

Stock Code:3685



Tradetool Auto Co., Ltd.

2025 Annual General Shareholders' Meeting

Meeting Agenda Handbook

MEETING TIME: 29 MAY 2025

**Location: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan
(Chauyang Vil Activity Center Conference Room)**

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Tradetool Auto Co., Ltd.
2025 Annual Meeting of Shareholders

Meeting Procedure

I. Call the Meeting to Order

II. Chairperson Remarks

III. Report Items

IV. Proposed Resolutions

V. Discussion

VI. Election

VII. Other Matters

VIII. Questions and Matters

IX. Adjournment

Tradetool Auto Co., Ltd.
2025 Annual Meeting of Shareholder
Meeting Agenda

Time: 9:00 a.m., 29 May 2025 (Thursday) (24-hour clock)

Shareholders' attendance registrations will be accepted from: 8:30 a.m. (24-hour clock)

Place: 1F., No. 400, Shizheng N. 2nd Rd., Xitun Dist., Taichung City 40727, Taiwan
(Chauyang Vil Activity Center Conference Room)

Type of meeting: Physical Meeting

- I. Meeting Commencement Announcement (Report the total number of shares represented at this AGM)
- II. Chairman's Address
- III. Report Items
 - (I)2024 Business Report
 - (II)Audit Committee's review of 2024 audited financial statements
- IV. Proposed Resolutions
 - (I)Adoption of the 2024 Business Report and Financial Statements
 - (II)Adoption of the Proposal for 2024 Deficit Compensation
- V. Discussion
 - (I)Amendment to the Company's "Articles of Association"

Voting by Poll
- VI. Election
 - (1) Re-election of the Company's directors

Voting by Poll
- VII. Others Matters
 - (1) Proposal to lift the non-compete restrictions on newly appointed directors

Voting by Poll
- VIII. Questions and Matters
- IX. Adjournment

Report Items

Report No. 1:(Proposed by the board of directors)

Description: 2024 Business Report.

Explanation: For the Company's 2024 Business Report, please refer to pp.9-11 of this Handbook.

Report No. 2: (Proposed by the board of directors)

Description: Audit Committee's review of 2024 audited financial statements.

Explanation: For the Company's 2024 Business Report, please refer to p.12 of this Handbook.

Proposed Resolutions

Report No. 1:(Proposed by the board of directors)

Description: Adoption of the 2024 Business Report and Financial Statements.

Explanation:

1. The Company's 2024 financial statements (including Parent Company Only Financial Statements and Consolidated Financial Statements) have been approved by the board of directors and have been reviewed by the CPAs of Ernst & Young, Huang, Tzu Ping and Ching-Yuan Tu Also, the Company's Business Report has been examined by the Audit Committee and has issued an audit report.
2. For the financial statements and records as required in the preceding Paragraph, please refer to pp.9-11 and pp.13-32 of this Handbook.
3. Proposed for adoption.

Report No. 2:(Proposed by the board of directors)

Description: Adoption of the Proposal for 2024 Deficit Compensation.

Explanation:

1. In accordance with the regulations of the Company Act and the Articles of Association, on 6 March 2025, the Company's board of directors proposed its deficit compensation in 2024 as follows:

Tradetool Auto Co., Ltd.
Deficit Compensation Statement



Unit: NT\$

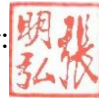
Item	Amount
Unappropriated retained earnings at the beginning of 2024	0
Less:2024 net loss	(41,905,282)
Deficit yet to be compensated – at the end of 2024	(41,905,282)
Items for compensating deficit:	
Capital reserves	41,905,282
Accumulated earnings at the end of 2024	0

Note: The Company did not distribute dividend, employee remuneration and director's remuneration in 2024.

Chairman:



Manager:



Accounting Executive:



2. The Company's net loss in 2024 was NT\$(in New Taiwan Dollars, similarly hereinafter) 41,905,282.
3. According to 26-1 of the Articles of Association, after adding unappropriated retained earnings at the beginning of 2024 of NT\$0, the deficit to be compensated became NT\$41,905,282. The Company proposed to compensate deficit with capital reserves – paid in capital in excess of par of NT\$41,905,282. It is expected that the accumulated earnings at the end will be NT\$0 after executing the proposal. Therefore, the Company did not distribute dividend in 2024.
4. Proposed for adoption.

Discussion

Discussion No. 1: (Proposed by the board of directors)

Description: Amendment to the Company's "Articles of Association".

Explanation: For operational needs and in compliance with relevant regulations, the Company proposes amendments to certain provisions of the Articles of Association. Please refer to the amendment comparison table on p.33 of this Handbook for details

Voting by Poll

Election

Election No. 1: (Proposed by the board of directors)

Description: Re-election of the Company's directors

Explanation:

1. The term of the current Board of Directors of the Company will expire on 29 May 2025. A full re-election is scheduled to take place at the 2025 Annual General Shareholders' Meeting.
2. In accordance with the Company's "Articles of Association", the election of seven directors(including three independent directors) shall be conducted under the candidate nomination system. The shareholders' meeting shall elect directors from the list of nominees. Each director shall serve a three-year term and may be re-elected for consecutive terms. For details on the directors' educational background, professional experience, and other relevant information, please refer to pp.34 to 38 of this Handbook.
3. The Company's newly appointed directors shall take office following the shareholders' meeting, with a term from 29 May 2025 to 28 May 2028, for a duration of three years. The term of the current directors will end upon the conclusion of the 2025 Annual General Shareholders' Meeting.
4. Please refer to p.49-50 of this Handbook for the Company's "Rules for Director Elections".
5. Proposed for election.

Voting by Poll.

Other Matters

Proposal No.1: (Proposed by the board of directors)

Description: Proposal to lift the non-compete restrictions on newly appointed directors.

Explanation:

1. According to Article 209 of the Company Act, a director who conducts any action within the scope of the company's business for themselves or others must explain the key details of such action to the shareholders' meeting and obtain approval.
2. The newly elected directors at the Company's 2025 Annual General Shareholders' Meeting may engage in activities, either for themselves or others, involving the operation of companies that are similar to or within the same business scope as the Company, and may serve as directors of such companies. Provided that such actions do not harm the interests of the Company, it is proposed to seek approval

for the removal of the non-compete restrictions for the newly elected directors and their representatives, effective from the date of their appointment.

3. The proposed content for the removal of the non-compete restrictions for the newly elected directors is as follows:

Title	Name	Removal of the non-compete restrictions
Director	Fu Ya Enterprise Co., Ltd. Representative: CHIANG, KAI-LIANG	Tan De Tech Co., Ltd./Chairman Tradetool Green Energy Co., Ltd./ Chairman Yuan Jie Photoelectric System Co., Ltd./ Chairman Ching Way Industrial Co., Ltd.(Anguilla)/Director Success Horizon Global Limited (Samoa) / Director Samoa Jeng Shiang Investment Holdings Co., Ltd./ Director Suzhou Tradetool Trading Co., Ltd./ Director Xiangyang Tradetool Automobile Parts Co., Ltd./ Director Hunan Baoyuan Automotive Parts Co., Ltd./ Director Henan Baoheyuan Auto Parts Co., Ltd./ Director Conserve & Associates, Inc./ Director Yuanchuang Energy Co., Ltd./ Director Weidian Power Co., Ltd./ Director Vitron Power Co., Ltd./ Director Vitron Co., Ltd./ Director Xingxi Technology Co., Ltd./ Director Aipulasih Technology Co., Ltd./ Director YSG Trade Co., Ltd./ Director Chongqing Xingqiao Industry Co., Ltd./ Director Hangzhou Xingqiao Industry Co., Ltd./ Director Cosma Automotive Systems (Chongqing) Co., Ltd./ Director
Director	CHANG, MING-HUNG	Tan De Tech Co., Ltd./ Director King Metal Technology Co, Ltd./ Director Tradetool Green Energy Co., Ltd./ Director Yuan Jie Photoelectric System Co., Ltd./ Director Suzhou Tradetool Trading Co., Ltd./Chairman Xiangyang Tradetool Automobile Parts Co., Ltd./ Chairman Hunan Baoyuan Automotive Parts Co., Ltd./ Chairman Henan Baoheyuan Auto Parts Co., Ltd./ Chairman Kaifeng Shengfayuan Auto Parts Co., Ltd./ Chairman
Director	LIN, SHENG-CHIEH	Chu Yu Hsiang Co., Ltd./ Independent Director
Independent Director	CHEN, CHUN-MAO	Chain Yarn Co., Ltd./ Director
Independent Director	LIN, YUN-SHAN	Amulaire Thermal Technology, Inc./ Independent Director Power Win Taiwan Co., Ltd./ Independent Director

Voting by Poll

Questions and Matter

Adjournment

Attachment

Attachment I

Tradetool Auto Co., Ltd.
Business Report



To shareholders,

The Group's optical injection molding division is currently focused on the research and development, as well as the production, of bicycle lighting products. It has successfully developed optical patented structures with high LED efficiency and compact size, continuously providing innovative lighting structures to various bicycle brands. As a result of actively seeking partnerships with leading global bicycle brands, the division's bicycle lighting revenue for 2024 has shown consistent growth. In the metal stamping division, during 2024, the Chinese domestic car market saw a significant increase in the market share of domestic brands due to the rising adoption of new energy vehicles, while the sales of Japanese car manufacturers, mainly focusing on internal combustion engine vehicles, did not experience a noticeable rebound. As a result, the division's operations continued to face losses, influenced by the reshuffling of brands in the Chinese car market. However, in an effort to diversify the company's business, substantial investments were made in the green energy sector in July 2024. Through the collective efforts of the entire management team, the company actively expanded its customer base, optimized production processes, and reduced costs, which led to the generation of operating profits for 2024.

1. 2024 Operating Results

Unit: NT\$ (in thousands)

Item	2024	2023	Increase (decrease) amount	Increase (decrease) rate
Operating revenue	1,246,499	1,518,911	(272,412)	-18%
Operating cost	1,047,381	1,253,713	(206,332)	-16%
Gross profit	199,118	265,198	(66,080)	-25%
Operating expense	196,207	284,263	(88,056)	-31%
Operating income(losses)	2,911	(19,065)	21,976	-115%
Non-operating expenses	(13,474)	(26,815)	13,341	-50%
Net loss before tax	(10,563)	(45,880)	35,317	-77%
Tax expense	(9,564)	(2,692)	(6,872)	255%
Net loss for the period	(20,127)	(48,572)	28,445	-59%
Net loss attributable to the shareholders of the parent	(41,906)	(61,204)	19,298	-32%

The Company's consolidated revenue and costs for 2024 declined compared to 2023, primarily due to the impact on the Group's metal stamping division from the brand restructuring in the Chinese automotive market. The decline in sales of Japanese joint venture brands, along with a downturn in fuel vehicle sales, led to a reduction in component revenue and costs. Additionally, in 2024, the optical injection division experienced a downward revision in order demand for small and medium-sized light guide plates, affected by the overall market conditions in the automotive display sector. This resulted in a corresponding decrease in revenue and costs for the division.

Furthermore, due to the reduced orders, the Optical Injection Division faced lower production efficiency, leading to a 25% decline in the Group's gross profit compared to 2023.

The Company's operating expenses in 2024 decreased compared to 2023, which was mainly because of certain customer receivables were not collected on time, resulting in bad debt provisions, whereas no such situation occurred this year. Additionally, the Group made appropriate adjustments to human resources in 2024, leading to a 31% reduction in operating expenses compared to 2023, which contributed to the generation of operating profit in 2024.

Non-operating expenses in 2024 has decreased by 50% than that of 2023, which was mainly because of the rise in US dollar interest rates in 2024. As a result, the interest expenses this year has increased than that of 2023.

To sum up, in 2024, the Company's comprehensive net loss was NT\$20,127,000 and the net loss attributable to the shareholders of the parent was NT\$41,906,000.

2. Financial Profitability Analysis for 2024

Item	2024	2023
Debt Ratio (%)	38.20	42.58
Current Ratio (%)	178.39	133.59
Assets Return Ratio (%)	(0.07)	(1.03)
Equity return ratio attributable to owners of the parent (%)	(5.14)	(7.07)
Net Profit Margin (%)	(1.61)	(3.20)
Losses per Share (after tax) (NT\$)	(0.53)	(0.77)

Note: The table above is prepared based on International Financial Reporting Standards (IFRS) for the compilation of consolidated financial statements.

The Company's debt ratio in 2024 has decreased than that of 2023, while the current rate has increased than that of 2023. It was mainly because the gradual repayment of bank borrowings in 2024, which resulted in the decrease in current liabilities than that of 2023 and further improved the related performance of financial ratio.

Although the metal stamping business remained unprofitable, the Company expanded into the green energy industry in July 2024. Additionally, the Group continued to implement various cost improvement measures, resulting in an improvement in the Company's assets return ratio, equity return ratio, net profit margin and earnings per share (after tax) compared to 2023.

3. Budget implementation for 2024:

The Company did not prepare its financial forecast for 2024.

4. R&D status in 2024

To maintain the development of the industry, the Company has been continuously developing new customers of optical component injection of automotive display and automotive metal stamping and welding parts. Also, the Company has been actively optimizing the automotive lighting products for light source efficiency, power consumption, and compactness. Moreover, the Company is continuously optimizing materials and processes for automotive metal stamping parts, with a proactive investment in research and development." In 2024, the Group invested NT\$33,317,000 in total for R&D, which accounted for about 3% of operating revenues.

5. Summary of the business plan for 2025 and the Company's future development strategy

With rising geopolitical risks, economic uncertainty, trade protection policies, and climate change, numerous research institutions forecast that the global economy will enter a phase of steady growth. However, Asia is still expected to be the main engine driving global economic growth. Currently, in addition to steady domestic growth in China's car market, the total production and sales volume of vehicles continues to rank first in the world. Moreover, China's share in the global new energy vehicle market has seen significant growth. Nevertheless, the current global economic landscape faces complex challenges. Whether it's the global economy or the development of the Chinese automotive market, we must approach with caution. Therefore, the Company has been actively seeking growth opportunities in other Asian regions outside of China.

The Company will pay close attention to global economic development, domestic and international policy trends, as well as regulatory changes, and strive to gain further business opportunities. Moreover, the Company will adjust its production capacity arrangement, continuously improve manufacturing process and keep engaging in various cost rationalization improvement activities to create better performance and increase the Company's benefits and profits and also to give back to shareholders' support to the Company.

Chairman: CHIANG, KAI-LIANG



President: CHANG, MING-HUNG



Chief accounting officer: WANG, CHENG-WEN



Attachment II

Tradetool Auto Co., Ltd.

Audit Committee's Review Report

The board of directors has prepared the Company's 2024 Financial Statements. The CPAs of Ernst& Young, Tzu-Ping Huang and Ching-Yuan Tu , were retained to audit Tradetool Auto Co., Ltd. 's Financial Statements and has issued an audit report relating to The Business Report, Financial Statements, and deficit off-setting have been reviewed and determined to be correct and accurate by the Audit Committee members of Tradetool Auto Co., Ltd. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Best regards,

Tradetool Auto Co., Ltd.

The 2025 Annual General Meeting of Shareholders

Convenor: CHEN, CHUN-MAO

Independent director:



6 March 2025

REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To Tradetool Auto Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Tradetool Auto Co., Ltd. (the “Company”) and its subsidiaries as at 31 December 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the consolidated financial statements, including the summary of material accounting policies.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries (the “Group”) as at 31 December 2024 and 2023, and their consolidated financial performance and cash flows for the years ended 31 December 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Income recognition

Tradetool Auto Co., Ltd. and its subsidiaries recognized operating income of NT\$1,246,499 thousand in 2024. The Group mainly engages in the manufacturing, trading of light guide plates and automotive stamping and welding parts, the development and trading of related molds, and the installation, operation, and maintenance of self-use renewable energy power facilities. The Company determines the timing of product control transfer based on the transaction terms specified in each sales contract, and recognizes sales revenue. Due to the different sales terms for major customers, judgement is made depending on the different transaction conditions. Because of the complexity of identifying the composition of performance obligations and the timing of satisfying performance obligations, there are significant risks in the recognition of operating income. As such, we determined this a key audit matter. Our audit procedures included, but were not limited to, understanding and testing of the effectiveness of the Company and the subsidiaries' internal control related to income recognition in the sales cycle; selecting samples to perform test of details of transactions and reviewing the revenue recognition requirements in the orders or contracts to meet the performance obligations; verifying the significant terms and conditions and checking the relevant supporting documents to confirm the accuracy of the timing to transfer rights of goods; examining the relevant supporting documents of the income transaction for a period of time before and after the balance sheet date to ensure the timing of income recognition was appropriate. We also considered the appropriateness of the disclosure of operating income in Note 6 of the consolidated financial statements.

Valuation for inventories

As at 31 December 2024, the net inventories amounted to NT\$184,405 thousand, accounting for 8% of the total consolidated assets that could have significant impact on the Group. As the inventory price fluctuates greatly due to the influence of the market, the provision for valuation loss, sluggish or obsolete inventories involves major judgments by the management, we therefore determined this a key audit matter. Our audit procedures included, but were not limited to, evaluate the effectiveness of the internal control established by the management for inventory, including performing simple tests and understanding the appropriateness of the management's assessment of inventory evaluation policies and methods, evaluating the management's stocktaking plan and conducting inventory inspections on the spot, checking the unit cost of inventory, sampling inventory purchase and sales related documents to verify the net realizable value, and obtain the inventory aging table and test the correctness of the inventory age. We also considered the appropriateness of the disclosure of valuation for inventories in Notes 5 and 6 of the consolidated financial statements.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's 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 auditor's 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 auditing standards generally accepted in 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 auditing standards generally accepted in the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.
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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that event exists a material uncertainty, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries 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 2024 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as at and for the years ended 31 December 2024 and 2023 as reference.

Huang Tzu Ping
Tu Ching Yuan

Ernst & Young, Taiwan
6 March 2025

Notice to Readers

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2024	31 Dec 2023
Current assets			
Cash and cash equivalents	4, 6(1), 12	\$359,063	\$225,599
Contract assets- current	4, 6(10), 7	13,815	-
Notes receivable, net	4, 6(2), 8, 12	34,208	63,835
Notes receivable- related parties, net	4, 6(2), 7, 8, 12	15,669	10,461
Accounts receivable, net	4, 6(2), 12	270,182	430,189
Accounts receivable- related parties, net	4, 6(2), 7, 12	23,958	8,998
Other receivables- related parties, net	7, 12	139	531
Current tax assets	4	295	35
Inventories	4, 6(3)	184,405	253,084
Prepayment	4	88,454	66,197
Non-current assets held for sale	4	-	6,503
Other current financial assets	8, 12	33,943	25,820
Other current assets- others		4,350	1,874
Total current assets		<u>1,028,481</u>	<u>1,093,126</u>
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4, 12, 13	19,254	19,991
Property, plant and equipment	4, 6(4), 8	879,247	949,002
Right-of-use assets	4, 6(12), 8	167,453	180,769
Intangible assets	4, 6(5)	25,625	38,587
Deferred tax assets	4, 6(16)	81,539	94,279
Other non-current assets- others		10,756	28,411
Total non-current assets		<u>1,183,874</u>	<u>1,311,039</u>
Total assets		<u>\$2,212,355</u>	<u>\$2,404,165</u>

(The accompanying notes are an integral part of the consolidated financial statements)
(continued)

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2024	31 Dec 2023
Current liabilities			
Short-term loans	4, 6(6), 8, 12	\$198,529	\$377,455
Contract liabilities, current	4, 6(10), 7	21,092	15,862
Notes payable	12	39,061	32,285
Notes payable- related parties	7, 12	10,618	645
Accounts payable	12	130,007	197,653
Accounts payable- related parties	7, 12	4,176	11,468
Other payables	12	59,083	70,568
Other payables- related parties	7, 12	19,426	26,533
Current tax liabilities	4	4,668	13,672
Lease liabilities, current	4, 6(12), 12	3,819	9,284
Current portion of long-term loans	4, 6(7), 8, 12	83,432	60,152
Other current liabilities- others		2,624	2,711
Total current liabilities		<u>576,535</u>	<u>818,288</u>
Non-current liabilities			
Long-term loans	4, 6(7), 8, 12	246,476	165,699
Deferred tax liabilities	4, 6(16)	12,938	20,638
Lease liabilities, non-current	4, 6(12), 12	3,978	16,612
Deposits received	12	5,245	2,385
Total non-current liabilities		<u>268,637</u>	<u>205,334</u>
Total liabilities		<u>845,172</u>	<u>1,023,622</u>
Equity attributable to the parent company	4, 6(9)		
Capital			
Common stock		795,740	795,740
Capital surplus		86,376	130,965
Retained earnings			
Special reserve		-	16,615
Accumulated deficits		(41,906)	(61,204)
Total retained earnings		<u>(41,906)</u>	<u>(44,589)</u>
Other components of equity			
Exchange differences on translation of foreign operations		(8,938)	(22,715)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(30,119)	(28,552)
Total other components of equity		<u>(39,057)</u>	<u>(51,267)</u>
Total equity attributable to the parent company		<u>801,153</u>	<u>830,849</u>
Non-controlling interests	4,6(9)(19)	<u>566,030</u>	<u>549,694</u>
Total equity		<u>1,367,183</u>	<u>1,380,543</u>
Total liabilities and equity		<u>\$2,212,355</u>	<u>\$2,404,165</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

		For the Years Ended 31 December	
	Notes	2024	2023
Net sales	4, 6(10), 7	\$1,246,499	\$1,518,911
Cost of sales	6(3)(13), 7	(1,047,381)	(1,253,713)
Gross profit		<u>199,118</u>	<u>265,198</u>
Operating expenses	6(13), 7		
Selling and marketing		(37,552)	(53,168)
General and administrative		(125,614)	(127,119)
Research and development		(33,317)	(67,144)
Expected credit gains (losses)	4, 6(11)	276	(36,832)
Total operating expenses		<u>(196,207)</u>	<u>(284,263)</u>
Operating income (loss)		<u>2,911</u>	<u>(19,065)</u>
Non-operating income and expenses	6(14), 7		
Interest revenue		2,670	2,335
Other gains and losses		7,085	(1,033)
Financial costs		(23,229)	(28,117)
Total non-operating income and expenses		<u>(13,474)</u>	<u>(26,815)</u>
Loss from continuing operations before income tax		<u>(10,563)</u>	<u>(45,880)</u>
Income tax expense	4,6(16)	<u>(9,564)</u>	<u>(2,692)</u>
Loss from continuing operations, net of tax		<u>(20,127)</u>	<u>(48,572)</u>
Other comprehensive income (loss)	6(15)(16)		
Items that may not to be reclassified subsequently to profit or loss			
Equity instruments measured at fair value through other comprehensive		(737)	(8,995)
Income tax related to items that will not be reclassified to profit or loss		(830)	3,740
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations		28,899	(8,961)
Income tax related to items that may be reclassified subsequently to profit or loss		(3,565)	1,074
Total other comprehensive loss, net of tax		<u>23,767</u>	<u>(13,142)</u>
Total comprehensive income (loss)		<u>\$3,640</u>	<u>\$ (61,714)</u>
Net loss attributable to:			
Stockholders of the parent		\$ (41,906)	\$ (61,204)
Non-controlling interests	6(9)(19)	<u>21,779</u>	<u>12,632</u>
		<u>\$ (20,127)</u>	<u>\$ (48,572)</u>
Comprehensive loss attributable to:			
Stockholder of the parent		\$ (29,696)	\$ (70,753)
Non-controlling interests	6(9)(19)	<u>33,336</u>	<u>9,039</u>
		<u>\$3,640</u>	<u>\$ (61,714)</u>
Loss per share (NTD)	4,6(17)		
Loss per share-basic		<u>\$ (0.53)</u>	<u>\$ (0.77)</u>
Loss per share-diluted		<u>\$ (0.53)</u>	<u>\$ (0.77)</u>

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

Item	Note	Equity attributable to the parent company						Non Controlling Interests	Total Equity		
		Common Stock	Capital Surplus	Retained Earnings			Other components of equity			Total	
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations				Unrealized Gains or Losses on Financial Assets at Fair Value Through Other Comprehensive Income
Balance as at 1 Jan 2023	6(9)	\$795,740	\$130,965	\$18,825	\$31,914	\$(34,124)	\$(18,421)	\$(23,297)	\$901,602	\$561,048	\$1,462,250
Appropriations of earnings, 2022:											
Legal reserve used to offset a deficit				(18,825)		18,825			-		-
Special reserve used to offset a deficit					(15,299)	15,299			-		-
Net (loss) income in 2023	6(15)					(61,204)	(4,294)	(5,255)	(61,204)	12,632	(48,572)
Other comprehensive income, net of tax in 2023										(3,393)	(13,142)
Total comprehensive income (loss)	6(9)(19)	-	-	-	-	(61,204)	(4,294)	(5,255)	(9,549)	9,039	(61,714)
Change in non controlling interests	6(9)								-	(20,993)	(20,993)
Balance as at 31 Dec 2023		\$795,740	\$130,965	\$ -	\$16,615	\$(61,204)	\$(22,715)	\$(28,552)	\$830,849	\$549,694	\$1,380,543
Balance as at 1 Jan 2024	6(9)	\$795,740	\$130,965	\$ -	\$16,615	\$(61,204)	\$(22,715)	\$(28,552)	\$830,849	\$549,694	\$1,380,543
Appropriations of earnings, 2023:											
Special reserve used to offset a deficit					(16,615)	16,615			-		-
Capital surplus used to offset a deficit			(44,589)			44,589			-		-
Net (loss) income in 2024	6(15)					(41,906)	13,777	(1,567)	(41,906)	21,779	(20,127)
Other comprehensive income, net of tax in 2024										11,557	23,787
Total comprehensive income (loss)	6(9)	-	-	-	-	(41,906)	13,777	(1,567)	(29,696)	33,336	3,640
Change in ownership of subsidiaries	6(9)(19)								-	5,084	5,084
Change in non controlling interests	6(9)(19)								-	(22,084)	(22,084)
Balance as at 31 Dec 2024		\$795,740	\$86,376	\$ -	\$ -	\$(41,906)	\$(8,938)	\$(30,119)	\$801,153	\$566,030	\$1,367,183

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

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December 2024	2023
Cash flows from operating activities:			
Net loss before tax		\$(10,563)	\$(45,880)
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation		116,779	122,704
Amortization		10,054	8,781
Expected credit (gains) losses		(276)	36,832
Inventory (gain from price recovery) valuation losses		(2,164)	10,035
Interest expense		23,229	28,117
Interest income		(2,670)	(2,335)
Loss on disposal of property, plant and equipment		7,365	1,798
Gain on lease modification		(758)	(1)
Impairment loss on non-financial assets		5,341	3,849
Depreciation expense reclassified as other costs		752	556
Expense transfer from property, plant and equipment		1,452	203
Changes in operating assets and liabilities:			
Increase in contract assets		(5,941)	-
Decrease (increase) in notes receivable		29,627	(16,206)
Increase in notes receivable- related parties		(5,208)	(6,142)
Decrease in accounts receivable		158,294	6,053
(Increase) decrease in accounts receivable- related parties		(830)	8,057
Decrease in other receivable- related parties		392	540
Decrease in inventories		80,228	24,738
Decrease (increase) in prepayments		7,310	(1,221)
(Increase) decrease in other current assets		(2,341)	1,308
(Decrease) increase in contract liabilities		(47,241)	7,200
Increase (decrease) in notes payable		6,776	(8,438)
Increase (decrease) in notes payable- related parties		9,973	(5,808)
Decrease in accounts payable		(74,309)	(19,367)
(Decrease) increase in accounts payable- related parties		(7,292)	11,052
Decrease increase in other payables		(6,480)	(11,140)
Increase in other payables- related parties		548	1,678
Decrease in other current liabilities		(230)	(1,702)
Cash provided by generated from operations		291,817	155,261
Interest received		2,542	2,371
Interest paid		(24,434)	(27,056)
Income tax paid		(18,311)	(12,163)
Net cash provided by generated from operating activities		251,614	118,413

(The accompanying notes are an integral part of the consolidated financial statements)
(Continued)

TRADETOOL AUTO CO., LTD. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended 31 December 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Notes	For the Years Ended 31 December 2024	2023
(Continued)			
Cash flows from investing activities:			
Disposal of non-current assets classified as held for sale		6,766	-
Acquisition of property, plant and equipment		(19,780)	(49,273)
Disposal of property, plant and equipment		6,449	6,161
Acquisition of intangible assets		(484)	(11,158)
Decrease (increase) in deposits-out		3,550	(178)
Cash inflow from business combinations		12,406	-
(Increase) decrease in other financial assets		(8,123)	27,616
Increase in prepayments for business facilities		(1,844)	(17,216)
Net cash used in investing activities		(1,060)	(44,048)
Cash flows from financing activities:			
Increase in short-term loans		314,219	635,854
Decrease in short-term loans		(507,114)	(714,598)
Increase in long-term loans		160,344	34,507
Repayment of long-term loans		(60,225)	(62,402)
Decrease in other receivables- related parties		(9,022)	-
Repayment of lease principal		(6,137)	(10,823)
Increase in deposits received		2,860	2,385
Change in non-controlling interests		(22,084)	(20,993)
Net cash used in financing activities		(127,159)	(136,070)
Effect of changes in exchange rate on cash and cash equivalents		10,069	(2,978)
Net increase (decrease) in cash and cash equivalents		133,464	(64,683)
Cash and cash equivalents at beginning of period		225,599	290,282
Cash and cash equivalents at end of period	6(1)	\$359,063	\$225,599

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

REPORT OF INDEPENDENT ACCOUNTANTS

English Translation of a Report Originally Issued in Chinese

To Tradetool Auto Co., Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of Tradetool Auto Co., Ltd. (the “Company”) as at 31 December 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2024 and 2023, and notes to the parent company only financial statements, including the summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as at 31 December 2024 and 2023, and its parent company only financial performance and cash flows for the years ended 31 December 2024 and 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 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 (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. 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 2024 the parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Evaluation accounted for under equity method

The long-term equity investment of Tradetool Auto Co., Ltd. amounted to NT\$512,175 thousand, accounting for 50% of the total assets, which is significant to financial statements. We therefore considered this a key audit matter. The auditor's procedures included, but are not limited to, accounting for the Company's recognition of investment income in investee companies based on its shareholding ratio; discussing with management and understanding the assessment of important matters related to subsidiaries, so as to understand the reasonableness of the revenue recognition and the impairment assessment of accounts receivable of the subsidiaries, and evaluate the appropriateness of the disclosures of the notes to the financial statements by management. In addition, we also considered the appropriateness of the disclosures on investments using the equity method in Note 6 to the financial statements.

Responsibilities of Management and Those Charged with Governance for the parent company only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of the parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's 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 auditor's 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 auditing standards generally accepted in 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 the parent company only financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries 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 2024 the parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Huang Tzu Ping
Tu Ching Yuan

Ernst & Young, Taiwan
6 March 2025

Notice to Readers

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	As at	
		31 Dec 2024	31 Dec 2023
Current assets			
Cash and cash equivalents	4, 6(1), 12	\$60,694	\$33,258
Other receivables, net-related parties	6(2), 7, 12	68,110	95,769
Current tax assets	4	37	17
Other current financial assets	8, 12	-	6,040
Other current assets- others		786	668
Total current assets		<u>129,627</u>	<u>135,752</u>
Non-current assets			
Financial assets at fair value through other comprehensive income, non-current	4, 12, 13	19,254	19,991
Investments accounted for under the equity method	4, 6(3), 7	512,175	524,779
Property, plant and equipment	4, 6(4), 8	41,136	42,057
Right-of-use assets	4	3,319	2,710
Investment property	4, 6(5), 8	264,991	269,000
Intangible assets	4	2,593	2,763
Deferred tax assets	4, 6(15)	54,108	59,794
Other non-current assets- others		3,929	5,335
Total non-current assets		<u>901,505</u>	<u>926,429</u>
Total assets		<u>\$1,031,132</u>	<u>\$1,062,181</u>

(The accompanying notes are an integral part of the parent company only financial statements)
(continued)

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2024 and 31 December 2023
(Expressed in Thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	As at	
		31 Dec 2024	31 Dec 2023
Current liabilities			
Short-term loans	4, 6(6), 8, 12	\$ -	\$40,000
Other payables	12	5,596	5,605
Lease liabilities, current	4, 12	2,081	1,531
Current portion of long-term loans	4, 6(7), 8, 12	49,272	21,112
Other current liabilities- others		292	774
Total current liabilities		57,241	69,022
Long-term loans	4, 6(7), 8, 12	159,387	140,468
Deferred tax liabilities	4, 6(15)	12,077	20,636
Lease liabilities, non-current	4, 12	1,274	1,206
Total non-current liabilities		172,738	162,310
Total liabilities		229,979	231,332
Equity attributable to the parent company	4, 6(9)		
Capital			
Common stock		795,740	795,740
Capital surplus		86,376	130,965
Retained earnings			
Special reserve		-	16,615
Accumulated deficits		(41,906)	(61,204)
Total retained earnings		(41,906)	(44,589)
Other components of equity			
Exchange differences on translation of foreign operations		(8,938)	(22,715)
Unrealized gains or losses on financial assets at fair value through other comprehensive income		(30,119)	(28,552)
Total other components of equity		(39,057)	(51,267)
Total equity		801,153	830,849
Total liabilities and equity		\$1,031,132	\$1,062,181

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	Notes	For the Years Ended 31 December	
		2024	2023
Net sales	4, 6(3)(10)	\$(32,164)	\$(51,794)
Cost of sales		-	-
Gross loss		(32,164)	(51,794)
Operating expenses			
General and administrative	6(12), 7	(37,133)	(38,348)
Expected credit gains		122	-
Total operating expenses		(37,011)	(38,348)
Operating loss		(69,175)	(90,142)
Non-operating income and expenses	6(13), 7		
Interest revenue		4,467	5,706
Other gains and losses		20,940	14,980
Financial costs		(5,109)	(5,145)
Total non-operating income and expenses		20,298	15,541
Loss from continuing operations before income tax		(48,877)	(74,601)
Income tax income	4, 6(15)	6,971	13,397
Loss from continuing operations, net of tax		(41,906)	(61,204)
Other comprehensive income (loss)	6(14)(15)		
Items that may not be reclassified subsequently to profit or loss			
Unrealised gains or losses from investments in equity instruments measured at fair value		(737)	(8,995)
Income tax related to items that will not be reclassified to profit or loss		(830)	3,740
Items that may be reclassified subsequently to profit or loss			
Exchange differences on translation of foreign operations	6(3)	17,022	(5,368)
Income tax related to items that may be reclassified subsequently to profit or loss		(3,245)	1,074
Total other comprehensive income, net of tax		12,210	(9,549)
Total comprehensive loss		\$(29,696)	\$(70,753)
(Loss) earnings per share (NTD)	4, 6(16)		
(Loss) earnings per share-basic		\$(0.53)	\$(0.77)
(Loss) earnings per share-diluted		\$(0.53)	\$(0.77)

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

Item	Notes	Common Stock	Capital Surplus	Retained Earnings			Other components of equity		Total
				Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	Unrealized Gains or Losses on Financial Assets at Fair Value Through Other Comprehensive Income	
Balance as at 1 Jan 2023	6(9)	\$795,740	\$130,965	\$18,825	\$31,914	\$(34,124)	\$(18,421)	\$(23,297)	\$901,602
Appropriations of earnings, 2022:									
Legal reserve				(18,825)		18,825			-
Special reserve					(15,299)	15,299			-
Net loss in 2023						(61,204)			(61,204)
Other comprehensive income, net of tax in 2023	6(14)						(4,294)	(5,255)	(9,549)
Total comprehensive income (loss)						(61,204)	(4,294)	(5,255)	(70,753)
Balance as at 31 Dec 2024	6(9)	\$795,740	\$130,965	\$-	\$16,615	\$(61,204)	\$(22,715)	\$(28,552)	\$830,849
Balance as at 1 Jan 2024	6(9)	\$795,740	\$130,965	\$-	\$16,615	\$(61,204)	\$(22,715)	\$(28,552)	\$830,849
Appropriations of earnings, 2023:									
Special reserve used to offset a deficit					(16,615)	16,615			-
Capital surplus used to offset a deficit			(44,589)			44,589			-
Net loss in 2024						(41,906)	13,777	(1,567)	(41,906)
Other comprehensive income, net of tax in 2024	6(14)								12,210
Total comprehensive loss						(41,906)	13,777	(1,567)	(29,696)
Balance as at 31 Dec 2024	6(9)	\$795,740	\$86,376	\$-	\$-	\$(41,906)	\$(8,938)	\$(30,119)	\$801,153

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

TRADETOOL AUTO CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the Years Ended 31 December 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	For the Years Ended 31 December	
Notes	2024	2023
Cash flows from operating activities:		
Net loss income before tax	\$(48,877)	\$(74,601)
Adjustments:		
Reconcile net income to net cash provided by operating activities:		
Depreciation	7,235	7,325
Amortization	170	156
Interest expense	5,109	5,145
Interest income	(4,467)	(5,706)
Share of loss of subsidiaries, associates and joint ventures	32,164	51,794
Dividends income	17,162	15,866
Changes in operating assets and liabilities:		
(Increase) decrease in other receivable- related parties	(72)	363
(Increase) decrease in other current assets	(99)	427
Increase (decrease) in other payable	93	(127)
(Decrease) increase in other current liabilities	(482)	92
Cash provided by (used in) generated from operations	7,936	734
Interest received	4,991	4,308
Interest paid	(5,008)	(5,053)
Income tax received (paid)	3	(152)
Net cash provided (used in) generated from operating activities	7,922	(163)
Cash flows from investing activities:		
Acquisition of investments accounted for under the equity method	(19,700)	(8,689)
Acquisition of property, plant and equipment	(399)	-
Decrease (increase) in deposits-out	1,406	(1,699)
Decrease (increase) in other receivable- related parties	27,188	(18,284)
Decrease in other financial assets	6,040	969
Net cash (used in) provided by investing activities	14,535	(27,703)
Cash flows from financing activities:		
Increase in short-term loans	90,000	60,000
Decrease in short-term loans	(130,000)	(60,000)
Increase in long-term loans	76,000	-
Decrease in long-term loans	(28,921)	(20,717)
Decrease in lease liabilities	(2,100)	(2,176)
Net cash provided (used in) financing activities	4,979	(22,893)
Net increase (decrease) in cash and cash equivalents	27,436	(50,759)
Cash and cash equivalents at beginning of period	33,258	84,017
Cash and cash equivalents at end of period	6(1) 60,694	33,258

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

Attachment V

Tradetool Auto Co., Ltd.

Comparison Table for the “Rules of Procedure for Board of Directors Meetings” Before and After Revision

Date of the resolution being approved: 6 March 2025

Date of shareholders meeting: 29 May 2025

After Revision	Before Revision
<p>Article 26</p> <p>Where there are profits of the Company for the year, the Company shall allocate above 2% and less than 10% as employee remuneration. For director remuneration, the Company shall allocate less than 3%. Nonetheless, the Company shall have reserved a sufficient amount to offset its accumulated losses. <u>The amount of preceding employee remuneration shall allocate no less than 5% for the distribution of remuneration to grassroot employees</u> and shall be obtained by the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee remuneration shall be distributed in stocks (treasury stocks, new share issuance) or cash and shall be determined by the board of directors by a resolution and reported to the shareholders meeting.</p>	<p>Article 26</p> <p>Where there are profits of the Company for the year, the Company shall allocate above 2% and less than 10% as employee remuneration. For director remuneration, the Company shall allocate less than 3%. Nonetheless, the Company shall have reserved a sufficient amount to offset its accumulated losses. The preceding employee remuneration obtained by the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee remuneration shall be distributed in stocks (treasury stocks, new share issuance) or cash and shall be determined by the board of directors by a resolution and reported to the shareholders meeting.</p>
<p>Article 30</p> <p>This Articles of Association is stipulated on 24 August 1983, and its first amendment was on 12 September 1983, the second amendment was on 1 October 1984, the third amendment was on 23 May 1986, the fourth amendment was on 20 October 1986, the fifth amendment was on 12 June 1988, the sixth amendment was on 2 August 1988, the seventh amendment was on 16 June 2003, the eighth amendment was on 1 July 2004, the ninth amendment was on 25 March 2005, the tenth amendment was on 19 May 2005, the eleventh amendment was on 30 June 2005, the twelfth amendment was on 10 November 2005, the thirteenth amendment was on 16 October 2006, the fourteenth amendment was on 26 June 2007, the fifteenth amendment was on 20 May 2008, the sixteenth amendment was on 19 May 2009, the seventeenth amendment was on 6 August 2009, the eighteenth amendment was on 21 April 2010, the nineteenth amendment was on 21 April 2010, the twentieth amendment was on 18 May 2011, the twenty-first amendment was on 28 June 2012, the twenty-second amendment was on 5 May 2016, the twenty-third amendment was on 8 June 2017, the twenty-fourth amendment was on 30 May 2022, <u>the twenty-fifth amendment was on 29 May 2025</u></p>	<p>Article 30</p> <p>This Articles of Association is stipulated on 24 August 1983, and its first amendment was on 12 September 1983, the second amendment was on 1 October 1984, the third amendment was on 23 May 1986, the fourth amendment was on 20 October 1986, the fifth amendment was on 12 June 1988, the sixth amendment was on 2 August 1988, the seventh amendment was on 16 June 2003, the eighth amendment was on 1 July 2004, the ninth amendment was on 25 March 2005, the tenth amendment was on 19 May 2005, the eleventh amendment was on 30 June 2005, the twelfth amendment was on 10 November 2005, the thirteenth amendment was on 16 October 2006, the fourteenth amendment was on 26 June 2007, the fifteenth amendment was on 20 May 2008, the sixteenth amendment was on 19 May 2009, the seventeenth amendment was on 6 August 2009, the eighteenth amendment was on 21 April 2010, the nineteenth amendment was on 21 April 2010, the twentieth amendment was on 18 May 2011, the twenty-first amendment was on 28 June 2012, the twenty-second amendment was on 5 May 2016, the twenty-third amendment was on 8 June 2017, the twenty-fourth amendment was on 30 May 2022.</p>

Attachment VI

Title	Name	Gender	Major Education and Experience	Current position	Shareholding
Director	Fu Ya Enterprise Co., Ltd. Representative: CHIANG, KAI-LIANG	Male	<ul style="list-style-type: none"> ● Master's degree/ Department of business management, Institute of National Tsing Hua University 	<ul style="list-style-type: none"> ● Tradetool Auto Co., Ltd. /Chairman ● Tan De Tech Co., Ltd. /Chairman ● Tradetool Green Energy Co., Ltd. /Chairman ● Yuan Jie Photoelectric System Co., Ltd./Chairman ● Ching Way Industrial Co., Ltd. (Anguilla) /Director ● Success Horizon Global Limited (Samoa) / Director ● Samoa Jeng Shiang Investment Holdings Co., Ltd. / Director ● Suzhou Tradetool Trading Co., Ltd. / Director ● Xiangyang Tradetool Automobile Parts Co., Ltd./ Director ● Hunan Baoyuan Automotive Parts Co., Ltd. / Director ● Henan Baoheyuan Auto Parts Co., Ltd. / Director ● Conserve & Associates, Inc./ Director ● Chyan Feng Xing Machinery Co., Ltd./Supervisor ● Yuanchuang Energy Co., Ltd./ Director ● Weidian Power Co., Ltd./ Director ● Vitron Power Co., Ltd./ Director ● Vitron Co., Ltd./ Director ● Xingxi Technology Co., Ltd./ Director ● Aipulasih Technology Co., Ltd./ Director ● YSG Trade Co., Ltd./ Director 	17,418,076

Title	Name	Gender	Major Education and Experience	Current position	Shareholding
				<ul style="list-style-type: none"> ● Chongqing Xingqiao Industry Co., Ltd./ Director ● Hangzhou Xingqiao Industry Co., Ltd./ Director ● Cosma Automotive Systems (Chongqing) Co., Ltd./ Director ● Fu Ya Enterprise Co., Ltd./ Supervisor ● Ai Po Technology Co., Ltd./Supervisor 	

Title	Name	Gender	Major Education and Experience	Current position	Shareholding
Director	CHANG, MING-HUNG	Male	<ul style="list-style-type: none"> ● Phd/College of Management, YunTech ● Deputy general manager/ Horizon Securities Capital Market Division Taichung Office. ● Concurrent position as lecturer/ College of Management, YunTech ● Concurrent position as lecturer/ Department of finance, Tunghai University ● Senior manager/ First Securities Inc. Capital Market Division Taichung Office ● Manager/ Jianhua (Hong)Securities and Capital Market Division Taichung Branch 	<ul style="list-style-type: none"> ● Tradetool Auto Co., Ltd./ Director and General manager ● Tan De Tech Co., Ltd./ Director ● King Metal Technology Co, Ltd./Director ● Tradetool Green Energy Co., Ltd./ Director and General manager ● Yuan Jie Photoelectric System Co., Ltd./ Director and General manager ● Suzhou Tradetool Trading Co., Ltd. /Chairman ● Xiangyang Tradetool Automobile Parts Co., Ltd./Chairman and General manager ● Hunan Baoyuan Automotive Parts Co., Ltd./ Chairman and General manager ● Henan Baoheyuan Auto Parts Co., Ltd./ Chairman ● Kaifeng Shengfayuan Auto Parts Co., Ltd./Chairman 	389,000
Director	LIN, SHENG-CHIEH	Male	<ul style="list-style-type: none"> ● Master's degree/ Department of business administration, National Chung Cheng University ● Remuneration Committee member/ Cyber Power Systems, Inc. ● Assistant professor/ Asia University ● Lecturer/ Overseas Chinese University ● Chief/PricewaterhouseCoopers Taiwan 	<ul style="list-style-type: none"> ● Wan Tai Certified Public Accountant/ Office Director ● Chu Yu Hsiang Co., Ltd./Independent director ● King Metal Technology Co, Ltd./ Supervisor ● Apogean Metal Co., Ltd./ Supervisor ● Ysg Trade Co., Ltd./ Supervisor ● Jiacheng Investment Co., Ltd./Supervisor 	439,000
Director	Ai Po Technology Co., Ltd.	Not applicable	Not applicable	Not applicable	17,418,076

Title	Name	Gender	Major Education and Experience	Current position	Shareholding
Independent Director	CHEN, CHUN-MAO	Male	<ul style="list-style-type: none"> ● Master of law/ Soochow University ● EMBA/ Fengchia University ● Department of financial and economic law, Asia University ● Concurrent position as lecturer/ National Taichung University of Science and Technology ● Concurrent position as lecturer EMBA of Fengchia University ● Lecturer/Taiwan Corporate Governance Association ● Special Assistant to the Chairman / Head of Legal Affairs ● Prosecutor/ Taiwan Taichung District Prosecutors Office ● Prosecutor/ Taiwan Taoyuan District Prosecutors Office ● Engineer/ Eva Airways Corporation ● Engineer/ Yeu Tyan Machinery MFG Co., Ltd 	<ul style="list-style-type: none"> ● Attorney-at-law/ Chang Yao Attorney at Law ● Director/ Chain Yarn Co., Ltd. 	0
Independent Director	LIU, TE-SHOU	Male	<ul style="list-style-type: none"> ● Studied/ Chung Yuan Christian University ● Legal consultant/ Taoyuan Management Office, Irrigation Agency, Council of Agriculture Executive Yuan, Litigation counseling for military ● Counseling lawyer/ Ministry of National Defense, R.O.C. ● Legal consultant/ Civil Affairs Office of Pingzhen District, Taoyuan 	<ul style="list-style-type: none"> ● Attorney-at-law/ Shou De Attorney at Law 	0

Title	Name	Gender	Major Education and Experience	Current position	Shareholding
			<ul style="list-style-type: none"> ● Legal consultant/ Department of Land Administration, Taoyuan ● Clerk/ Taiwan Taoyuan District Court 		
Independent Director	LIN, YUN-SHAN	Female	<ul style="list-style-type: none"> ● Master of business management/ University of East Anglia. ● CPA/ Chia-Chung accounting firm ● Project director/ Audit plan for project of Environmental Protection Administration and local Department of Environmental Protection. ● Project manager/ BDO Taiwan ● Financial manager/ Sports-Ace International Co., Ltd ● Financial manager/ Taiwan Auto-Design Co. (TADC) ● Cost accounting deputy manager/ Formica Taiwan Corporation ● Audit deputy manager/ Deloitte 	<ul style="list-style-type: none"> ● CPA/ EnWise CPAs & Co ● Amulair Thermal Technology, Inc. /Independent director ● Power Win Taiwan Co., Ltd. / Independent director 	0

Appendix

Appendix 1

Tradetool Auto Co., Ltd.

Articles of Association

Approved by the shareholders meeting on 30 May 2022

Chapter 1 General Provisions

Article 1: The Company shall be incorporated under the Company Act of the Republic

of China, and its name shall be 元創精密車業股份有限公司, and TRADETOOL AUTO CO., LTD. in English.

Article 2: The business of the Company is as follows:

- | | |
|------------|--|
| 1.C805050 | Industrial Plastic Products Manufacturing |
| 2.CC01040 | Lighting Equipment Manufacturing |
| 3.CC01080 | Electronics Components Manufacturing |
| 4.CC01110 | Computer and Peripheral Equipment Manufacturing |
| 5.CC01120 | Data Storage Media Manufacturing and Duplicating |
| 6.CE01030 | Photographic and Optical Equipment Manufacturing |
| 7.CQ01010 | Die manufacturing |
| 8.CD01030 | Automobiles and Parts Manufacturing |
| 9.CD01040 | Motorcycles and Parts Manufacturing |
| 10.F113020 | Wholesale of Household Appliance |
| 11.F119010 | Wholesale of Electronic Materials |
| 12.F401010 | International Trade |
| 13.I501010 | Product Designing |
| 14.F114030 | Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories |
| 15.IG02010 | Research Development Service |
| 16.H201010 | Investment |
| 17.ZZ99999 | All business activities that are not prohibited or restricted |
- by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in Taichung City, the Republic of China, and may, pursuant to a resolution adopted at the meeting of the board of directors, set up branch offices within or outside the territory of the Republic of China when deemed necessary.

Article 4: Public announcements of the Company shall be made according to Article 28 of the Company Act.

Chapter 2 Capital Stock

Article 5: The total capital stock of the Company shall be in the amount of 2,000,000,000 New Taiwan Dollars, divided into 200,000,000 shares, at ten New Taiwan Dollars to be issued in installments. Each. A total of 30,000,000 New Taiwan Dollars among the above total capital stock should be reserved for stock warrants, preferred shares with warrants or quota of the conversion for corporate bonds with warrants, which amounted to 3,000,000 shares, at ten New Taiwan Dollars each. The unissued shares were authorized to the board of directors to issue in installments.

If the Company's shares shall be purchased by the Company itself to comply with the laws, the Company has authorized the board of directors for implementation according to the regulations and the laws. The Company transfers shares to employees at less than the average actual share repurchase price or employee stock option certificates that were issued at the subscription price lower than market price (net worth per share) shall be submitted to the shareholders meeting for approval. The shareholders' meeting shall be approved by two-thirds or more of the votes of the shareholders present at the shareholders meeting who represent a majority of the total number of issued shares.

The treasury shares purchased by the Company in accordance with the Company Act, the transferee of which includes the employees of parents or subsidiaries of the company meeting certain specific requirements. Qualification requirements of employees entitled to receive share subscription warrant includes the employees of parents or subsidiaries of the company meeting certain specific requirements.

While issuing new shares, the qualification requirements of employees include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Qualification requirements of employees entitled to be granted new restricted employee shares issued by the Company include the employees of parents or subsidiaries of the company meeting certain specific requirements.

Article 6: The shares issued by the Company may be exempted from printing any share certificate for the shares; nonetheless, the issued shares shall be registered with a centralized securities depository enterprise.

Article 7: Registration for transfer of shares shall be suspended for a period of sixty days before the convening date of a regular shareholders meeting, thirty days before the convening date of a special shareholders meeting, or within five days before the date on which dividends, bonus, or other benefits are scheduled to be paid by the Company.

Chapter 3 Shareholders Meeting

Article 8: Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. The procedure for convening a shareholders meeting in accordance with the Company Act and related regulations and laws.

A shareholders meeting can be held by means of convening a physical shareholders meeting with the assistance of video conferencing, virtual-only shareholders meeting or other means approved and published by the central regulating authorities. The Company shall in line with the conditions, procedures and other affairs stipulated by the central competent authorities.

Article 9: According to Article 177 of the Company Act, if a shareholder is unavailable to attend a shareholders meeting, he/she could hand in a written proxy and appoints a proxy to attend the shareholders meeting on his/her behalf. Unless otherwise stipulated in the Company Act, the means of attending a shareholders meeting by proxy shall in line with the “Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies”.

Article 10: A company whose shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders meeting shall describe in the shareholders meeting notice the method of exercising their voting power.

A shareholder who exercises his/her/its voting power at a shareholders meeting in writing or by way of electronic transmission as set forth in the preceding Paragraph shall be deemed to have attended the said shareholders meeting in person, but shall be deemed to have waived his/her/its voting power in respect of any extemporaneous motion(s) and/or the amendment(s) to the contents of the original proposal(s) at the said shareholders meeting.

In case a shareholder elects to exercise his/her/its voting power in writing or by way of electronic transmission, his/her/its declaration of intention shall be served to the company two days prior to the scheduled meeting date of the shareholders meeting, whereas if two or more declarations of the same intention are served to the company, the first declaration of such intention received shall prevail; unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

After shareholders exercise their voting rights in writing or electronically and wish to attend the shareholders' meeting in person, they should, by two days prior to the meeting, retract their previously exercised voting intentions using the same method as exercising their voting rights. Failure to retract within the specified period shall result in the previously exercised voting rights via written or electronic means being considered valid.

In case a shareholder has exercised his/her/its voting power in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders meeting in his/her/its behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

Article 11: The chairman shall preside the shareholders meeting, and if the chairman is on leave or absent, the vice chairman shall act on his/her behalf. In case the chairman and vice chairman are absent at the same time, the chairman shall designate one of the directors, or where there is no director being designated, to act on his/her behalf. For a shareholders meeting convened by any other person having the convening right, the chairman shall in line with the regulation of Article 182-1 of the Company Act.

Article 12: In addition to the circumstances stipulated in Paragraph 3 of Article 157 and Article 179 of the Company Act and other related regulations, each of the Company's shareholder is entitled to one vote for each share held.

Article 13: Unless otherwise provided for in the Company Act, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 14: Resolutions adopted at a shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting. The distribution of the minutes of shareholders meeting as required in the preceding Paragraph may be effected by means of a public notice of disclosing on the Market Observation Post System. The minutes of shareholders meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept persistently throughout the life of the Company.

Article 14-1: If the Company plans to revoke the public issuance of its shares, it shall be proposed as a resolution and approved by the shareholders meeting, and this provision shall remain unchanged during both the emerging stock market and the listed stock market periods.

Chapter 4 Board of directors and Audit Committee

Article 15: The Company shall have 7 to 9 directors. The number of directors is authorized to the board of directors for resolution, with the term of three years. Directors are chosen from the candidate lists and elected in the

shareholders meeting, and they shall be eligible for re-election. After being elected, the Company shall take out liability insurance for directors during their terms.

For the aggregate shareholding percentage of all of the directors shall in line with the regulations stipulated by the central competent authority.

The Company adopts cumulative voting method with registered form for the election of directors. In the process of electing directors at a shareholders meeting, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. If the method requires amendment, it shall be in line with Article 172 of the Company Act and other related regulations and specify the explanation of the material contents.

Article 15-1: The preceding number of directors includes independent directors, which shall not less than three people and shall be above one-fifth of all the directors.

Directors (including independent directors) shall be elected by adopting candidates nomination system as specified in Article 192-1 of the Company Act. The implementation and related affairs shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law.

The election of directors shall comply with Article 198 of the Company Act, independent and non-independent directors shall elected at the same time, but in separately calculated numbers. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director or non-independent director elect. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be prescribed by the Securities and Exchange Act and other related regulations and laws.

Article 15-2: In compliance with Articles 14-4 of the Securities and Exchange Law, the Corporation shall establish an Audit Committee, which shall consist of all independent directors. The Audit Committee or the members of Audit Committee shall be responsible for those responsibilities of supervisors specified under the Company Act, the Securities and Exchange Law and other relevant regulations. Supervisor was abolished on the date that the Audit Committee was established.

The number, term of office, functions and powers and other affairs that shall comply with shall be regulated by related regulations and laws.

The Company's board of directors is available to establish other functional committees such as Remuneration Committee, and the qualification, functions and powers and other related affairs of its members shall be in line with the related regulations and laws, which shall be stipulated by the board of directors.

Article 16: In the case that vacancies on the board of directors exceed one third of the total number of the directors or one-third of the independent directors are dismissed, then the board of directors shall convene a special meeting of the shareholders within 60 days to elect new directors to fill such vacancies. The new directors shall serve the remaining term of the predecessors.

Article 17: In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. However, the competent authority may, ex officio, order the company to elect new directors within a given time limit; and if no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date.

Article 18: The Company's business policy and other important affairs shall be determined by the board of directors.

Except from the first meeting of each newly elected board of directors shall be convened in line with Article 203 of the Company Act, the rest of the meetings shall be convened by the chairman and he/she shall be the chairperson. In case the chairman is unavailable to exercise his/her duties, he /she shall designate one of the directors to on his/her behalf. Where there is no director being designated, one of the directors shall act on his/her behalf.

Article 19: Where there the chairman is on leave or for any reason unable to exercise the powers, his/her proxy shall comply with Article 208 of the Company Act.

Article 20: Except from being stipulated in the Company Act, a board meeting shall be attended by over half of the directors and decided by a resolution to be adopted by a majority vote of the directors. Where there a director for any reason unable to attend a meeting shall give a written proxy stating the scope of authorization with respect to the reasons for meeting and appoint another director to attend the meeting. A director may accept a proxy from one person only.

In case a board meeting is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 20-1: The directors (independent directors included) should be informed 7 days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notice set forth in the preceding paragraph shall state the reason for calling the meeting in writing, E-mail or by fax.

Article 21: The minutes of a board meeting shall bear the signature or seal of the meeting chairperson; a copy of the minutes shall be distributed to each director within 20 days after the meeting, the meeting minutes may be conducted via electronic transmission. A meeting minute shall include a summary of the essential points of the proceedings and the results of the meeting. The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the Company.

Article 22: The board of directors is authorized to determine the salary for the directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the industry.

Article 23: (Deleted)

Chapter 5 Managers

Article 24: The appointment, discharge and the remuneration of the Company's managers shall be in line with Article 29 of the Company Act.

Chapter 6 Accounting

Article 25: After the close of each fiscal year, the following reports shall be prepared by the board of directors, and submitted to the regular shareholders meeting for acceptance:

1. Business Report;
2. Financial Statements;
3. Proposal Concerning the Distribution of Earnings or Covering of Losses.

Article 26: Where there are profits of the Company for the year, the Company shall allocate above 2% and less than 10% as employee remuneration. For director remuneration, the Company shall allocate less than 3%. Nonetheless, the Company shall have reserved a sufficient amount to offset its accumulated losses. The preceding employee remuneration obtained by the employees of parents or subsidiaries of the Company meeting certain specific requirements. Employee remuneration shall be distributed in stocks (treasury stocks, new share issuance) or cash and shall be determined by the board of directors by a resolution and reported to the shareholders meeting.

Article 26-1: Where there are final accounts shall first pay taxes and offset previous losses. Then, set aside 10% of such profits as a legal reserve. However, when the legal reserve amounts to the Company's paid-in capital, this shall not apply. Furthermore, depending on the Company's operational requirements and to comply with legal regulations, the Company shall set aside or reverse a special reserve. Where there are earnings and undistributed earnings at the beginning of the period, the appropriation of earnings shall be proposed by the board and submitted to the shareholders meeting to approve the appropriation.

According to this Article, the Company may authorize the distributable dividends and bonuses in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders meeting. The amount of dividend distributions of dividend policy is based on the Company's surplus earnings of the current year and the accumulated surplus of previous years. The distribution of dividend of the Company may be determined after considering the Company's profit status, capital structure and future operational requirements. The Company's dividend distribution policy shall be determined based on factors such as capital requirements and dilution of the Company's earnings per share, and will be appropriately distributed in the form of stock dividends or cash dividends. For the preceding dividend distributions for shareholders, the ratio of cash dividend distribution shall not be less than 20% of the amount of dividend distribution for the current year.

Article 26-2: Where the Company's legal reserve (only the portion of legal reserve which exceeds 25 percent of the paid-in capital may be distributed) and the paid-in capital in accordance with the regulations of the Company Act is all or partially distributed by cash, the Company shall authorize the board meeting with two-thirds of the directors present and approved by over one half of the directors for implementation and submitted to the shareholders meeting.

Chapter 7 Supplementary Provisions

Article 27: When the Company becomes a shareholder of limited liability in other companies through investment, the total amount of its investments in such other companies may exceed forty percent of the amount of its own paid-up capital.

Article 28: For the Company's need of conducting business, the Company may provide endorsements and guarantees for others after being approved by the board.

Article 29: In regard to all matters not provided for in these Articles of Association, the Company Act of the Republic of China shall govern.

Article 30: This Articles of Association is stipulated on 24 August 1983, and its first amendment was on 12 September 1983, the second amendment was on 1 October 1984, the third amendment was on 23 May 1986, the fourth amendment was on 20 October 1986, the fifth amendment was on 12 June 1988, the sixth amendment was on 2 August 1988,

the seventh amendment was on 16 June 2003, the eighth amendment was on 1 July 2004, the ninth amendment was on 25 March 2005, the tenth amendment was on 19 May 2005, the eleventh amendment was on 30 June 2005, the twelfth amendment was on 10 November 2005, the thirteenth amendment was on 16 October 2006, the fourteenth amendment was on 26 June 2007, the fifteenth amendment was on 20 May 2008, the sixteenth amendment was on 19 May 2009, the seventeenth amendment was on 6 August 2009, the eighteenth amendment was on 21 April 2010, the nineteenth amendment was on 21 April 2010, the twentieth amendment was on 18 May 2011, the twenty-first amendment was on 28 June 2012, the twenty-second amendment was on 5 May 2016, the twenty-third amendment was on 8 June 2017, the twenty-fourth amendment was on 30 May 2022.

Appendix 2

Tradetool Auto Co., Ltd. Rules and Procedures of Shareholders Meeting

Approved by the shareholders meeting on 30 May 2022

1. To establish a strong governance system and sound supervisory capabilities for the Company's shareholders meetings, and to strengthen management capabilities, therefore the Company these rules are established for compliance.
2. Except as otherwise provided by law and regulation or Articles of Association, the Company's rules of procedure for shareholders meetings shall as set out in these rules.
3. Unless otherwise provided by law or regulation, the Company's shareholders meeting s shall be convened by the board of directors.

The Company 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, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby and shall be distributed on-site at the meeting.

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 Association, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors and as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. 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. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may 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, the Company 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.

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment. After a proxy form has been delivered to the Company, 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 the Company before two business days before the meeting date. If the cancellation notice is submitted after that time, votes

cast at the meeting by the proxy shall prevail.

5. The venue for a shareholders meeting shall be the premises of the Company, 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.

6. The Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for 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.

Shareholders or proxies (collectively "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company 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.

The Company 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.

When the government or a juristic person is a shareholder, 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.

7. 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 there is no vice chairperson or 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 managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

When a managing director or a director serves as chair, as referred to in the preceding paragraph, the managing director or 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. The same shall be true for a representative of a juristic person director that serves as chair.

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, at least one supervisor in person, 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 but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

8. The Company, beginning from the time it accepts shareholder attendance registrations, shall make 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 one 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.

9. Attendance at shareholders meeting s 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, 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 disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. 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 one 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.

If the quorum is not met after two postponements as referred to 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 Paragraph 1 of Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month.

When, 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.

10. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). 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 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 of 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, call for a vote, and schedule sufficient time for voting.

11. 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 will be set 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.

When 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.

12. 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 the Company, 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 three 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.

13. 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.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. 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 the Company 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 the Company before two 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 the Company's Articles of Association, 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 Market Observation Post System.

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 the Company.

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.

14. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

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 Company Act, the ballots shall be retained until the conclusion of the litigation.

15. 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.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System (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 voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

16. 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.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

17. 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 the Company, 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.

18. 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.
19. 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 five days in accordance with Article 182 of the Company Act.

20. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3

Tradetool Auto Co., Ltd. Procedures for Election of Directors ..

Approved by the shareholders meeting on 12 August 2021

Article 1: To ensure a just, fair, and open election of directors, these Procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 2: Except as otherwise provided by law and regulation or by this Corporation's articles of incorporation, elections of directors shall be conducted in accordance with these Procedures.

Article 3: The overall composition of the board of directors shall be taken into consideration in the selection of this Corporation's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the company's business operations, operating dynamics, and development needs. It is advisable that the policy include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experience.
Each board member shall have the necessary knowledge, skill, and experience to perform their duties; the abilities that must be present in the board as a whole are as follows:
 1. The ability to make judgments about operations.
 2. Accounting and financial analysis ability.
 3. Business management ability.
 4. Crisis management ability.
 5. Knowledge of the industry.
 6. An international market perspective.
 7. Leadership ability.
 8. Decision-making ability.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The board of directors of this Corporation shall consider adjusting its composition based on the results of performance evaluation.

Article 4: The qualifications for the independent directors of this Corporation shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of this Corporation shall comply with Articles 5, 6, 7, 8, and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.

Article 5: Elections of directors at this Corporation shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.

When the number of directors falls below five due to the dismissal of a director for any reason, this Corporation shall hold a by-election to fill the vacancy at its next shareholders meeting. When the number of directors falls short by one third of the total number prescribed in this Corporation's articles of incorporation, this Corporation shall call a special shareholders meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 6: The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 7: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, 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 8: The number of directors will be as specified in this Corporation's articles of incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified

number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 9: Before the election begins, the chair shall appoint a number of persons with shareholder status to perform the respective duties of vote monitoring and counting personnel. The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 10: A ballot is invalid under any of the following circumstances:

1. The ballot was not prepared by a person with the right to convene.
2. 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 does not conform to the director candidate list.
5. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.

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 Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 12: The board of directors of this Corporation shall issue notifications to the persons elected as directors.

Article 13: These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

Appendix 4

Tradetool Auto Co., Ltd.

Shareholdings of Directors and Independent Directors

As of the book closure date (31 March 2025) of this shareholders meeting, the shareholdings of all the Company's directors recorded in the shareholders' roster is as follows:

Title	Name	Shareholdings Recorded in the Shareholders' Roster on Book Closure Date	
		Numbers of Shares Held	Shareholding (%)
Director	Fu Ya Enterprise Co., Ltd. Representative: CHIANG, KAI-LIANG	17,418,076	21.89%
Director	CHANG, MING-HUNG	389,000	0.49%
Director	LIN, SHENG-CHIEH	439,000	0.55%
Director	Ai Po Technology Co., Ltd.	17,418,076	21.89%
Independent Director	CHEN, CHUN-MAO	0	0%
Independent Director	LIU, TE-SHOU	0	0%
Independent Director	LIN, YUN-SHAN	0	0%
Total		35,664,152	44.82%

(Note)

1. The Company's paid-in capital was NT\$795,740,000, and the number of issued shares was 79,574,000.
2. According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies:
All directors are required to hold a minimum of 6,365,920 shares.
3. It is stipulated in Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies that where the paid-in capital of the company is more than NT\$300 million but NT\$1 billion or less, the total registered shares owned by all directors shall not be less than ten percent of the total issued shares; the total registered shares owned by all supervisors shall not be less than one percent of the total issued shares.
4. Number of shares owned by all the directors: 35,664,152 shares.
All the directors of the Company have achieved the regulatory standard.
5. The Company has established an Audit Committee in accordance with the law, therefore it is not applicable to the regulations related to supervisors' shareholdings.

Appendix 5

Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company:

According to the related regulations of Article 172-1 of the Company Act, the period for the Company to disclose the proposals of shareholders on the Market Observation Post System (MOPS) is from 21 March 2025 to 31 March 2025. As no shareholder proposals were received during this period, there will be no discussion on the matter during the regular shareholders meeting in 2025.