

# Ta Ya Electric Wire & Cable Co., Ltd.

## 2024 Annual General Shareholders' Meeting Minutes

**Omitted Meeting Time:** 9:00 AM on May 31 (Friday), 2024

**Meeting Location:** No.249,Sec.2, Zhongshan Rd.,Guanmiao Dist.,Tainan City, Taiwan  
(TAYA Company)

**Attendance:** The total number of shares issued by the Company was 736,816,274 shares.

The total number of outstanding voting shares was 730,929,498 shares.

The total number of shares attended was 429,924,429 shares.

The total number of represented by shareholders present in person was 423,459,062 shares. (129,905,856 shares from E-Voting)

Percentage of shares held: 58.81%

**Directors in Attendance:** Shen Shang Hung , Shen San Yi , Shen Shang Pang , Shen Shang Tao ,  
Horng Lan Horng

**Independent Directors in Attendance:** Wei Chun Hsien, Ho Chun-Huei , Yu Kuang Hsun ,  
Chou, Wen-Ching

**Independent Directors present:** Ho Chun-Huei , Wei Chun Hsien, Yu Kuang Hsun ,  
Chou, Wen-Ching

**Attendants as guest:** Sung-yu Liu(CPA) 、 Fang-Ying Zheng (Lawyer)

**Chairperson :** Chairman Shen Shang Hung

**Secretary:** Chen Chung Kuang

**Call the meeting to order:** The aggregate shareholding of the shareholders present in person or proxy constituted a quorum. The Chairperson called the meeting to order.

**I. Chairman's Address:** Omitted.

### II. Reports Items

(1) 2023 Business Report (Handbook pages 3-5)

(2) Inspection Report Of Audit Committee (Handbook pages 6-7)

(3) Report of Endorsement and Guarantee (Handbook page 8)

(4) Report of 2023 Remuneration to employees and directors (Handbook page 9)

(5) Distribution of 2023 cash dividends from profits (Handbook page 9)

(6) Issue of Domestic Unsecured Convertible Bonds and Secured Convertible Bonds (Handbook page 9)

(7) Amendment to the "Rules of Procedure for Board of Directors

Meetings", "Corporate Governance Best Practice Principles",

Ethical Corporate Management Best Practice Principles" and "

Procedures for Ethical Management and Guidelines for Conduct". (Handbook page 10)

(Please visit the Market Observation Post System and select the electronic books of the Appendix to the Handbook; website: <http://mops.twse.com.tw>)

### III. Approval Items

**Proposal 1:** Proposed by the board of directors

Ratification of Business Report and Financial Statements for 2023

Explanatory note:

i. The Company entrusted certified public accountants Sung-yu Liu and Zi-Yu Chen

- with Solomon & Co., CPAs to audit and certify the Business Report and Financial Statements (includes Consolidated Financial Statements) for 2023.
- ii. Please look pages 3-5 for the business report and pages 16-35 for the Auditors' Report and the Financial Statements.

**Voting Results** : Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 402,775,191 rights (including electronic voting: 109,311,020 rights)	95.12%
Disapproval votes: 431,183 rights (including electronic voting : 431,183 rights)	0.10%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 20,252,688 rights (including electronic voting : 20,163,653 rights)	4.78%

Resolved, that the above proposal was accepted as proposed

**Proposal 2:** Proposed by the board of directors

Distribution of 2023 profits

Explanatory note:

- i. The net income was NT\$2,762,030,359. The Company proposed to distribute cash dividend of NT\$884,179,536, which is NT\$1.20 per share. The Company proposed to transferred 2023 earning, NT\$368,408,130 to common stocks, which is NT\$0.50 per share. The total amount of cash dividends less than NT\$1 was adjusted from greatest to smallest in accordance with the total amount of cash dividend. The rounding difference would be recognized as other income or other expense. The distribution of earning is on page 36.
- ii. The earning distribution proposal calculates the dividend rate based on the current outstanding shares of 736,816,274 shares. Later if the outstanding shares change due to repurchase of shares by the Company, transfer or cancellation of treasury shares, or convertible corporate bonds, and thus the dividend rate changes accordingly, it is intend to request the shareholders' meeting to authorize the chairman with full power to handle such matters within the extent of the aforesaid amount and shares.
- iii. The proposal to authorize the Chairman to determine the ex-dividend date and adjust the payout ratio based on actual conditions.

**Voting Results** : Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,122,108 rights (including electronic voting: 109,657,937 rights)	95.20%
Disapproval votes: 452,524 rights (including electronic voting: 452,524 rights)	0.10%

Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,884,430rights (including electronic voting: 19,795,395 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

#### IV. Discussion and Voting

##### Proposal 1 : Proposed by the board of directors

Proposal for 2023 earning transferred to common stocks.

- i. The Company proposed to transfer 2023 earning NT\$368,408,130 to issue new shares 36,840,813 as stock dividend with face value of NT\$10 per share. It is proposed that stock dividends be calculated on the basis of outstanding shares, i.e., 50 shares for each 1,000 shares held. Regarding any amount less than one share, the shareholder may register with the Company's stock agency to request to combine as one share 5 days after the record date of dividends. After the combination request, the amount is still less than one share, the dividends will be distributed in cash with minimum calculation unit of one NT dollar according to Company Law Article 240.  
The Chairman of the Board will be authorized to approach specific persons of the purchase of these shares based on the face value.
- ii. The earning distribution proposal calculates the share-dividend rate based on the current outstanding shares of 736,816,274 shares. Later if the outstanding shares change due to repurchase of shares by the Company, transfer or cancellation of treasury shares, or convertible corporate bonds, and thus the share-dividend rate changes accordingly, it is intend to request the shareholders' meeting to authorize the board of directors with full power to handle such matters within the extent of the aforesaid amount and shares.
- iii. The rights and obligations of the new shares are identical to those of the existing shares.
- iv. Upon the approval of 2023 Annual General Shareholders' Meeting and the Competent Authority, the Board Meeting is authorized to determine the distribution record date and the issuance process.
- v. It is proposed to authorize the board of directors to handle any revision from the authority or any change due to the response to the business environment.

##### Voting Results :

Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,132,306 rights (including electronic voting: 109,668,135 rights)	95.2%
Disapproval votes: 455,274 rights (including electronic voting: 455,274 rights)	0.11%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,871,482rights (including electronic voting: 19,782,447 rights)	4.69%

Resolved, that the above proposal was accepted as proposed

##### Proposal 2 : Proposed by the board of directors

To approve the Amendment to “Articles of Incorporation”

The proposed Amendments “Articles of Incorporation” are attached hereto as Appendix (Handbook pages 38-39).

**Voting Results :**

Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,141,641 rights (including electronic voting: 109,677,470 rights)	95.20%
Disapproval votes: 437,826 rights (including electronic voting: 437,826 rights)	0.10%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,879,595 rights (including electronic voting: 19,790,560 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

**Proposal 3 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Loaning of Funds to Others”

The proposed Amendments “Operating Procedures for Loaning of Funds to Others” are attached hereto as Appendix (Handbook Page 40-41).

**Voting Results :** Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,103,171 rights (including electronic voting: 109,639,000 rights)	95.19%
Disapproval votes: 472,699 rights (including electronic voting: 472,699 rights)	0.11%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,883,192 rights (including electronic voting: 19,794,157 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

**Proposal 4 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Endorsement and Guarantee”

The proposed Amendments “Operating Procedures for Endorsement and Guarantee” are attached hereto as Appendix (Handbook Page 42-44).

**Voting Results :** Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,098,154 rights	95.19%

(including electronic voting: 109,633,983 rights)	
Disapproval votes: 469,252 rights (including electronic voting: 469,252 rights)	0.11%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,891,656 rights (including electronic voting: 19,802,621 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

**Proposal 5 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Acquisition and Disposal of Assets”

The proposed Amendments “Operating Procedures for Acquisition and Disposal of Assets” are attached hereto as Appendix (Handbook Page45-49).

**Voting Results :** Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,113,069 rights (including electronic voting: 109,648,898 rights)	95.20%
Disapproval votes: 455,302 rights (including electronic voting: 455,302 rights)	0.10%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,890,691 rights (including electronic voting: 19,801,656 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

**Proposal 6 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Engaging in Derivatives Trading”

The proposed Amendments “Operating Procedures for Engaging in Derivatives Trading” are attached hereto as Appendix (Handbook Page50-55).

**Voting Results :** Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 403,098,862 rights (including electronic voting: 109,634,691 rights)	95.19%
Disapproval votes: 472,297 rights (including electronic voting: 472,297 rights)	0.11%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 19,887,903 rights (including electronic voting: 19,798,868 rights)	4.70%

Resolved, that the above proposal was accepted as proposed

**Proposal 7** : Proposed by the board of directors

Proposal to reelect the Board of directors

- I. The tenure of current board is till August 12th, 2024. It is proposed to reelect all board members.
- II. The Company's Articles of Incorporation state that the Company's Board of Directors shall have six to nine directors, of which at least three must be independent. It is proposed to reelect 9 directors of which at least 4 independent directors.
- III. The term of office of the directors to be elected shall be 3 years, from May 31,2024 to May 30, 2027
- IV. The List of Director Candidates and the List of Independent Director Candidates are attached hereto as Appendix (Page56-57)

**Results** : List of directors and independent directors elected.

Title	ID Number	Name	Votes Received
Director	11	Shen,Shang-Hung	456, 116, 831
Director	3	Shen,Shang-Pang	404, 338, 029
Director	5	Shen, San-Yi	403, 508, 076
Director	12	Shen,Shang-Tao	402, 333, 201
Director	37	Horng,Lan-Horng	400, 010, 639
Independent director	E1010*****	Wei Chun-Hsien	355, 479, 169
Independent director	D1208*****	HO CHUN-HUEI	354, 500, 073
Independent director	E1009*****	Yu Kuang-Hsun	353, 768, 191
Independent director	F2231*****	Chou Wen-Ching	353, 214, 467

**Proposal 8** : Proposed by the board of directors

To propose to relieve a certain director from his non-competition obligations

- I. According to Article 209 of the Company Act, a director acting on behalf of himself (herself) or another in matters within the business scope of the Company shall obtain approval at the shareholders meeting.
- II. It is proposed to release newly elected directors from the prohibition on the participation in competitive business or similar business scope to the Company in 2024 regular shareholders' meeting. For such relief shall not damage the Company's benefit .

**Voting Results** : Shares represented at the time of voting : 423,459,062

Result after voting	% of the voting rights of shareholders attended
Approval votes: 358,145,882 rights (including electronic voting: 64,681,711 rights)	84.58%
Disapproval votes: 44,733,206 rights (including electronic voting: 44,733,206 rights)	10.56%
Invalid votes : 0 rights	0%
Abstention votes/no votes : 20,579,974 rights (including electronic voting: 20,490,939 rights)	4.86%

Resolved, that the above proposal was accepted as proposed

Director Name	Major Business Items and Concurrent Positions in Other Companies
Shen Shang-Hung	<p>Chairman of CUPRIME MATERIAL CO., ltd.,  Chairman of UNITED ELECTRIC INDUSTRY CO., ltd.,  Chairman of TA YA VENTURE CAPITAL CO., ltd.,  Chairman of TA YA Innovation Investment Co., ltd.,  Director of TA YA (CHINA) HOLDING ltd.,  Director of TA YA VENTURE HOLDINGS ltd.,  Chairman of HENG YA ELECTRIC ltd.,  Director of HENG YA ELECTRIC (KUNSHAN) ltd.,  Director of HENG YA ELECTRIC (DONGGUAN) ltd.,  Director of TAYA ZHANGZHOU WIRES CABLE CO., ltd.  Director of TA YA ELECTRIC WIRE &amp; CABLE (H.K.) CO., ltd.,  Director of TA YA (VIETNAM) INVESTMENT HOLDING LTD.,  Director of TA YA (Vietnam) ELECTRIC WIRE &amp; CABLE JOINT STOCK COMPANY,  Supervisor of TA HO ENGINEERING, CO., ltd.,  Chairman of CUGREEN METAL TECH CO., ltd.,  Director of TA YI PLASTIC(H.K.) ltd.,  Director of PLASTIC TECHNOLOGY INVESTMENT HOLDING ltd.,  Chairman of CUPRIME ELECTRIC WIRE &amp; CABLE (H.K.) CO., ltd.,  Director of TA YA VIETNAM(Cayman) HOLDINGS LTD.,  Director of CUPRIME MATERIAL PTE. LTD.,  Director of CUPRIME VENTURE HOLDING CO., LTD.,  Director of CUPRIME INVESTMENT HOLDING COMPANY LIMITED,  Director of LUCKY MAX CAPITAL INVESTMENT LIMITED,  Chairman of TA YA GREEN ENERGY TECHNOLOGY CO., ltd.,  Chairman of BOSI SOLAR ENERGY CO., ltd.,  Chairman of TOUCH SOLAR POWER CO., ltd.,  Chairman of BRAVO SOLAR POWER CO., ltd.,  Chairman of SIN JHONG SOLAR POWER CO., ltd.,  Chairman of BO YAO POWER CO., ltd.,  Chairman of JHIH-GUANG ENERGY CO., LTD,  Chairman of BO-JIN ENERGY CO., ltd.,  Chairman of TA YA ENERGY STORAGE TECHNOLOGY CO., LTD,</p>

	<p>Chairman of BO FENG ENERGY STORAGE CO., ltd.,  Chairman of BO SHENG ENERGY STORAGE CO., ltd.,  Chairman of INFINITY ENERGY STORAGE TECHNOLOGY CO., ltd.,  Chairman of UNION STORAGE ENERGY SYSTEM LTD.  Chairman of TA YA GENESIS CAPITAL CO., ltd.,  Chairman of HONG YE INVESTMENT HOLDING CO., ltd.,  Chairman of JIA SHAN INVESTMENT HOLDING CO., LTD. ,  Chairman of JIA HSI INVESTMENT HOLDING CO., ltd. 、  Director of JUNG SHING WIRE CO., ltd.,  Director of BORA PHARMACEUTICALS CO., ltd.,  Director of BIGBEST SOLUTIONS, INC.,  Director of Theia Medical Technology Co., ltd.,  Director of IRIDIUM MEDICAL TECHNOLOGY CO., ltd.,  Independent Director of MERCURIES DATA SYSTEMS ltd.,  Independent Director of ASIA POLYMER CORPORATION, 、  Independent Director of PARTNER TECH CORP.,  Director of Acrocyte Therapeutics Inc.,  Director of JUMP INTERNATIONAL CO., ltd.,  Director of T-E Pharma Holding., Director of ABLE MAX CAPITAL INVESTMENT LIMITED.  Director of ABLE MAX CAPITAL INVESTMENT LIMITED.</p>
Shen Shang-Pang	<p>Chairman and CEO of TA YA (Vietnam) ELECTRIC WIRE &amp; CABLE JOINT STOCK COMPANY,  Director of TA YA (VIETNAM) INVESTMENT HOLDING ltd.,  Director of TA YA VIETNAM(Cayman) HOLDINGS LTD. 、  Director of TA YA (CHINA) HOLDING ltd.,  Director of TA YA VENTURE HOLDINGS ltd.,  Director of CUPRIME ELECTRIC WIRE &amp; CABLE (H. K. ) CO., ltd.,  Director of HENG YA ELECTRIC ltd.,  Director of HENG YA ELECTRIC (KUNSHAN) ltd.,  Director of HENG YA ELECTRIC (DONGGUAN) ltd.,  Director of TAYA ZHANGZHOU WIRES CABLE CO., ltd.,  Vice Chairman of Teco (Vietnam) Electric&amp;Machinery CO., ltd.,  Director of CUPRIME MATERIAL CO., ltd.,  Director of TA HENG ELECTRIC WIRE &amp; CABLE CO., ltd.,  Director of TA YA VENTURE CAPITAL CO., ltd.,  Director of TA YA Innovation Investment Co., ltd.</p>
Shen San-Yi	<p>Vice Chairman of CUPRIME MATERIAL CO., ltd.,  Chairman of TA HENG ELECTRIC WIRE &amp; CABLE CO., ltd.,  Vice Chairman of TA YA VENTURE CAPITAL CO., ltd.,  Vice Chairman of TA YA Innovation Investment Co., ltd.,  Director of TA YI PLASTIC CO., ltd.,  Director of TA YA (CHINA) HOLDING ltd.,  Director of TA YA VENTURE HOLDINGS ltd.,</p>

	<p>Director of TA YA ELECTRIC WIRE &amp; CABLE (H.K.) CO., ltd.,  Director of HENG YA ELECTRIC ltd.,  Director of HENG YA ELECTRIC (KUNSHAN) ltd.,  Director of HENG YA ELECTRIC (DONGGUAN) ltd.,  Director of TAYA ZHANGZHOU WIRES CABLE CO., ltd.,  Director of TA YA (Vietnam) ELECTRIC WIRE &amp; CABLE JOINT STOCK COMPANY.,  Director of CUGREEN METAL TECH CO., LTD.,  Director of CUPRIME ELECTRIC WIRE &amp; CABLE (H.K.) CO., ltd.,  Director of TA YA (VIETNAM) INVESTMENT HOLDING ltd.,  Director of TA YA GREEN ENERGY TECHNOLOGY CO., ltd.,  Director of BOSI SOLAR ENERGY CO., ltd.,  Director of TOUCH SOLAR POWER CO., ltd.,  Director of BRAVO SOLAR POWER CO., ltd.,  Director of SIN JHONG SOLAR POWER CO., ltd.,  Director of BO YAO POWER CO., ltd.,  Director of JHIH-GUANG ENERGY CO., ltd.,  Director of BO-JIN ENERGY CO., ltd.,  Director of TA YA ENERGY STORAGE TECHNOLOGY CO., ltd.,  Director of BO FENG ENERGY STORAGE CO., ltd.,  Director of BO SHENG ENERGY STORAGE CO., LTD.  Director of TA YA VIETNAM(Cayman) HOLDINGS ltd.,  Director of AD ENGINEERING CORPORATION,</p>
Shen, Shang-Tao	<p>Director of TA HENG ELECTRIC WIRE &amp; CABLE CO., ltd.,  Director of TA YA VENTURE CAPITAL CO., ltd.,  Director of TA YA Innovation Investment Co., ltd.,  Vice Chairman of TA YA (Vietnam) ELECTRIC WIRE &amp; CABLE JOINT STOCK COMPANY.,  Director of TA YA (VIETNAM) INVESTMENT HOLDING ltd.,  Director of TA YA (CHINA) HOLDING ltd.,  Director of TA YA VENTURE HOLDINGS ltd.,  Director of Teco (Vietnam) Electric&amp;Machinery CO., ltd.,  Director of TA YA VIETNAM(Cayman) HOLDINGS ltd.,  Director of TA YA ELECTRIC WIRE &amp; CABLE (H.K.) CO., ltd.,  Director of HENG YA ELECTRIC ltd.,  Supervisor of HENG YA ELECTRIC (KUNSHAN) ltd.,  Supervisor of HENG YA ELECTRIC (DONGGUAN) ltd.,  Director of TAYA ZHANGZHOU WIRES CABLE CO., ltd.,  Director of TA YA ENERGY STORAGE TECHNOLOGY CO., ltd.,  Director of BO FENG ENERGY STORAGE CO., ltd.,  Director of BO SHENG ENERGY STORAGE CO., LTD.  Supervisor of AD ENGINEERING CORPORATION,</p>

	Director of JIA SHAN INVESTMENT HOLDING CO., Ltd., Director of JIA HSI INVESTMENT HOLDING CO., LTD.
Horng, Lan-Horng	Supervisor of CUPRIME MATERIAL CO., LTD.
Wei Chun-Hsien	Chairman of DaChan Food (Asia) Limited, Director of Shamrock Cayman Islands, Director of Shyahsin Packaging (China) Co., Ltd., Blackstone Private Equity Fund Corporation Senior Advisor, Director of TINGYI-ASAHI-ITOCHU BEVERAGES HOLDING CO., LTD.
Chou Wen-Ching	Chairman of Hongding Investment Co., Ltd., Chairman of Ever Nature Developer Ltd., Chairman of Chee Chen Co., Ltd., Chairman of Hongding Development Co., Ltd., Chairman of Heying Investment Co., Ltd., Chairman of Hongshun Investment Co., Ltd., Chairman of Hongya Investment Co., Ltd., Chairman of Honghe Investment Co., Ltd.
HO CHUN-HUEI	Chairman of CDIB Capital Management Corporation, Chairman of CDIB Capital Healthcare Ventures Limited., Chairman of CDIB Venture Capital Corporation Director of Ablerex Electronics Co., Ltd., Independent Director of AMPACS Corporation,
Yu Kuang-Hsun	None

## V. Extraordinary Motions

Shareholder No. 391693 asked:

- (1) What is the Company's consideration for all the subsidiaries or investment strategy as a whole?
- (2) What is the specific direction for the Company's capital expenditures on solar energy and energy storage equipment?

Important content of the Chairman's reply:

- (1) In addition to investing in the energy industry to create a stable cash flow for the Company, the Company is also making a long-term investment positioning in emerging businesses, seeking to deploy assets to enable the Company to grow the profit further in the future.
- (2) Capital expenditures, other than the investment in emerging businesses, are in the solar energy and energy storage industries, for example: the 180M project in Yunlin requires NT\$10 billion, the 35M project of Jhih-Guang requires NT\$1.7 billion, and the 100M-energy storage project in Longjing requires NT\$5 billion. These investments help stabilize our future cash flow, increase our tolerance for future risks, and enable us to plan for the future

## VI. Meeting Adjourned : 09:55AM

There were no inquiries and suggestions raised by shareholders.

(This meeting minutes were only recorded the summary of the essential issues during the meeting. The detail of the proceeding, procedure and Shareholder's Statement shall be governed by and subject to the audio and video recording materials.)

# Reports :

## 1. 2023 Business Report

(1) 2023 business report is as follows:

Unit : NT\$ thousand

Items	2023	2022	Difference	Difference%
Net Revenue	26,435,820	26,749,017	(313,197)	(1.17%)
Income After tax	2,762,030	841,475	1,920,555	228.24%
Profit Rate	10.45%	3.15%		

### (2) Report of revenue and cost/expenditure

#### I. Report of Revenue

- a. In 2023, the net revenue was NT\$26,435,820 thousand, which was decreased by NT\$313,197 thousand from 2022.
- b. In 2023 non-operating income was NT\$2,714,621 thousand which accounted for 10.27% of sales revenue.

#### II. Report of Cost/Expenditure

- a. In 2023, the cost was NT\$22,960,671 thousand, which accounted for 86.85% of sales revenue.
- b. In 2023, the expenditure was NT\$1,937,023 thousand, which accounted for 7.33% of sales revenue.
- c. In 2023 non-operating loss was NT\$672,924 thousand which accounted for 2.55% of sales revenue.

#### III. Report of Profit

The income after tax was NT\$2,762,030 thousand which increased by NT\$1,920,555 thousand from 2022.

### (3) Financial performance and profitability in 2023

#### I. financial income and expenditure

Unit : NT\$ Thousand

Item	Amount
Sales Revenue	26,435,820
Gross Margin	3,475,380
Operating Income(Loss)	1,538,357
Non-Operating income	2,714,621
Non-Operating Loss	(672,924)
Income before Income Tax	3,580,054
Net Income	2,762,030
Earning Per share	3.91

#### II. Analysis of Profitability

Item	Ratio	
Return On Asset	8.53%	
Return on shareholders' equity	21.64%	
To capital(%)	operating profit margin	20.87%
	Pre-tax income	45.58%
Profit Margin	11.84%	
Earning Per share (NT\$ )	3.91	

#### III. Business Plan and R&D Report :

1. For cables and wires:  
To accommodate Government's policy to expand domestic demand, the Group will endeavour to provide what the country need for economy 、transporation development by supplying the best quality products and service of power cables and telecommunication wires.
2. With the group total support, the Group will consolidate domestic and overseas resource and strength to increase business performance.
3. To enhance market competitiveness, the Group will develop new market and satisfy the needs of market, launching new product and developing new products.

4. The Company focuses on core business, pursuing financial stability and then look for opportunity to diversify to adventurous business.
5. The Company carefully chooses investment opportunity to increase base of the investment income, accumulating resources and then dominate the new business.
6. For magnet wires: Apart from continuing to improve our market share, we also actively develop wires for EVs, drones, and other new industry fields and continue to optimize materials, processes, and construction methods to improve the efficiency and functions of energy conversion.
7. For renewable energy: we continued to invest in our arrangements to fulfill our commitments to environmental sustainability.

Chairperson of the Board: Shen,Shang-Hung    Manager: Shen,San-Yi    Chief Accountant: Hung, hung-Ming

## 2. Report on Audit Committee's audit report of 2023

### (1) Inspection Report of Audit Committee

#### **Ta Ya Electric Wire & Cable Co., Ltd.**

#### **Inspection Report of Audit Committee**

The Audit Committee has duly inspected and approved the financial statements for 2023, the business report and financial statements proposed by the Board of Directors, with the financial statements having been audited and certified by Sung-yu Liu and Zi-Yu Chen, CPAs of Solomon & Co., , hereby submit this report pursuant to Article 14 of Securities and Exchange Act and Article 219 of the Company Act.

To

General Shareholders Meeting 2024

Ta Ya Electric Wire & Cable Co., Ltd.

Audit Committee Convener : Chun-Huei Ho

Date : March 5, 2024

(2) Proposed profit distribution Inspection Report of Audit Committee

**Ta Ya Electric Wire & Cable Co., Ltd.**

**Inspection Report of Audit Committee**

The Audit Committee has duly inspected and approved the profit distribution plan prepared and proposed by the Board of Directors and hereby submit this report pursuant to Article 14 of Securities and Exchange Act and Article 219 of the Company Act.

To  
General Shareholders Meeting 2024

Ta Ya Electric Wire & Cable Co., Ltd.

Audit Committee Convener : Chun-Huei Ho

Date : April 12, 2024

### (3) Endorsement and Guarantee

I. The endorsement and guarantee by the Company till the end of March, 2024 is as follows :

Unit : NT\$ Thousand

Guarantor	Guarantee	Endorsement and Guarantee Balance till end of 2023	The utilized amount	The limits to single company
Ta Ya Electric Wire & Cable Co., Ltd.	TA YA (CHINA) Holding LTD.	2,015,370	1,090,859	5,711,795
Ta Ya Electric Wire & Cable Co., Ltd.	TA YA (ZHANGZHOU) HOLDING LTD.	0	0	5,711,795
Ta Ya Electric Wire & Cable Co., Ltd.	HENG YA ELECTRIC LTD.	95,970	0	5,711,795
Ta Ya Electric Wire & Cable Co., Ltd.	HENG YA ELECTRIC (KUNSHAN) LTD.	1,095,977	316,992	5,711,795
Ta Ya Electric Wire & Cable Co., Ltd.	HENG YA ELECTRIC (DONGGUAN) LTD.	1,496,313	583,872	5,711,795
Ta Ya Electric Wire & Cable Co., Ltd.	UNION STORAGE ENERGY SYSTEM LTD.	40,000	0	4,283,846
CUPRIME MATERIAL CO., LTD.	CUGREEN METAL TECH CO., LTD.	50,000	0	345,581
TA YI PLASTIC (H.K)	DONGGUAN HUI CHANG PLASTIC CO., LTD	95,970	49,183	152,994
HENG YA ELECTRIC LTD.	HENG YA ELECTRIC (DONGGUAN) LTD.	132,927	132,927	1,056,383
HENG YA ELECTRIC LTD.	HENG YA ELECTRIC (KUNSHAN) LTD.	177,236	44,309	1,056,383
TA YA GREEN ENERGY	SIN JHONG SOLAR POWER CO., LTD.	800,000	800,000	5,647,649
TA YA GREEN ENERGY	Jhieh-Guang Energy Co., LTD.	724,200	724,200	5,647,649
	Total	6,723,963	3,742,342	

- II. Based on the Company's "Procedures for Endorsement and Guarantee", the total amount of the endorsement and guarantee should not exceed 60% of the Company's net worth (NT\$8,567,693 thousand). the total amount of the endorsement and guarantee should not exceed 100% of the Company and subsidiaries' net worth (NT\$14,279,489 thousand).

#### (4) Report of 2023 Remuneration to employees and directors

Explanatory note :

- I. The remuneration distribution was conducted pursuant to the Company's Article 26. : Where the Company earns an annual profit, 1% shall be allocated as employee compensation and no more than 3% shall be allocated as director compensation.
- II. In 2023, the remuneration for employees of the Company was 1% of profits, NT\$30,014,642, and 3%, NT\$ 90,043,925, for directors. The distribution amount was proposed by Payroll Committee and approved by the Board of Directors.

#### (5) Distribution of 2023 cash dividends from profits

Explanatory note :

- I. The Board of Directors is authorized to decide the distribution of cash dividend and report the decision to the shareholders meeting in accordance with Article 26-1 of the Articles of Incorporation.
- II. We plan to distribute NT\$884,179,536 of cash dividends, NT\$1.20 per share, to a dollar. The distribution of cash dividends is calculated to the dollar(round up to the dollar).The total amount of the odd shares with a distribution of less than NT\$1 will be books as the other income or other expense of the company.

## (6) Issue of Domestic Unsecured Convertible Bonds and Secured Convertible Bonds

Explanatory note :

- I. Regarding the 4th domestic unsecured convertible corporate bonds of the Company, the total issuance par value was NT\$1.2 billion, with an issuance par value of NT\$0.1 million per bond; 12,000 bonds were issued, and the listing on TPEx was terminated on September 28, 2023. The application to convert a total of 11,996 bonds was proposed by bondholders, and the four bonds without the application for conversion were recovered at their par value according to Article 18 of the Regulations for Corporate Bond Conversion.
- II. To repay the borrowings from financial institutions and enrich its working capital, the Company issue the secured ordinary corporate bonds on April 26,2023. The main issuance conditions and related matters are as follows:

Type of Corporate Bonds	2023 1st secured ordinary corporate bonds
Issue Date	2023/04/26
Face Value	NT\$1 million
Issue Price	Issue in full based on the par value
Total amount	NT\$1 billion
Interest rate	1.68%
Term	7-year term, matured on April 26, 2030
Guarantee Institution	E.SUN COMMERCIAL BANK,LTD.
Trustee	Mega International Commercial Bank Co., Ltd.

Underwriter	E.SUN COMMERCIAL BANK,LTD.
Repayment Method	Repay principal for the first time five years after the issuance date and, subsequently, repay principal every half year in the amount of NT\$200 million each time, repaid in a total of five installments.
Principal yet to be paid	NT\$1 billion

(7) Amendments to the Rules of Procedure for Directors Meetings, Corporate Governance Best Practice Principles , Ethical Corporate Management Best Practice Principles and Procedures for Ethical Management and Guidelines for Conduct.

Explanatory note :

Please refer to Appendix 5 to 8 for the revised Rules of Procedure for Board of Directors Meetings, Corporate Governance Best Practice Principles, Ethical Corporate Management Best Practice Principles and Procedures for Ethical Management and Guidelines for Conduct (pages 85-126)

# Ratification :

## **Proposal 1** : Proposed by the board of directors

Ratification of Business Report and Financial Statements for 2023

Explanatory note :

- i. The Company entrusted certified public accountants Sung-yu Liu and Zi-Yu Chen with Solomon & Co., CPAs to audit and certify the Business Report and Financial Statements (includes Consolidated Financial Statements) for 2023.
- ii. Please look pages 3-5 for the business report and pages 16-35 for the Auditors' Report and the Financial Statements.

Resolution :

## **Proposal 2** : Proposed by the board of directors

Distribution of 2023 profits

Explanatory note :

- i. The net income was NT2,762,030,359. The Company proposed to distribute cash dividend of NT\$884,179,536, which is NT\$1.20 per share. The Company proposed to transferred 2023 earning, NT\$368,408,130 to common stocks, which is NT\$0.50 per share. The total amount of cash dividends less than NT\$1 was adjusted from greatest to smallest in accordance with the total amount of cash dividend. The rounding difference would be recognized as other income or other expense. The distribution of earning is on page 36.
- ii. The earning distribution proposal calculates the dividend rate based on the current outstanding shares of 736,816,274 shares. Later if the outstanding shares change due to repurchase of shares by the Company, transfer or cancellation of treasury shares, or convertible corporate bonds, and thus the dividend rate changes accordingly, it is intend to request the shareholders' meeting to authorize the chairman with full power to handle such matters within the extent of the aforesaid amount and shares.
- iii. The proposal to authorize the Chairman to determine the ex-dividend date and adjust the payout ratio based on actual conditions.

Resolution :

## Discussion and Election :

### **Proposal 1:** Proposed by the board of directors

Proposal for 2023 earning transferred to common stocks.

- i. The company's net profit after tax in 2023 is NT\$2,762,030,359 .The Company proposed to transfer 2023 earning NT\$368,408,130 to issue new shares 36,840,813 as stock dividend with face value of NT\$10 per share. It is proposed that stock dividends be calculated on the basis of outstanding shares, i.e., 50 shares for each 1,000 shares held. Regarding any amount less than one share, the shareholder may register with the Company's stock agency to request to combine as one share 5 days after the record date of dividends. After the combination request, the amount is still less than one share, the dividends will be distributed in cash with minimum calculation unit of one NT dollar according to Company Law Article 240.  
The Chairman of the Board will be authorized to approach specific persons of the purchase of these shares based on the face value.  
Shareholders participating in the allocation of shares in the book-entry form shall consider the fractional share amounts below 1 share as expenses related to the book-entry allocation process.
- ii. The earning distribution proposal calculates the share-dividend rate based on the current outstanding shares of 736,816,274 shares. Later if the outstanding shares change due to repurchase of shares by the Company, transfer or cancellation of treasury shares, or convertible corporate bonds, and thus the share-dividend rate changes accordingly, it is intend to request the shareholders' meeting to authorize the board of directors with full power to handle such matters within the extent of the aforesaid amount and shares.
- iii. The rights and obligations of the new shares are identical to those of the existing shares.
- iv. Upon the approval of 2024 Annual General Shareholders' Meeting and the Competent Authority, the Board Meeting is authorized to determine the distribution record date and the issuance process.
- v. It is proposed to authorize the board of directors to handle any revision from the authority or any change due to the response to the business environment.

Resolution:

### **Proposal 2:** Proposed by the board of directors

To approve the Amendment to "Articles of Incorporation"

The proposed Amendments “Articles of Incorporation” are attached hereto as Appendix (page 38-39).

Resolution:

**Proposal 3:** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Loaning of Funds to Others”

Explanatory note :

The proposed Amendments “Operating Procedures for Loaning of Funds to Others” are attached hereto as Appendix (page 40-41).

Resolution :

**Proposal 4 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Endorsement and Guarantee”

Explanatory note :

The proposed Amendments “Operating Procedures for Endorsement and Guarantee” are attached hereto as Appendix (Page 42-44).

Resolution :

**Proposal 5:** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Acquisition and Disposal of Assets”

Explanatory note :

The proposed Amendments “Operating Procedures for Acquisition and Disposal of Assets” are attached hereto as Appendix (Page 45-49).

Resolution :

**Proposal 6 :** Proposed by the board of directors

To approve the Amendment to “Operating Procedures for Engaging in Derivatives Trading”

Explanatory note :

The proposed Amendments “Operating Procedures for Engaging in Derivatives Trading” are attached hereto as Appendix (Page 50-55).

Resolution :

**Proposal 7 :** Proposed by the board of directors

Proposal to reelect the Board of directors

Explanatory note :

- i. The tenure of current board is till June 9th, 2024. It is proposed to reelect all board members.

- ii. The Company's Articles of Incorporation state that the Company's Board of Directors shall have six to nine directors, of which at least three must be independent. It is proposed to reelect 9 directors of which at least 4 independent directors.
- iii. The term of office of the directors to be elected shall be 3 years, from May 31, 2024 to May 30, 2027.

Resolution :

**Proposal 8 :** Proposed by the board of directors

To propose to relieve a certain director from his non-competition obligations

Explanatory note :

- i. According to Article 209 of the Company Act, a director acting on behalf of himself (herself) or another in matters within the business scope of the Company shall obtain approval at the shareholders meeting.
- ii. It is proposed to release newly elected directors from the prohibition on the participation in competitive business or similar business scope to the Company in 2024 regular shareholders' meeting. For such relief shall not damage the Company's benefit.

Resolution :

**Extraordinary Motions :**

**Meeting Adjourned**

## **INDEPENDENT AUDITORS' REPORT**

### English Translation of a Report Originally Issued in Chinese

The Board of Directors and Shareholders

TA YA ELECTRIC WIRE & CABLE CO., LTD.

#### **Opinion**

We have audited the accompanying consolidated financial statements of Ta Ya Electric Wire & Cable Co., Ltd and its subsidiaries (the Group), which comprise the consolidated financial balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the related notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to the Other Matter section of this report), 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

#### **Basis for Opinion**

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

## **Key Audit Matters**

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

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

### Loss allowance of accounts receivable

The recognition of the loss allowance of accounts receivable is based on the customer's credit quality, situation of collecting payments, and future economic conditions. Since the expected credit loss ratio involves subjective judgments and significant estimates of managements, the loss allowance of accounts receivable is identified as a key audit matter.

The book value of accounts receivable please refer to Notes 11 to the consolidated financial statements.

Our audit procedures consisted of obtaining the management's assessment information of expected credit loss ratio and assess that whether such assumptions are reasonable; recalculating the appropriateness of the recognition of expected credit loss of accounts receivable based on the above expected credit loss ratio; and inspecting specific customers which amount is significant and the reason for not receiving payment. We use above procedures to confirm whether the expected credit loss of accounts receivable have recognized sufficiently.

### Inventory evaluation

The Group assesses impairment of material based on lower of cost or net realizable value evaluation, and valuation of the inventory is mainly affected by the international copper price, but the international copper market price fluctuations frequently. Since inventory evaluation involves the management's significant judgment, inventory evaluation its assessment is identified as a key audit matter.

The book value of Inventories please refer to Notes 12 to the consolidated financial statements.

Our audit procedures in response to the abovementioned key audit matter were obtaining information pertaining to the lower of cost or net realizable value (LCNRV), sampling projected pricing information and the most recent sales record to assess the reasonableness of the judgment on the LCNRV, and comparing the year-end quantity of inventory items with the inventory count reports to confirm the existence and completeness of the inventory. Moreover, by attending year-end inventory counting, we assessed the condition of inventory and evaluated the adequacy of inventory provisions for obsolete goods.

## **Other Matter**

Certain investments which were accounted for under the equity method based on the financial statements of the investees were audited by other independent accountants. Our audit, insofar as it related to these companies' total assets were NT\$3,556,022 thousands and NT\$3,271,023 thousands, which represented 7.65% and 8.32% of the total consolidated assets as of December 31, 2023 and 2022, the related shares of net operating revenue from the associates in the amount of NT\$2,908,052 thousands and NT\$3,560,602 thousands, which represented 11.00% and 13.31% of the total consolidated net operating revenue for the years ended December 31, 2023 and 2022; The investments accounted for under the equity method balance of NT\$1,157,985 thousands and NT\$1,089,569 thousands, which represented 2.49% and 2.77% of the total consolidated assets as of December 31, 2023 and 2022, the related shares of profit of associates and joint ventures accounted for using equity method in the amount of NT\$34,243 thousands and NT\$49,876 thousands, which represented 1.03% and 4.26% of the consolidated total comprehensive income (loss) for the years ended December 31, 2023 and 2022.

We have audited and expressed an unqualified opinion with other matter paragraph on the parent company only financial statements of the Company 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 preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for 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 supervisors, are responsible for overseeing the Group's financial reporting process.

## **Auditors' Responsibilities for the Audit of the consolidated Financial Statements**

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2023 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

March 15, 2024

*Notice to Readers*

*For the convenience of readers, the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the R.O.C. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language consolidated financial statements shall prevail.*

**TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in Thousands of New Taiwan Dollars)

<u>ASSETS</u>	<u>December 31, 2023</u>		<u>December 31, 2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (notes 4 and 6)	\$ 5,607,968	12.1	\$ 4,344,838	11.0
Financial assets at fair value through profit or loss (notes 4, 7 and 36)	1,305,717	2.8	1,345,424	3.4
Financial assets at fair value through other comprehensive income (Notes 4 and 9)	32,175	0.1	24,339	0.1
Financial assets at amortized cost (notes 10)	545,797	1.2	384,115	1.0
Financial assets for hedging - current (notes 8)	780	—	—	—
Contract assets	1,206,729	2.6	196,472	0.5
Notes receivable, net (notes 4, 11 and 37)	192,458	0.4	262,340	0.7
Accounts receivable, net (notes 4, 11 and 37)	3,543,191	7.6	3,706,818	9.4
Other receivables	223,282	0.5	31,650	0.1
Income tax receivable	401	—	6,606	—
Inventories, net (notes 4 and 12)	5,686,906	12.2	5,585,210	14.2
Inventories (Construction), net (notes 4 and 12)	221,027	0.5	221,002	0.6
Prepayments (notes 37)	481,530	1.0	595,075	1.5
Other current assets (notes 38)	224,233	0.5	275,806	0.7
Total current assets	<u>19,272,194</u>	<u>41.5</u>	<u>16,979,695</u>	<u>43.2</u>
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss (notes 4, 7 and 36)	4,837,350	10.4	3,696,935	9.4
Financial assets at fair value through other comprehensive income (notes 4, 9 and 38)	1,311,918	2.8	1,136,207	2.9
Financial assets for hedging - non-current (notes 8)	345	—	—	—
Investments accounted for using equity method (notes 4, 13 and 38)	1,226,929	2.6	1,124,608	2.9
Property, plant and equipment (notes 4, 14 and 38)	15,314,222	32.9	12,603,867	32.0
Right-of-use assets (notes 4, 15 and 38)	1,576,341	3.4	996,342	2.5
Investment Property, net (notes 4, 16 and 38)	1,333,676	2.9	1,342,944	3.4
Intangible assets (notes 16)	301,023	0.7	1,343	—
Deferred income tax assets (notes 2 and 26)	110,366	0.2	128,055	0.3
Prepayments for equipment	50,215	0.1	146,839	0.4
Refundable deposits (note 38)	318,720	0.7	229,411	0.6
Net defined benefit asset (note 23)	83,224	0.2	70,144	0.2
Other non-current assets (notes 37 and 38)	744,206	1.6	869,258	2.2
Total noncurrent assets	<u>27,208,535</u>	<u>58.5</u>	<u>22,345,953</u>	<u>56.8</u>
<b>TOTAL</b>	<u>\$ 46,480,729</u>	<u>100.0</u>	<u>\$ 39,325,648</u>	<u>100.0</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term loans (note 18)	\$ 7,380,442	15.9	\$ 6,506,035	16.5
Short-term notes and bills payable (note 19)	1,239,933	2.7	1,289,550	3.3
Financial liabilities at fair value through profit or loss (notes 4, 7 and 36)	39,429	0.1	23,957	0.1
Contract liabilities	633,573	1.3	372,575	0.9
Notes payable (note 37)	86,067	0.2	91,074	0.2
Accounts payable (note 37)	616,998	1.3	719,575	1.8
Other payables (note 37)	1,495,193	3.2	807,626	2.1
Income tax payable (note 26)	364,213	0.8	136,644	0.3
Provisions (note 22)	100,000	0.2	100,000	0.3
Lease liabilities (notes 4 and 15)	87,619	0.2	34,225	0.1
Current portion of long-term loans (notes 20 and 21)	1,269,951	2.7	2,395,248	6.1
Other current liabilities	80,941	0.2	49,853	0.1
Total current liabilities	<u>13,394,359</u>	<u>28.8</u>	<u>12,526,362</u>	<u>31.8</u>
<b>NONCURRENT LIABILITIES</b>				
Financial liabilities at fair value through profit or loss (notes 7)	—	—	36,850	0.1
Financial liabilities for hedging - non-current (notes 8)	685	—	—	—
Bonds payable (note 20)	1,400,000	3.0	1,942,664	5.0
Long-term loans (note 21)	13,330,908	28.7	11,130,645	28.3
Provisions (note 22)	25,142	0.1	28,672	0.1
Deferred income tax liabilities (note 26)	278,632	0.6	313,119	0.8
Lease liabilities (notes 4 and 15)	1,255,361	2.7	755,570	1.9
Net defined benefit liability (note 23)	5,734	—	7,357	—
Guarantee deposits	36,988	0.1	43,164	0.1
Other noncurrent liabilities	256,227	0.5	117,865	0.3
Total noncurrent liabilities	<u>16,589,677</u>	<u>35.7</u>	<u>14,375,906</u>	<u>36.6</u>
Total liabilities	<u>29,984,036</u>	<u>64.5</u>	<u>26,902,268</u>	<u>68.4</u>
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT (note 24)</b>				
Share capital	<u>7,368,163</u>	<u>15.9</u>	<u>6,846,491</u>	<u>17.4</u>
Capital surplus	<u>1,868,672</u>	<u>4.0</u>	<u>1,151,543</u>	<u>2.9</u>
Retained earnings				
Appropriated as legal capital reserve	440,614	0.9	354,255	0.9
Appropriated as special capital reserve	147,555	0.3	147,555	0.4
Unappropriated earnings (accumulated deficits)	4,390,616	9.5	2,109,323	5.4
Total retained earnings	<u>4,978,785</u>	<u>10.7</u>	<u>2,611,133</u>	<u>6.7</u>
Others	92,788	0.2	(53,778)	(0.1)
Treasury stock (notes 4 and 25)	<u>(28,919)</u>	<u>(0.1)</u>	<u>(34,325)</u>	<u>(0.1)</u>
Total equity attributable to owners of the parent	<u>14,279,489</u>	<u>30.7</u>	<u>10,521,064</u>	<u>26.8</u>
<b>NON-CONTROLLING INTERESTS (notes 24)</b>				
Total equity	<u>16,496,693</u>	<u>35.5</u>	<u>12,423,380</u>	<u>31.6</u>
<b>TOTAL</b>	<u>\$ 46,480,729</u>	<u>100.0</u>	<u>\$ 39,325,648</u>	<u>100.0</u>

*The accompanying notes are an integral part of the consolidated financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

**TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

	<u>2023</u>		<u>2022</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
NET REVENUE (notes 29)	\$ 26,435,820	100.0	\$ 26,749,017	100.0
COST OF REVENUE (notes 12, 23, 30 and 37)	22,960,671	86.9	24,572,112	91.9
GROSS PROFIT	3,475,149	13.1	2,176,905	8.1
UNREALIZED GAIN ON THE TRANSACTIONS WITH ASSOCIATES	2,122	—	2,353	—
REALIZED GAIN ON THE TRANSACTIONS WITH ASSOCIATES	2,353	—	593	—
REALIZED GROSS PROFIT	3,475,380	13.1	2,175,145	8.1
OPERATING EXPENSES (notes 23, 30 and 37)				
Sales and marketing	340,391	1.3	308,249	1.2
General and administrative	1,548,845	5.8	967,305	3.6
Research and development	46,088	0.2	55,379	0.2
Expected credit loss (gains)	1,699	—	(1,987)	—
Total Operating Expenses	1,937,023	7.3	1,328,946	5.0
INCOME FROM OPERATIONS	1,538,357	5.8	846,199	3.1
NON-OPERATING INCOME AND EXPENSES				
Interest income (note 31 and 37)	70,322	0.3	27,758	0.1
Other income (note 32 and 37)	243,906	0.9	221,355	0.8
Other gains and losses (note 33 and 37)	2,362,822	8.9	559,459	2.1
Finance costs (note 34 and 37)	(665,756)	(2.5)	(476,693)	(1.7)
Share of profit associates (note 13)	37,571	0.1	53,910	0.2
Impairment loss	(7,168)	—	(17,400)	(0.1)
Total non-operating Income and expenses	2,041,697	7.7	368,389	1.4
INCOME BEFORE INCOME TAX	3,580,054	13.5	1,214,588	4.5
INCOME TAX EXPENSE (notes 26)	(449,714)	(1.7)	(150,066)	(0.5)
NET INCOME	3,130,340	11.8	1,064,522	4.0
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (note 23)	(10,981)	—	37,849	0.2
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	244,173	0.9	(13,967)	(0.1)
Share of other comprehensive income (loss) of associates	1	—	460	—
Income tax relating to items that will not be reclassified subsequently to profit or loss (notes 26)	1,652	—	(10,858)	—
	234,845	0.9	13,484	0.1
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	(45,178)	(0.2)	100,744	0.4
Gains (Losses) on hedging instruments	1,125	—	—	—
Share of the other comprehensive income of associates accounted for using the equity method	(8,145)	—	8,485	—
Income tax benefit related to items that will not be reclassified subsequently (notes 26)	8,393	—	(16,758)	(0.1)
	(43,805)	(0.2)	92,471	0.3
Other comprehensive income (loss) for the year, net of income tax	191,040	0.7	105,955	0.4
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	\$ 3,321,380	12.6	\$ 1,170,477	4.4
NET PROFIT ATTRIBUTABLE TO:				
Owners of the parent	\$ 2,762,030	10.4	\$ 841,475	3.2
Non-controlling interests	368,310	1.4	223,047	0.8
	\$ 3,130,340	11.8	\$ 1,064,522	4.0
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the parent	\$ 2,934,225	11.1	\$ 924,540	3.5
Non-controlling interests	387,155	1.5	245,937	0.9
	\$ 3,321,380	12.6	\$ 1,170,477	4.4
EARNINGS PER SHARE (NT\$, notes 27)				
Basic	\$ 3.91		\$ 1.23	
Diluted	\$ 3.91		\$ 1.17	

*The accompanying notes are an integral part of the consolidated financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

**TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Thousands of New Taiwan Dollars, Except for Share Data)

	<u>Capital Stock – Common Stock</u>		<u>Retained Earnings</u>				<u>Others</u>					<u>Total Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Capital Surplus</u>	<u>Legal Reserve</u>	<u>Special Reserve</u>	<u>Unappropriated Earnings (Accumulated Deficit)</u>	<u>Foreign Currency Translation Reserve</u>	<u>Unrealized Gain (Loss) on Assets at Fair Value Through Other Comprehensive Income</u>	<u>Gains (Losses) on Hedging Instruments</u>	<u>Treasury Stock</u>	<u>Non-controlling Interests</u>	
BALANCE AT JANUARY 1, 2022 RESTATED	645,895,402	\$ 6,458,954	\$ 1,136,808	\$ 213,846	\$ 147,555	\$ 1,999,744	\$ (225,398)	\$ 114,694	\$ –	\$ (35,565)	\$ 1,712,713	\$ 11,523,351
Appropriation of prior year's earnings:												
Legal and Special reserve used to offset accumulated deficit	–	–	–	140,409	–	(140,409)	–	–	–	–	–	–
Cash dividends to shareholders	–	–	–	–	–	(226,063)	–	–	–	–	–	(226,063)
Stock dividends	38,753,724	387,537	–	–	–	(387,537)	–	–	–	–	–	–
Share of changes in net assets of associates accounted for using equity method	–	–	9,784	–	–	(4,011)	–	–	–	–	–	5,773
Net income in 2022	–	–	–	–	–	841,475	–	–	–	–	223,047	1,064,522
Other comprehensive income in 2022, net of income tax	–	–	–	–	–	26,139	64,798	(7,872)	–	–	22,890	105,955
Disposal of the Company's shares held by subsidiaries	–	–	2,371	–	–	–	–	–	–	1,240	–	3,611
Adjustments for dividends subsidiaries received from parent company	–	–	2,550	–	–	–	–	–	–	–	–	2,550
Changes in subsidiaries ownership	–	–	30	–	–	(15)	–	–	–	–	(15)	–
Changes in non-controlling interests	–	–	–	–	–	–	–	–	–	–	(56,319)	(56,319)
Balance at December 31, 2022	684,649,126	6,846,491	1,151,543	354,255	147,555	2,109,323	(160,600)	106,822	–	(34,325)	1,902,316	12,423,380
Appropriation of prior year's earnings:												
Legal and Special reserve used to offset accumulated deficit	–	–	–	86,359	–	(86,359)	–	–	–	–	–	–
Cash dividends to shareholders	–	–	–	–	–	(342,325)	–	–	–	–	–	(342,325)
Stock dividends	6,846,491	68,465	–	–	–	(68,465)	–	–	–	–	–	–
Share of changes in net assets of associates accounted for using equity method	–	–	2,714	–	–	(9,217)	–	–	–	–	–	(6,503)
Net income in 2023	–	–	–	–	–	2,762,030	–	–	–	–	368,310	3,130,340
Other comprehensive income in 2023, net of income tax	–	–	–	–	–	(10,403)	(40,452)	221,925	1,125	–	18,845	191,040
Conversion of convertible bonds	45,320,657	453,207	691,131	–	–	–	–	–	–	–	–	1,144,338
Disposal of the Company's shares held by subsidiaries	–	–	20,164	–	–	–	–	–	–	5,406	–	25,570
Adjustments for dividends subsidiaries received from parent company	–	–	3,120	–	–	–	–	–	–	–	–	3,120
Changes in non-controlling interests	–	–	–	–	–	–	–	–	–	–	(72,267)	(72,267)
Disposed of investments in equity instruments at fair value through other comprehensive income	–	–	–	–	–	36,032	–	(36,032)	–	–	–	–
Balance at December 31, 2023	736,816,274	\$ 7,368,163	\$ 1,868,672	\$ 440,614	\$ 147,555	\$ 4,390,616	\$ (201,052)	\$ 292,715	\$ 1,125	\$ (28,919)	\$ 2,217,204	\$ 16,496,693

*The accompanying notes are an integral part of the consolidated financial statements*  
(With Solomon & Co., audit report dated March 15, 2024)

**TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Thousands of New Taiwan Dollars)

	<u>2023</u>	<u>2022</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 3,580,054	\$ 1,214,588
Adjustments for :		
Depreciation expense	965,639	644,427
Amortization expense	513	393
Expected credit loss	1,699	(1,987)
Net gain of financial assets and liabilities at fair value through profit or loss	(649,786)	(256,194)
Finance costs	665,756	476,693
Net gain (loss) of financial assets and liabilities at fair value through profit or loss	15	—
Interest income	(70,322)	(27,758)
Dividend income	(86,698)	(117,852)
Share of profits of associates	(37,571)	(53,910)
Gain on disposal of property, plant and equipment	613	(14,602)
Property, plant and equipment transferred to expenses	4,805	16,060
Gain on disposal of investments	(1,585,800)	(98,643)
Gains on disposal of associates	129	(1,253)
Impairment loss on financial assets	—	10,173
Impairment loss on non-financial assets	7,168	7,227
Unrealized gain on the transactions with associates	2,122	2,353
Realized gain on the transactions with associates	(2,353)	(593)
Income and expense adjustments	<u>(784,071)</u>	<u>584,534</u>
Changes in operating assets and liabilities:		
Financial assets and liabilities at fair value through profit or loss	1,108,594	(625,029)
Contract assets	(1,010,257)	(137,603)
Notes receivable	69,882	47,170
Accounts receivable	166,163	384,065
Other receivables	(192,739)	21,730
Inventories	(101,721)	(1,145,909)
Prepayments	118,741	(226,889)
Other current assets	(10,908)	(7,839)
Contract liabilities	260,998	157,508
Notes payable	(5,007)	(1,995)
Accounts payable	(102,577)	92,939
Other payables	495,152	64,407
Provisions	(4,011)	(7,154)
Other current liabilities	31,088	(7,180)
Net defined benefit liability	(25,684)	(28,991)
Total changes in operating assets and liabilities	<u>797,714</u>	<u>(1,420,770)</u>
Total adjustments	<u>13,643</u>	<u>(836,236)</u>
Cash (used in) generated from operations	3,593,697	378,352
Interest received	70,323	27,694
Interest paid	(653,306)	(458,597)
Income tax paid	(223,336)	(242,515)
Net cash (used in) generated from operating activities	<u>2,787,378</u>	<u>(295,066)</u>

(Continued)

**TA YA ELECTRIC WIRE & CABLE CO., LTD. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Thousands of New Taiwan Dollars)

	<b>2023</b>	<b>2022</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial asset at fair value through other comprehensive income	(11,690)	(140,232)
Proceeds from disposal of financial asset at fair value through other comprehensive income	54,579	—
The capital reduction on financial asset at fair value through other comprehensive income	26,330	14,610
Financial assets at amortized cost	(161,682)	1,706
Purchase of associates under the equity method	(82,120)	(141,717)
Proceeds from disposal of associates under the equity method	7,901	31,419
Net cash flow from acquisition of subsidiaries (exclude cash obtained)	(150,000)	—
Acquisition of property, plant and equipment (including prepayments for equipment)	(3,491,377)	(3,313,673)
Proceeds from disposal of property, plant and equipment	144,085	44,385
Decrease (increase) in refundable deposits	(89,309)	(140,661)
Acquisition of intangible assets	(217)	(1,446)
Increase in other non-current assets	(29,433)	(23,305)
Dividend received	122,425	184,994
Decrease (increase) in mortgage demand deposits	145,708	(461,167)
Net cash (used in) generated from investing activities	(3,514,800)	(3,945,087)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase (decrease) in short-term loans	874,407	(218,100)
Increase (decrease) in short-term notes and bills payable	(49,617)	459,719
Issuance of bonds payable	1,000,000	—
Repayments of bonds payable	(700,400)	—
Proceeds from long-term bank loans	4,388,587	4,725,724
Repayment of long-term bank loans	(3,013,601)	(1,120,359)
Increase (decrease) in guarantee deposits	(6,176)	(35,986)
Repayment of principal of lease liabilities	(106,799)	(48,462)
Increase in other non-current liabilities	3,500	—
Cash dividends	(339,205)	(223,513)
Proceeds from disposal of treasury shares	47,639	3,611
Increase (decrease) in non-controlling interests	(76,754)	(56,269)
Net cash generated from financing activities	2,021,581	3,486,365
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	(31,029)	99,365
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	1,263,130	(654,423)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	4,344,838	4,999,261
CASH AND CASH EQUIVALENTS, ENDING OF YEAR	\$ 5,607,968	\$ 4,344,838

(Concluded)

*The accompanying notes are an integral part of the consolidated financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

## **INDEPENDENT AUDITORS' REPORT**

### English Translation of a Report Originally Issued in Chinese

The Board of Directors and Shareholders

TA YA ELECTRIC WIRE & CABLE CO., LTD.

#### **Opinion**

We have audited the accompanying parent company only financial statements of Ta Ya Electric Wire & Cable Co., Ltd (the Company), which comprise the parent company only balance sheets as of December 31, 2023 and 2022, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (as set out in the Other Matter section of our report), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2023 and 2022, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. 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, and we do not provide a separate opinion on these matters.

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

Loss allowance of accounts receivable

The recognition of the loss allowance of accounts receivable is based on the customer's credit quality, situation of collecting payments, and future economic conditions. Since the expected credit loss ratio involves subjective judgments and significant estimates of managements, the loss allowance of accounts receivable is identified as a key audit matter.

The book value of accounts receivable please refer to Notes 10 to the parent company's financial statements.

Our audit procedures consisted of obtaining the management's assessment information of expected credit loss ratio and assess that whether such assumptions is reasonable; recalculating the appropriateness of the recognition of expected credit loss of accounts receivable based on the above expected credit loss ratio; and inspecting specific customers which amount is significant and the reason for not receiving payment. We use above procedures to confirm whether the expected credit loss of accounts receivable have recognized sufficiently.

Inventory evaluation

The company assesses impairment of material based on lower of cost or net realizable value evaluation, and valuation of the inventory is mainly affected by the international copper price, but the international copper market price fluctuations frequently. Since inventory evaluation involves the management's significant judgment, inventory evaluation its assessment is identified as a key audit matter.

The book value of Inventories please refer to Notes 11 to the parent company's financial statements.

Our audit procedures in response to the abovementioned key audit matter were obtaining information pertaining to the lower of cost or net realizable value (LCNRV), sampling projected pricing information and the most recent sales record to assess the reasonableness of the judgment on the LCNRV, and comparing the year-end quantity of inventory items with the inventory count reports to confirm the existence and completeness of the inventory. Moreover, by attending year-end inventory counting, we assessed the condition of inventory and evaluated the adequacy of inventory provisions for obsolete goods.

**Other Matter**

We did not audit the financial statements of certain investments accounted for under

the equity method that are included in the parent company only financial statements. Those financial statements were audited by other independent accountants whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the parent company only financial statements and the information, is based solely on the audit reports of other independent accountants. Total assets of these subsidiaries and investments amounted to NT \$2,300,870 thousand and NT \$2,181,228 thousand, representing 8.21% and 9.17% of the related totals, as of December 31, 2023 and 2022, respectively, and total operating revenues of NT \$149,382 thousand and NT \$221,378 thousand, constituting 5.09% and 23.94% of the related totals for the years then ended, respectively.

### **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

Management is responsible for 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 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 supervisors, 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 maintain professional skepticism throughout the audit. We also:

7. 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.
8. 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.
9. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
10. 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.
11. Evaluate the overall presentation, structure and content of the parent company only 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.
12. 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 group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to

communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023 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 report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

March 15,2024

*Notice to Readers*

*For the convenience of readers, the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the R.O.C. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language parent company only financial statements shall prevail.*

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
(Expressed in Thousands of New Taiwan Dollars)

<b>ASSETS</b>	<b>December 31, 2023</b>		<b>December 31, 2022</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (notes 4 and 6)	\$ 1,656,829	5.9	\$ 1,983,281	8.3
Financial assets at fair value through profit or loss (notes 4, 7 and 32)	1,287,239	4.6	1,327,885	5.6
Financial assets for hedging - current (notes 8 and 32)	780	—	—	—
Contract assets	1,032,512	3.7	131,873	0.6
Notes receivable, net (notes 4, 10 and 33)	153,754	0.5	212,431	0.9
Accounts receivable, net (notes 4, 10 and 33)	1,512,088	5.4	1,415,883	6.0
Other receivables (note 33)	117,371	0.4	17,756	0.1
Inventories, net (notes 4 and 11)	4,026,918	14.4	3,593,690	15.1
Inventories (Construction), net (notes 4 and 11)	221,027	0.8	221,002	0.9
Prepayments (note 33)	191,113	0.7	134,233	0.5
Other current assets (note 33 and 34)	7,381	—	5,925	—
Total current assets	<u>10,207,012</u>	<u>36.4</u>	<u>9,043,959</u>	<u>38.0</u>
<b>NONCURRENT ASSETS</b>				
Financial assets at fair value through profit or loss (notes 4, 7 and 32)	505,502	1.8	555,243	2.3
Financial assets at fair value through other comprehensive income (notes 4, 9, 32 and 34)	1,199,317	4.3	1,052,454	4.4
Financial assets for hedging - non-current (notes 8 and 32)	345	—	—	—
Investments accounted for using equity method (notes 4, 12 and 34)	11,775,084	42.0	9,417,059	39.6
Property, plant and equipment (notes 4, 13 and 34)	2,973,126	10.6	2,356,207	9.9
Right-of-use assets (notes 4 and 14)	52,893	0.2	45,460	0.2
Investment Property, net (notes 4, 15 and 34)	892,025	3.2	894,656	3.8
Prepayments for equipment	33,967	0.1	97,742	0.4
Refundable deposits (note 34)	30,968	0.1	28,523	0.1
Net defined benefit asset (note 20)	79,273	0.3	69,978	0.3
Other non-current assets (note 34)	267,541	1.0	229,310	1.0
Total noncurrent assets	<u>17,810,041</u>	<u>63.6</u>	<u>14,746,632</u>	<u>62.0</u>
<b>TOTAL</b>	<u>\$ 28,017,053</u>	<u>100.0</u>	<u>\$ 23,790,591</u>	<u>100.0</u>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Short-term loans (note 16)	\$ 3,579,622	12.8	\$ 3,367,954	14.2
Short-term notes and bills payable (note 17)	600,000	2.1	800,000	3.4
Financial liabilities at fair value through profit or loss (notes 4 and 7)	26,838	0.1	20,108	0.1
Contract liabilities (note 33)	580,300	2.1	327,986	1.4
Notes payable	4,683	—	4,333	—
Accounts payable (note 33)	524,484	1.9	591,027	2.5
Other payables (note 33)	753,134	2.7	392,463	1.6
Income tax payable (note 23)	140,457	0.5	62,495	0.3
Lease liabilities (notes 4 and 12)	11,879	—	7,835	—
Current portion of long-term loans (notes 18 and 19)	917,378	3.3	2,047,352	8.6
Other current liabilities	78,730	0.3	43,838	0.1
Total current liabilities	<u>7,217,505</u>	<u>25.8</u>	<u>7,665,391</u>	<u>32.2</u>
<b>NONCURRENT LIABILITIES</b>				
Financial liabilities for hedging - Non-current (notes 8 and 32)	685	—	—	—
Bonds payable (note 18)	1,400,000	5.0	1,942,664	8.2
Long-term loans (note 19)	4,763,917	17.0	3,271,515	13.8
Deferred income tax liabilities (note 23)	275,967	1.0	308,851	1.3
Lease liabilities (notes 4 and 12)	42,482	0.1	38,476	0.2
Guarantee deposits (note 33)	35,689	0.1	41,918	0.1
Other noncurrent liabilities	1,319	—	712	—
Total noncurrent liabilities	<u>6,520,059</u>	<u>23.2</u>	<u>5,604,136</u>	<u>23.6</u>
Total liabilities	<u>13,737,564</u>	<u>49.0</u>	<u>13,269,527</u>	<u>55.8</u>
<b>EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT (note 21)</b>				
Share capital	7,368,163	26.3	6,846,491	28.8
Capital surplus	1,868,672	6.7	1,151,543	4.8
Retained earnings				
Appropriated as legal capital reserve	440,614	1.6	354,255	1.5
Appropriated as special capital reserve	147,555	0.5	147,555	0.6
Unappropriated earnings	4,390,616	15.7	2,109,323	8.9
Total retained earnings	<u>4,978,785</u>	<u>17.8</u>	<u>2,611,133</u>	<u>11.0</u>
Others	92,788	0.3	(53,778)	(0.2)
Treasury stock (notes 4 and 22)	(28,919)	(0.1)	(34,325)	(0.2)
Total equity	<u>14,279,489</u>	<u>51.0</u>	<u>10,521,064</u>	<u>44.2</u>
<b>TOTAL</b>	<u>\$ 28,017,053</u>	<u>100.0</u>	<u>\$ 23,790,591</u>	<u>100.0</u>

*The accompanying notes are an integral part of the parent company only financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME**  
**(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)**

	<u>2023</u>		<u>2022</u>	
	<i>Amount</i>	<i>%</i>	<i>Amount</i>	<i>%</i>
NET REVENUE (notes 25)	\$ 14,675,143	100.0	\$ 14,313,201	100.0
COST OF REVENUE (notes 10, 19, 26, and 33)	13,271,279	90.4	13,429,573	93.8
GROSS PROFIT	1,403,864	9.6	883,628	6.2
UNREALIZED GAIN ON THE TRANSACTIONS WITH SUBSIDIARIES AND ASSOCIATES	20,525	0.1	14,121	0.1
REALIZED GAIN ON THE TRANSACTIONS WITH SUBSIDIARIES	6,367	—	9,051	0.1
REALIZED GROSS PROFIT	1,389,706	9.5	878,558	6.2
OPERATING EXPENSES (notes 19, 26, and 33)				
Sales and marketing	194,483	1.3	165,551	1.2
General and administrative	781,743	5.4	464,448	3.2
Research and development	46,087	0.3	55,379	0.4
Total Operating Expenses	1,022,313	7.0	685,378	4.8
INCOME FROM OPERATIONS	367,393	2.5	193,180	1.4
NON-OPERATING INCOME AND EXPENSES				
Interest income (note 27 and 33)	11,980	0.1	5,913	—
Other income (note 28 and 33)	168,438	1.1	196,459	1.4
Other gains and losses (note 29 and 33)	623,770	4.2	(193,801)	(1.4)
Finance costs (note 30)	(222,650)	(1.5)	(159,289)	(1.1)
Share of profit of subsidiaries and associates (note 12)	1,932,474	13.2	796,125	5.6
Total non-operating Income and expenses	2,514,012	17.1	645,407	4.5
INCOME BEFORE INCOME TAX	2,881,405	19.6	838,587	5.9
INCOME TAX EXPENSE (notes 23)	(119,375)	(0.8)	2,888	—
NET INCOME	\$ 2,762,030	18.8	\$ 841,475	5.9
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (note 20)	(12,629)	(0.1)	29,306	0.2
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	216,137	1.5	1,758	—
Share of other comprehensive income (loss) of associates	4,863	—	(7,112)	(0.1)
Income tax relating to items that will not be reclassified subsequently to profit or loss (notes 23)	3,151	—	(5,685)	—
	211,522	1.4	18,267	0.1
Items that may be reclassified subsequently to profit or loss:				
Exchange differences arising on translation of foreign operations	(38,551)	(0.2)	54,934	0.4
Gains (Losses) on hedging instruments	1,125	—	—	—
Share of the other comprehensive income of associates accounted for using the equity method	(9,611)	(0.1)	20,851	0.2
Income tax benefit related to items that will not be reclassified subsequently (notes 23)	7,710	0.1	(10,987)	(0.1)
	(39,327)	(0.2)	64,798	0.5
Other comprehensive income (loss) for the year, net of income tax	172,195	1.2	83,065	0.6
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	\$ 2,934,225	20.0	\$ 924,540	6.5
EARNINGS PER SHARE (NT\$,notes 24)				
Basic	\$ 3.91		\$ 1.23	
Diluted	\$ 3.91		\$ 1.17	

*The accompanying notes are an integral part of the parent company only financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Thousands of New Taiwan Dollars, Except for Share Data)

	<u>Capital Stock — Common Stock</u>		<u>Retained Earnings</u>				<u>Others</u>				<u>Total Equity</u>
	<u>Shares</u>	<u>Amount</u>	<u>Capital Surplus</u>	<u>Legal Reserve</u>	<u>Special Reserve</u>	<u>Unappropriated Earnings (Accumulated Deficit)</u>	<u>Foreign Currency Translation Reserve</u>	<u>Unrealized Gain (Loss) on Assets at Fair Value Through Other Comprehensive Income</u>	<u>Gains (Losses) on Hedging Instruments</u>	<u>Treasury Stock</u>	
Balance at January 1, 2022	645,895,402	\$ 6,458,954	\$ 1,136,808	\$ 213,846	\$ 147,555	\$ 1,999,744	\$ (225,398)	\$ 114,694	\$ —	\$ (35,565)	\$ 9,810,638
Appropriation of prior year's earnings:											
Legal reserve used to offset accumulated deficit	—	—	—	140,409	—	(140,409)	—	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(226,063)	—	—	—	—	(226,063)
Stock dividends	38,753,724	387,537	—	—	—	(387,537)	—	—	—	—	—
Share of changes in net assets of associates accounted for using equity method	—	—	9,784	—	—	(4,011)	—	—	—	—	5,773
Net income in 2022	—	—	—	—	—	841,475	—	—	—	—	841,475
Other comprehensive income in 2022, net of income tax	—	—	—	—	—	26,139	64,798	(7,872)	—	—	83,065
Disposal of the Company's shares held by subsidiaries	—	—	2,371	—	—	—	—	—	—	1,240	3,611
Adjustments for dividends subsidiaries received from parent company	—	—	2,550	—	—	—	—	—	—	—	2,550
Changes in subsidiaries ownership	—	—	30	—	—	(15)	—	—	—	—	15
Balance at December 31, 2022	684,649,126	6,846,491	1,151,543	354,255	147,555	2,109,323	(160,600)	106,822	—	(34,325)	10,521,064
Appropriation of prior year's earnings:											
Legal reserve used to offset accumulated deficit	—	—	—	86,359	—	(86,359)	—	—	—	—	—
Cash dividends to shareholders	—	—	—	—	—	(342,325)	—	—	—	—	(342,325)
Stock dividends	6,846,491	68,465	—	—	—	(68,465)	—	—	—	—	—
Share of changes in net assets of associates accounted for using equity method	—	—	2,714	—	—	(9,217)	—	—	—	—	(6,503)
Net income in 2023	—	—	—	—	—	2,762,030	—	—	—	—	2,762,030
Other comprehensive income in 2023, net of income tax	—	—	—	—	—	(10,403)	(40,452)	221,925	1,125	—	172,195
Conversion of convertible bonds	45,320,657	453,207	691,131	—	—	—	—	—	—	—	1,144,338
Disposal of the Corporation's shares held by subsidiaries	—	—	20,164	—	—	—	—	—	—	5,406	25,570
Adjustments for dividends subsidiaries received from parent company	—	—	3,120	—	—	—	—	—	—	—	3,120
Disposed of investments in equity instruments at fair value through other comprehensive income	—	—	—	—	—	36,032	—	(36,032)	—	—	—
Balance at December 31, 2023	736,816,274	\$ 7,368,163	\$ 1,868,672	\$ 440,614	\$ 147,555	\$ 4,390,616	\$ (201,052)	\$ 292,715	\$ 1,125	\$ (28,919)	\$ 14,279,489

*The accompanying notes are an integral part of the parent company only financial statements*

*(With Solomon & Co., audit report dated March 15, 2024)*

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS**  
**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2023</u>	<u>2022</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,881,405	\$ 838,587
Adjustments for :		
Depreciation expense	157,366	147,329
Net gain of financial assets and liabilities at fair value through profit or loss	72,009	284,322
Finance costs	222,650	159,289
Net loss upon derecognition of financial assets measured at amortized cost	15	—
Interest income	(11,980)	(5,913)
Dividend income	(39,762)	(77,026)
Share of profits of subsidiaries and associates	(1,932,474)	(796,125)
Gain on disposal of property, plant and equipment	(1,069)	(2,760)
Property, plant and equipment transferred to expenses	3,843	13,969
Gain on disposal of investments	(687,224)	(22,063)
Unrealized gain on the transactions with subsidiaries and associates	20,525	14,121
Realized gain on the transactions with subsidiaries	(6,367)	(9,051)
Income and expense adjustments	<u>(2,202,468)</u>	<u>(293,908)</u>
Changes in operating assets and liabilities:		
Financial assets and liabilities at fair value through profit or loss	706,204	(408,704)
Contract assets	(900,639)	(98,441)
Notes receivable	58,677	(29,927)
Accounts receivable	(96,205)	101,821
Other receivables	796	14,483
Inventories	(433,253)	(1,247,521)
Prepayments	(55,661)	(18,486)
Other current assets	(1,456)	(2,392)
Contract liabilities	252,314	137,744
Notes payable	350	(2,739)
Accounts payable	(66,543)	121,354
Other payables	356,889	(20,317)
Other current liabilities	34,892	(6,166)
Net defined benefit liability	<u>(21,924)</u>	<u>(21,442)</u>
Total changes in operating assets and liabilities	<u>(165,559)</u>	<u>(1,480,733)</u>
Total adjustments	<u>(2,368,027)</u>	<u>(1,774,641)</u>
Cash (used in) generated from operations	513,378	(936,054)
Interest received	11,673	5,877
Interest paid	(210,681)	(141,668)
Income tax paid	<u>(63,436)</u>	<u>(36,929)</u>
Net cash (used in) generated from operating activities	<u>250,934</u>	<u>(1,108,774)</u>

(Continued)

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS**  
(Expressed in Thousands of New Taiwan Dollars)

	<i>2023</i>	<i>2022</i>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisition of financial asset at fair value through other comprehensive income	(11,115)	(138,715)
Proceeds from disposal of financial asset at fair value through other comprehensive income	54,539	—
The capital reduction on financial asset at fair value through other comprehensive income	25,850	—
Purchase of associates under the equity method	(82,120)	(121,717)
Acquisition of property, plant and equipment (including prepayments for equipment)	(701,844)	(260,669)
Proceeds from disposal of property, plant and equipment	1,496	3,454
Decrease (increase) in refundable deposits	(2,445)	3,659
Decrease in other receivables	(100,000)	30,000
Dividend received	173,457	236,270
Increase in mortgage demand deposits	<u>(37,546)</u>	<u>(3,845)</u>
Net cash (used in) generated from investing activities	<u>(679,728)</u>	<u>(251,563)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Increase in short-term loans	211,668	1,254,838
Increase (Decrease) in short-term notes and bills payable	(200,000)	300,000
Issuance of bonds payable	1,000,000	—
Repayments of bonds payable	(700,400)	—
Proceeds from long-term bank loans	3,233,490	786,759
Repayment of long-term bank loans	(2,571,062)	(102,892)
Increase (decrease) in guarantee deposits	(6,229)	(15,255)
Repayment of principal of lease liabilities	(10,300)	(9,041)
Cash dividends	(342,325)	(226,063)
Acquisition of subsidiaries	<u>(512,500)</u>	<u>(689,480)</u>
Net cash (used in) generated from financing activities	<u>102,342</u>	<u>1,298,866</u>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(326,452)</b>	<b>(61,471)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b><u>1,983,281</u></b>	<b><u>2,044,752</u></b>
<b>CASH AND CASH EQUIVALENTS, ENDING OF YEAR</b>	<b><u>\$ 1,656,829</u></b>	<b><u>\$ 1,983,281</u></b>

(Concluded)

*The accompanying notes are an integral part of the parent company only financial statements  
(With Solomon & Co., audit report dated March 15, 2024)*

# Ta Ya Electric Wire & Cable Co., Ltd.

## Earnings Distribution Proposal for 2023

Unit : NTD

Net Income	2,762,030,359	
Cumulative Gains or Losses Directly Transferred to Retained Earnings by Disposal of Investments in Equity Instruments Measured at Fair Value through Other Comprehensive Income	36,031,771	
Retained Earnings Adjusted Due to Adoption of Equity Method in Investments	(9,216,588)	
Remeasurements of Defined Benefit Plans Recognized in Retained Earnings	(10,403,262)	
		(In accordance with the Company's Articles of Incorporation.)
Legal Reserve	(277,844,228)	
Retained earnings available for distribution as of 2023		2,500,598,052
Beginning of Period Retained Earnings		<u>1,612,174,530</u>
Distributable Earnings		4,112,772,582
Distribution item:		
1.Cash dividend (NT\$1.20/share)	(884,179,536)	(Note 1)
2.Stock dividends (NT\$0.50/share)	<u>(368,408,130)</u>	(Note 2)
Total Distribution		(1,252,587,666)
End of Period Retained Earnings		<u>\$2,860,184,916</u>

NOTE : 1、The Company proposed to distribute cash dividend of NT\$884,179,536, which is NT\$1.20 per share.

2、The Company proposed to transferred 2023 earning,NT\$368,408,130 to common stocks,which is NT\$0.50 per share.

Chairperson of the Board: Shen,Shang-Hung    Manager: Shen,San-Yi    Chief Accountant: Hung, Chung-Ming

## Ta Ya Electric Wire & Cable Co., Ltd.

### The Comparison Table of the Amended Articles of Articles of Incorporation

After Amendment	Current Article	Notes
<p>Article 5: The total capital of the Company is NT\$ <u>10 billion</u> divided into <u>1 billion</u> shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.</p>	<p>Article 5: The total capital of the Company is NT\$ <u>8 billion</u> divided into <u>800 million</u> shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.</p>	<p>Amended based on the operating practices.</p>
<p>Article 30: They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2nd amendment), May 1, 1967 (3rd amendment), February 20, 1968 (4th amendment), August 2, 1968 (5th amendment), December 12, 1970 (6th amendment), December 4, 1971 (7th amendment), December 31, 1972 (8th amendment), December 27, 1973 (9th amendment), October 19, 1974 (10th amendment), October 18, 1975 (11th amendment), October 22, 1976 (12th amendment), October 31, 1977 (13th amendment), November 17, 1979 (14th amendment), June 22, 1980 (15th amendment), January 20, 1981 (16th amendment), February 20, 1982 (17th amendment), May 20, 1984 (18th amendment), April 12, 1986 (19th amendment), May 14, 1986 (20th amendment), March 15, 1987 (21st amendment), June 15, 1987 (22nd amendment), November 7, 1987 (23rd amendment), May 2, 1988 (24th amendment).</p>	<p>Article 30: They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2nd amendment), May 1, 1967 (3rd amendment), February 20, 1968 (4th amendment), August 2, 1968 (5th amendment), December 12, 1970 (6th amendment), December 4, 1971 (7th amendment), December 31, 1972 (8th amendment), December 27, 1973 (9th amendment), October 19, 1974 (10th amendment), October 18, 1975 (11th amendment), October 22, 1976 (12th amendment), October 31, 1977 (13th amendment), November 17, 1979 (14th amendment), June 22, 1980 (15th amendment), January 20, 1981 (16th amendment), February 20, 1982 (17th amendment), May 20, 1984 (18th amendment), April 12, 1986 (19th amendment), May 14, 1986 (20th amendment), March 15, 1987 (21st amendment), June 15, 1987 (22nd amendment), November 7, 1987 (23rd amendment), May 2, 1988 (24th amendment).</p>	<p>To list the date of current amendment</p>

<p>amendment), July 3, 1988 (25th amendment), May 20, 1989 (26th amendment), May 31, 1990 (27th amendment), May 31, 1991 (28th amendment), May 23, 1992 (29th amendment), June 4, 1993 (30th amendment), May 12, 1994 (31st amendment), May 25, 1995 (32nd amendment), May 23, 1996 (33rd amendment), June 3, 1997 (34th amendment), May 31st, 2000 (35th amendment), June 5, 2001 (36th amendment), June 14, 2002 (37th amendment), June 5, 2003 (38th amendment), June 9, 2006 (39th amendment), October 26, 2006 (40th amendment), June 13, 2007 (41st amendment), June 9, 2010 (42nd amendment), June 9, 2011 (43rd amendment), June 6, 2012 (44th amendment), June 6, 2014 (45th amendment), June 8, 2016 (46th amendment), June 5, 2018 (47th amendment), June 12, 2019 (48th amendment), June 11, 2020 (49th amendment), August 13, 2021 (50th amendment), June 10, 2022 (51st amendment), May 31, 2023 (52th amendment), <u>May 31, 2024 (53th amendment)</u> implemented subject to resolutions by shareholders' meetings.</p>	<p>amendment), July 3, 1988 (25th amendment), May 20, 1989 (26th amendment), May 31, 1990 (27th amendment), May 31, 1991 (28th amendment), May 23, 1992 (29th amendment), June 4, 1993 (30th amendment), May 12, 1994 (31st amendment), May 25, 1995 (32nd amendment), May 23, 1996 (33rd amendment), June 3, 1997 (34th amendment), May 31st, 2000 (35th amendment), June 5, 2001 (36th amendment), June 14, 2002 (37th amendment), June 5, 2003 (38th amendment), June 9, 2006 (39th amendment), October 26, 2006 (40th amendment), June 13, 2007 (41st amendment), June 9, 2010 (42nd amendment), June 9, 2011 (43rd amendment), June 6, 2012 (44th amendment), June 6, 2014 (45th amendment), June 8, 2016 (46th amendment), June 5, 2018 (47th amendment), June 12, 2019 (48th amendment), June 11, 2020 (49th amendment), August 13, 2021 (50th amendment), June 10, 2022 (51st amendment), May 31, 2023 (52th amendment) implemented subject to resolutions by shareholders' meetings.</p>	
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## Ta Ya Electric Wire & Cable Co., Ltd.

### The Comparison Table of the Amended Articles of Operating Procedures for Loaning of Funds to Others

After Amendment	Current Article	Notes
<p>Article 8 Internal Control</p> <p>1. The finance department shall prepare a memorandum book for the Company's fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated according to the requirements.</p> <p>2. The Company's internal auditors shall audit the Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the <u>audit and risk committee</u> in writing of any material violation found. If there is any material violation found, managers and the handling personnel shall be punished subject to the violation circumstances.</p> <p>3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements or the loan balance exceeds the limit, a public company shall adopt rectification plans and submit the rectification plans to the <u>audit and risk committee</u>, and shall complete the rectification according to the timeframe set out in the plan so as to improve the Company's internal control.</p>	<p>Article 8 Internal Control</p> <p>1. The finance department shall prepare a memorandum book for the Company's fund-loaning activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, lending/borrowing date, and matters to be carefully evaluated according to the requirements.</p> <p>2. The Company's internal auditors shall audit the Procedures for Loaning Funds to Others and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the audit committee in writing of any material violation found. If there is any material violation found, managers and the handling personnel shall be punished subject to the violation circumstances.</p> <p>3. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements or the loan balance exceeds the limit, a public company shall adopt rectification plans and submit the rectification plans to the audit committee, and shall complete the rectification according to the timeframe set out in the plan so as to improve the Company's internal control.</p>	<p>Amended according to the change in the name of the audit committee.</p>
<p>Article 11: Effectiveness and Amendment:</p> <p>The Procedures shall receive consent from over half of all <u>audit and risk</u></p>	<p>Article 11: Effectiveness and Amendment:</p> <p>The Procedures shall receive consent from over half of all audit committee</p>	<p>Amended according to the change in name of the</p>

<p>committee members and be proposed to the board of directors for resolution and reported to the shareholders' meeting for approval. Where any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to the <u>audit and risk committee</u> and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures.</p> <p>If the approval of half or more of all <u>audit and risk committee</u> members as required in the preceding paragraph is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the <u>audit and risk committee</u> shall be recorded in the minutes of the board of directors meeting.</p> <p>The terms "all <u>audit and risk committee</u> members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> <p>The first amendment was made on April 6, 1995. The second amendment was made on March 25, 2002. The third amendment was made on March 17, 2003. The fourth amendment was made on March 24, 2008. The fifth amendment was made on March 16, 2009. The sixth amendment was made on April 16, 2010. The seventh amendment was made on April 23, 2012. The eighth amendment was made on August 28, 2012. The ninth amendment was made on August 11, 2015. The tenth amendment was made on March 15, 2018. The eleventh amendment was made on March 21, 2019. The twelfth amendment was made on December 12, 2023.</p>	<p>members and be proposed to the board of directors for resolution and reported to the shareholders' meeting for approval. Where any director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the dissenting opinion to the audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendments to the Procedures.</p> <p>If the approval of half or more of all audit committee members as required in the preceding paragraph is not obtained, the Procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.</p> <p>The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.</p> <p>The first amendment was made on April 6, 1995. The second amendment was made on March 25, 2002. The third amendment was made on March 17, 2003. The fourth amendment was made on March 24, 2008. The fifth amendment was made on March 16, 2009. The sixth amendment was made on April 16, 2010. The seventh amendment was made on April 23, 2012. The eighth amendment was made on August 28, 2012. The ninth amendment was made on August 11, 2015. The tenth amendment was made on March 15, 2018. The eleventh amendment was made on March 21, 2019.</p>	<p>audit committee and added the amendment date.</p>
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## Ta Ya Electric Wire & Cable Co., Ltd.

### The Comparison Table of the Amended Articles of Operating Procedures for Endorsements and Guarantees

After Amendment	Current Article	Notes
<p>Article 6: Procedures for Endorsements/Guarantees</p> <p>Paragraphs 1 to 4: Omitted.</p> <p>5. If the counterparty for the endorsement/guarantee initially complied with the requirements of the Procedures and failed to comply subsequently, or if the amount of endorsement/guarantee exceeds the limit established due to changes in the basis for the calculation of the limit, the amount of endorsement/guarantee for the counterparty or the exceeding part shall be eliminated upon the expiry of the term stipulated in the contract, or shall be fully eliminated within a certain period after the finance department has established a plan that is approved by the chairman. The relevant improvement plan shall be submitted to the <u>Audit and risk Committee</u>, and the improvement shall be</p>	<p>Article 6: Procedures for Endorsements/Guarantees</p> <p>Paragraphs 1 to 4: Omitted.</p> <p>5. If the counterparty for the endorsement/guarantee initially complied with the requirements of the Procedures and failed to comply subsequently, or if the amount of endorsement/guarantee exceeds the limit established due to changes in the basis for the calculation of the limit, the amount of endorsement/guarantee for the counterparty or the exceeding part shall be eliminated upon the expiry of the term stipulated in the contract, or shall be fully eliminated within a certain period after the finance department has established a plan that is approved by the chairman. The relevant improvement plan shall be submitted to the Audit Committee, and the improvement shall be completed according to the timetable in the plan and</p>	<p>Amended according to the change in the name of the audit committee.</p>

<p>completed according to the timetable in the plan and reported to the board of directors.</p>	<p>reported to the board of directors.</p>	
<p>Article 8 Internal Control</p> <ol style="list-style-type: none"> <li>1. The Company's internal auditors shall audit the Procedures for Endorsements and Guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the <u>audit and risk committee</u>, in writing of any material violation found.</li> <li>2. The Company's endorsements/guarantees shall comply with the procedures stated. If there is any material violation found, managers and the handling personnel shall be punished subject to the violation circumstances.</li> <li>3. If the counterparty of the endorsement/guarantee is a subsidiary with a net worth of less than half of the paid-in capital, an improvement plan shall be formulated. The relevant improvement plan shall be submitted to the <u>audit and risk committee</u>, and the improvement shall be completed according to the timetable in the plan.</li> </ol>	<p>Article 8 Internal Control</p> <ol style="list-style-type: none"> <li>1. The Company's internal auditors shall audit the Procedures for Endorsements and Guarantees and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify the audit committee in writing of any material violation found.</li> <li>2. The Company's endorsements/guarantees shall comply with the procedures stated. If there is any material violation found, managers and the handling personnel shall be punished subject to the violation circumstances.</li> <li>3. If the counterparty of the endorsement/guarantee is a subsidiary with a net worth of less than half of the paid-in capital, an improvement plan shall be formulated. The relevant improvement plan shall be submitted to the audit committee, and the improvement shall be completed according to the timetable in the plan.</li> </ol>	<p>Amended according to the change in the name of the audit committee.</p>
<p>Article 13 : These Procedures shall be approved by at least one half of all the <u>audit and risk committee</u> members and then submitted to the Board of Directors for resolution. After approved by the Board of Directors, these procedures shall be submitted to the shareholders' meeting for approval; where any director expresses dissent and it is</p>	<p>Article 13: These Procedures shall be approved by at least one half of all the audit committee members and then submitted to the Board of Directors for resolution. After approved by the Board of Directors, these procedures shall be submitted to the shareholders' meeting for approval; where any director expresses dissent and it is contained in the minutes or a</p>	<p>Amended according to the change in name of the audit committee and added the amendment date.</p>

<p>contained in the minutes or a written statement, the Company shall submit the dissenting opinion to the <u>audit and risk committee</u> and for discussion by the shareholders' meeting. The same shall apply to any amendment to the Procedures. If approval of the majority of all <u>audit and risk committee</u> members as required in the preceding paragraph is not obtained, these Procedures or amendments thereto may be implemented if approved by more than two-thirds of all directors, and the resolution of the <u>audit and risk committee</u> shall be recorded in the meeting minutes of the Board of Directors. The terms "all <u>audit and risk committee</u> members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions. These articles were formulated on July 3, 1988. They were first amended on April 6, 1995 and subsequently amended on April 9, 1997 (2<sup>nd</sup> amendment), March 17, 2003 (3<sup>rd</sup> amendment), March 18, 2005 (4<sup>th</sup> amendment), April 12, 2006 (5<sup>th</sup> amendment), March 24, 2008 (6<sup>th</sup> amendment), March 16, 2009 (7<sup>th</sup> amendment), April 16, 2010 (8<sup>th</sup> amendment), December 20, 2012 (9<sup>th</sup> amendment), December 16, 2013 (10<sup>th</sup> amendment), March 15, 2016 (11<sup>th</sup> amendment), March 15, 2018 (12<sup>th</sup> amendment), March 21, 2019 (13<sup>th</sup> amendment), April 22, 2021 (14<sup>th</sup> amendment), December 12, 2023 15<sup>th</sup> (amendment) implemented subject to resolutions by shareholders' meetings.</p>	<p>written statement, the Company shall submit the dissenting opinion to the audit committee and for discussion by the shareholders' meeting. The same shall apply to any amendment to the Procedures. If approval of the majority of all audit committee members as required in the preceding paragraph is not obtained, these Procedures or amendments thereto may be implemented if approved by more than two-thirds of all directors, and the resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors. The terms "all audit committee members" in paragraph 1 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions. These articles were formulated on July 3, 1988. They were first amended on April 6, 1995 and subsequently amended on April 9, 1997 (2<sup>nd</sup> amendment), March 17, 2003 (3<sup>rd</sup> amendment), March 18, 2005 (4<sup>th</sup> amendment), April 12, 2006 (5<sup>th</sup> amendment), March 24, 2008 (6<sup>th</sup> amendment), March 16, 2009 (7<sup>th</sup> amendment), April 16, 2010 (8<sup>th</sup> amendment), December 20, 2012 (9<sup>th</sup> amendment), December 16, 2013 (10<sup>th</sup> amendment), March 15, 2016 (11<sup>th</sup> amendment), March 15, 2018 (12<sup>th</sup> amendment), March 21, 2019 (13<sup>th</sup> amendment), April 22, 2021 (14<sup>th</sup> amendment) implemented subject to resolutions by shareholders' meetings.</p>	
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## Ta Ya Electric Wire & Cable Co., Ltd.

### The Comparison Table of the Amended Articles of Operating Procedures for Acquisition and Disposal of Assets

After Amendment	Current Article	Notes
<p>Article 6 Approval Authority</p> <p>1. Regarding the acquisition and disposal of the investments in long-term and short-term securities, the responsible unit shall carry out the transaction after the president and the chairman have approved or granted the authorization for the purpose or use of the transaction, the reference for pricing, and the trading method. Any transaction with an amount of NT\$300 million or above shall be submitted to the <u>audit and risk committee</u> and the board of directors for approval.</p> <p>2. For the property and equipment and its right-of-use assets of the, the responsible unit shall carry out the transaction after the president and the chairman have approved or granted the authorization for the purpose or use of the transaction, the reference for pricing, and the trading method. Any transaction with an amount of NT\$300 million or above shall be submitted to the <u>audit and risk committee</u> and the board of directors for approval.</p>	<p>Article 6 Approval Authority</p> <p>1. Regarding the acquisition and disposal of the investments in long-term and short-term securities, the responsible unit shall carry out the transaction after the president and the chairman have approved or granted the authorization for the purpose or use of the transaction, the reference for pricing, and the trading method. Any transaction with an amount of NT\$300 million or above shall be submitted to the audit committee and the board of directors for approval.</p> <p>2. For the property and equipment and its right-of-use assets of the, the responsible unit shall carry out the transaction after the president and the chairman have approved or granted the authorization for the purpose or use of the transaction, the reference for pricing, and the trading method. Any transaction with an amount of NT\$300 million or above shall be submitted to the audit committee and the board of directors for approval.</p>	<p>Amended according to the change in the name of the audit committee.</p>
<p>Article 17</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof, from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof, from or to a related party, and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	<p>Article 17</p> <p>When the Company intends to acquire or dispose of real property or right-of-use assets thereof, from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof, from or to a related party, and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the</p>	<p>Amended according to the change in the name of the audit committee.</p>

Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit and risk committee and the board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 18 and Article 19.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of the signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the audit committee and the board of directors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 18 and Article 19.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of the signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

With respect to the types of

<p>With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors may pursuant to paragraph 2, Article 6 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for business use.</li> </ol> <p>If the Company has established the position of independent director, then when it submits a proposal for discussion by the board of directors pursuant to paragraph 1, adequate consideration shall be given to each independent director's opinion; if an independent director has an objection or reservation, the objection or reservation shall be documented in the minutes of the meeting of the board of directors.</p> <p>If the Company has established the <u>audit and risk committee</u>, the matters shall first be approved by one-half or more of all <u>audit and risk committee</u> members and then submitted to the board of directors for a resolution.</p> <p>If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount</p>	<p>transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100% of the issued shares or authorized capital, the Company's board of directors may pursuant to paragraph 2, Article 6 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:</p> <ol style="list-style-type: none"> <li>1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.</li> <li>2. Acquisition or disposal of real property right-of-use assets held for business use.</li> </ol> <p>If the Company has established the position of independent director, then when it submits a proposal for discussion by the board of directors pursuant to paragraph 1, adequate consideration shall be given to each independent director's opinion; if an independent director has an objection or reservation, the objection or reservation shall be documented in the minutes of the meeting of the board of directors.</p> <p>If the Company has established the audit committee, the matters shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution.</p> <p>If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10% or more of the public company's total assets, the public</p>	
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<p>will reach 10% or more of the public company's total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders' meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with paragraph 2, Article 8 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting or board of directors and recognized by the <u>audit and risk committee</u> need not be counted toward the transaction amount.</p>	<p>company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders' meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.</p> <p>The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with paragraph 2, Article 8 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders' meeting or board of directors and recognized by the audit committee need not be counted toward the transaction amount.</p>	
<p>Article 31 With respect to the Company's acquisition or disposal of assets that are subject to the consent of the <u>audit and risk committee</u> and then the approval of the board of directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to the <u>audit and risk committee</u>. Where the position of independent director has been created, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses</p>	<p>Article 31 With respect to the Company's acquisition or disposal of assets that are subject to the consent of the audit committee and then the approval of the board of directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to the audit committee. Where the position of independent director has been created, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses</p>	<p>Amended according to the change in the name of the audit committee</p>

<p>reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p>reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	
<p>Article 33 Implementation Date</p> <p>The Procedures received the consent of the <u>audit and risk committee</u>, then were approved by the board of directors, and were submitted to the shareholders' meeting for approval. The same shall apply to any amendments to the Procedures. The first amendment was made on May 22, 1995. The second amendment was made on November 29, 1999. The third amendment was made on March 17, 2003. The fourth amendment was made on March 28, 2007. The fifth amendment was made on March 19, 2012. The sixth amendment was made on December 20, 2012. The seventh amendment was made on March 11, 2014. The eighth amendment was made on March 9, 2017. The ninth amendment was made on March 15, 2018. The tenth amendment was made on December 26, 2018. The eleventh amendment was made on March 8, 2022. The twelveth amendment was made on December 12, 2023.</p>	<p>Article 33 Implementation Date</p> <p>The Procedures received the consent of the audit committee, then were approved by the board of directors, and were submitted to the shareholders' meeting for approval. The same shall apply to any amendments to the Procedures. The first amendment was made on May 22, 1995. The second amendment was made on November 29, 1999. The third amendment was made on March 17, 2003. The fourth amendment was made on March 28, 2007. The fifth amendment was made on March 19, 2012. The sixth amendment was made on December 20, 2012. The seventh amendment was made on March 11, 2014. The eighth amendment was made on March 9, 2017. The ninth amendment was made on March 15, 2018. The tenth amendment was made on December 26, 2018. The eleventh amendment was made on March 8, 2022.</p>	<p>Amended according to the change in name of the audit committee and added the amendment</p>

**Ta Ya Electric Wire & Cable Co., Ltd.**  
**The Comparison Table of the Amended Articles of Operating  
Procedures for Engaging in Derivatives Trading**

After Amendment	Current Article	Notes
<p>2. Legal Basis:</p> <p><u>Arrangements were made according to the requirements under Article 36-1 of the “Securities and Exchange Act” and “Regulations Governing the Acquisition and Disposal of Assets by Public Companies.”</u></p>	<p>2. Legal Basis:</p> <p>Arrangements were made according to the requirements under <u>Letter Jin-Guan-Zheng-(1)-Zi No. 0960001463 of the Financial Supervisory Commission (the “FSC”) under the Executed Yuan dated January 19, 2007</u> .</p>	<p>Amended according to laws and regulations.</p>
<p>4. Transaction Principles and Policies:</p> <p>4-1. Transaction category: Categories of derivative transactions that the Company may engage in include copper, tin, silver, palladium, <u>aluminum, nickel, zinc, lead, gold</u>, exchange rates, interest rates and financial operations. With the purpose of financial operations, it refers to the establishment of a new position of assets, liabilities, or investment portfolios in the hope of obtaining benefits due to the fluctuation in the market.</p> <p>4-2. Business or hedging strategy: The derivative transactions of the Company are divided into transactions for hedging purposes and not for hedging purposes (i.e., for trading purposes). The exchange rate and interest rate operations that the Company engages in are primarily to avoid exchange rate and interest rate risks for its operation. Copper, tin, silver, palladium, <u>aluminum, nickel, zinc, lead, and gold</u> derivatives are primarily for fixing costs, hedging inventory valuation, and adjusting inventories, and stable hedging principles are adopted for the operations. The Company selects</p>	<p>4. Transaction Principles and Policies:</p> <p>4-1. Transaction category: Categories of derivative transactions that the Company may engage in include copper, tin, silver, palladium, exchange rates, interest rates and financial operations. With the purpose of financial operations, it refers to the establishment of a new position of assets, liabilities, or investment portfolios in the hope of obtaining benefits due to the fluctuation in the market.</p> <p>4-2. Business or hedging strategy: The derivative transactions of the Company are divided into transactions for hedging purposes and not for hedging purposes (i.e., for trading purposes). The exchange rate and interest rate operations that the Company engages in are primarily to avoid exchange rate and interest rate risks for its operation. Copper, tin, silver, and palladium derivatives are primarily for fixing costs, hedging inventory valuation, and adjusting inventories, and stable hedging principles are adopted for the operations. The Company selects appropriate timing to enter into “non-hedging transactions” of</p>	<p>Amended based on the operating practices.</p>

<p>appropriate timing to enter into “non-hedging transactions” of derivatives due to changes in the objective environment in the hope of increasing non-operating income or reducing losses of the Company.</p> <p>4-3. Segregation of duties: The finance department may propose the operating strategy for the following month based on total foreign currency requirements for the monthly import/export of the Company; the NIC Business Group may propose the operating strategy for the following month based on the monthly inventory, requirements, and price development of copper, tin, silver, palladium, <u>aluminum, nickel, zinc, lead, and gold</u> and submit it to the President and Chairman for approval before operating based on the strategy. Operations different from the estimated strategy shall be subject to the approval of the President and the Chairman unless emergency responses within the authorized limit are required due to rapid changes in the market.</p> <p>4-4. The total amount of contracts and the cap of losses for all and individual contracts: The total amount of derivative transaction contracts, exchange rate, interest rate, and financial operations shall not exceed US\$85 million. The open positions regarding the hedging of copper, tin, silver, palladium, <u>aluminum, nickel, zinc, lead, and gold</u> derivatives (including the option operations under a contract in the nature of trading purposes determined according to Financial and Accounting Standards No. 34) shall not exceed 17,000 tons; closed positions without settled</p>	<p>derivatives due to changes in the objective environment in the hope of increasing non-operating income or reducing losses of the Company.</p> <p>4-3. Segregation of duties: The finance department may propose the operating strategy for the following month based on total foreign currency requirements for the monthly import/export of the Company; the NIC Business Group may propose the operating strategy for the following month based on the monthly inventory, requirements, and price development of copper, tin, silver, and palladium and submit it to the President and Chairman for approval before operating based on the strategy. Operations different from the estimated strategy shall be subject to the approval of the President and the Chairman unless emergency responses within the authorized limit are required due to rapid changes in the market.</p> <p>4-4. The total amount of contracts and the cap of losses for all and individual contracts: The total amount of derivative transaction contracts, exchange rate, interest rate, and financial operations shall not exceed US\$85 million. The open positions regarding the hedging of copper, tin, silver, and palladium derivatives (including the option operations under a contract in the nature of trading purposes determined according to Financial and Accounting Standards No. 34) shall not exceed 17,000 tons; closed positions without settled payments may be deemed as settled positions, which shall be excluded from the total restriction</p>	
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payments may be deemed as settled positions, which shall be excluded from the total restriction of 17,000 tons above. The cap of losses for all and individual exchange rate and interest rate contracts shall be US\$2 million and US\$0.5 million, respectively; the cap of losses for all and individual copper derivative contracts shall be US\$6 million and US\$2 million; the cap of losses for all and individual tin derivative contracts shall be US\$0.1 million and US\$50,000; the cap of losses for all and individual silver derivative contracts shall be US\$50,000 and US\$10,000; the cap of losses for all and individual palladium derivative contracts shall be US\$20,000 and US\$5,000; the cap of losses for aluminum contracts is US\$1.5 million, and the cap of losses for an individual contract is US\$0.5 million; the cap of losses for nickel contracts is US\$0.2 million, and the cap of losses for an individual contract is US\$50,000; the cap of losses for zinc contracts is US\$0.2 million, and the cap of losses for an individual contract is US\$50,000; the cap of losses for lead contracts is US\$0.2 million, and the cap of losses for an individual contract is US\$50,000; the cap of losses for gold contracts is US\$0.02 million, and the cap of losses for an individual contract is US\$50,000. The cap of losses for all and individual non-hedging transaction contracts shall not exceed 10% of the respective contractual amounts. Once exceeding the pre-set stop loss point, the Company shall immediately propose countermeasures and submit them to the President and Chairman for determination.

of 17,000 tons above. The cap of losses for all and individual exchange rate and interest rate contracts shall be US\$2 million and US\$0.5 million, respectively; the cap of losses for all and individual copper derivative contracts shall be US\$6 million and US\$2 million; the cap of losses for all and individual tin derivative contracts shall be US\$0.1 million and US\$50,000; the cap of losses for all and individual silver derivative contracts shall be US\$50,000 and US\$10,000; the cap of losses for all and individual palladium derivative contracts shall be US\$20,000 and US\$5,000. The cap of losses for all and individual non-hedging transaction contracts shall not exceed 10% of the respective contractual amounts. Once exceeding the pre-set stop loss point, the Company shall immediately propose countermeasures and submit them to the President and Chairman for determination.

4-5. Performance evaluation guidelines: Relevant units shall conduct evaluations based on the market prices, examine the operating performance and regularly submit the monthly operating performance to the president and chairman to examine the improve the operating strategy.

<p>4-5. Performance evaluation guidelines: Relevant units shall conduct evaluations based on the market prices, examine the operating performance and regularly submit the monthly operating performance to the president and chairman to examine the improve the operating strategy.</p>		
<p>5. Operating procedures: 5-1. When engaging in exchange rate, interest rate, financial operation and other derivative transactions with an amount of a single entry reaching US\$3 million (inclusive), it is subject to the approval of the execution unit’s supervisor; if the transaction amount of a single entry is over US\$3 million, it shall be subject to the approval of the Executive Vice President. If the transaction amount of a single entry is over US\$4 million, it shall be subject to the approval of the President; if the transaction amount of a single entry is over US\$5 million, it shall be subject to the approval of the Chairman. If the transaction amount of a single entry is over US\$6 million, it shall be subject to the approval of all directors obtained one-after-another. The authorized limit for the total tonnage of copper material derivatives is as follows: 6,000 tons for Vice President Chun and President Chun and 17,000 tons for the President and Chairman; the authorized limit for the total tonnage of tin, silver, <u>palladium, aluminum, nickel, zinc, lead, and gold</u> material derivatives is as follows: 50 tons of tin, 10,000 ounces of silver, 50 ounces of palladium, <u>1,500 tons of aluminum</u>, 300 tons of nickel, <u>300 tons of zinc</u>, <u>300 tons of lead</u>, <u>50 ounces of gold</u> for Vice President Chun, President Chun, President,</p>	<p>5. Operating procedures: 5-1. When engaging in exchange rate, interest rate, financial operation and other derivative transactions with an amount of a single entry reaching US\$3 million (inclusive), it is subject to the approval of the execution unit’s supervisor; if the transaction amount of a single entry is over US\$3 million, it shall be subject to the approval of the Executive Vice President. If the transaction amount of a single entry is over US\$4 million, it shall be subject to the approval of the President; if the transaction amount of a single entry is over US\$5 million, it shall be subject to the approval of the Chairman. If the transaction amount of a single entry is over US\$6 million, it shall be subject to the approval of all directors obtained one-after-another. The authorized limit for the total tonnage of copper material derivatives is as follows: 6,000 tons for Vice President Chun and President Chun and 17,000 tons for the President and Chairman; the authorized limit for the total tonnage of tin, silver, and palladium material derivatives is as follows: 50 tons of tin, 10,000 ounces of silver, and 50 ounces of palladium for Vice President Chun, President Chun, President, and Chairman. 5-2. Execution unit: The execution unit for exchange rate, interest rate,</p>	<p>Amended based on the operating practices.</p>

<p>and Chairman.</p> <p>5-2. Execution unit: The execution unit for exchange rate, interest rate, and financial commodity operations is the finance department, and the execution unit for copper, tin, silver, palladium, <u>aluminum, nickel, zinc, lead, and gold</u> derivation operations is the NIC Business Group.</p> <p>5-3 The finance department selects a financial institution with favorable conditions based on the operating strategies after evaluation, submits it in writing to the unit supervisor, President, and Chairman for approval, and conducts relevant foreign currency and interest rate hedging operations within the limit. The NIC Business Group selects a brokerage with good credit standing based on the operating strategies after evaluation and conducts operations within the scope of the authorized limit. After any transaction, the relevant date shall be enclosed to submit the transaction to the unit supervisor on a case-by-case basis for a sign-off before the next day; subsequently, the transaction will be forwarded to Vice President Chun, President Chun, President, and Chairman for approval and to the Business Administration Group for archiving.</p> <p>5-4. Operating personnel of derivative transactions shall submit the operating transaction statements and the statistics of the gains or losses on positions of the preceding month to the executive of the relevant unit for archiving before the 5th of each month.</p>	<p>and financial commodity operations is the finance department, and the execution unit for copper, tin, silver, and palladium derivation operations is the NIC Business Group.</p> <p>5-3 The finance department selects a financial institution with favorable conditions based on the operating strategies after evaluation, submits it in writing to the unit supervisor, President, and Chairman for approval, and conducts relevant foreign currency and interest rate hedging operations within the limit. The NIC Business Group selects a brokerage with good credit standing based on the operating strategies after evaluation and conducts operations within the scope of the authorized limit. After any transaction, the relevant date shall be enclosed to submit the transaction to the unit supervisor on a case-by-case basis for a sign-off before the next day; subsequently, the transaction will be forwarded to Vice President Chun, President Chun, President, and Chairman for approval and to the Business Administration Group for archiving.</p> <p>5-4. Operating personnel of derivative transactions shall submit the operating transaction statements and the statistics of the gains or losses on positions of the preceding month to the executive of the relevant unit for archiving before the 5th of each month.</p>	
<p>10. The Procedures received the consent of the <u>audit and risk committee</u>, then were approved by the board of directors, and were submitted to the</p>	<p>10. The Procedures will be implemented after being approved by the board of directors, and submitted to the shareholders' meeting for</p>	<p>1. Added the procedures received the consent of the audit and risk committee</p>

<p>shareholders' meeting for approval. The same shall apply to any amendments to the Procedures.</p> <p>The Procedures were established on July 29, 1996. The first amendment was made on March 17, 2003. The second amendment was made on March 18, 2005. The third amendment was made on October 3, 2007. The fourth amendment was made on March 24, 2008. The fifth amendment was made on April 14, 2009. The sixth amendment was made on December 22, 2010. The seventh amendment was made on March 16, 2011. The eighth amendment was made on March 19, 2012. The ninth amendment was made on December 26, 2018. The tenth amendment was made on December 12, 2023. The eleventh amendment was made on April 12, 2024.</p>	<p>approval. The same shall apply to any amendments to the Procedures.</p> <p>The Procedures were established on July 29, 1996. The first amendment was made on March 17, 2003. The second amendment was made on March 18, 2005. The third amendment was made on October 3, 2007. The fourth amendment was made on March 24, 2008. The fifth amendment was made on April 14, 2009. The sixth amendment was made on December 22, 2010. The seventh amendment was made on March 16, 2011. The eighth amendment was made on March 19, 2012. The ninth amendment was made on December 26, 2018.</p>	<p>2.Added the amendment date.</p>
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## Taya Electric Wire & Cable Co., Ltd. List of Director Candidates in 2024

Candidates	1	2	3	4	5
Name	Shen,Shang-Hung	Shen,Shang-Pang	Shen,San-Yi	Shen,Shang-Tao	Horng,Lan-Horng
Shareholdings (shares)	6,429,832	9,966,371	17,648,671	2,953,331	241,633
Education	Electrical Engineering Department, National Taiwan University, MBA at College of Emory University	Chienkuo Industrial Commercial Vocational High School	Electrical Engineering Department, Kun Shan University	Electrical and Computer Engineering Department, University of Southern California	Business Administration Department, National Cheng Kung University
Major Past Positions	American Telephone & Telegraph Corporation President, Director, Chairman and Chief Executive Officer of TA YA ELECTRIC WIRE & CABLE CO., LTD.	Vice President, Director and Vice Chairman of TA YA ELECTRIC WIRE & CABLE CO., LTD.	President and Director of TA YA ELECTRIC WIRE & CABLE CO., LTD.	Vice President, Executive Vice President and Director of Ta Ya Electric Wire & Cable Co., Ltd.	Director and President of the General Administrative Office of Ta Ya Electric Wire & Cable Co., Ltd. Supervisor of CUPRIME MATERIAL CO., LTD.
Current Positions	Chairman and CEO of Ta Ya Electric Wire & Cable Co., Ltd. Chairman of TA YA GREEN ENERGY TECHNOLOGY CO., LTD. Independent Director of MERCURIES DATA SYSTEMS LTD. ASIA POLYMER CORPORATION, Partner Tech Corp.	Vice Chairman of Ta Ya Electric Wire & Cable Co., Ltd.  Chairman of TA YA (Vietnam) ELECTRIC WIRE & CABLE JOINT STOCK COMPANY	Director and General Manager of Ta Ya Electric Wire & Cable Co., Ltd.  Chairman of TA HENG ELECTRIC WIRE & CABLE CO., LTD.	Director and Executive Vice President of Ta Ya Electric Wire & Cable Co., Ltd.	Director of Ta Ya Electric Wire & Cable Co., Ltd  Supervisor of CUPRIME MATERIAL CO., LTD.

**Taya Electric Wire & Cable Co., Ltd.**  
**List of Independent Director Candidates in 2024**

Independent Director Candidates	1	2	3	4
Name	Wei, Chun-Hsien	CHOU,WEN-CHING	HO, CHUN-HUEI	Yu,Kuang-Hsun
Shareholdings (shares)	0	0	0	0
Education	University of Chicago MBA National Taiwan University. Bachelor of Science in Engineering	Northwestern University Pritzker School Master of Laws National Taiwan University.EMBA Master of Science in Finance National Taiwan University Master of Laws	University of Pittsburgh Doctor of Philosophy	Chung Yuan Christian University Bachelor of Science in Engineering
Major Past Positions	President of Avon Asia Pacific Procter & Gamble Chairman and General Manager Procter & Gamble Greater China Beauty personal products General Manager of Business Group Beiersdorf AG group Global Executive Director CVC Capital Senior Advisor Beiersdorf AG Senior Advisor LI NING COMPANY LIMITED Non-executive director Tingyi (Cayman Islands) Food Holding Corp.CEO Tingyi (Cayman Islands) Holding Corp.CEO	Russin & Vecchi CHONG HONG CONSTRUCTION CO., LTD. Legal counsel	Director of CDIB Capital Group Managing Director of China Development Industrial Bank Chairman of PHARMAENGINE INC.	ASIA CEMENT CORPORATION Hualien cement plant engineer YFY Inc. Director of Engineering TAIWAN COGENERATION CORPORATION. General manager
Current Positions	Independent Director of Taya Electric Wire & Cable Co., Ltd. Chairman of DaChan Food (Asia) Limited Director of Shamrock Cayman Islands, ShyaHsin Packaging (China) Co., Ltd. Blackstone Private Equity Fund Corporation Senior Advisor Director of TINGYI-ASAHI-ITOCHU BEVERAGES HOLDING CO.,LTD.	Independent Director of Taya Electric Wire & Cable Co., Ltd. Chairman of Hongding Investment Co., Ltd. Chairman of Ever Nature Developer Ltd. Chairman of Chee Chen Co., Ltd. Chairman of Hongding Development Co., Ltd. Chairman of Heying Investment Co., Ltd. Chairman of Hongshun Investment Co., Ltd. Chairman of Hongya Investment Co., Ltd. Chairman of Honghe Investment Co., Ltd.	Independent Director of Taya Electric Wire & Cable Co., Ltd. Chairman of CDIB Capital Management Corporation Chairman of CDIB Capital Healthcare Ventures Limited. Chairman of CDIB Venture Capital Corporation. Independent Director of AMPACS Corporation Director of Ablerelex Electronics Co., Ltd.	Independent Director of Taya Electric Wire & Cable Co., Ltd.