1 of the Taiwan Securities and Exchange Act ("TSEA").

IV. Establishing or amending any major financial business activities such as acquisition or disposal of assets, engaging in derivative commodity transactions, lending monies to others, endorsing or providing guarantees for others in accordance with the provisions of Article 36 of TSEA.

V. Offering, issue or private placement of equity securities.

VI. Appointment or dismissal of the Chairmam.

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 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.) The term "within a one-year period" in the previous paragraph refers to the period of one year calculated from the date of the Board Meeting concerned, and resolutions from Board Meetings during that period will not be counted.

Each Board Meeting should have at least one Independent Director in attendance. With regard to the first Matter Requiring Discussion by the Board of Directors, all Independent Directors must be present. If an Independent Director is unable to attend in person, he/she must authorize another Independent Director by proxy. If an Independent Director has objections or reservations, these must be included in the Minutes of the Board Meeting. If an Independent Director cannot attend a Board Meeting in person for cause to express his/her objections or reservations, he/she must issue a written opinion in advance, which must be included in the Minutes of the Board Meeting.

Article 13 (Voting I)

The Chairperson may declare an end to discussion of a proposal in the agenda if he or she deems the proposal in discussion is ready for a vote and may then have the proposal voted on.

When the Board Meeting is ready to vote on a proposal, and none of the Directors present raises an objection in response to the Chairperson's invitation to do so, the proposal is deemed passed.

When a Director present raises an objection in response to the Chairperson's invitation to do so, the proposal must be put to the vote.

The Chairperson selects the voting method from the following. However, if an attendee raises an objection, the decision is made by a opinion of the majority:

- I Vote by show of hands
- II Vote by roll call
- III Vote by ballots
- IV Voting method determined by the Company

For purpose of the second paragraph, the phrase "all Directors present at the meeting" does not include Directors who may not exercise their voting rights in accordance with the provisions under Article 15, Paragraph 1.

Article 14 (Voting II and the Observation and Counting of Votes)

Unless provided otherwise by TSEA, resolutions of the Board Meeting require that more than half of the Directors in office attend the Meeting and more than half of the Directors in attendance votes in favor of the proposed resolution.

When there are amendments or alternatives to the same proposal, the Chairman determines the voting order. As soon as one of the proposals cases is passed, the other proposals are deemed rejected and no further voting is required.

The Chairperson designates a voting observer and a vote counter if the vote requires such; the observer must be a Director.

The results of votes must be reported on the spot recorded in the Minutes.

Article 15 (Recusal System for the Directors)

If a director or a juristic person that the director represents is an interested party in relation to an agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interest of this Corporation, that director may not participate in discussion or voting on that agenda item and shall recuse himself or herself from the discussion or the voting on the item, and may not exercise voting rights as proxy for another director.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matter under discussion at the board meeting, such director shall be deemed to have a personal interest in the matter.

Resolutions of the board meeting with directors who may not exercise their voting rights under the provision of these Rules and Procedures shall be passed in accordance the Company Act, Article 206, Paragraph 4. Article 180, paragraph 2 of the same act shall apply mutatis mutandis to the aforesaid resolutions.

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:

I. Session (or year) and time and place

II. The Chairman's name

III. The attendance of the Directors, including the numbers and names of persons in attendance, absent with notice, and absent without notice

IV. Names and titles of guests

V. Name of the minute keeper

VI. Matters to be reported

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.

IX. Other matters that must be recorded

Any of the following matters raised for resolution by the Board of Directors must be recorded in the

Minutes and must be reported to the Market Observation Post System (MOPS) designated by the Financial Supervisory Commission of the Executive Yuan on the day after the Board Meeting concerned.

I. When the Company has Independent Directors: Independent Directors have objections or reservations and there are recorded or written statements.

2. When the Company has an Audit Committee: when the Board of Directors has passed a resolution with more than two thirds of all Directors in favor after the Audit Committee has not passed the same.

The Board Meeting attendance sheets form part of the Minutes and must be properly kept during the Company's existence.

The Minutes must be signed or sealed by the Chairman of the Board of Directors and the minute keeper. They must be distributed within 20 days after the meeting. They must be included in the Company's important files, and must be properly kept during the Company's existence.

The production and distribution of the Minutes referred to in the first paragraph may be done electronically.

Article 17 (Principles of Authorization by the Board of Directors)

Except for the Matters Requiring Discussion by the Board of Directors as set forth in Article 12, paragraph 1, when the Board of Directors is in recess, it may in accordance with the law or the Company's Articles of Association authorize persons to exercise the powers of the Board. The level, content, and matters of those authorizations must be specific and must not authorize beyond the permitted scope.

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.

1st amendment	19 March 2007
2th amendment	17 March 2008
3th amendment	21 March 2012
4th amendment	23 April 2013
5th amendment	07 November 2017
6th amendment	26 March 2020
7th amendment	10 November 2020
8th amendment	08 November 2022

The Minimum Number of Shares All Directors Appendix (4)
Are Required to Hold and the Number of Shares
Actually Held by Individual and All Directors

1. According to Article 26 of Securities and Exchange Act and Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, directors must aggregately hold at least 2.4% of the Company's outstanding shares (37,899,488) in their own names.
2. Paid-up capital of the Company: NT\$15,791,453,420 in 1,579,145,342 outstanding shares.
3. Minimum shareholding required from all directors: 37,899,488 shares.
4. Directors' individual and aggregate shareholding as at the book closure date prior to this annual general meeting:

date prior to this annual general meeting.

Title	Name		No. of shares held
Chairman	Chih-Hsien Lo	Representative of Uni-President Enterprises Corporation	719,357,425
Director	Chao- Kai Huang		
Director	Chun-Fu Chen		
Director	Feng-Fu Chen		
Director	Shiow -Ling Kao	Representative of Kao Chyuan Investment Co., Ltd.	25,700,700
Director	Shing-Chi Liang		6,000,028
Director	Kuo-Keng Chen		7,859,222
Independent Director	Yi-Chang Lin		0
Independent Director	Lih-Chyun Shu		0
Independent Director	Huey-Cherng Tsai		0
Shareholding of all directors (including independent directors)			758,917,375