

Stock Code : 1609

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

### **General Shareholders Meeting 2024**

#### **Agenda**

Date : Friday, May 31, 2024

Time : 9:00 A.M.

Place : No.249,Sec.2, Zhongshan Rd.,Guanmiao Dist.,Tainan City,  
(TAYA Company)

Held by means of : Physical shareholders' meeting

# 2024 General Shareholders Meeting procedure

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

## **2024 General Shareholders Meeting procedure**

1. Meeting called to order
2. Addresses by Chaireman

### **I. Matters to Be Reported:**

- (1) 2023 Business Report
- (2) Audit Committee's review report on the 2023
- (3) The Status of Endorsement and Guarantee
- (4) 2023 employees' profit sharing bonus and directors' compensation
- (5) The status of profit distribution of cash dividend
- (6) 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”.

### **II. Matters to Be Ratified :**

- (1) Adoption of the 2023 Business Report and Financial Statements
- (2) Adoption of the Proposal for distribution of 2023 Profits

### **III. Discussion and Election**

- (1) Proposal for a new share issue through capitalization of earnings
- (2) Amendment to the Company’s Articles of Incorporation
- (3) Amendment to Operating Procedures for Loaning of Funs to Others

- (4) Amendment to Procedures for Endorsement and Guarantee
- (5) Amendment to Operational Governing the Acquisition and Disposal of Assets
- (6) Amendment to Operating Procedures for Engaging in Derivatives Trading
- (7) Proposal to reelect the Board of directors
- (8) Proposal to relieve a certain director from his non-competition obligations

**IV. Extraordinary Motions**

**V. Meeting Adjourned**

# 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 2024 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) Amendments to the Rules of Procedure for Directors Meetings, Corporate Governance Best Practice Principles and Sustainable Development Best Practice Principles

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.

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 Funs to Others”

Explanatory note :

The proposed Amendments “Operating Procedures for Loaning of Funs 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 (note18)	\$ 7,380,442	15.9	\$ 6,506,035	16.5
Short-term notes and bills payable (note19)	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)	(28,919)	(0.1)	(34,325)	(0.1)
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)

	2023		2022	
	Amount	%	Amount	%
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	

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**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)

	<u>2023</u>	<u>2022</u>
<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	<u>(3,514,800)</u>	<u>(3,945,087)</u>
<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	<u>2,021,581</u>	<u>3,486,365</u>
EFFECT OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS	<u>(31,029)</u>	<u>99,365</u>
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	<u>\$ 5,607,968</u>	<u>\$ 4,344,838</u>

(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)**

	<i>2023</i>	<i>2022</i>
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	(2,202,468)	(293,908)
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	(21,924)	(21,442)
Total changes in operating assets and liabilities	(165,559)	(1,480,733)
Total adjustments	(2,368,027)	(1,774,641)
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	(63,436)	(36,929)
Net cash (used in) generated from operating activities	250,934	(1,108,774)

(Continued)

**TA YA ELECTRIC WIRE & CABLE CO., LTD.**  
**PARENT COMPANY ONLY 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	(11,115)	(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	(37,546)	(3,845)
Net cash (used in) generated from investing activities	(679,728)	(251,563)
<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	(512,500)	(689,480)
Net cash (used in) generated from financing activities	102,342	1,298,866
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	(326,452)	(61,471)
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	1,983,281	2,044,752
<b>CASH AND CASH EQUIVALENTS, ENDING OF YEAR</b>	<b>\$ 1,656,829</b>	<b>\$ 1,983,281</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>

<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 <u>audit and risk committee</u> and the board of directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> <li>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.</li> <li>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.</li> <li>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.</li> <li>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</li> <li>7. Restrictive covenants and other important stipulations associated with the transaction.</li> </ol>	<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 committee and the board of directors:</p> <ol style="list-style-type: none"> <li>1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</li> <li>2. The reason for choosing the related party as a transaction counterparty.</li> <li>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.</li> <li>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.</li> <li>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.</li> <li>6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.</li> <li>7. Restrictive covenants and other important stipulations associated with the transaction.</li> </ol> <p>With respect to the types of</p>	
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<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 twelfth 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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<p>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; <u>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.</u> 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.</p>	<p>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.</p> <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>	
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<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>, 300 tons of lead, <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.

## Appendix 1

### **Taya Electric Wire & Cable Co., Ltd. Shareholdings of All Directors**

1. Paid in Capital NT\$ 7,368,162,740 with total common shares 736,816,274.
2. Based on Securities and Exchange Act Article 26, the minimum shareholding requirements for all directors should be 23,578,121 common shares.
3. Total common shares held by each director as of Period of suspension of share transfer, April 2th 2024, are as follows:

Title	Name	Date Elected	Term of office	Number of shares held recorded in the shareholders roster as of the date of suspension of share transfer	
				Current Shareholding (Shares)	Percentage
Chairman	Shen, Shang-Hung	2021.08.13	3 years	6,429,832	0.87
Director	Shen, Shang-Pang	2021.08.13	3 years	9,966,371	1.35
Director	Shen, San-Yi	2021.08.13	3 years	17,648,671	2.40
Director	Shen, Shang-Tao	2021.08.13	3 years	2,953,331	0.40
Director	Hornng, Lan-Hornng	2021.08.13	3 years	241,633	0.03
Independent Director	Wei, Chun-Hsien	2021.08.13	3 years	0	0
Independent Director	Ho, Chun-Huei	2021.08.13	3 years	0	0
Independent Director	Yu, Kuang-Hsun	2021.08.13	3 years	0	0
Independent Director	Chou, Wen-Ching	2021.08.13	3 years	0	0
Total number of shares held by all Directors				37,239,838	5.05

## Appendix 2

### Impact of the Stock Dividend Distribution on Operating Results, Earnings per Share and Shareholders' Return on Investment

Item / Year		2024 (estimated)
Beginning Capital (unit: 1,000)		7,368,162
2022 Dividend Policy	Cash dividend per share (dollars)	1.20 (Note)
	Retained earnings transferred to common stock (dollars)	0.50 (Note)
	Capital surplus transferred to common stock	-
Business Performance	Operating profit (thousands)	As the Company did not disclose the financial forecast for 2024, we did not need to disclose the information on the forecast for this year.
	Operating profit growth (YoY)	
	Net profit (thousands)	
	Net profit growth (YoY)	
	Earnings per share (dollars)	
	Earnings per share growth (YoY)	
	Average annual return on investment (Reciprocal of average P/E ratio)	
Pro forma EPS and P/E ratio	If all retained earnings are transferred to cash dividends	Pro forma earnings per share (dollars)
		Pro forma average annual return on investment
	If capital surplus is not transferred to common	Pro forma earnings per share (dollars)

	stock	Pro forma average annual return on investment	
	If capital surplus is not transferred to common stock and all retained earnings are transferred to cash dividends	Pro forma earnings per share(dollars)	
		Pro forma average annual return on investment	

Note : the cash and share dividend are calculated based on the number of shares at the end of December 2023, which is 736,816,274 shares; The share-dividend rate is subject to any change in the number of the common shares; in such case, the equal distribution will be made based on the ex-right base date.

## Appendix 3

# **Taya Electric Wire & Cable Co., Ltd.**

## **Rules of Governing Shareholders' Meeting**

Article 1 To establish strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the regulations set forth in Article 5 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2 The rules of procedures for this Corporation's shareholders meetings, except as otherwise provided by law or the articles of incorporation, shall be as provided in these Rules.

Article 3 (Convening shareholders meetings and shareholders meeting notices )

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

To convene virtual shareholders meetings, unless provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, it is required to be specified in the Articles of Incorporation, and resolved by the Board of Directors; virtual shareholders meetings shall be convened with the approval of the attending directors in a board meeting attended by two-third or more directors.

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of a regular shareholders meeting or at least 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplementary meeting materials and upload them to the MOPS at least 21 days before the date of the regular shareholders meeting or at least 15 days before the date of the special shareholders meeting. In addition, at least 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplementary meeting materials and made them available for review by shareholders at any time. The meeting agenda

and supplementary materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, the dissolution, merger, or spin-offs of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

Shareholder's constructive proposal to promote the Company's public interests and social responsibility may be included in the meeting based on Article 172-1, paragraph 4 of the Company Act but shall be limited to one proposal and any extra one shall be excluded from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals shall not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the

board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 (Attendance by proxy and authorization)

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the power of attorney issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one power of attorney and appoint only one proxy for any given shareholders meeting, and shall deliver the power of attorney to this Corporation at least 5 days before the date of the shareholders meeting. When duplicate powers of attorney are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a power of attorney has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation at least 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

After a power of attorney has been delivered to this Corporation, if the shareholder intends to attend the shareholders' meeting through video conference, a written notice of proxy cancellation shall be submitted to this Corporation at least 2 days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders meeting )

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual shareholders meeting.

Article 6 (Preparation of documents such as the attendance book )

The company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted,

as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors of powers of attorney shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

Where the shareholder is the government or a juristic person, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the company two days before the meeting date.

In the event of a virtual shareholders meeting, the company shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article6-1 To convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
  - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and

the date to which the meeting is postponed or on which the meeting will resume.

(II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

(III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

(IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified. Other than the circumstances provided in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least the connection equipment and necessary assistance shall be provided to the shareholders,

and specify that the period when shareholders may apply for such and other matters to be paid attention to.

#### Article 7 (The chair and non-voting participants of a shareholders meeting)

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the directors to act as chair. Where the chairperson does not make such a designation, the directors shall select from among themselves one person to serve as chair.

Where a director serves as chair, as stipulated in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene other than the board of directors, the convening party shall chair the meeting. Where there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons to attend a shareholders meeting in a non-voting capacity.

Article 8 (Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall create an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders meeting is held online, the company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 9 (Calculation of shares in attendance and meeting conditions)

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and announce the shares of non-voting shares and the shares of attendance.

However, when the attending shareholders do not represent a majority of the

total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as stipulated in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the company in accordance with Article 6.

Where, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

#### Article 10(Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph shall apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda as specified in the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put

forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote.

#### Article 11(Shareholder speech)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak shall be determined by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

Where an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

#### Article 12(Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares

held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders. With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

#### Article 13(Voting procedures, monitoring, and vote counting)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

Where this Corporation holds a shareholders meeting, it may allow the shareholders to exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to

retract the voting rights already exercised under the preceding paragraph shall be made known to the company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the

same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

#### Article 14(Election of directors)

The election of directors shall be in accordance with the Company's relevant voting rules. The results of the election, including the elected names and the number of their voting shares, should be announced by the Chairman at the meeting. So are the names and the number of the voting shares of candidates who fail to be elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Taiwan Company Act, the ballots shall be retained until the conclusion of the litigation.

Shareholders meeting suggestions shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of shareholders in attendance, represented equity and voting rights, name of the chair, resolutions, and voting methods. The chair shall affix his/her seal and signature together with the attendance book and powers of attorney for proxies. Meeting minutes, attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.

#### Article 15(Meeting minutes and signature procedures)

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were

adopted, and a summary of the deliberations and their results, and shall be retained for the duration of the existence of this Corporation.

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to force majeure events, and how issues are dealt with shall also be included in the minutes.

#### Article 16(Public disclosure)

On the day of a shareholders meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the company's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, this Corporation shall upload the content of such resolution to the MOPS within the prescribed time period.

#### Article 17(Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

Article 18 (Recess and resumption of a shareholders meeting)

When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue. A resolution may be adopted at a shareholders meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19 (Disclosure of information at virtual meetings)

In the event of a virtual shareholders meeting, the company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 (Location of the chair and secretary of virtual-only shareholders meeting)

When the company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 21 (Handling the disconnection )

In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes,

the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session specified in the preceding paragraph.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2,

Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 22 When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Other than the circumstances provided in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, at least the connection equipment and necessary assistance shall be provided to the shareholders, and specify that the period when shareholders may apply for such and other matters to be paid attention to.

Article 23 These rules and all amendments thereof shall take effect upon ratification by a shareholders meeting. These rules were formulated on May 31, 1990. nine amendments were made on May 25, 1995, June 2, 1998, June 9, 2006, June 6, 2012, June 11, 2015, June 5, 2018, June 11, 2020, August 13, 2021, and June 10, 2022, and May 31, 2023.

## Appendix 4

# **Taya Electric Wire & Cable Co., Ltd. Articles of Incorporation**

### Chapter 1 General Provisions

Article 1 : This Company has been organized pursuant to the regulations governing Companies Limited by Shares set forth in the Company Act under the name of Taya Electric Wire & Cable Co., Ltd.

Article 2 : The company's business scope shall be defined as follows :

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
2. CC01020 Electric Wires and Cables Manufacturing
3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
5. CC01080 Electronic Parts and Components Manufacturing
6. CD01020 Tramway Cars Manufacturing
7. E599010 Pipe Lines Construction
8. E601010 Electric Appliance Construction
9. E603010C Cables Construction
10. E603040 Fire Fighting Equipment Construction
11. E603080 Traffic Signals Construction
12. E605010 Computing Equipment Installation Construction
13. E701020 Channel KU and C of Satellite TV Equipment and Materials Construction
14. E701030 Restrained Telecom Radio Frequency Equipment and Materials Construction
15. EZ99990 Other Construction
16. C801060 Synthetic Rubber Manufacturing
17. C801100 Synthetic Resin & Plastic Manufacturing
18. C801990 Other Chemical Materials Manufacturing
19. C802200 Paints, Varnishes, Lacquers, Dyeing Mills and Dyestuff Manufacturing
20. C802990 Other Chemical Products Manufacturing
21. C804020 Industrial Rubber Products Manufacturing
22. C804990 Other Rubber Products Manufacturing
23. C805010 Plastic Sheets, Pipes and Tubes Manufacturing

24. C805020 Plastic Sheets & Bags Manufacturing
25. C805030 Plastic Made Grocery Manufacturing
26. C805050 Industrial Plastic Products Manufacturing
27. C805060 Plastic Leathers Manufacturing
28. C805070 Strengthened Plastic Products Manufacturing
29. C805990 Other Plastic Products Manufacturing
30. CA01060 Steel Wires and Cables Manufacturing
31. CA01090 Aluminum Casting Manufacturing
32. CA01100 Aluminum Material Rolls over Extends and Crowding
33. CA01120 Copper Casting
34. CA01130 Copper Material Rolls over Extends and Crowding
35. CA01990 Other Non-ferrous Metal Basic Industries
36. CA02010 Metal Architectural Components Manufacturing
37. F106010 Wholesale of Ironware
38. F107170 Wholesale of Industrial Catalyst
39. F113010 Wholesale of Machinery
40. F113070 Wholesale of Telecom Instruments
41. F113090 Wholesale of Traffic Signal Equipment and Materials
42. F119010 Wholesale of Electronic Materials
43. F206010 Retail Sale of Ironware
44. F207170 Retail Sale of Industrial Catalyst
45. F219010 Retail Sale of Electronic Materials
46. F401010 International Trade
47. H701010 Residence and Buildings Lease Construction and Development
48. H701040 Specialized Field Construction and Development
49. H701060 New County and Community Construction and Investment
50. H703100 Real Estate Rental and Leasing
51. IF02010 Electricity Equipment Checking and Maintenance
52. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
53. IG03010 Energy Technical Services

Article 2-1 : In accordance with actual needs, the reinvested capital may exceed 40% of the paid-up capital.

Article 3 : Company HQ has been set up in Tainan City. Subsidiaries may be established domestically or internationally subject to board resolution if

deemed necessary.

Article 4 : Public announcements shall be made pursuant to the regulations set forth in the Company Act and other relevant laws.

## Chapter 2 Shares

Article 5 : The total capital of the Company is NT\$ 8 billion divided into 800 million shares. The par value is NT\$ 10. Non-issued shares may be issued by the board in a piecemeal fashion.

Article 6 : The Company's share certificates shall all be in non-bear form and shall be issued only after they have been signed and sealed by at the directors representing the Company, and affixed with the Company's seal, and duly certified by the competent authorities or its authorized registration institution.

Article 7 : Shareholders shall register their names, designations, legal residences, seal specimens, and changes thereof on the Shareholders List of the Company. Where a name change is requested due to inheritance, the heir shall present legal documentation. Where shareholders acquire dividends or exercise their shareholder rights in writing, the company shall conduct verification based on the retained specimens. Stock transfer registration shall be suspended within 60 days prior to regular shareholders meetings, within 30 days prior to extraordinary shareholders meetings, or within 5 days prior to the base date of dividend, bonus, or profit distribution decided by the Company.

Article 8 : Where stock is lost or damaged, the shareholder shall notify the Company in writing. Stock may be reissued upon proper handling pursuant to the regulations set forth in the Company Act and relevant laws.

Article 9 : In case of share transfer or pledge setting, the transferor and transferee or pledger and pledgee shall submit a joint application form with affixed seals and signatures to the Company or a registrar agency designated by the Company to request transfer registration. Prior to transfer registration, transfer of shares shall not be contestable.

The Company shall be authorized to charge a processing fee for reissue or issue of new shares in case of transfer or loss/damage.

Article 9-1 : Taiwan Depository & Clearing Corporation may request joint reissue of securities of a high par value and coordinated operations to facilitate

stock handling.

### Chapter 3 Shareholders Meeting

Article 10 : The Company may convene regular and extraordinary shareholders meetings :

- (a) Regular shareholders meetings shall be convened by the board within 6 months after the end of fiscal years.
- (b) Extraordinary shareholders meetings may be convened as required in accordance with relevant laws.

The meetings can be held by video conference or other methods announced by the competent authority.

Article 11 : Where shareholders are unable to attend shareholders meetings, they may commission a proxy to attend the meeting on their behalf by issuing a power of attorney printed by the Company with the affixed Company seal. Every shareholder may only issue one power of attorney and commission only one proxy. Powers of attorney shall be sent to the Company or a shareholder services agent at least 5 days prior to the meeting. Where the same person is commissioned by two or more shareholders, the voting rights represented by that person shall not exceed 3% of the voting rights for all issued shares. Voting rights in excess of this prescribed quota shall not be counted.

Article 12 : Shareholders shall have one vote for each share held.

Article 13 : Shareholders meetings shall be chaired by the Chairperson of the Board. Where the Chairperson is absent, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both absent, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves.

Shareholders shall be notified of regular and extraordinary shareholders meetings 30 days and 15 days in advance, respectively. Notices shall specify meetings dates, locations, and reasons for convening.

Shareholders meeting resolutions require attendance of shareholders representing a majority of the issued shares unless stipulated otherwise in relevant laws. Resolutions shall be subject to approval by a majority of the voting rights in attendance.

Article 14 : Shareholders meeting resolutions shall be compiled into the meeting minutes which shall specify meeting dates, locations, number of

shareholders in attendance, represented equity and voting rights, name of the chair, resolutions, and voting methods. The chair shall affix his/her seal or signature Meeting minutes attendance books, and powers of attorney shall be preserved in accordance with relevant regulations. The meeting minutes shall be distributed to shareholders within 20 days after meetings. Meetings minutes may also be distributed by public announcement.

#### Chapter 4 Directors and Audit Committee

Article 15 : The Company shall appoint 6-9 directors elected by a shareholders meeting from candidates with legal capacity. At least three of the aforementioned directors shall be independent directors.

The total amount of registered stock held by directors shall meet the criteria set forth in regulations of competent authorities.

A candidate nomination system shall be adopted pursuant to the regulations set forth in Article 192-1 of the Company Act. Matters pertaining to the handling and public announcement of candidate nominations shall be handled pursuant to relevant regulations set forth in the Company Act and Securities and Exchange Act. Elections for independent and non-independent directors shall be held together and quotas shall be calculated separately.

Article 15-1 : The Company shall establish an Audit Committee pursuant to the regulations set forth in Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of independent directors. Exercise of powers and other matters pertaining to the Audit Committee shall be handled pursuant to regulations and laws enacted by competent authorities.

Article 16 : Directors shall serve for a term of three years and may be reelected. Vacancies shall be filled through by-elections. Directors elected in by-elections shall serve until the term of the originally elected director expires.

Article 17 : The directors shall elect a Chairperson and Vice Chairperson from among themselves. The directors constitute the board which shall have the following functions and powers:

- (a) Formulation of business plans.
- (b) Formulation of earnings distribution or loss-makeup proposals.
- (c) Formulation of capital increase/decrease proposals.
- (d) Review and approval of key rules and contracts.

- (e) Appointment/dismissal of executives of the rank of Assistant Vice President and above.
- (f) Subsidiary establishment and dissolution of subsidiaries.
- (g) Review of budgets and final accounts.
- (h) Decisions on other key matters.

Article 18 : The Chairperson shall represent the Company and preside over all services assisted by the directors.

Article 19 : The Chairperson shall chair the board. Where the Chairperson is on leave or unable to exercise his/her powers, the Vice Chairperson shall act in lieu of him/her. Where the Chairperson and Vice Chairperson are both unable to exercise their powers, they shall designate a director to act in lieu of them. Where no acting chair has been designated, the directors shall elect a suitable candidate from among themselves. Convening notices shall be sent out by e-mail or fax.

Article 20 : Performance of services shall be subject to board resolution except matters prescribed by the Company Act or the Articles of Incorporation which shall be subject to resolution by shareholders meetings.

Article 21 : Board resolutions require attendance of a majority of the board members and approval by a majority of the board members in attendance unless stipulated otherwise in the Company Act. The chair shall affix seal and signature to the board meeting minutes shall. Board members may commission other members to attend board meetings on their behalf.

Article 22 : The Audit Committee shall have the following functions and powers :

- (a) Auditing of account tables, books, and reports submitted to shareholders meetings by the board
- (b) Auditing of budgets and final accounts
- (c) Verification of ledgers, documents, expenditures, revenues, and all assets
- (d) Inspection of Company services
- (e) Other functions and powers bestowed by the Company Act

Article 23 : Directors shall be entitled to compensation and reimbursement of travel expenses for performance of their duties in accordance with industry standards.

Article 24: The Company shall appoint a President and several managers. Their appointment, dismissal, and compensation shall be approved by a majority of directors in board meetings attended by a majority of board members.

## Chapter 5 Accounting

Article 25 : The fiscal year shall begin on January 1 and end on December 31. Accounts shall be settled once a year. Upon final settlement, the board shall compile a business report, financial report, and earnings distribution and loss-makeup proposal submitted to a Shareholders meeting for ratification.

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. Where the Company has accumulated losses, an amount sufficient to make up losses shall be retained prior to allocation of compensations.

Employee dividend or cash compensation shall be approved by two thirds of the Board of Directors attendance and over one and half of such attendance to agree upon the compensation. The compensation shall be Reported to the shareholders' meeting. The above mentioned compensation shall be provided to the employees in affiliated companies with specified conditions. (Employees may have compensation from parent company and its affiliates).

Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive the transfer of company treasury stocks, share subscription warrant, new bought stocks and issued restricted stocks for employees, the relevant conditions or distribution method shall be authorized by the board of directors to determine.

Article 26-1 : Where the Company records a surplus upon final settlement of accounts, a sufficient amount shall be allocated for payment of income taxes and making up of accumulated losses, followed by allocation of 10% as a legal reserve.

This regulation shall not apply where the legal reserve has already reached the amount set forth in relevant laws and regulations. This shall be followed by appropriation of special reserves pursuant to relevant laws or regulations of competent authorities. The board shall then formulate a distribution proposal for the remaining surplus and non-distributed earnings of the preceding year subject to shareholders meeting resolution. If the distribution of dividends or bonus dividend is paid by cash, it is authorized to the resolution of the board by two thirds

attendance and over one half of the attendance and the resolution shall be reported to the shareholders' meeting.

In line with current and future development plans, investment environment considerations, capital demands, mid- and long-term financial planning, and consideration of shareholder rights and interests, 20% to 90% of the Company's earnings may be allocated as dividends of the year. Cash dividends shall make up a minimum 10% of total dividends. The remainder may be issued as stock dividends.

#### Chapter 6 Guarantees

Article 27 : The Company shall be authorized to grant guarantees to same-industry/ businesses.

#### Chapter 7 Supplementary Provisions

Article 28 : Organizational rules and detailed provisions for this company shall be formulated separately by board resolution

Article 29 : Matters not specifically covered in these articles shall be handled pursuant to regulations set forth in the Company Act and other relevant laws.

Article 30 : These articles were formulated on October 30, 1962  
They were first amended on May 27, 1966 and subsequently amended on December 15, 1966 (2<sup>nd</sup> amendment), May 1, 1967 (3<sup>rd</sup> amendment), February 20, 1968 (4<sup>th</sup> amendment), August 2, 1968 (5<sup>th</sup> amendment), December 12, 1970 (6<sup>th</sup> amendment), December 4, 1971 (7<sup>th</sup> amendment), December 31, 1972 (8<sup>th</sup> amendment), December 27, 1973 (9<sup>th</sup> amendment), October 19, 1974 (10<sup>th</sup> amendment), October 18, 1975 (11<sup>th</sup> amendment), October 22, 1976 (12<sup>th</sup> amendment), October 31, 1977 (13<sup>th</sup> amendment), November 17, 1979 (14<sup>th</sup> amendment), June 22, 1980 (15<sup>th</sup> amendment), January 20, 1981 (16<sup>th</sup> amendment), February 20, 1982 (17<sup>th</sup> amendment), May 20, 1984 (18<sup>th</sup> amendment), April 12, 1986 (19<sup>th</sup> amendment), May 14, 1986 (20<sup>th</sup> amendment), March 15, 1987 (21<sup>st</sup> amendment), June 15, 1987 (22<sup>nd</sup> amendment), November 7, 1987 (23<sup>rd</sup> amendment), May 2, 1988 (24<sup>th</sup> amendment), July 3, 1988 (25<sup>th</sup> amendment), May 20, 1989 (26<sup>th</sup> amendment), May 31, 1990 (27<sup>th</sup> amendment), May 31, 1991 (28<sup>th</sup> amendment), May 23, 1992 (29<sup>th</sup> amendment)

amendment), June 4, 1993 (30<sup>th</sup> amendment), May 12, 1994 (31<sup>st</sup> amendment), May 25, 1995 (32<sup>nd</sup> amendment), May 23, 1996 (33<sup>rd</sup> amendment), June 3, 1997 (34<sup>th</sup> amendment), May 31<sup>st</sup>, 2000 (35<sup>th</sup> amendment), June 5, 2001 (36<sup>th</sup> amendment), June 14, 2002 (37<sup>th</sup> amendment), June 5, 2003 (38<sup>th</sup> amendment), June 9, 2006 (39<sup>th</sup> amendment), October 26, 2006 (40<sup>th</sup> amendment), June 13, 2007 (41<sup>st</sup> amendment), June 9, 2010 (42<sup>nd</sup> amendment), June 9, 2011 (43<sup>rd</sup> amendment), June 6, 2012 (44<sup>th</sup> amendment), June 6, 2014 (45<sup>th</sup> amendment), June 8, 2016 (46<sup>th</sup> amendment), June 5, 2018 (47<sup>th</sup> amendment) June 12, 2019 (48<sup>th</sup> amendment) ,June 11, 2020 (49<sup>th</sup> amendment) ,August 13, 2021 (50<sup>th</sup> amendment) ,June 10, 2022 (51<sup>th</sup> amendment) ,May 31, 2023 (52<sup>th</sup> amendment) implemented subject to resolutions by shareholders' meetings.

## **Taya Electric Wire & Cable Co., Ltd.**

Chairman Shen, Shang-Hung

## Appendix 5

# **Ta Ya Electric Wire & Cable Co., Ltd. Rules of Procedure for Board of Directors Meetings**

- Article 1 These Regulations are adopted pursuant to Article 26-3, paragraph 8, of the Securities and Exchange Act
- Article 2 Unless the laws and regulations specify otherwise, the Company's procedure of board meetings shall comply with the Rules.
- Article 3 The board of directors shall meet at least quarterly  
The reasons for calling a board of directors meeting shall be notified to each director and supervisor at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining prior consent from the recipients thereof.  
All matters set out in the subparagraphs of Article 7, paragraph 1, shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion.
- Article 4 A board meeting shall be held at the location and during the business hours of the Company, or at a place and time convenient to all directors and suitable for holding such a meeting.
- Article 5 The agenda working group of a board meeting, shall be instructed by the chairman based on the report and discussions of that meeting. The agenda working group shall prepare agenda items for board of directors meetings and provide comprehensive pre-meeting materials, to be sent together with the notice of the meeting. A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the agenda working group to supplement the materials. If a director is of the opinion that materials concerning any proposal are insufficient in content, the deliberation of such proposal may be postponed by a resolution of the board of directors.
- Article 6 Agenda items for regular board of directors meetings shall include at least the following:  
I. Report Items:  
(I) Minutes of the last meeting and actions arising.  
(II) Reporting on important financial and business matters.  
(III) Reporting on internal audit activities.  
(IV) Other important matters to be reported.  
II. Discussions:  
(I) Items discussed and continued from the last meeting.  
(II) Items for discussion at this meeting.  
III. Extraordinary motions.
- Article 7 The Company shall submit the following items for discussion by the board of directors:  
I. Corporate business plan.  
II. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and

regulations, need not be audited and attested by a certified public accountant (CPA).

- III. Adoption or amendment of an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and an assessment of the effectiveness of the internal control system.
- IV. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
- V. The offering, issuance, or private placement of any equity-type securities.
- VI. The election or discharge of the chairman of the board of directors.
- VII. The appointment or discharge of a financial, accounting, or internal audit officer.
- VIII. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following board of directors meeting for retroactive recognition.
- IX. Where the remunerations of directors and managerial officers suggested by the Remuneration Committee are rejected, or amended, such rejection or amendment shall be approved by the majority of the attending directors in a meeting attended by two third or more of the directors. In the resolution, whether the remunerations approved by the board are better than the suggestions of the Remuneration Committee shall be described.
- X. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or board of directors meeting, or any such significant matter as may be prescribed by the competent authority.

The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.

The term "within a 1-year period" in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current board of directors meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

At least one independent director shall attend each meeting in person. In the case of a meeting concerning any matter required to be submitted for a resolution by the board of directors under paragraph 1, each independent director shall attend in person; if an independent director is unable to attend in person, he or she shall appoint another independent director to attend as his or her proxy. If an independent director expresses

- any objection or reservation about a matter, it shall be recorded in the board meeting minutes. An independent director intending to express an objection or reservation but unable to attend the meeting in person shall, unless there is some legitimate reason to do otherwise, issue a written opinion in advance, which shall be recorded in the meeting minutes.
- Article 8 When a meeting of the board of directors is held, an attendance book shall be made ready for signature by directors attending the meeting and thereafter made available for future reference.
- All board directors shall attend board meetings in person; if attendance in person is not possible, they may, pursuant to the company's articles of incorporation, appoint another director to attend as their proxy.
- Attendance via tele- or video-conference is deemed as attendance in person.
- A director appointing another director to attend a board meeting in his or her place shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting.
- Article 9 A proxy under paragraph 2 may accept a proxy from one person only.
- Where a board meeting is called by the chairman of the board, the meeting shall be chaired by the chairman. However, where the first meeting of each newly elected board of directors is called by the director who received votes representing the largest portion of voting rights at the shareholders' meeting in which the directors were elected, the meeting shall be chaired by that director; if there are two or more directors so entitled to call the meeting, they shall choose one person by and from among themselves to chair the meeting.
- Where a meeting of the board of directors is called by a majority of directors on their own initiative in accordance with Article 203, paragraph 4 or Article 203-1, paragraph 3 of the Company Act, the directors shall choose one person by and from among themselves to chair the meeting.
- When the chairman of the board is on leave or for any reason is unable to exercise the powers of the chairman, the vice chairman shall do so in place of the chairman, or, if there is no vice chairman or the vice chairman also is on leave or for any reason is unable to act, by a managing director designated by the chairman, or, if there is no managing director, by a director designated thereby, or, if the chairman does not make such a designation, by a managing director or director elected by and from among themselves.
- Article 10 When holding a board meeting, the Company may, as necessary for the agenda items of the meeting, notify personnel of relevant departments or subsidiaries to attend the meeting as nonvoting participants.
- When necessary, the Company may also invite certificated public accounts, attorneys, or other professionals to attend as nonvoting participants and to make explanatory statements, provided that they shall leave the meeting when deliberation or voting takes place.
- Article 11 When the time of a meeting has arrived and one-half all board directors are not present, the meeting chair may announce postponement of the meeting time on the day, provided that only two postponements may be made. If the quorum is still not met after two such delays, the chair shall re-call the meeting following the procedures provided in Article 3,

paragraph 2. The term "all board directors " as used in the preceding paragraph and in Article 17, paragraph 2, subparagraph 2 shall be calculated as the number of directors then in office.

Article 12 A board meeting shall be conducted in accordance with the order of business on the agenda as specified in the meeting notice. However, the order may be changed with the approval of a majority of directors present at the meeting. The meeting chair may not declare the meeting closed without the approval of a majority of directors present at the meeting. If at any time during the proceeding of a board of directors meeting the directors sitting at the meeting are not more than half of the directors present at the meeting, then upon motion by the directors sitting at the meeting, the chair shall declare a suspension of meeting, in which case paragraph 1 of the preceding article shall apply mutatis mutandis. During the Board meeting, if the chairperson is unable to host the meeting, requirements under paragraph 3, Article 9 shall apply for the election of its proxy.

Article 13 When the chair at a board of directors meeting is of the opinion that a matter has been sufficiently discussed to a degree of putting to a vote, the chair may announce the discussion closed and bring the matter to vote. When a proposal comes to a vote at a board meeting, if the chair puts the matter before all directors present at the meeting and none voices an objection, the matter is deemed approved. In case of any objection, ballots shall be casted for a vote. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be the directors. Vote counting for proposal shall be conducted in public at the place of the board meeting. The results of the voting shall be announced on-site at the meeting, and a record made of the vote.

Article 14 Except as otherwise stated in the Act or in the Company Act, a resolution on a matter at a board of directors meeting requires the approval of a majority of the directors present at the meeting that shall be attended by a majority of all directors.

Article 15 If any director or a juristic person represented by a director is an interested party with respect to any agenda item, the director shall state the important aspects of the interested party relationship at the respective meeting. When the relationship is likely to prejudice the interests of the Company, the director may state his/her opinions and answer questions, but not participate in discussion or voting on that agenda item, and further, shall enter recusal during discussion and voting on that item and may not act as another director's proxy to exercise voting rights on that matter. Where the spouse or a blood relative within the second degree of kinship of a director, or a company which has a controlling or subordinate relation with a director, is an interested party with respect to an agenda item as described in the preceding paragraph, such director shall be deemed to be an interested party with respect to that agenda item.

The provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of that Act, apply to resolutions of board of directors meetings when a director is prohibited by the preceding two paragraphs from exercising voting rights.

Article 16 Minutes shall be prepared of the discussions at board of directors meetings. The meeting minutes shall record the following:

- I. Session (or year), time, and place of meeting.
- II. Name of the meeting chair.
- III. Attendance of directors at the meeting, specifying the names and number of members present, excused, and absent.
- IV. Names and titles of those attending the meeting as nonvoting participants.
- V. Name of minutes taker.
- VI. Report Items.
- VII. Agenda items: the method of resolution and the result for each proposal; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing; and any opinion issued in writing by an independent director under Article 7, paragraph 4.
- VIII. Extraordinary motions: the name of the mover; the method of resolution and the result for each motion; a summary of the comments made by directors, supervisors, experts, or other persons; the name of any director that is an interested party as referred to in paragraph 1 of the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; opinions expressing objections or reservations at the meeting that were included in records or stated in writing.
- IX. Other matters required to be recorded.

Any of the following matters in relation to a resolution passed at a meeting of the board of directors shall be stated in the meeting minutes and within two days of the meeting be published on an information reporting website designated by the competent authority:

- I. Any matter about which an independent director expresses an objection or reservation that has been included in records or stated in writing.
- II. Any matter that has not been passed by the audit and risk committee, but has been adopted with the approval of two-thirds or more of all board directors.
- III. Remunerations approved by the board that are better than the suggestions of the Remuneration Committee.

The attendance book forms a part of the minutes for each board of directors meeting and shall be well preserved during the existence of the

Company.

The minutes of a board of directors meeting shall bear the signature or seal of both the meeting chair and the minutes taker; a copy of the minutes shall be distributed to each director within 20 days after the meeting and well preserved as important company records during the existence of the Company.

The production and distribution of the meeting minutes referred to in paragraph 1 may be done in electronic form.

Article 17 The Company shall record on audio or video tape the entire proceedings of a board of directors meeting, and preserve the recordings for at least five years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph any litigation arises in connection with a resolution of a board of directors meeting, the relevant audio or video recordings shall continue to be preserved until the litigation is concluded.

Where a board meeting is held via tele- or video conferencing, the audio and visual documentation of the meeting form a part of the meeting minutes and shall be well preserved during the existence of the company.

Article 18 The Rules are reported to the shareholders' meeting after being approved by the board of directors. The board of directors is authorized for resolving any future amendment. The Rules were established on April 12, 2006, and enforced on January 1, 2007. The 1st amendment was made on March 24, 2008; the 2nd amendment was made on March 19, 2012; the third amendment was made on December 20, 2012; the fourth amendment was made on March 15, 2018; the 5th amendment was made on March 12, 2020; the 6th amendment was made on December 12, 2022 ; the 7th amendment was made on December 12, 2023.

## Appendix 6

# **Taya Electric Wire & Cable Co., Ltd. Corporate Governance Best Practice Principles**

### Chapter 1 General

#### Article 1 (Purpose)

To establish sound corporate governance systems and improve the Company's management, the Company is advised to formulate its own corporate governance principles with reference to Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies and relevant legal regulations, and to establish an effective corporate governance framework and disclose them through the Market Observation Post System (MOPS).

#### Article 2 (Corporate Governance Principle)

When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE or GTSM, and other relevant regulations, the Company shall follow the following principles:

1. Protect the rights and interests of shareholders.
2. Strengthen the powers of the board of directors.
3. Fulfill the function of supervisors.
4. Respect the rights and interests of stakeholders.
5. Enhance information transparency.

#### Article 3 (Establishment of Internal Control Procedures and Policy)

The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the company's internal and external environment.

The Company shall perform full self-assessments of its internal control system.

Its board of directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit and risk committee or supervisors shall also attend to and supervise these matters. The Company is advised to establish channels and mechanisms of communication between its independent directors, audit and risk committees or supervisors, and chief internal auditors. Directors and supervisors shall periodically hold discussions with its internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the board of directors and the convener of the audit and risk committee shall report the communications between members of the audit and risk committees and chief internal auditors at the shareholders' meeting.

The management of the Company shall pay special attention to the internal

audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the board of directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

Appointment, dismissal, evaluation and review, salary and compensation of internal auditors of the Company shall be reported to the board of directors or shall be submitted by the chief auditor to the board chairperson for approval.

#### Article 3-1 (Personnel responsible for corporate governance affairs)

The company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the company, business situations and management needs, and shall appoint in accordance with the requirements of the competent authorities, TWSE or TPEX a chief corporate governance officer as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in a securities, financial, or futures related institution or a public company in handling legal affairs, legal compliance, internal audit, financial affairs, stock affairs, or corporate governance affairs.

It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:

1. Handling matters relating to board meetings and shareholders meetings according to laws.
2. Producing minutes of board meetings and shareholders meetings.
3. Assisting in onboarding and continuous development of directors and supervisors.
4. Furnishing information required for business execution by directors and supervisors.
5. Assisting directors and supervisors with legal compliance.
6. Report to the Board about the results of the review on whether the qualifications of independent directors comply with relevant laws and regulations at the time of nomination, election and during their office.
7. Handle matters related to the change of directors.
8. Other matters described or established in the articles of incorporation or under contract, among other things.

### Chapter 2 Protection of Shareholders' Rights and Interests

#### Section 1 Encouraging Shareholders to Participate in Corporate Governance

##### Article 4 (Taking the protection of shareholders' rights and interests as its foremost goal)

When implementing the corporate governance system, the Company shall take the protection of shareholders' rights and interests and treat all shareholders fairly.

The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the company.

##### Article 5 (Convening shareholders meetings and relevant laws and regulations)

The Company shall convene shareholders meetings in accordance with the

Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders meetings in accordance with the rules for the meetings.

Resolutions adopted by shareholders meetings of the Company shall comply with laws, regulations and articles of incorporation.

- Article 6 (The board of directors shall properly arrange the agenda items and procedures for shareholders meetings)  
The board of directors of the company shall properly arrange the agenda items and procedures for shareholders meetings, and formulate the principles and procedures for shareholder nominations of directors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders meetings at a convenient location and shall be supplemented by video conference, with sufficient time allowed and sufficient numbers of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.  
For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors (and at least one supervisor), the convener of the audit and risk committee attend in person, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

- Article 7 (Encouraging its shareholders to actively participate in corporate governance)  
The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders meeting matters, so that shareholders meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders meetings in both Chinese and English concurrently, and shall adopt electronic voting, to enhance shareholders' attendance rates at shareholders meetings and ensure their exercise of rights at such meetings in accordance with law.  
The Company is advised to avoid raising extraordinary motions and amendments to original proposals.  
The Company is advised to arrange for its shareholders to vote on each separate proposal in the shareholders meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, through the Market Observation Post System.

- Article 8 (Minutes of shareholders' meeting)  
The Company, in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders meeting minutes the date and

place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for the elected directors.

The shareholders meeting minutes shall be properly and perpetually kept by the Company during its legal existence, and should be sufficiently disclosed on the Company's website.

Article 9 (The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company)

The chairperson of the shareholders meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will. In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders meetings, it is advisable for the members of the board of directors other than the chairperson of the shareholders meeting to promptly assist the attending shareholders at the shareholders meeting in electing a new chairperson of the shareholders meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10 (Shall place high importance on the shareholder right to know, and prevent insider trading)

The Company shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company.

To treat all shareholders equally, it is advisable that the Company concurrently disclose the information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, a TWSE/TPEX listed company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

It is advisable that the rules mentioned in the preceding paragraph include stock trading control measures from the date insiders of the company become aware of the contents of the company's financial reports or relevant results, including (but not limited to) directors shall not trade their shares during the 30 days before the announcement of the annual financial reports and the closed period of 15 days before the announcement of the quarterly financial reports.

Article 10-1 (Report the remuneration of the directors at general shareholders' meeting)

The company shall report the remuneration received by directors at the

general meeting of shareholders, including the policy of remuneration, the content of the individual remuneration, amount and the correlation with the performance evaluation results.

- Article 11 (The shareholders shall be entitled to profit distributions by the Company)  
The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the board of directors and the reports submitted by the audit and risk committee or supervisors, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders meeting may appoint an inspector.  
The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records and assets of the Company.  
The board of directors, audit and risk committee or supervisors, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any obstruction, rejection or circumvention.

- Article 12 (Material financial and business transactions shall be approved by the shareholders meeting)  
In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders meeting so as to protect the interests of the shareholders.  
When the Company is involved in a merger, acquisition or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, , but information disclosure and the soundness of the company's financial structure thereafter.  
Where any management member or major shareholder of the Company involves in the merger and acquisition, the legal opinions from lawyer with independence shall be presented regarding whether the audit and risk committee members deliberating the merger and acquisition in the preceding paragraph meet the requirements in Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and they are not the related parties to the counterparties of the transaction, or have any interest in the transaction that will compromise their independence, whether their design and implementation of the related procedures comply with the related laws and regulations, and whether the information is disclosed pursuant to the related laws and regulations.  
The qualifications of the lawyer in the preceding paragraph shall meet the requirements in Article 3 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and the lawyer is not the related parties to the counterparties of the transaction, or

have any interest in the transaction that will compromise their independence. The relevant personnel of the Company handling the matters related to merger and acquisition and public tender offer, shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

## Section 2 Establishing a Mechanism for Interaction with Shareholders

Article 13 (it is advisable that the Company designate personnel exclusively dedicated to handling shareholder proposals)

In order to protect the interests of the shareholders, it is advisable that the Company designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders meeting or a board of directors meeting in violation of applicable laws, regulations, or the Company's articles of incorporation, or that such damage was caused by a breach of applicable laws, regulations or the Company's articles of incorporation by any directors, supervisors or managers in performing their duties.

It is advisable that the Company adopts internal procedures for appropriate handling of matters referred to in the preceding two paragraphs, and that it keep relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.

Article 13-1 (The board of directors is responsible for establishing a mechanism for interaction with shareholders)

The board of directors of the Company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

Article 13-2 (Efficient communication with shareholders to gain their support)

In addition to communicating with shareholders through shareholders meetings and encouraging shareholders to participate in such meetings, the board of directors of the Company together with officers and independent directors shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

## Section 3 Corporate Governance Relationships Between the Company and Its Affiliated Persons

Article 14 (Establishing firewalls)

The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15 (A manager of the company may not serve as a manager of its affiliated enterprises)

Unless otherwise provided by the laws and regulations, a manager of the company may not serve as a manager of its affiliated enterprises. A director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to the shareholders meeting and obtain its consent.

Article 16 (Establishing sound objectives and systems for management of finance,

operations, and accounting)

The Company shall establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to reduce credit risk.

- Article 17 (When the Company and its affiliated persons and shareholders enter into financial and business dealings or transactions, such shall be made in accordance with the principle of fair dealing and reasonableness)
- When the Company and its affiliated persons and shareholders enter into financial and business dealings or transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principle of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions and improper channeling of profits shall be prohibited.
- The content of the written agreements in the preceding paragraph shall include the managerial procedures for transactions of purchase and sales, acquisition or disposal of assets, loaning of funds, and endorsement and guarantee and other transactions; the related material transactions shall be submitted to the board of directors for approval, and submitted to the shareholders for consent, or report to the same.

- Article 18 (A corporate shareholder having controlling power over the Company shall comply with the provisions)
- A corporate shareholder having controlling power over the Company shall comply with the following provisions:
1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the company to conduct any business which is contrary to normal business practice or not profitable.
  2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.
  3. It shall comply with relevant laws, regulations and the articles of incorporation of the company in nominating directors or supervisors and shall not act beyond the authority granted by the shareholders meeting or board meeting.
  4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
  5. It shall not restrict or impede the management or production of the company by methods of unfair competition such as monopolizing corporate procurement or foreclosing sales channels.
  6. The representative that is designated when a corporate shareholder has been elected as a director shall meet the company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19 (Retaining a register of major shareholders and the persons with ultimate control over those major shareholders)  
The Company shall retain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.  
The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

### Chapter 3 Enhancing the Function of Board of Directors

#### Section 1 Structure of Board of Directors

Article 20 (The abilities of the board of directors shall possess)  
The board of directors of the Company shall guide the company strategy, supervise management and be responsible to the Company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the board of directors complies with laws, regulations, its articles of incorporation, and the resolutions of its shareholders meetings.  
The structure of the Company's board of directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.  
The composition of the board of directors shall be determined by taking diversity into consideration, except for directors who are also managers of the company shall not exceed one third of the number of directors, and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:  
1. Basic requirements and values: Gender, age, nationality, and culture, etc. The ratio of female directors shall reach one-third of the board of directors.  
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.  
All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the board of directors shall possess the following abilities:  
1. Ability to make operational judgments.  
2. Ability to perform accounting and financial analysis.  
3. Ability to conduct management administration.  
4. Ability to conduct crisis management.  
5. Knowledge of the industry.  
6. An international market perspective.  
7. Ability to lead.  
8. Ability to make policy decisions.

Article 21 (The Company shall establish a fair, just, and open procedure for the election of directors)

The Company shall establish a fair, just, and open procedure for the election of directors to encourage its shareholders to actively participate for taking the protection of shareholders' rights and interests and treating all shareholders fairly, and shall adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

When the number of directors falls below five due to the discharge of a director for any reason, the Company shall hold a by-election for director at the following shareholders meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the company shall convene a special shareholders meeting within 60 days of the occurrence of that fact for a by-election for director(s).

The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22 (The Company adopts the candidate nomination system for elections of directors pursuant to the Company Act.)

The Company shall specify in its articles of incorporation in accordance with the laws and regulations of the competent authorities that it adopts the candidate nomination system for elections of directors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.

Article 23 (The board of directors shall draw clear distinctions of the authorities and responsibilities of the functional committees, chairperson of the board and general manager)

Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of the Company and those of its general manager.

It is inappropriate for the chairperson to also act as the general manager.

The company with a functional committee shall clearly define the responsibilities and duties of the committee.

## Section 2 Independent Director System

Article 24 (The Company shall appoint independent directors in accordance with its articles of incorporation)

The company shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and not less than one-third of the total number of directors and the consecutive term of independent directors shall not exceed three terms.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings and the positions they may concurrently hold. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain

independence within the scope of their directorial duties, and may not have any direct or indirect interest in the company.

If the Company and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, supervisor or managerial officer as a candidate for an independent director of the other, the Company shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, the Company shall disclose the number of votes cast in favor of the elected independent director.

The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the Company, any foundation to which the Company's cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the company.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or Taipei Exchange.

Article 25 (The matters of the Company shall submit to the board of directors for approval by resolution)

The company shall submit the following matters to the board of directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting:

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a director or a supervisor.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.
8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26 (The Company shall stipulate the scope of duties of the independent directors)

The Company shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power. The company or other board members shall not

obstruct, reject or circumvent the performance of duties by the independent directors.

The Company shall stipulate the remuneration of the directors according to applicable laws and regulations under its articles of incorporation, or by resolution of its shareholders meeting. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the company, and shall also take the overall operational risks of the company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

### Section 3 Audit and risk committee and Other Functional Committees

#### Article 27 (Setting up functional committees)

For the purpose of developing supervisory functions and strengthening management mechanisms, the board of directors of the Company, in consideration of the company's scale and type of operations and the number of its board members, may set up functional committees for auditing, remuneration, nomination, risk management or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, corporate social responsibility, or other committees, and expressly provide for them in the articles of incorporation. Functional committees shall be responsible to the board of directors and submit their proposals to the board of directors for approval, provided that the performance of supervisor's duties by the audit and risk committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded.

Functional committees shall adopt an organizational charter to be approved by the board of directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the company for exercise of power by the committee.

#### Article 28 (The Company shall establish an audit and risk committee)

The Company establishes an audit and risk committee.

The audit and risk committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The exercise of power by audit and risk committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit and risk committees of Public Companies, and the rules and regulations of the TWSE or TPEX.

#### Article 28-1 (The Company shall establish a remuneration committee)

The Company establishes a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the

Article 28-2 Counter.

(The Company is advised to establish a nomination committee)

The Company is advised to establish a nomination committee and its articles of association. It is advisable that a majority of the members of said committee be independent directors and an independent director be its chairperson.

Article 28-3 ( A whistleblowing system)

The Company is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the company's internal control system for management purposes.

Article 29 (Enhancing and improving the quality of financial reports)

To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer.

Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company internal training activities or may be professional courses offered by professional development institutions for principal accounting officers.

The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the company shall faithfully implement improvement actions. It is advisable that the company establish channels and mechanisms of communication between the independent directors, the audit and risk committee, and the attesting CPA, and to incorporate procedures for that purpose into the company's internal control system for management purposes.

The Company shall evaluate the independence and suitability of the CPA engaged by the company regularly, and no less frequently than once annually, by referring to the Audit Quality Indicators (AQIs).. In the event that the company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the company shall evaluate the necessity of replacing the CPA and submit its conclusion to the board of directors.

Article 30 (Providing adequate legal services to the company)

It is advisable that the Company engage a professional and competent legal counsel to provide adequate legal consultation services to the company, or to assist the directors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the company or its staff and ensuring that corporate governance matters

proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors or the management are involved in litigation or a dispute with shareholders, the company shall retain a legal counsel to provide assistance as circumstances require.

The audit and risk committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the company.

#### Section 4 Rules for the Proceedings and Decision-Making Procedures of Board Meetings

##### Article 31 (Convening the board of directors)

The board of directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the board of directors.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

##### Article 32 (Directors shall exercise a high degree of self-discipline)

The Company directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter.

Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

##### Article 33 (Independent director and the board of directors)

When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of the Company shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the board of directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the board of directors meeting. In any of the following circumstances, decisions made by the board of

directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit and risk committee (if the company has set up an audit and risk committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34 (The minutes of the board of directors meetings)

Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the board of directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a board of directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a board of directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply.

Where a board of directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the board of directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders meeting, and thus causes an injury to the company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35 (The matters of the Company shall submit to its board of directors for discussion)

The Company shall submit the following matters to its board of directors for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports, with the exception of semi-

annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.

3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and evaluation of effectiveness of an internal control system.

4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.

5. The offering, issuance, or private placement of any equity-type securities.

6. The performance assessment and the standard of remuneration of the managerial officers.

7. The structure and system of director's remuneration.

8. The appointment or discharge of a financial, accounting, or internal audit officer.

9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.

10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or to be approved by resolution at a meeting of the board of directors, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the board of directors for discussion under the preceding paragraph, when the board of directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36 (The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions)

The company shall ask the appropriate corporate department or personnel to execute matters pursuant to board of directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The board of directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

#### Section 5 Fiduciary Duty, Duty of Care and Responsibility of Directors

Article 37 (Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator)

Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they

shall ensure that all matters are handled according to the resolutions of board of directors.

It is advisable that the Company formulate rules and procedures for board of directors performance assessments. Each year, in respect of the board of directors and individual directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the board of directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the company's needs:

1. The degree of participation in the company's operations.
2. Improvement in the quality of decision making by the board of directors.
3. The composition and structure of the board of directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. Their grasp of the company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

It is advisable that the Company conduct performance assessments of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the company's needs:

1. The degree of participation in the company's operations.
2. Their recognition of the duties of the functional committee.
3. Improvement in the quality of decision making by the functional committee.
4. The composition of the functional committee, and election and appointment of committee members.
5. Internal controls.

The Company is advised to submit the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.

Article 37-1 (Establishment a succession plan for the management)

It is advisable for the Company to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the board of directors to ensure sustainable operation.

Article 37-2 (Establishment of an intellectual property regulatory system)

The board of directors is advised to evaluate and monitor the following aspects of the Company's direction of operation and performance in connection with intellectual properties, to ensure the company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:

1. Formulate intellectual property regulatory policies, objectives and systems that are slightly associated with the operational strategies.
2. Develop, implement and maintain on the basis of scale and form its

regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.

3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.

4. Observe internally and externally the risks and opportunities that intellectual property regulation may present and adopt corresponding measures.

5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the company's expectations.

Article 38 (The request of shareholders or independent director to discontinue the implementation of the resolution)

If a resolution of the board of directors violates law, regulations or the Company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an independent director to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible.

Upon discovering a likelihood that the company would suffer material injury, members of the board of directors shall immediately report to the audit committee, an independent director member of the audit and risk committee in accordance with the foregoing paragraph.

Article 39 (Directors liability insurance)

The Company shall take out directors liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the company and shareholders arising from the wrongdoings or negligence of a director.

The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors, at the next board meeting.

Article 40 (Members of the board of directors participating in training courses)

Members of the board of directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

## Chapter 4 Respecting Stakeholders' Rights

Article 41 (The company shall maintain communication with stakeholders and safeguard their rights and interests)

The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders of the company, respect and safeguard their legal rights and interests, and designate a stakeholders section on its website.

When any of a stakeholder's legal rights or interests is harmed, the company shall handle the matter in a proper manner and in good faith.

Article 42 (The company shall provide sufficient information to banks and its other creditors)

The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the company and its decision-making process. When any of their legal rights or interest is harmed, the company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 43 (Establishing channels of communication with employees)

The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management and directors, so as to reflect employees' opinions about the management, financial conditions, and material decisions of the company concerning employee welfare.

Article 44 (The company's social responsibility)

In developing its normal business and maximizing the shareholders' interest, the Company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the company's social responsibility.

## Chapter 5 Improving Information Transparency

### Section 1 Enhancing Information Disclosure

Article 45 (Internet-based reporting system for public information)

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system in accordance with the relevant laws and the related TWSE and TPEX rules, so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

The Company is advised to publish and report its annual financial report within two months after the end of a fiscal year, and publish and report its financial reports for the first, second and third quarters as well as its operating status for each month before the specified deadline.

Article 46 (Appointing the spokesperson)

In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the company's financial and business conditions and who are capable of coordinating among departments

for gathering relevant information and representing the company in making statements independently.

The Company shall appoint one or more acting spokespersons who shall represent the company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion.

In order to implement the spokesperson system, the Company shall unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will.

The company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 47 (Setting up the corporate governance website)

In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the company's finances, operations, and corporate governance. It is also advisable for the company to furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 48 (The method of holding the investor conference)

The Company shall hold an investor conference in compliance with the regulations of the TWSE, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the company, or through other channels, in accordance with the TWSE rules.

## Section 2 Disclosure of Information on Corporate Governance

Article 49 (Disclosing the information regarding corporate governance)

The company website shall set up a special area to disclose and update from time to time the following information regarding corporate governance.

1. The board of directors: The CVs of board members and their responsibilities, the diversity policy of board members, and the implementation, etc.
2. The functional committees: The CVs of committees members and their responsibilities, etc.
3. Rules and regulations of corporate governance: The company's articles of association, the procedures of the board of directors and organizational regulations of the functional committees and other corporate governance related regulations.
4. Important information related to corporate governance: The info of the supervisor of setting up corporate governance, etc.

## Chapter 6 Supplementary Provisions

Article 50 (Monitoring domestic and international developments)

The Company shall at all times monitor domestic and international

developments in corporate governance as a basis for review and improvement of the company's own corporate governance mechanisms, so as to enhance their effectiveness.

Article 51 (Enforcement)

The Corporate Governance Best Practice Principles of the Company shall be implemented after the board of directors grants the approval. The same procedure shall be followed when the principles have been amended.

These principles were formulated on December 16, 2014. They were first amended on November 10, 2015 and subsequently amended on March 15, 2018 (2nd amendment), March 21, 2019 (3rd amendment), March 12, 2020 (4th amendment) , March 08, 2022 (5th amendment) , Apr 25, 2022 (6th mendment) ,Dec 12, 2022 (7th mendment) ) ,Mar 14, 2023 (8th mendment).

## Appendix 7

# **Taya Electric Wire & Cable Co., Ltd.**

## **Ethical Corporate Management Best Practice Principles**

- Article 1 (Establishment purpose and scope of application)  
The Principles are established to foster a corporate culture of ethical management and sound development.  
The Principles apply to the Company's subsidiaries, any foundation to which the Company's direct or indirect contribution of funds exceeds 50% of the total funds received, and other institutions or juridical persons that are substantially controlled by the Company ("business group").
- Article 2 (Prohibition of unethical conduct)  
When engaging in commercial activities, directors, managers, employees, and mandataries of the Company or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.  
Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees, substantial controllers or other stakeholders.
- Article 3 (Patterns of benefits)  
"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.
- Article 4 (Legal compliance)  
The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/TPEX listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.
- Article 5 (Policy)  
The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6 (Prevention programs)

The Company shall in their own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the Company shall comply with relevant laws and regulations of the territory where the Company and its business group are operating.

In the course of developing the prevention programs, the Company advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 7 (Scope of prevention programs)

The Company shall establish a risk assessment mechanism against unethical conduct analyze and assess on a regular basis business activities within its business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.

The Company shall refer to prevailing domestic and foreign standards or guidelines in establishing the prevention programs, which shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents, hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 8 (Commitment and implementation)

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company and its business group shall clearly specify in their rules and external documents and on the company website the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

- Article 9 (Commercial activities under ethical management)  
Article 9 (Commercial activities under ethical management)  
The Company shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management.  
Prior to any commercial transactions, the Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and shall avoid any dealings with persons so involved.  
When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.
- Article 10 (Prohibition on providing and accepting bribes)  
When conducting business, the Company and its directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders. However, this shall not apply to circumstances that comply with the location where the operations are located.
- Article 11 (Prohibition on providing illegal political donations)  
When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with the Political Donations Act and its own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.
- Article 12 (Prohibition on improper charitable donations or sponsorship)  
When making or offering donations and sponsorship, the Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures and shall not surreptitiously engage in bribery.
- Article 13 (Prohibition on unreasonable presents, hospitality or other improper benefits)  
The Company and its directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationships or influence commercial transactions.
- Article 14 (Prohibition on the infringement of intellectual property rights)  
The Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the Company's internal operational procedures, and contractual provisions concerning intellectual property and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 (Prohibition on engaging in unfair competitions)

The Company shall engage in business activities in accordance with applicable competition laws and regulations and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 (Prevent products or services from harming stakeholders)

In the course of research and development, procurement, manufacture, provision, or sale of products and services, the Company and its directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, its products and services. It shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders and carry out the policy in its operations, with a view to preventing its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the Company shall, in principle, recall those products or suspend the services immediately.

Article 17 (Organization and responsibilities)

The board of directors, managers, employees, mandataries, and substantial controllers of the Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, the Company shall establish a dedicated unit that is under the board of directors and avail itself of adequate resources and staff itself with competent personnel, responsible for establishing and supervising the implementation of the ethical corporate management policies and prevention programs. The dedicated unit shall be in charge of the following matters and shall report to the board of directors on a regular basis (at least once a year):

1. Assisting in incorporating ethics and moral values into the company's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Analyzing and assessing on a regular basis the risk of involvement in unethical conduct within the business scope, adopting accordingly programs to prevent unethical conduct, and setting out in each program the standard operating procedures and conduct guidelines with respect to the company's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope, which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical

management are effectively operating and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 18 (Legal compliance for business execution)

The Company and its directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19 (Recusal of directors and managers for the conflict of interest)

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the Company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of a TWSE/TPEX listed company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the Company, the concerned person may not participate in the discussion of or vote on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as a proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the Company to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 20 (Accounting and internal control)

The Company shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of the Company shall, based on the results of the assessment of the risk of involvement in unethical conduct, devise relevant audit plans, including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit and may engage professionals to assist if necessary.

The results of the examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 21 (Operational procedures and guidelines)

The Company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.

2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interest and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 (Educational training and evaluation)

The chairman, president, or senior management of the Company shall communicate the importance of corporate ethics to its directors, employees, and mandataries on a regular basis.

The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers and invite the Company's commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23 (Whistle-blowing system)

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the Company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated, and standard operating procedures for each investigation shall be adopted.
3. Follow-up measures are to be adopted depending on the severity of the circumstances after investigations of reported cases are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the Company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle-blowing system shall immediately prepare a report and notify the independent directors or supervisors in written form.

Article 24 (Disciplinary and appeal system)

The Company shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 (Information disclosure)

The Company shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. They shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on its corporate website, annual reports, and prospectus, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System.

Article 26 (Examination and revision of ethical management policy and measures)

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage its directors, managers, and employees to make suggestions based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 27 (Enactment)

The ethical corporate management best practice principles of the Company shall be submitted to the Audit and Risk Committee and implemented after being approved by the board of directors, and it shall be reported to the shareholders' meeting; the same shall apply upon any revision.

When the Company submits its ethical corporate management best practice principles to the board of directors for discussion pursuant to the preceding paragraph, they shall take into full consideration each independent director's opinions. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director who cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

The Principles were established on December 16, 2014. The 1st amendment was made on March 15, 2018. The 2nd amendment was made on November 7, 2019. The 3rd amendment was made on December 12, 2023.

## Appendix 8

# **Taya Electric Wire & Cable Co., Ltd. Procedures for Ethical Management and Guidelines for Conduct**

### Article 1 Purpose of adoption and scope of application

The Company engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for Ta Ya Electric Wire & Cable Co., Ltd. and the applicable laws and regulations of the places where the Company and its business groups and organizations operate, with a view to providing all personnel of the Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

### Article 2 Applicable subjects

For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, supervisor, managerial officer, employee, mandatary or person having substantial control, of the Company or its group enterprises and organizations.

Any provision, promise, request, acceptance of any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.

### Article 3 Unethical conduct

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits. The counterparties

of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

**Article 4 Types of benefits**

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded. The benefits received or given in accordance with accepted social customs in the preceding paragraph, are handled in accordance with Article 6 of the provisions of these procedures and guidelines for conduct.

**Article 5 Responsible unit**

The Company designates the Human Resources Department as the solely responsible unit (hereinafter, "responsible unit") to be in charge of the amendment with respect to these Procedures and Guidelines, supervised by the audit office and also submit regular reports to the board of directors.

**Article 6 Prohibition against providing or accepting improper benefits**

Except under one of the following circumstances, when providing, accepting, promising, or requesting money, gratuity, service, preferential treatment, entertainment, dining, or any other benefits, directly or indirectly, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for the Company and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. In compliance with the laws and regulations of the country where the Company is doing business.
2. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
3. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
4. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment,

number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.

5. Attendance at folk festivals that are open to and invite the attendance of the general public.
6. Rewards, emergency assistance, condolence payments, or honorariums from the management.
7. Property with a market value of NT\$100 thousand or less received due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.
8. Other conduct that complies with the rules of The Company.

#### Article 7 Procedures for handling the acceptance of improper benefits

Except under any of the circumstances set forth in the preceding article, when any personnel of the Company are provided with or are promised, either directly or indirectly, any money, gratuity, service, preferential treatment, entertainment, dining, or any other benefits by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor, top director of business group, and notify the Company's audit office within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor, top director of business group, and notify the Company's audit office, and the responsible unit shall be notified if necessary.

"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding the Company's

business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

When the Company encounters the first paragraph situation, the responsible unit of the Company shall make a proposal, based on the nature and value of the benefit, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved, and the company's audit office shall be notified at the same time, and the responsible unit shall be notified if necessary.

#### Article 8 Prohibition of and handling procedure for facilitating payments

The Company shall neither provide nor promise any facilitating payment.

If any personnel of the Company provide or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

#### Article 9 Procedures for handling political contributions

The Company shall neither provide nor promise any political contributions.

#### Article 10 Procedures for handling donations or sponsorships

The total amount of donations or sponsorships of the Company throughout the year is capped at 0.2% of the total operating revenue, and be provided in accordance with the following provisions. The revision of the annual total amount shall be implemented after the approval of the board of directors. When the total annual amount exceeds the upper limit, except for public welfare donations for emergency relief due to major natural disasters, which can be ratified by the next board of directors, the rest shall be provided only after it has been submitted for adoption by the board of directors:

1. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.
2. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of the Company's commercial dealings or a party with which any personnel of the Company has a relationship of interest
3. After a donation or sponsorship has been given, it shall be ascertained

that the destination to which the money flows is consistent with the purpose of the contribution.

#### Article 11 Recusal

When a director, officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting, that director, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

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

#### Article 12 Special unit in charge of confidentiality regime and its responsibilities

The Company has established its Intellectual Property Committee to be responsible for the establishment and execution of the management, preservation, and confidentiality procedures for the Company's business secrets, trademarks, patents, works, and other intellectual properties, and it shall regularly examine the implementation results to ensure the continuous effectiveness of its procedures.

Personnel of the Company shall duly comply with the requirements related to intellectual properties in the preceding paragraph, shall not leak the Company's business secrets, trademarks, patents, works, and other intellectual properties to others, and shall not inquire about or collect the Company's business secrets, trademarks, patents, works, and other intellectual properties not related to their duties.

#### Article 13 Prohibition of disclosing trade secrets

All personnel of this Corporation shall faithfully follow the operational directions pertaining to trade secrets and may not disclose to any other party any trade secrets, nor may they inquire about or collect any trade secrets of the Company unrelated to their individual duties.

#### Article 14 Prohibition against insider trading

All personnel of the Company shall adhere to the provisions of the

Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Article 15 Non-disclosure agreement

Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

Article 16 Announcement of policy of ethical management

The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17 Ethical management evaluation prior to development of commercial relationships

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

1. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.

2. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
3. Whether enterprise's business operations are located in a country with a high risk of corruption.
4. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
5. The long-term business condition and degree of goodwill of the enterprise.
6. Consultation with the enterprise's business partners on their opinion of the enterprise.
7. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 Statement of ethical management policy to counterparties in commercial dealings

Any personnel of The Company, when engaging in commercial activities, shall make a statement to the trading counterparty about The Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name, including rebates, commissions, facilitation payments, or providing or receiving improper benefits through other channels.

Article 19 Avoidance of commercial dealings with unethical operators

All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.

Article 20 Stipulation of terms of ethical management in contracts

Before entering into a contract with another party, The Company shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of The Company part of the terms and conditions of the contract, stipulating at the least the following matters:

1. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
2. Specific and reasonable payment terms, including the place and method

of payment and the requirement for compliance with related tax laws and regulations.

Article 21 Handling of unethical conduct by personnel of The Company

When the Company discovers or receives reports of untrustworthy conduct by the Company's personnel, it shall immediately investigate the relevant facts. If it is confirmed that there is a violation of relevant laws or the Company's integrity management policies and regulations, the perpetrator should immediately be required to stop the relevant behavior and deal with it appropriately, and if necessary, request damages through legal procedures to protect the reputation and rights of the Company.

The time limit for handling a reported case is one month in principle. Those who fail to complete the case within the time limit may extend the time limit by one month only once.

With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

The audit office of the Company shall report to the board of directors a follow-up report on dishonest behaviors, handling methods of each unit, and follow-up review and improvement measures.

Article 22 Actions upon event of unethical conduct by others towards The Company

If any personnel of the Company discover that another party has engaged in unethical conduct towards The Company, and such unethical conduct involves alleged illegality, The Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, The Company shall additionally notify the governmental anticorruption agency.

Article 23 Establishment of a system for rewards, penalties, and complaints, and related disciplinary measures

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of the Company seriously violate ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of The Company.

The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

#### Article 24 Enforcement

These Procedures and Guidelines, and any amendments hereto, shall be approved by the audit committee, be implemented after adoption by resolution of the board of directors, and reported to the shareholders meeting.

The procedures and guidelines for conduct was established on December 18, 2019. The 1st amendment was made on August 3, 2021. The 2nd amendment was made on November 7, 2023.

## Appendix 9

# **Taya Electric Wire & Cable Co., Ltd.**

## **Rules for Election of Directors**

Article 1: Unless otherwise provided in the Company Law or the Articles of Incorporation of this Company, the directors of this Company shall be elected in accordance with the rules specified herein.

Article 2 : The Company's director election adopts registered ballot Cumulative Voting System. The Company's directors shall be elected by adopting the candidate nomination system specified in Article 192-1 and Article 216-1 of the ROC Company Law.

Article 3 : In the election of directors of this Company, each share shall have voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons.

Article 4: In the election of directors of this Company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes and the number of such persons exceeds the specified seats available, such persons acquiring the same votes shall draw lots to decide who should win the seats available, and the Chairman shall draw lots on behalf of the candidate who is not present.

Article 5: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots and sealed on the Company's chop, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 6: At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots. The persons to check the ballots may be appointed from among the shareholders present.

Article 7: The ballot box used for voting shall be prepared by this Company and checked in public by the person to check the ballots before voting.

Article 8: If the candidate is a shareholder of this Company, voters shall fill in the "candidate" column the candidate's name and shareholder's number, and the number of votes cast for such candidate. If the candidate is not a shareholder of this Company, voters shall fill in the "candidate" column the candidate's

name, the candidate's ID number, and the number of votes cast for such candidate. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled in the column.

Article 9: Ballots shall be deemed void under the following conditions:

- (1) The ballot was not prepared by the board of directors;
- (2) A blank ballot is placed in the ballot box A blank ballot is placed in the ballot box;
- (3) The writing is unclear and indecipherable or has been altered;
- (4) The candidate whose name is entered in the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, and a cross-check shows that the candidate's name and identity card number do not match;
- (5) Ballots with other written characters or symbols in addition to candidate's name, shareholder's number (ID number) and the number of votes cast for the candidate;
- (6) The name of the candidates filled in the ballots being the same as another candidate's name and the respective shareholder's numbers (ID numbers) not being indicated to distinguish them;
- (7) The ballot is not filled in based on the instructions in the ballot.

Article 10: The ballot boxes shall be prepared. After voting, the ballot boxes shall be opened by the vote monitoring personnel.

Article 11: The ballots should be calculated during the meeting right after the vote casting and the results of the election should be announced by the Chairman at the meeting.:

Article 12: This Company shall issue notifications to the directors elected

Article 13: These Rules and any revision thereof shall become effective after approval at the shareholders' meeting. They were first amended on May 31, 1991 and subsequently amended on June 9, 2006 (2nd amendment), June 9, 2011 (3rd amendment), June 6, 2014 (4rd amendment), June 5, 2018 (5rd amendment) implemented subject to resolutions by shareholders' meetings.