



Stock Code: 6664

GROUP UP INDUSTRIAL CO., LTD

2025 General Shareholders' Meeting

Meeting Handbook

Meeting Time: 9:00 am, Tuesday, May 27, 2025

**Location: (Training Classroom, 4F), No. 188, Heping Rd., Yangmei Dist.,
Taoyuan City**

Table of Contents

2025 ANNUAL GENERAL MEETING AGENDA	1
REPORTS	2
RATIFICATIONS	3
DISCUSSION MATTERS	5
EXTEMPORE MOTIONS	5
ANNEX 1	6
ANNEX 2	10
A NNEX 3	錯誤! 尚未定義書籤。
ANNEX 4	26
APPENDIX 1	29
APPENDIX 2	34
APPENDIX 3	39

Group Up Industrial Co., Ltd.

2025 Annual General Meeting Agenda

- I.** Time: 9:00 am, Tuesday, May 27, 2025
- II.** Location: (Training Classroom, 4th floor), No. 188, Heping Rd., Yangmei Dist., Taoyuan City
- III.** Method of Meeting: Physical Shareholders' Meeting
- IV.** Reports:
 - (I) 2024 Business Report
 - (II) Audit Committee's Review Report
 - (III) Report on the Distribution of Employee and Director Remuneration for 2024
 - (IV) Report on the Distribution of Cash Dividends from 2024 Earnings
 - (V) Explanation of the Reasons for Issuing Corporate Bonds and Related Matters
- V.** Ratifications:
 - (I) Proposal for 2024 Business Report and Financial Statements
 - (II) Proposal for 2024 Earnings Distribution
- VI.** Discussion matters:
 - (I) Amendment to the "Articles of Incorporation" of the Company
- VII.** Extempore motions
- VIII.** Meeting adjourned

[Reports]

Proposal I:

Proposal: 2024 Business Report.

Description: For the Company's 2024 business report, please refer to p.6–9 (Annex 1) of this Handbook.

Proposal II:

Proposal: Audit Committee's Review Report.

Description: For the Company's 2024 audit report of the Audit Committee, please refer to p.10 (Annex 2) of this Handbook.

Proposal III:

Proposal: Report on the Distribution of Employee and Director Remuneration for 2024.

Description:

- (I) In accordance with Article 19 of the "Articles of Incorporation" of the Company.
- (II) For the 2024, the Company has allocated NT\$26,000 thousand for employee remuneration and NT\$5,500 thousand for directors' remuneration. Both remunerations will be distributed in cash, and the Chairman is authorized to determine the distribution date.
- (III) The proposed amounts of employee remuneration and directors' remuneration have no discrepancy from the estimated expenses for 2024.

Proposal IV:

Proposal: Report on the Distribution of Cash Dividends from 2024 Earnings.

Description:

- (I) In accordance with Article 20 of the Articles of Incorporation, the distribution of dividends and bonuses in the form of cash is subject to the resolution adopted by a majority vote of the directors present at a Board of Directors meeting attended by two-thirds or more of the directors, and shall be reported to the shareholders' meeting.
- (II) The proposed cash dividend amounts to NT\$603,569,340, which is NT\$10 per share. The dividend will be calculated proportionally and rounded down to the nearest NT dollar. The total amount of fractional dividends less than NT\$1 will be recognized as other income of the Company. The Chairman is authorized to determine the ex-dividend date, distribution date, and other related matters.
- (III) In the event of any change in the total number of outstanding shares that would affect the dividend ratio, the Chairman is authorized to make appropriate adjustments.

Proposal V:

Proposal: Explanation of the Reasons for Issuing Corporate Bonds and Related Matters.

Description:

Regarding the Company's issuance of its 2nd Domestic Unsecured Convertible Corporate Bonds (Code: 66642) for the purpose of purchasing land and constructing new plants, please refer to the following table for issuance terms and fundraising details.

Name	Group Up Industrial Co., Ltd. 2nd Domestic Unsecured Convertible Corporate Bonds
Approval Date and Reference Number	Financial Supervisory Commission Letter Jin-Guan-Zheng-Fa-Zi No. 1130359064 dated October 18, 2024
Reasons for fundraising	Land acquisition and new plant construction
Total issuance amount:	NT\$1,250,000,000
Par value	NT\$100,000
Issuance price	NT\$106.98
Date of issuance	2024/11/19
Term of issuance	3 years (November 19, 2024 – November 19, 2027)
Coupon rate	Annual coupon rate of 0%
Principal repayment and interest payment method	According to Article 5 of the Issuance and Conversion Regulations (hereinafter referred to as “the Regulations”), the coupon rate of these convertible bonds is 0%, therefore no interest payment date or method is required. Unless the holders of these convertible bonds convert them into the Company's common shares pursuant to Article 10 of the Regulations, or the Company redeems them early pursuant to Article 18 of the Regulations, or the Company repurchases and cancels them through securities dealers, the Company shall repay the principal in a lump sum in cash based on the face value of the bonds within ten business days (including the tenth business day) after the maturity date of these convertible bonds. If the above date falls on a day when Taipei Exchange is closed for business, it will be postponed to the next business day.
Conversion price at issuance	NT\$306 per share
Latest conversion price	NT\$306 per share
Conversion period	February 20, 2025 ~ November 19, 2027
Payment and conversion agent	Stock agency of Fubon Securities Co. Ltd.
Fund utilization and plan implementation status	The land acquisition plan was completed in the 4th quarter of 2024; the new plant construction plan is currently in the detailed planning stage and is expected to be completed by the 4th quarter of 2027 in accordance with the original fund utilization schedule.
Conversion status	As of the corporate bond conversion suspension date on March 29, 2025, the unconverted amount is NT\$1,250,000,000.

[Ratifications]

Proposal I: (by the Board of Directors)

Proposal: Proposal for ratification of the 2024 business report and financial statements.

Description: Both the Company's 2024 consolidated and parent-company-only financial statements have been prepared and audited by CPAs Yu Chi-Lung and Hsu Ming-Fang of KPMG, who have issued their audit reports accordingly. The aforementioned financial statements along with the Business Report have been reviewed by the Audit Committee and are hereby submitted for ratification by the Annual General Meeting in accordance with relevant regulations. Please refer to Annex 1 on pages 6-9 and Annex 3 on pages 11-25 of this handbook.

Resolution:

Proposal II: (by the Board of Directors)

Proposal: Proposal for ratification of 2024 earnings distribution

Description:

- (I) The Company's net income after tax for 2024 was NT\$999,614,233. After adding the adjusting the undistributed earnings of NT\$893,123,426, the accumulated distributable earnings amounted to NT\$1,892,737,659. After appropriating 10% as legal reserve, an amount of NT\$100,387,511, and special reserve of NT\$15,146,784 for exchange differences on translation of foreign financial statements, the distributable earnings totaled NT\$1,807,496,932. The cash dividends to shareholders amount to NT\$603,569,340.
- (II) The Company's 2024 earnings distribution is as follows:

Description	Unit: NT\$
Undistributed earnings at the beginning of the period - 1997 and before	161,943
Undistributed earnings at the beginning of the period - 1998 – 2009	105,771,607
Undistributed earnings at the beginning of the period - 2010 and later	782,929,002
Subtotal of undistributed earnings at the beginning of the period (IFRS)	888,862,552
Add: 2024 net profit after tax	999,614,233
Add (Less): The Company's actuarial pension benefits	4,260,874
Distributable profit	1,892,737,659
Method of distribution:	
Legal reserve appropriation 10%	100,387,511
Appropriation (reversal) of special reserve - exchange differences on translation of foreign operations financial statements	(15,146,784)
Dividends - NT\$10 cash dividend per share (Note)	603,569,340
Undistributed earnings	1,203,927,592

Note: (I) In accordance with Article 20 of the Articles of Incorporation, the distribution of dividends and bonuses in the form of cash is subject to the resolution adopted by a majority vote of the directors present at a Board of Directors meeting attended by two-thirds or more of all directors, and shall be reported to the shareholders' meeting.

(II) The dividend amount is calculated based on 60,356,934 outstanding shares of the Company as of February 25, 2025.

Chairman: Chen An-Shun

Manager: Li Jung-Kun

Head of Accounting: Shen Chin-Wei

Resolution:

【Discussion matters】

Proposal I: (proposed by the Board of Directors)

Proposal: Amendment to the “Articles of Incorporation” of the Company.

Description:

To align with the “Corporate Governance Roadmap 3.0,” “Listed Companies Sustainability Development Action Plan (2023),” and to comply with Article 14, Paragraph 6 of the Securities and Exchange Act and the Financial Supervisory Commission Order Jin-Guan-Zheng-Fa-Zi No. 1130385442 dated November 8, 2024, which strengthens corporate governance and sustainability development principles, certain provisions of the Company’s “Articles of Incorporation” are hereby amended. Please refer to Annex 4 on pages 26-28 of this handbook for the comparison table of the provisions before and after amendment.

Resolution:

【Extempore motions】

【Meeting adjourned】

Annex 1

Group Up Industrial Co., Ltd. 2024 Business Report

I. Business Results for the Previous Year:

(I) Outcomes of Business Plan Implementation

The Company's operating revenue for 2024 was NT\$2,497,759 thousand, representing an increase of NT\$65,138 thousand or approximately 2.68% compared to NT\$2,432,621 thousand in 2023. Net income after tax was NT\$999,614 thousand, with earnings per share (EPS) of NT\$16.97, as detailed below:

Units: NT\$ thousand; %

Account Items	2024 (Consolidated)	2023 (Consolidated)	Increase (decrease) amount	Ratio of change %
Operating revenue	2,497,759	2,432,621	65,138	2.68
Operating cost	1,198,982	1,293,350	(94,368)	-7.30
Gross profit	1,298,777	1,139,271	159,506	14.00
Operating expense	368,657	439,189	(70,532)	-16.06
Operating profit	930,120	700,082	230,038	32.86
Non-operating profit (loss)	311,129	190,275	120,854	63.52
Income before tax	1,241,249	890,357	350,892	39.41

Operating revenue for 2024 increased by 2.68% compared to 2023, primarily due to increased sales of optical cleaning machines and other equipment during 2024. Gross profit for 2024 and 2023 was NT\$1,298,777 thousand and NT\$1,139,271 thousand, respectively, with gross profit margins of 52.00% and 46.83%, representing an increase of 5.17% mainly attributable to differences in product mix. Operating profit for 2024 and 2023 was NT\$930,120 thousand and NT\$700,082 thousand respectively, with operating profit margins of 37.24% and 28.78%. The increase in operating profit margin was primarily due to the improvement in gross profit margin. The change in non-operating income (expenses) was mainly due to significant increases in foreign exchange gains resulting from fluctuations in USD exchange rates. Revenue by product category is presented below:

Units: NT\$ thousand; %

Product name \ Year	2024		2023		Increase (decrease) amount	Ratio of change %
	Amount	Ratio (%)	Amount	Ratio (%)		
Medium to high-end printed circuit board process equipment	1,852,739	74.18	1,964,011	80.74	(111,272)	-5.67
Display process equipment	67,899	2.72	7,105	0.29	60,794	855.65
Others	577,121	23.11	461,505	18.97	115,616	25.05
Total	2,497,759	100.00	2,432,621	100.00	65,138	2.68

- (II) Budget Implementation: There is no budget implementation information for 2024 as the Company did not publish any financial forecast.

- (III) Analysis of financial income and expenses and profitability

Unit: %

Analytical Items		2024	2023	2022
Financial structure	Ratio of Liabilities to Assets	54.74	58.44	60.62
	Ratio of Long-term capital to property, plant and equipment	423.15	526.74	487.21
Solvency	Current ratio	201.51	160.13	162.94
	Quick ratio	156.22	110.75	103.06
	Interest Coverage Ratio	213.72	136.99	143.11
Profitability	Return on assets (%)	12.75	10.83	12.44
	Return on equity (%)	29.12	26.5	28.54
	Ratio of pre-tax net profit to paid-in capital (%)	206.18	153.57	141.57
	Net profit margin (%)	40.02	29.33	26.69
	Earnings per share (NTD)	16.97	12.65	11.44

The current ratio for 2024 was 201.51% compared to 160.13% in 2023, representing an increase of 25.84%, and the quick ratio for 2024 was 156.22% compared to 110.75% in 2023, representing an increase of 41.05%, mainly due to the increase in cash and cash equivalents from the issuance of convertible corporate bonds. The interest coverage ratio, return on capital before tax, and net profit margin for 2024 increased by 56.01%, 34.26%, and 36.43%, respectively, compared to 2023, mainly due to changes in product mix which improved gross profit margin, resulting in increased income before tax and net income. Earnings per share for 2024 was NT\$16.97, an increase of NT\$4.32 or 34.15% compared to NT\$12.65 in 2023, mainly due to increased net income resulting from improved gross profit margin.

- (IV) Research and Development

Units: NT\$ thousand; %

Item and year	2024	2023	2022
Research and development expenses	134,370	183,402	164,598
Net operating income	2,497,759	2,432,621	2,357,053
R&D expenses as a percentage of net operating revenue (%)	5.38%	7.54%	6.98%

II. Overview of This Year's Business Plan:

The Company has for many years developed specialized process equipment products for PCB, IC substrates, flexible electronics, optoelectronics, semiconductors, advanced packaging and other industries, based on five major technical pillars: coating, drying, exposure, lamination, and automation in alignment with market trends. In addition to meeting process requirements such as cleanliness, scratch-free handling, oxygen-free environments, vacuum, lamination, and other manufacturing needs, the Company can also

provide corresponding process automation solutions according to customers' overall production line planning requirements. Through modular design, the Company significantly enhances equipment quality while shortening delivery times.

The Company's product applications are distributed across various industries including displays, printed circuit boards, IC substrates, advanced packaging, touch panels, cover glass, semiconductors, optoelectronics, energy components, passive components, electronic materials, and others, developing specialized equipment based on customer production requirements. With a strong design and service team, the Company not only consistently provides high-quality standard products to customers but also develops various types of new products with market competitive advantages each year according to customer needs. The Company has established long-term partnerships with customers, maintaining a stable customer base across multiple industries, which relatively reduces the impact from economic fluctuations in any single industry.

III. Future development strategies of the Company:

1. Short-term business development plan

- Based on the Company's accumulated experience and track record in supporting CIM system architectures in the LCD industry and SECS/GEM300 protocol support in the semiconductor industry, we are enhancing equipment intelligence capabilities to address the smart factory construction trends of our customers and strengthen our market competitive advantage.
- We continue to form alliances with industry peers to jointly build turnkey solutions, develop new customers, and actively pursue orders.
- We remain committed to expanding into markets including semiconductors, advanced packaging, Mini/Micro LED, 3D cover glass, flexible electronics, and others.

2. Long-term development plan

- Based on Gallant's equipment customization development capabilities, we are developing and introducing next-generation process-specific equipment in line with the new process requirements of our existing customer base.
- In coordination with upstream new material development from our customers, we are simultaneously developing specialized process equipment through cross-industry alliances, marketing materials and equipment together or through mutual recommendations, creating win-win opportunities.
- We are forming alliances with major European, American, and Japanese manufacturers, collaborating through OEM/ODM approaches and conducting market development.

IV. Impact of the external competitive environment, regulatory environment, and overall business environment:

In response to the external competitive environment, regulatory environment, and overall business environment, the Company continuously adheres to the following guidelines to monitor various operational risks, enhance business performance, and promote profit growth.

- A. Possess core technical capabilities in coating, drying, laminating, exposure, and automated integration
- B. Diversify application industries to reduce risk, and be able to develop emerging application fields in line with industry trends, as well as various special automated integrated manufacturing processes to meet market demands
- C. Provide diversified technologies that keep pace with market trends to enhance the Company's

competitiveness within the industry

D. Follow the smart manufacturing trend

E. Provide comprehensive after-sales service and establish timely service locations

Chairman: Chen An-Shun Manager: Li Jung-Kun Head of Accounting: Shen Chin-Wei

Annex 2

Group Up Industrial Co., Ltd. Audit Committee's Review Report

The Board of Directors' submission of the Company's 2024 business report, financial statements (including parent company only financial statements and consolidated financial statements), and earnings distribution proposal has been reviewed by the Audit Committee and found to be appropriate. The 2024 financial statements have been audited by CPAs Yu Chi-Lung and Hsu Ming-Fang of KPMG, who have issued their audit report. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is hereby presented for your review.

Yours sincerely

2025 Annual General Meeting of Group Up Industrial Co., Ltd.

Convener of the Audit Committee: Li Chin-Te

February 25, 2025

Annex 3

Independent Auditors' Report

To the Board of Directors of Group Up Industrial Co.,ltd.:

Opinion

We have audited the consolidated financial statements of Group Up Industrial Co.,ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

1. Revenue recognition

Please refer to Note 4(n) "Revenue recognition" and Note 6(p) "Revenue from contracts with customers" to the consolidated financial statements.

Description of key audit matter:

The Group mainly engaged in the manufacturing and trading of general boxed-shaped equipment, automatic conveyor equipment and ovens. Revenue is recognized when the control of a product is transferred to a customer based on terms and conditions of the sales agreement. Revenue recognition is the main concern of the users of the financial statements. Therefore, we determined that revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the design and effectiveness of the Group's internal controls on revenue recognition; assessing whether the revenue recognition was performed in accordance with the Group's policy; performing sales cut-off test of a period before and after the reporting date by vouching relevant documents of sales transactions to determine whether revenue has been recognized in the proper period.

2. Valuation of trade receivables

Please refer to Note 4(g) "impairment of financial assets", Note 5(a) "accounting assumptions and estimation uncertainty of the valuation of trade receivables", and Note 6(c) "trade receivables" to the consolidated financial statements.

Description of key audit matter:

The Group's impairment of trade receivables is assessed based on historical experience of evidence of impairment and forward-looking information, which rely on the subjective judgment of the management. Therefore, we determined that the valuation of trade receivables is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the design and effectiveness of the Group's internal controls on valuation of trade receivables; obtaining the evaluation report on the impairment of trade receivables; examining the trade receivables aging report, reasons of overdue receivables, and the subsequent collection of the receivables to assess whether the impairment provisions for trade receivables are reasonable.

Other Matter

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified opinion.

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the 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 Reports that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 on Auditing of the Republic of China, we exercise professional judgment and professional skepticism throughout the audit. We also:

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Yu, Chi-Lung and Hsu, Ming-Fang.

KPMG

Taipei, Taiwan (Republic of China)

February 25, 2025

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the 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.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO.,LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

[在此鍵入]

		<u>December 31, 2024</u>		<u>December 31, 2023</u>				<u>December 31, 2024</u>		<u>December 31, 2023</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>			<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
Assets						Liabilities and Equity					
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (notes 6(a)(s))	\$ 1,124,468	13	663,783	9	2130	Current contract liabilities (note 6(p))	\$ 2,864,640	33	3,331,319	46
1110	Current financial assets at fair value through profit or loss (notes 6(b)(s))	805,028	10	602,936	8	2170	Accounts payable (note 6(s))	141,475	2	206,788	3
1150	Notes receivable, net (notes 6(c)(p))	2,828	-	6,056	-	2219	Other payables, others (note 6(l)(s))	198,110	2	204,631	3
1170	Accounts receivable, net (notes 6(c)(p))	423,119	5	464,126	7	2230	Current tax liabilities	129,832	2	78,478	1
130X	Inventories (note 6(e))	1,527,749	18	1,897,653	27	2250	Current provisions (notes 6(k))	37,586	-	46,478	1
1410	Prepayments	27,781	-	18,811	-	2280	Current lease liabilities (note 6(j)(s) and 7)	2,294	-	3,871	-
1476	Other current financial assets (note 6(d) and 8)	2,997,626	35	2,557,055	36	2321	Corporate bonds due within one year or the right of repurchase exercised (Note 6 (i) (s))	50,141	1	-	-
1479	Other current assets, others	11,294	-	4,609	-	2399	Other current liabilities, others	9,868	-	9,680	-
		<u>6,919,893</u>	<u>81</u>	<u>6,215,029</u>	<u>87</u>		Total current liabilities	<u>3,433,946</u>	<u>40</u>	<u>3,881,245</u>	<u>54</u>
Non-current assets:						Non-Current liabilities:					
1511	Non-current financial assets at fair value through profit or loss (notes 6(b)(i)(s))	1,375	-	501	-	2530	Bonds payable (note 6(i)(s))	1,175,142	14	233,043	3
1600	Property, plant and equipment (notes 6(f))	1,216,070	14	624,716	9	2570	Deferred tax liabilities (note 6(m))	46,527	1	24,104	-
1755	Right-of-use assets (note 6(g))	16,784	-	21,994	-	2580	Non-current lease liabilities (notes 6(j)(s) and 7)	5,484	-	9,166	-
1760	Investment property, net (note 6(h))	30,106	-	34,599	-	2640	Net defined benefit liability, non-current (notes 6(l))	30,330	-	38,646	1
1840	Deferred tax assets (note 6(m))	61,868	1	57,720	1	2645	Guarantee deposits received	4,918	-	4,753	-
1980	Other non-current financial assets (notes 6(d) and 8)	322,899	4	202,972	3		Total non-current liabilities	<u>1,262,401</u>	<u>15</u>	<u>309,712</u>	<u>4</u>
1995	Other non-current assets, others	10,737	-	14,352	-		Total liabilities	<u>4,696,347</u>	<u>55</u>	<u>4,190,957</u>	<u>58</u>
		<u>1,659,839</u>	<u>19</u>	<u>956,854</u>	<u>13</u>	3110	Equity attributable to owners of parent (notes 6(i)(n)(o)):	595,776	7	577,916	8
						3140	Ordinary share	6,235	-	-	-
							Advance receipts for share capital			<u>1,869</u>	
								<u>602,011</u>	<u>7</u>	<u>579,785</u>	<u>8</u>
						3200	Capital surplus	<u>860,009</u>	<u>10</u>	<u>534,885</u>	<u>8</u>
							Retained earnings:				
						3310	Legal reserve	513,482	6	441,988	6
						3320	Special reserve	29,400	-	24,676	-
						3350	Unappropriated retained earnings	1,892,737	22	1,428,992	20
								<u>2,435,619</u>	<u>28</u>	<u>1,895,656</u>	<u>26</u>
							Other equity:				
						3410	Exchange differences on translation of foreign financial statements	(14,254)	-	(29,400)	-
							Total equity attributable to owners of parent:	<u>3,883,385</u>	<u>45</u>	<u>2,980,926</u>	<u>42</u>
							Total equity	<u>3,883,385</u>	<u>45</u>	<u>2,980,926</u>	<u>42</u>
							Total liabilities and equity	<u>\$ 8,579,732</u>	<u>100</u>	<u>7,171,883</u>	<u>100</u>
Total assets		<u>\$ 8,579,732</u>	<u>100</u>	<u>7,171,883</u>	<u>100</u>						

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO., LTD. AND SUBSIDIARIES

Consolidated Statement of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue, net (notes 6(p))	\$ 2,497,759	100	2,432,621	100
5000	Operating costs (notes 6(e)(j)(k)(l)(q), 7 and 12)	1,198,982	48	1,293,350	53
	Gross profit from operations	1,298,777	52	1,139,271	47
	Operating expenses (notes 6(c)(j)(l)(q)):				
6100	Selling expenses	119,214	5	141,652	6
6200	Administrative expenses	114,574	5	116,634	5
6300	Research and development expenses	134,370	5	183,402	7
6450	Impairment loss (gain) determined in accordance with IFRS 9	499	-	(2,499)	-
	Total operating expenses	368,657	15	439,189	18
6900	Net operating income	930,120	37	700,082	29
	Non-operating income and expenses (notes 6(i)(j)(r) and 7):				
7100	Interest income	118,673	5	108,453	5
7010	Other income	20,328	1	10,869	-
7020	Other gains and losses, net	177,963	7	77,500	3
7050	Finance costs	(5,835)	-	(6,547)	-
	Total non-operating income and expenses	311,129	13	190,275	8
7900	Profit before income tax	1,241,249	50	890,357	37
7950	Less: income tax expenses (note 6(m))	241,635	10	176,797	8
	Profit	999,614	40	713,560	29
8300	Other comprehensive income (loss):				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Gains on remeasurements of defined benefit plans	5,326	-	1,715	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to loss (note 6(m))	(1,065)	-	(343)	-
	Total items that may not be reclassified subsequently to profit or loss	4,261	-	1,372	-
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign financial statements	18,933	1	(5,905)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(m))	(3,787)	-	1,181	-
	Total items that may be reclassified subsequently to profit or loss	15,146	1	(4,724)	-
8300	Other comprehensive income	19,407	1	(3,352)	-
	Comprehensive income	<u>\$ 1,019,021</u>	<u>41</u>	<u>710,208</u>	<u>29</u>
	Profit attributable to:				
	Owners of parent	<u>\$ 999,614</u>	<u>40</u>	<u>713,560</u>	<u>29</u>
	Comprehensive income attributable to:				
	Owners of parent	<u>\$ 1,019,021</u>	<u>41</u>	<u>710,208</u>	<u>29</u>
	Earnings per share (note 6(o))				
9750	Basic earnings per share (NT dollars)	<u>\$ 16.97</u>		<u>12.65</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ 16.05</u>		<u>11.95</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO.,LTD. AND SUBSIDIARIES

Consolidated Statement of Changes in Equity

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent									Total equity
	Retained earnings						Other equity			
	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements	Total equity attributable to owners of parent	
Balance at January 1, 2023	\$ 550,000	-	312,209	378,545	32,228	1,155,153	1,565,926	(24,676)	2,403,459	2,403,459
Profit for the year ended December 31, 2023	-	-	-	-	-	713,560	713,560	-	713,560	713,560
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-	1,372	1,372	(4,724)	(3,352)	(3,352)
Comprehensive income for the year ended December 31, 2023	-	-	-	-	-	714,932	714,932	(4,724)	710,208	710,208
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	-	63,443	-	(63,443)	-	-	-	-
Reversal of special reserve	-	-	-	-	(7,552)	7,552	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	-	(385,202)	(385,202)	-	(385,202)	(385,202)
Conversion of convertible bonds	27,916	1,869	222,676	-	-	-	-	-	252,461	252,461
Balance on December 31, 2023	577,916	1,869	534,885	441,988	24,676	1,428,992	1,895,656	(29,400)	2,980,926	2,980,926
Profit for the year ended December 31, 2024	-	-	-	-	-	999,614	999,614	-	999,614	999,614
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	4,261	4,261	15,146	19,407	19,407
Comprehensive income for the year ended December 31, 2024	-	-	-	-	-	1,003,875	1,003,875	15,146	1,019,021	1,019,021
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	-	71,494	-	(71,494)	-	-	-	-
Special reserve	-	-	-	-	4,724	(4,724)	-	-	-	-
Cash dividends on ordinary shares	-	-	-	-	-	(463,912)	(463,912)	-	(463,912)	(463,912)
Other changes in capital surplus:										
Eqirty components recognized in convertible bonds	-	-	161,547	-	-	-	-	-	161,547	161,547
Conversion of convertible bonds	17,860	4,366	163,577	-	-	-	-	-	185,803	185,803
Balance on December 31, 2024	\$ 595,776	6,235	860,009	513,482	29,400	1,892,737	2,435,619	(14,254)	3,883,385	3,883,385

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO.,LTD. AND SUBSIDIARIES

Consolidated Statement of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	<u>2024</u>	<u>2023</u>
Cash flows from operating activities:		
Profit before tax	\$ 1,241,249	890,357
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	36,769	33,927
Amortization expense	2,532	2,363
Expected credit gain	499	(2,499)
Net loss on financial assets or liabilities at fair value through profit or loss	(8,792)	(5,519)
Interest expense	5,835	6,547
Interest income	(118,673)	(108,453)
Gain (loss) on disposal of property, plant and equipment	207	(1,080)
Total adjustments to reconcile profit (loss)	<u>(81,623)</u>	<u>(74,714)</u>
Changes in operating assets and liabilities:		
Notes receivable	3,228	49,219
Accounts receivables	40,508	183,862
Inventories	369,904	(35,396)
Prepayments	(8,970)	(809)
Other current assets	(6,685)	25,919
Contract liabilities	(466,679)	1,078,271
Accounts payable	(65,313)	(305,990)
Other payables	(686)	22,611
Provisions	(8,911)	(9,550)
Other current liabilities	188	(2,089)
Net defined benefit liability	(4,055)	(3,468)
Total adjustments	<u>(229,094)</u>	<u>927,866</u>
Cash inflow generated from operations	1,012,155	1,818,223
Interest received	141,869	56,333
Interest paid	(5,835)	(6,547)
Income taxes paid	(172,006)	(210,424)
Net cash flows from operating activities	<u>976,183</u>	<u>1,657,585</u>
Cash flows from (used in) in investing activities:		
Acquisition of financial assets at fair value through profit or loss	(1,403,502)	(1,301,999)
Proceeds from disposal of financial assets at fair value through profit or loss	1,211,059	954,929
Acquisition of property, plant and equipment	(617,559)	(39,244)
Proceeds from disposal of property, plant and equipment	526	1,201
Decrease in refundable deposits	2,538	
	3,156	
Acquisition of intangible assets	-	(5,000)
Other financial assets	(583,694)	(2,167,240)
Other non-current assets	(1,673)	2,718
Net cash flows from (used in) investing activities	<u>(1,392,305)</u>	<u>(2,551,479)</u>
Cash flows used in financing activities:		
Proceeds from issuing bonds	1,332,085	-
Increase (decrease) in guarantee deposits received	165	(89)
Payment of lease liabilities	(3,715)	(5,219)
Cash dividends paid	(463,912)	(385,202)
Net cash flows used in financing activities	<u>864,623</u>	<u>(390,510)</u>
Effect of exchange rate changes on cash and cash equivalents	<u>12,184</u>	<u>(3,408)</u>
Net increase (decrease) in cash and cash equivalents	460,685	(1,287,812)
Cash and cash equivalents at beginning of period	663,783	1,951,595
Cash and cash equivalents at end of period	<u><u>\$ 1,124,468</u></u>	<u><u>663,783</u></u>

Independent Auditors' Report

To the Board of Directors of Group Up Industrial Co., Ltd.:

Opinion

We have audited the financial statements of Group Up Industrial Co., Ltd. ("the Company"), which comprise the balance sheets as of December 31, 2024 and 2023, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

1. Revenue recognition

Please refer to Note 4(n) "Revenue recognition" and Note 6(p) "Revenue from contracts with customers" to the financial statements.

Description of key audit matter:

The Company mainly engaged in the manufacturing and trading of general boxed-shaped equipment, automatic conveyor equipment and ovens. Revenue is recognized when the control of a product is transferred to a customer based on terms and conditions of the sales agreement. Revenue recognition is the main concern of the users of the financial statements. Therefore, we determined that revenue recognition is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the design and effectiveness of the Company's internal controls on revenue recognition; assessing whether the revenue recognition was performed in accordance with the Company's policy; performing sales cut-off test of a period before and after the reporting date by vouching relevant documents of sales transactions to determine whether revenue has been recognized in the proper period.

2. Valuation of trade receivables

Please refer to Note 4(f) "impairment of financial assets", Note 5(a) "accounting assumptions and estimation uncertainty of the valuation of trade receivables", and Note 6(c) "trade receivables" to the financial statements.

Description of key audit matter:

The Company's impairment of trade receivables is assessed based on historical experience of evidence of impairment and forward-looking information, which rely on the subjective judgment of the management. Therefore, we determined that the valuation of trade receivables is one of our key audit matters.

How the matter was addressed in our audit:

Our principal audit procedures included understanding the design and effectiveness of the Company's internal controls on valuation of trade receivables; obtaining the evaluation report on the impairment of trade receivables; examining the trade receivables aging report, reasons of overdue receivables, and the subsequent collection of the receivables to assess whether the impairment provisions for trade receivables are reasonable.

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

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

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient

and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Yu, Chi-Lung and Lin, Heng-Shen.

KPMG

Taipei, Taiwan (Republic of China)
February 23, 2024

The accompanying financial statements are intended only to present the statement of financial position, financial performance and cash flows in accordance with the 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 financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language auditors' report and financial statements, the Chinese version shall prevail.

(English Translation of Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO., LTD.

Balance Sheets

December 31, 2023 and 2022

(Expressed in Thousands of New Taiwan Dollars)

[在此鍵入]

		December 31, 2024		December 31, 2023						December 31, 2024		December 31, 2023	
Assets		Amount	%	Amount	%			Liabilities and Equity		Amount	%	Amount	%
Current assets:								Current liabilities:					
1100	Cash and cash equivalents (notes 6(a)(s))	\$ 1,055,858	13	512,082	7	2130		Current contract liabilities (note 6(p))		2,845,197	33	3,302,785	47
1110	Current financial assets at fair value through profit or loss (notes 6(b)(s))	805,028	9	602,936	9	2170		Accounts payable (note 6(s))		139,054	2	203,971	3
1150	Notes receivable, net (notes 6(c)(p))	1,248	-	848	-	2180		Accounts payable to related parties (notes 6(s) and 7)		8,521	-	10,646	-
1170	Account receivables, net (notes 6(c)(p))	379,673	5	417,199	6	2200		Other payables (notes 6(l) and(s))		156,158	2	162,034	2
1180	Accounts receivable due from related parties, net (notes 6(c)(p) and 7)	15,331	-	5,657	-	2230		Current tax liabilities		124,255	1	76,534	1
130X	Inventories (note 6(e))	1,487,660	18	1,840,426	26	2250		Current provisions (note 6(k))		37,586	-	45,852	1
1410	Prepayments	21,291	-	11,988	-	2280		Current lease liabilities (notes 6(j)(s) and 7)		2,134	-	3,550	-
1476	Other current financial assets (notes 6(d) and 8)	2,918,202	34	2,531,892	36	2321		Corporate bonds due within one year or the right of repurchase exercised (notes 6(l) and(s))		50,141	1	-	-
1479	Other current assets, others	3,743	-	4,007	-			Other current liabilities, others		8,555	-	4,309	-
Total current assets		6,688,034	79	5,927,035	84	2399		Total current liabilities		3,371,601	39	3,809,681	54
Non-current assets:								Non-Current liabilities:					
1511	Non-current financial assets designated at fair value through profit or loss (note 6(b)(s))	1,375	-	501	-	2530		Bonds payable(notes 6(l)(s))		1,175,142	14	233,043	3
1550	Investments accounted for using equity method, net (note 6(f))	517,861	6	472,848	7	2570		Deferred tax liabilities (note 6(m))		46,527	1	24,104	-
1600	Property, plant and equipment (notes 6(g))	1,182,621	14	588,876	8	2580		Non-current lease liabilities (notes 6(j)(s) and 7)		5,484	-	9,010	-
1755	Right-of-use assets (note 6(h))	7,539	-	12,469	-	2640		Net defined benefit liability, non-current (note 6(l))		30,330	-	38,646	1
1840	Deferred income tax assets (note 6(m))	61,868	1	57,720	1			Total non-current liabilities		1,257,483	15	304,803	4
1980	Other non-current financial assets(notes 6(d) and 8)	43,785	-	23,401	-			Total liabilities		4,629,084	54	4,114,484	58
1995	Other non-current assets, others	9,386	-	12,560	-			Equity attributable to owners of parent (notes 6(i)(n)(o)(u)):					
Total non-current assets		1,824,435	21	1,168,375	16	3110		Ordinary shares		595,776	7	577,916	8
						3140		Advance receipts for share capital		6,235	-	1,869	-
										602,011	7	579,785	8
						3200		Capital surplus		860,009	10	534,885	7
								Retained earnings:					
						3310		Legal reserve		513,482	6	441,988	7
						3320		Special reserve		29,400	-	24,676	-
						3350		Unappropriated retained earnings		1,892,737	23	1,428,992	20
										2,435,619	29	1,895,656	27
								Other equity:					
Total assets		\$ 8,512,469	100	7,095,410	100	3410		Exchange differences on translation of foreign financial statements		(14,254)	-	(29,400)	-
								Total equity		3,883,385	46	2,980,926	42
								Total liabilities and equity		\$ 8,512,469	100	7,095,410	100

(English Translation of Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO., LTD.

Statement of Comprehensive Income

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue, net (notes 6(p) and 7)	\$ 2,351,368	100	2,322,511	100
5000	Operating costs (notes 6(e)(j)(k)(l)(q) and 7)	<u>1,118,353</u>	<u>48</u>	<u>1,241,486</u>	<u>53</u>
5900	Gross profit from operations	1,233,015	52	1,081,025	47
5910	Unrealized profit (loss) from sales	<u>(52)</u>	<u>-</u>	<u>576</u>	<u>-</u>
5950	Gross profit from operations, net	<u>1,232,963</u>	<u>52</u>	<u>1,081,601</u>	<u>47</u>
Operating expenses (notes 6(c)(j)(l)(q), and 7):					
6100	Selling expenses	100,080	4	126,493	6
6200	Administrative expenses	94,150	4	96,552	4
6300	Research and development expenses	131,125	6	180,530	8
6450	Impairment loss (gain) determined in accordance with IFRS 9	<u>712</u>	<u>-</u>	<u>(2,260)</u>	<u>-</u>
	Total operating expenses	<u>326,067</u>	<u>14</u>	<u>401,315</u>	<u>18</u>
6900	Net operating income	<u>906,896</u>	<u>38</u>	<u>680,286</u>	<u>29</u>
Non-operating income and expenses (notes 6(r) and 7):					
7100	Interest income	108,676	5	100,803	4
7010	Other income	19,938	1	9,060	1
7020	Other gains and losses, net	178,601	7	80,541	3
7050	Finance costs	<u>(5,833)</u>	<u>-</u>	<u>(6,542)</u>	<u>-</u>
7070	Share of profit of investment accounted for using equity method	<u>26,132</u>	<u>1</u>	<u>18,736</u>	<u>1</u>
	Total non-operating income and expenses	<u>327,514</u>	<u>14</u>	<u>202,598</u>	<u>9</u>
7900	Profit before income tax	1,234,410	52	882,884	38
7950	Less: income tax expenses (note 6(m))	<u>234,796</u>	<u>10</u>	<u>169,324</u>	<u>7</u>
	Profit	<u>999,614</u>	<u>42</u>	<u>713,560</u>	<u>31</u>
8300	Other comprehensive income (loss):				
8310	Items that may not be reclassified subsequently to profit or loss:				
8311	Gains on remeasurements of defined benefit plans	5,326	-	1,715	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to loss (note 6(m))	<u>(1,065)</u>	<u>-</u>	<u>(343)</u>	<u>-</u>
	Total items that may not be reclassified subsequently to profit or loss	<u>4,261</u>	<u>-</u>	<u>1,372</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translation of foreign financial statements	18,933	1	(5,905)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss (note 6(m))	<u>(3,787)</u>	<u>-</u>	<u>1,181</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>15,146</u>	<u>1</u>	<u>(4,724)</u>	<u>-</u>
8300	Other comprehensive income	<u>19,407</u>	<u>1</u>	<u>(3,352)</u>	<u>-</u>
8500	Comprehensive income	<u>\$ 1,019,021</u>	<u>43</u>	<u>710,208</u>	<u>31</u>
Earnings per share (note 6(o))					
9750	Earnings per share (NT dollars)	<u>\$ 16.97</u>		<u>12.65</u>	
9850	Diluted earnings per share (NT dollars)	<u>\$ 16.05</u>		<u>11.95</u>	

(English Translation of Financial Statements Originally Issued in Chinese)
GROUP UP INDUSTRIAL CO., LTD.
Statement of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Retained earnings						Other equity	Exchange differences on translation of foreign financial statements	Total equity
	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total retained earnings		
Balance on January 1, 2023	\$ 550,000	-	312,209	378,545	32,228	1,155,153	1,565,926	(24,676)	2,403,459
Profit for the year ended December 31, 2023	-	-	-	-	-	713,560	713,560	-	713,560
Other comprehensive income for the year ended December 31, 2023	-	-	-	-	-	1,372	1,372	(4,724)	(3,352)
Comprehensive income for the year ended December 31, 2023	-	-	-	-	-	714,932	714,932	(4,724)	710,208
Appropriation and distribution of retained earnings:									
Legal reserve	-	-	-	63,443	-	(63,443)	-	-	-
Special reserve	-	-	-	-	(7,552)	7,552	-	-	-
Cash dividends on ordinary shares	-	-	-	-	-	(385,202)	(385,202)	-	(385,202)
Conversion of convertible bonds	27,916	1,869	222,676	-	-	-	-	-	252,461
Balance on December 31, 2023	577,916	1,869	534,885	441,988	24,676	1,428,992	1,895,656	(29,400)	2,980,926
Profit for the year ended December 31, 2024	-	-	-	-	-	999,614	999,614	-	999,614
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	4,261	4,261	15,146	19,407
Comprehensive income for the year ended December 31, 2024	-	-	-	-	-	1,003,875	1,003,875	15,146	1,019,021
Appropriation and distribution of retained earnings:									
Legal reserve	-	-	-	71,494	-	(71,494)	-	-	-
Reversal of special reserve	-	-	-	-	4,724	(4,724)	-	-	-
Cash dividends of ordinary shares	-	-	-	-	-	(463,912)	(463,912)	-	(463,912)
Other changes in capital surplus:									
Equity components recognized in convertible bonds	-	-	161,547	-	-	-	-	-	161,547
Conversion of convertible bonds	17,860	4,366	163,577	-	-	-	-	-	185,803
Balance on December 31, 2024	\$ 595,776	6,235	860,009	513,482	29,400	1,892,737	2,435,619	(14,254)	3,883,385

GROUP UP INDUSTRIAL CO., LTD.

Statement of Cash Flows

For the years ended December 31, 2024 and 2023

	2024	2023
Cash flows from operating activities:		
Profit before tax	\$ 1,234,410	882,884
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	25,414	22,203
Amortization expense	2,359	2,192
Expected credit loss (gain)	712	(2,260)
Net gain on financial assets or liabilities at fair value through profit or loss	(8,792)	(5,519)
Interest expense	5,833	6,542
Interest income	(108,676)	(100,803)
Share of profit of investments accounted for using equity method	(26,132)	(18,736)
Gain on disposal of property, plant and equipment	196	(1,025)
Unrealized profit from sales	52	(576)
Total adjustments to reconcile profit (loss)	(109,034)	(97,982)
Changes in operating assets and liabilities:		
Notes receivable	(400)	45,322
Accounts receivables	36,814	184,721
Accounts receivable due from related parties	(9,674)	4,115
Inventories	352,766	(32,988)
Prepayments	(9,303)	6,638
Other current assets	264	17,288
Contract liabilities	(457,588)	1,072,312
Accounts payable	(64,917)	(301,402)
Accounts payable to related parties	(2,125)	(4,638)
Other payables	(43)	26,563
Provisions	(8,266)	(6,280)
Other current liabilities	4,246	(4,148)
Deferred benefit liability	(4,055)	(3,468)
Total adjustments	(271,315)	906,053
Cash inflow generated from operations	963,095	1,788,937
Interest received	130,671	48,619
Interest paid	(5,833)	(6,542)
Income taxes paid	(172,587)	(198,152)
Net cash flows from operating activities	915,346	1,632,862
Cash flows from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(1,403,502)	(1,301,999)
Proceeds from disposal of financial assets at fair value through profit or loss	1,211,059	954,929
Acquisition of property, plant and equipment	(616,386)	(38,758)
Proceeds from disposal of property, plant and equipment	514	1,124
Decrease in refundable deposits	2,490	-
Other financial assets	(428,689)	(2,207,619)
Other non-current assets	(1,675)	(1,774)
Net cash flows from (used in) investing activities	(1,236,189)	(2,594,097)
Cash flows used in financing activities:		
Proceeds from issuance of convertible bonds	1,332,085	-
Payment of lease liabilities	(3,554)	(5,062)
Cash dividends paid	(463,912)	(385,202)
Net cash flows used in financing activities	864,619	(390,264)
Net increase (decrease) in cash and cash equivalents	543,776	(1,351,499)
Cash and cash equivalents at beginning of period	512,082	1,863,581
Cash and cash equivalents at end of period	\$ 1,055,858	512,082

Annex 4

Group Up Industrial Co., Ltd.

Comparison Table of Draft Amendments to Articles of Incorporation

Amended Articles	Current Articles	Description
<p>Article 13</p> <p>The Company shall have five to eleven directors, serving a term of three years, who shall be elected from individuals with legal capacity by the shareholders' meeting, and may be re-elected for consecutive terms.</p> <p>The number of directors specified in the preceding paragraph shall include at least three independent directors, who shall constitute no less than one-third of the board seats. The election of independent directors shall adopt the candidate nomination system, whereby shareholders shall elect independent directors from among the nominees listed in the roster of candidates.</p> <p>The professional qualifications, shareholdings, restrictions on holding a part-time position, nomination and election means of independent directors are handled in accordance with the Company Act and regulations of the authorities.</p> <p>During the period when the Company's shares are listed on the Taiwan Stock Exchange or Taipei Exchange, the election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act.</p>	<p>Article 13</p> <p>The Company shall have five to eleven directors, serving a term of three years, who shall be elected from individuals with legal capacity by the shareholders' meeting, and may be re-elected for consecutive terms.</p> <p>The number of directors specified in the preceding paragraph shall include at least three independent directors, who shall constitute no less than one-fifth of the board seats. The election of independent directors shall adopt the candidate nomination system, whereby shareholders shall elect independent directors from among the nominees listed in the roster of candidates.</p> <p>The professional qualifications, shareholdings, restrictions on holding a part-time position, nomination and election means of independent directors are handled in accordance with the Company Act and regulations of the authorities.</p> <p>During the period when the Company's shares are listed on the Taiwan Stock Exchange or Taipei Exchange, the election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act.</p>	<p>1. Amendment to Paragraph 2 of this article.</p> <p>2. In line with the "Corporate Governance Roadmap 3.0" and Point 2 of the "Listed Companies Sustainable Development Action Plan (2023)" to deepen corporate sustainability governance culture, Point 1 on strengthening the functions of independent directors and audit committees, Sub-point (2), according to Paragraph 3, Article 4 of the <u>Key Points for the Establishment and Exercise of Powers of the Board of Directors of TPEX-Listed Companies</u>, which stipulates that "The number of independent directors of TPEX-listed companies shall, starting from 2027, not be less than one-third of the board seats,". The proposed amendment is to comply with the above regulations and align with the Company's current status.</p>
Article 19	Article 19:	1. Added the second paragraph to this article; original second and third

Amended Articles	Current Articles	Description
<p>The Company shall allocate employee remuneration of no less than 2% and director remuneration of no more than 5% from the profit before tax for the current fiscal year, after deducting the employee remuneration and director remuneration, and after setting aside the amount to cover accumulated losses, if any.</p> <p><u>At least 20% of the allocated employee remuneration in the preceding paragraph shall be distributed to entry-level employees.</u></p> <p>The distribution of employee remuneration and director remuneration shall be approved by a resolution passed by a majority of attending directors at a board meeting attended by two-thirds of all directors, and reported to the shareholders' meeting.</p> <p>The recipients of employee remuneration in the form of shares or cash as mentioned in the preceding paragraph shall include employees of controlling or subsidiary companies who meet certain conditions.</p>	<p>The Company shall allocate employee remuneration of no less than 2% and director remuneration of no more than 5% from the profit before tax for the current fiscal year, after deducting the employee remuneration and director remuneration, and after setting aside the amount to cover accumulated losses, if any.</p> <p>The distribution of employee remuneration and director remuneration shall be approved by a resolution passed by a majority of attending directors at a board meeting attended by two-thirds of all directors, and reported to the shareholders' meeting.</p> <p>The recipients of employee remuneration in the form of shares or cash as mentioned in the preceding paragraph shall include employees of controlling or subsidiary companies who meet certain conditions.</p>	<p>paragraphs are renumbered as the third and fourth paragraphs.</p> <p>2. According to the newly amended Article 14, Paragraph 6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order Jin-Guan-Zheng-Fa-Zi No. 1130385442 dated November 8, 2024, the Articles of Incorporation shall specify the proportion for distributing remuneration to entry-level employees or adjusting their salaries. This amendment is added to comply with regulations.</p>
<p>Article 22:</p> <p>The Articles of Incorporation were established on January 15, 1990.</p> <p>The 1st amendment was made on February 11, 1991.</p> <p>The 2nd amendment was made on July 6, 1997.</p> <p>The 3rd amendment was made on July 25, 2000.</p> <p>The 4th amendment was made on September 28, 2000.</p>	<p>Article 22:</p> <p>The Articles of Incorporation were established on January 15, 1990.</p> <p>The 1st amendment was made on February 11, 1991.</p> <p>The 2nd amendment was made on July 6, 1997.</p> <p>The 3rd amendment was made on July 25, 2000.</p> <p>The 4th amendment was made on September 28, 2000.</p>	<p>In response to the amendment of the Company's Articles of Incorporation, Item 15 is newly added to specify the timeline for revision.</p>

Amended Articles	Current Articles	Description
The 5th amendment was made on October 4, 2004.	The 5th amendment was made on October 4, 2004.	
The 6th amendment was made on June 5, 2006.	The 6th amendment was made on June 5, 2006.	
The 7th amendment was made on August 12, 2013.	The 7th amendment was made on August 12, 2013.	
The 8th amendment was made on June 27, 2014.	The 8th amendment was made on June 27, 2014.	
The 9th amendment was made on October 30, 2015.	The 9th amendment was made on October 30, 2015.	
The 10th amendment was made on June 12, 2017.	The 10th amendment was made on June 12, 2017.	
The 11st amendment was made on February 22, 2018.	The 11st amendment was made on February 22, 2018.	
The 12nd amendment was made on June 21, 2019.	The 12nd amendment was made on June 21, 2019.	
The 13th amendment was made on May 27, 2022.	The 13th amendment was made on May 27, 2022.	
<u>The 14th amendment was made on May 27, 2025.</u>		

Appendix 1

Group Up Industrial Co., Ltd. Articles of Incorporation (before amendment)

Chapter I General Provisions

- Article 1: The Company is organized in accordance with the Company Act and is named GROUP UP INDUSTRIAL CO., LTD.
- Article 2: The Company operates in the following businesses:
- I. Manufacturing and sales of general box-type drying, baking, preheating, curing equipment, automated conveyor hot air and IR drying and baking equipment, and professional dust-free explosion-proof and vacuum ovens.
 - II. Manufacturing and sales of constant temperature and humidity chambers, thermal shock chambers, temperature life test chambers, aging test chambers, environmental test equipment, and high-precision, high-stability temperature test equipment for scientific and physical-chemical testing.
 - III. Manufacturing and sales of automated ultraviolet instant drying and glazing equipment, ultraviolet sterilization processors, PCB process-specific drying equipment, and dust-free ovens for semiconductor IC and LCD manufacturing processes.
 - IV. Import, export, and agency of products related to the aforementioned items.
- Article 3: The Company establishes its headquarters in Taoyuan City. When necessary, branches may be established domestically or abroad by resolution of the Board of Directors.
- Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter II Shares

- Article 5: The total capital of the Company is set at NT\$800,000,000, divided into 80,000,000 shares with a par value of NT\$10 per share, to be issued in installments. Within the aforementioned total capital, NT\$30,000,000 is reserved for issuing employee stock options, consisting of 3,000,000 shares with a par value of NT\$10 per share, which may be issued in installments as resolved by the Board of Directors. The treasury shares repurchased by the Company may be transferred to employees of controlling or subsidiary companies who meet certain conditions. Qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, entitled to receive share subscription warrant. Qualification requirements of employees, including the employees of parents or subsidiaries of the Company meeting certain specific requirements, entitled to receive shares. Qualification requirements of employees, including the employees of parents or subsidiaries of the company meeting certain specific requirements, entitled to receive restricted stock awards.
- Article 5-1: The issuance of employee stock options at a price not subject to the restrictions set forth in Article 53 of the “Regulations Governing the Offering and Issuance of Securities by Securities Issuers”; or the transfer of treasury shares to employees at a price lower than the actual average repurchase price shall require the approval of at least two-thirds of the voting rights of the attending shareholders at a shareholders’ meeting where shares representing more than half of the total issued shares are present.
- Article 6: When the Company is a limited liability shareholder of another company, the total

amount of investment shall not be subject to the restriction under Article 13, Paragraph 1 of the Company Act that it shall not exceed forty percent of the Company's paid-in capital.

- Article 7: All shares of the Company shall be registered, signed or sealed by the director representing the Company, and issued after certification in accordance with the law. After the Company becomes publicly traded, when issuing new shares, share certificates may be exempted from printing, but registration with a centralized securities depository enterprise is required.
- Article 7-1: Transfer of shares should be applied for at the shareholder services agent designated by the Company. Prior to the completion of the transfer procedures, the transfer cannot be asserted against the Company. After the Company becomes a public company, shareholder services shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" promulgated by the competent authority.
- Article 8: The registration of share transfers shall be suspended sixty days prior to the Annual General Meeting, thirty days prior to a Special Shareholders' Meeting, or five days prior to the record date when the Company decides to distribute dividends, bonuses, or other benefits.

Chapter III Shareholders' Meetings

- Article 9: Shareholders' meetings are divided into two types: Annual General Meetings and Special Shareholders' Meetings. The Annual General Meeting shall be convened at least once a year by the Board of Directors within six months after the end of each fiscal year in accordance with the law. Special Shareholders' Meetings shall be convened as necessary in accordance with the law.
- The Company may convene shareholders' meetings by video conference or other methods announced by the central competent authority. The conditions, operating procedures, and other matters to be observed for video shareholders' meetings shall comply with relevant regulations. If the securities competent authority has other regulations, such regulations shall prevail.
- Article 10: Any shareholder who is unable to attend a shareholders' meeting for any reason may appoint a proxy to attend the meeting by presenting a proxy form printed by the Company, indicating the scope of the authorization.
- After the Company becomes a public company, in addition to the above regulations, the method for shareholders to delegate attendance shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" promulgated by the competent authority.
- Article 10-1: The Chairman shall chair the shareholders' meeting. In the event of absence of the Chairman for any reason, the Chairman shall designate a director to act on his/her behalf. If the Chairman does not make such a designation, the chair shall be elected from among themselves.
- Article 11: Unless otherwise provided by applicable laws or regulations, each share of the Company is entitled to one voting right.
- Article 12: Unless otherwise provided by the Company Act, resolutions at shareholders' meetings shall be adopted by a majority vote of the shareholders present who represent more than half of the total number of issued shares. When voting, if the chairman solicits opinions from all attending shareholders and no objection is raised, the resolution shall be deemed approved with the same effect as a voting resolution.
- During the period when the Company's shares are listed on the Taiwan Stock Exchange (or Taipei Exchange), when convening shareholders' meetings, electronic means shall be

included as one of the channels for shareholders to exercise their voting rights in accordance with Article 177-1 of the Company Act.

Article 12-1: Matters relating to the resolutions by a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the shareholders' meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.

The preparation and distribution of the minutes of shareholders' meeting mentioned previously may be effected by means of electronic transmission. After the Company's public offering of shares, meeting minutes may be made public.

The minutes shall record the year, month, day, place, chairman's name, method of resolution, essentials of meeting proceedings and their results, and shall be permanently preserved during the Company's existence.

The signature book of attending shareholders and proxy forms shall be kept for at least one year.

Chapter IV Directors and Audit Committee

Article 13: The Company shall have five to eleven directors, serving a term of three years, who shall be elected from individuals with legal capacity by the shareholders' meeting, and may be re-elected for consecutive terms. The number of directors specified in the preceding paragraph shall include at least three independent directors, who shall constitute no less than one-fifth of the board seats. The election of independent directors shall adopt the candidate nomination system, whereby shareholders shall elect independent directors from among the nominees listed in the roster of candidates.

The professional qualifications, shareholdings, restrictions on holding a part-time position, nomination and election means of independent directors are handled in accordance with the Company Act and regulations of the authorities.

During the period when the Company's shares are listed on the Taiwan Stock Exchange or Taipei Exchange, the election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act.

Article 14: The Board of Directors shall be organized by directors. One chairman shall be elected from among the directors by a majority vote of the attending directors at a meeting attended by at least two-thirds of all directors. The chairman shall represent the Company externally.

The Company shall establish an Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all of the independent directors, and the number shall not be fewer than three persons, of whom one shall be the convener, and at least one shall have accounting or financial expertise. The responsibilities, organizational regulations, exercise of powers, and other matters to be followed by the Audit Committee shall be handled in accordance with the regulations of the competent authority.

Article 15: When the chairman requests leave or is unable to exercise his/her powers for any reason, a proxy shall be appointed in accordance with Article 208 of the Company Act. Directors who are unable to attend a Board of Directors meeting may appoint another director as their proxy to attend the meeting. However, a written proxy form must be submitted for each meeting, specifying the scope of authorization, and each director may act as proxy for only one other director.

The convening notice of the Company's Board of Directors meetings shall state the reasons and all directors are to be notified at least seven days in advance. However, meetings may be convened at any time in case of emergency.

The aforementioned notice may be made in writing, electronically, or by fax.

When the Board of Directors meeting is conducted via video conference, directors participating through video conference shall be deemed as attending in person.

Article 16: The remuneration of all directors shall be based on their degree of participation in the Company's operations and the value of their contributions, with reference to the prevailing standards in the same industry.

The Board of Directors may, based on actual needs, with the attendance of more than half of the directors and the approval of more than half of the attending directors, purchase liability insurance for all directors during their terms of office.

Chapter V Managers

Article 17: The Company may appoint managers. The appointment, dismissal, and remuneration of managers shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 18: At the end of each fiscal year, the Board of Directors shall prepare (1) Business Report, (2) Financial Statements, and (3) Proposals for profit distribution or loss offsetting, and submit these documents to the Annual General Meeting for approval in accordance with the law.

Article 19: The Company shall allocate employee remuneration of no less than 2% and director remuneration of no more than 5% from the profit before tax for the current fiscal year, after deducting the employee remuneration and director remuneration, and after setting aside the amount to cover accumulated losses, if any.

The distribution of employee remuneration and director remuneration shall be approved by a resolution passed by a majority of attending directors at a board meeting attended by two-thirds of all directors, and reported to the shareholders' meeting.

The recipients of employee remuneration in the form of shares or cash as mentioned in the preceding paragraph shall include employees of controlling or subsidiary companies who meet certain conditions.

Article 20: If the Company has net profit after tax for the fiscal year, the profit shall be appropriated in the following order: first, to offset accumulated losses; second, to set aside 10% as legal reserve, provided that this provision does not apply when the accumulated legal reserve has reached the amount of the Company's paid-in capital; third, to set aside or reverse special reserve as required by laws and regulations. The remaining balance, together with undistributed earnings from previous years, shall be proposed by the Board of Directors for distribution and submitted to the shareholders' meeting for approval. For the distribution of earnings mentioned in the preceding paragraph, the Board of Directors may, by a special resolution of a majority of the directors present at a meeting attended by more than two-thirds of all directors, distribute all or part of the dividends and bonuses, legal reserve, and capital reserve in cash, and report such distribution to the shareholders' meeting.

The Company's dividend policy, in consideration of its current growth stage and future business expansion plans, shall take into account the Company's future capital expenditure budget and funding requirements. The Board of Directors shall propose distribution plans, which shall be implemented after approval by the shareholders' meeting. The annual distribution of dividends to shareholders shall not be less than 10% of the distributable earnings for the current year. However, when the accumulated distributable earnings are less than 10% of the paid-in capital, the Company may decide not to distribute dividends. The distribution of dividends to shareholders may be in the form of cash or stock, provided that cash dividends shall not be less than 10% of the total dividends distributed for the year.

Chapter VII. Supplementary Provisions

- Article 21: Any matters not stipulated in these Articles of Incorporation shall be handled in accordance with the Company Act.
- Article 22: The Articles of Incorporation were established on January 15, 1990.
The 1st amendment was made on February 11, 1991.
The 2nd amendment was made on July 6, 1997.
The 3rd amendment was made on July 25, 2000.
The 4th amendment was made on September 28, 2000.
The 5th amendment was made on October 4, 2004.
The 6th amendment was made on June 5, 2006.
The 7th amendment was made on August 12, 2013.
The 8th amendment was made on June 27, 2014.
The 9th amendment was made on October 30, 2015.
The 10th amendment was made on June 12, 2017.
The 11st amendment was made on February 22, 2018.
The 12nd amendment was made on June 21, 2019.
The 13th amendment was made on May 27, 2022.

Appendix 2

Rules of Procedure for Shareholders' Meetings

This Rules Amendment was revised on May 30, 2023

- I. Except as otherwise provided by law, the Company's shareholders' meetings shall be conducted in accordance with these Rules.
- II. The Company shall provide an attendance book for attending shareholders to sign, and attending shareholders may submit attendance cards in lieu of signing in. The number of shares in attendance shall be calculated according to the attendance book or the attendance cards submitted.

The Company shall specify in the meeting notice the time and place of registration for shareholders, solicitors, and proxies (hereinafter referred to as shareholders), as well as other matters requiring attention.

The registration time for shareholders mentioned in the preceding paragraph shall begin at least thirty minutes before the start of the meeting; the registration area shall be clearly marked and staffed with adequate and qualified personnel. For virtual shareholders' meetings, registration shall be accepted on the video conference platform thirty minutes before the start of the meeting. Shareholders who complete the registration process shall be deemed as attending the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings by presenting a valid conference pass, attendance card or other document of similar nature. The Company may not request shareholders to present additional documentary proof unless specified in advance. Proxy form acquirers are required to bring identity proof for verification.

For shareholders' meetings conducted via video conference, shareholders wishing to attend via video must register with the Company two days before the shareholders' meeting.

For shareholders' meetings conducted via video conference, the Company shall upload the meeting handbook, annual report, and other relevant materials to the video conference platform at least thirty minutes before the start of the meeting, and shall continue to disclose such materials until the end of the meeting.

When the Company convenes a video shareholders' meeting, the following items shall be specified in the shareholders' meeting notice:

- (I) Methods for shareholders to participate in the video meeting and exercise their rights.
- (II) Contingency measures for dealing with disruptions to the video conference platform or video participation due to natural disasters, incidents, or other force majeure events, which shall include at least the following:
 - 1. The time when obstacles preventing the meeting from continuing cannot be resolved, leading to a postponement or continuation of the meeting, and if postponement or continuation is necessary, the date of such meeting.
 - 2. Shareholders who did not register to participate in the original shareholders' meeting via video conference may not participate in the postponed or continued meeting.
 - 3. When convening a video-assisted shareholders' meeting, if the video conference cannot continue, and after deducting the attendance shares of shareholders participating via video conference, the total number of attendance shares reaches the legal quorum for the shareholders' meeting, the shareholders' meeting shall continue. The attendance shares of shareholders participating via video conference shall be counted in the total number

of shares present, and they shall be deemed to have abstained from voting on all proposals of that shareholders' meeting.

4. The handling procedure in case all proposals have been announced with results, but the extempore motion has not been conducted.

(III) When convening a video shareholders' meeting, the Company shall specify appropriate alternative measures provided to shareholders who have difficulties participating in the shareholders' meeting via video conference.

- III. Attendance and voting at shareholders' meetings shall be calculated on the basis of shares. When the Company holds a shareholders' meeting, it shall exercise voting rights by correspondence or electronic means. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.
- IV. The shareholders' meeting should be held at the location of the Company or a place convenient for the shareholders and suitable for the meeting occasion. The meeting should not begin earlier than 9am or later than 3pm. When holding a video conference shareholders' meeting, the Company is not restricted by the aforementioned meeting location requirements.
- V. If the shareholders' meeting is convened by the Board of Directors, the chairman of the meeting shall be the chairman of the Board of Directors. When the chairman of the Board of Directors is on leave or unable to exercise their powers for any reason, they shall designate one director to act on their behalf.
- VI. If the shareholders' meeting is convened by any person with convening rights other than the Board of Directors, the chairman of the meeting shall be that convener.
- VII. Attorneys, certified public accountants, or related persons appointed by the Company may attend a shareholders' meeting.
- VIII. Staff handling administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.
- IX. The proceedings of the shareholders' meeting shall be recorded in audio or video in their entirety and retained for at least one year.
- X. The chair is to call the meeting to order at the designated meeting time, and at the same time announce the number of non-voting rights and number of shares present and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. The chair is to announce the meeting adjourned if still less than 1/3 of the total issued shares presented at the meeting after the postponement twice. If the quorum is not met after two postponements 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, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month.
- XI. If the attending shareholders represent more than half of the total issued shares before the end

of the meeting, the chair is to make a tentative resolution and resubmit it for a shareholders vote in accordance with Article 174 of the Company Act.

- XII. 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 the proposals on the agenda one by one (including extempore 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 by the shareholders' meeting.

Any change in the convening method of the Company's shareholders' meeting shall be resolved by the Board of Directors and shall be made no later than before the mailing of the shareholders' meeting notice.

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 or supervisors, and upload them to the Market Observation Post System (MOPS) at least 30 days before the date of an annual general meeting or 15 days before the date of an extraordinary shareholders' meeting. The electronic files of the meeting handbook and supplementary materials for the shareholders' meeting shall be transmitted to the Market Observation Post System at least twenty-one days before the Annual General Meeting or fifteen days before an extraordinary shareholders' meeting. The meeting handbook and supplementary materials for the current shareholders' meeting shall be prepared no later than fifteen days before the shareholders' meeting for shareholders to access at any time, and shall be displayed at the Company and the professional shareholder services agent appointed by the Company.

The meeting handbook and supplementary materials mentioned in the preceding paragraph shall be provided to shareholders for reference on the day of the shareholders' meeting in the following manner:

- (I) When convening a physical shareholders' meeting, they shall be distributed at the meeting venue.
- (II) When convening a video-assisted shareholders' meeting, they shall be distributed at the meeting venue and transmitted as electronic files to the video conference platform.
- (III) When convening a video shareholders' meeting, they shall be transmitted as electronic files to the video conference platform.

- XIII. The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors.
- XIV. The Chairman shall not announce adjournment of the meeting before the scheduled agenda items (including extempore motions) are concluded, unless resolved by the meeting.
- XV. After the meeting is adjourned, shareholders shall not elect another chairman to continue the meeting at the same location or find another venue to continue the meeting. However, if the Chairman violates the rules of procedure and announces adjournment, shareholders representing a majority of the voting rights present may elect one person as chairman to continue the meeting.
- XVI. 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.
- XVII. 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.

- XVIII. 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.
- XIX. 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.
- XX. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
- XXI. When a juristic person is appointed to attend as proxy, the juristic person may designate only one person to represent it in the meeting.
- XXII. 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.
- XXIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
- XXIV. 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.
- XXV. 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.
- XXVI. The voting results shall be reported on the spot and recorded in the meeting minutes. In addition to the information on the date, month, year, venue, name of the chair, and method of resolution, the essentials and results of the meeting (including the number of voting rights counted) shall be detailed in the meeting minutes. In the event of an election of directors, the number of votes obtained by each elected director shall be disclosed. The meeting minutes shall be kept for the existence of the Company.
- XXVII. The meeting chairman may announce a recess at his/her discretion during the meeting.
- XXVIII. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.
- XXIX. When voting, if the chairman solicits opinions and no objection is raised, the resolution shall be deemed approved with the same effect as a voting resolution.
- XXX. 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.
- XXXI. 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 armband bearing the word “Proctor.”

- XXXII. These Rules shall be implemented after adoption by the shareholders' meeting, and the same shall apply when amended.
- XXXIII. The shareholders' meeting procedures, business processing, resolution methods, and all other related matters shall comply with these Rules. For matters not stipulated in these Rules, except for those specifically provided in the Company Act, Securities and Exchange Act, and the Articles of Incorporation, they shall be handled according to the meeting chairman's rulings.

Appendix 3

Group Up Industrial Co., Ltd. Shareholding of Directors

- I. The Company's paid-in capital is NT\$607,933,810, with a total of 60,793,381 issued shares.
- II. According to Article 26 of the Securities and Exchange Act: The minimum number of shares required to be held by all directors is 4,863,470 shares.
- III. As of the book closure date of this Annual General Meeting (March 29, 2025), the shareholding status of individual and all directors as recorded in the shareholders' register is as follows:

Title	Name	Number of shares on the roster of shareholders (share)	Shareholding (%)
Chairman	Jian Hon Investment Co., Ltd. Representative: Chen An-Shun	2,755,104	4.53%
Director	Yu Feng Investment Co., Ltd. Representative: Li Jung-Kun	2,757,309	4.54%
Director	Hon Yee Investment Co., Ltd. Representative: Lai Wen-Chang	2,758,119	4.54%
Director	Ho Shue Investment Co., Ltd. Representative: Yu Tien-Han	2,760,712	4.54%
Director	Wang Tso-Ching	0	0%
Independent Director	Li Chin-Te	0	0%
Independent Director	Hung Ching-Chang	0	0%
Independent Director	Chen Ming-Hsing	0	0%
Independent Director	Lin Hu-Ling	0	0%
The number of shares held by all directors		11,031,244	18.15%