



Federal Corporation

General meeting of shareholders in 2025

Meeting Handbook

Time : May 19, 2025

Place : No.369, Huanxi Rd., Guanyin Dist., Taoyuan City 32841,  
Taiwan, R.O.C.

## **Table of Contents**

Meeting agenda .....	1
Report Items .....	2
Proposals .....	3
Discussion .....	5
Extempore Motions .....	8

### Attachment

I. Business Report.....	10
II. Audit Committees' Review Report.....	13
III. Independent Auditors' Report and Financial Statements .....	14
IV. 2025 Statement of Deficit Compensation .....	37

### Appendix

I. Articles of Incorporation .....	39
II. Rules of Procedure for Shareholders' Meetings.....	50
III. List of Directors' Shareholdings .....	63

# Federal Corporation

## 2025 General Shareholders' Meeting Agenda

Form of Shareholders' Meeting: Physical

Time: Monday 9:00 a.m., May 19, 2025

Venue: No. 369, Huanxi Road, Guanyin District, Taoyuan City

I. The Chairperson calls the meeting to order

II. Chairperson's message

III. Reports:

(I) Report on the 2024 business condition.

(II) Report on the 2024 annual financial statement reviewed by the Audit Committee.

(III) Report on loans and endorsements/ guarantees provided to others in 2024.

(IV) Report on accumulated losses reaching one half of the paid-in capital.

IV. Proposals:

(I) Financial statements and business report for 2024

(II) 2024 loss make-up proposal

V. Discussion:

(I) Partial amendments to the Articles of Incorporation.

VI. Extempore Motions:

VII. Adjournment.

## Report Items

- I. Report on the 2024 business condition.  
Description: Please refer to Attachment 1 on page 10~12 of this handbook for the Business Report.
- II. Report on the 2024 annual financial statement reviewed by the Audit Committee.  
Description: Please refer to Attachment 2 on page 13 of this handbook for the Audit Committees' Review Report.
- III. Report on loans and endorsements/ guarantees provided to others in 2024.  
Description:
  1. As of December 31, 2024, the Company's loaning of funds to subsidiaries is as follows:  
Federal Tire North America LLC. USD 2,431,186.52  
Taixin Construction Co., Ltd. NTD 200 million
  2. No endorsement and guarantee as of December 31, 2024.
- IV. Report on accumulated losses reaching one half of the paid-in capital.  
Description:
  1. The Company's paid-in capital is NTD4,733,292,070. As of December 31, 2024, the recognized accumulated losses were NTD5,373,223,616. These have reached one half of the paid-in capital.
  2. Mainly due to the U.S. Department of Commerce imposed anti-dumping duties on Taiwan tire manufacturers at the end of 2020, the Company was imposed a punitive tax rate of 84.75%, and sales in the U.S. accounted for more than 80% of the four-year period from 2021 to 2024 revenue shrinkage, this case led to the Chungli and Guanyin plants to shut down completely.
  3. The loss items are mainly for inventory, materials and production equipment impairment, and lay-off expenses.
  4. In order to ensure normal operations and shipments in the future, we are actively seeking OEM tire production from overseas factories in Vietnam and Southeast Asia.

## Proposals:

### Proposal 1 (proposed by the Board of Directors)

Summary: Financial statements and Business Report for 2024.

#### Description:

- I. The 2024 Consolidated and Individual Financial Statements and the Report on Operations were reviewed and completed by the Audit Committee on March 3, 2025 and approved by resolution of the Board of Directors.
- II. The above consolidated and parent company-only financial statements have been audited by Peng, Li-Chen and Chou, Yin-Lai, CPAs at Baker Tilly Clock & Co., by whom an unqualified opinion has been issued.
- III. Please refer to Attachment 3 from pages 14 to 37 and Attachment 1 from pages 10 to 12 of this handbook for the auditor's reports on the consolidated and standalone financial statements, the consolidated and standalone financial statements, and the Business Report.

#### Resolution:

Proposal 2 (proposed by the Board of Directors)

Summary: Statement of deficit compensation for 2024.

Description: The Company's net loss after tax for the year 2024 is

NT\$465,154,372, plus the loss to be covered at the beginning of the period of NT\$4,908,069,244, and the loss to be covered at the end of the period is NT\$5,373,223,616, which is one-half of the paid-in capital. It is required by law to submit a report to the shareholders' meeting for the year 2025, and the table of the loss appropriation is shown in Attachment 4, please refer to page 38 of this handbook.

Resolution:

## Discussion

Proposal 1 (proposed by the Board of Directors)

Summary: Partial amendments to the Articles of Incorporation.

Description:

- I. Operating items were deleted and adjustments were made to meet operational requirements.
- II. In accordance with Paragraph 6, Article 14 of the Securities and Exchange Act, the supplementary regulations stipulate that companies whose stocks are listed on the Taiwan Stock Exchange shall specify in their Articles of Incorporation that a certain percentage of the annual earnings shall be appropriated as salary adjustment or remuneration to the entry-level employees. Therefore, the Company's Articles of Incorporation are partially amended.
- III. The comparison table of the provisions before and after amendment is as follows:

Comparison Table of the "Articles of Incorporation" before and after amendment

After Amendment	Before Amendment	Explanation
Article 2 The Company's business activities are as follows: I. C804010: Tire Manufacturing. II. C804020: Industrial Rubber Products Manufacturing. III. C804990: Other Rubber Products Manufacturing IV. F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories. V. F114050: Wholesale of Tires. VI. F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories. VII. F214050: Retail Sale of Tires. VIII. F299990: Other retail IX. F301010: Department Store. X. F301020: Supermarkets XI. F399010: Convenience stores XII. F401010: International Trade. XIII. F501060: Restaurants. XIV. G202010: Parking Area Operators. XV. H701010: Housing and Building Development and Rental. XVI. H701020: Industrial Factory Development and Rental.	Article 2 The Company's business activities are as follows: I. C804010: Tire Manufacturing. II. C804020: Industrial Rubber Products Manufacturing. III. C804990: Other Rubber Products Manufacturing IV. F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories. V. F114050: Wholesale of Tires. VI. F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories. VII. F214050: Retail Sale of Tires. VIII. F299990: Other retail IX. F301010: Department Store. X. F301020: Supermarkets XI. F399010: Convenience stores XII. F401010: International Trade. XIII. F501060: Restaurants. XIV. G202010: Parking Area Operators. XV. H701010: Housing and Building Development and Rental. XVI. H701020: Industrial Factory Development and Rental.	Operating items were deleted and adjustments were made to meet operational requirements.

After Amendment	Before Amendment	Explanation
<p>XVII.H701040: Specific Area Development</p> <p>XVIII. H701050: Investment and construction in the public construction industry.</p> <p>XIX. H701060: New Towns and New Community Development.</p> <p>XX. H701070: Urban and Rural Land Expropriation and Urban Land Readjustment Agencies</p> <p>XXI. H701080: Urban Renewal Reconstruction.</p> <p>XXII. H701090: Urban Renewal Reconstruction and Maintenance.</p> <p>XXIII. H702010: Construction Management</p> <p>XXIV. H703090: Real estate trading.</p> <p>XXV. H703100: Real Estate Leasing.</p> <p>XXVI. I102010: Investment Consulting.</p> <p>XXVII. I103060: Management Consulting</p> <p>XXVIII. I301010: Information Software Services.</p> <p>XXIX. J403010: Motion Picture Projection.</p> <p>XXX. J601010: Arts and Literature Service.</p> <p>XXXI. J701020: Amusement parks.</p> <p>XXXII. J701040: Recreational Activities Stadium.</p> <p>XXXIII. J901020: General Hotel.</p> <p>XXXIV. J799990: Other Recreational Services.</p> <p>XXXV. G801010: Warehousing.</p> <p>XXXVI. ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>XVII.H701040: Specific Area Development</p> <p>XVIII. H701050: Investment and construction in the public construction industry.</p> <p>XIX. H701060: New Towns and New Community Development.</p> <p>XX. H701070: Urban and Rural Land Expropriation and Urban Land Readjustment Agencies</p> <p>XXI. H701080: Urban Renewal Reconstruction.</p> <p>XXII.H701090: Urban Renewal Reconstruction and Maintenance.</p> <p>XXIII. H702010: Construction Management</p> <p>XXIV. H703090: Real estate trading.</p> <p>XXV. H703100: Real Estate Leasing.</p> <p>XXVI. I102010: Investment Consulting.</p> <p>XXVII. <u>I103010: Business Administration Consulting.</u></p> <p>XXVIII. I103060: Management Consulting</p> <p>XXIX. I301010: Information Software Services.</p> <p>XXX. J403010: Motion Picture Projection.</p> <p>XXXI. J601010: Arts and Literature Service.</p> <p>XXXII. <u>J701010: Electronic Game Arcades.</u></p> <p>XXXIII. J701020: Amusement parks.</p> <p>XXXIV. J701040: Recreational Activities Stadium.</p> <p>XXXV. J901020: General Hotel</p> <p>XXXVI. J799990: Other Recreational Services.</p> <p>XXXVII. G801010: Warehousing.</p> <p>XXXVIII.ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	
<p>Article 22 If the Company makes a profit in the year (referring to the income before tax before the remuneration to employees and directors is subtracted), it shall allocate 0.1% to 1% of the balance as employee remuneration and no more than 3% as directors' remuneration. However, profits must first be reserved to offset against the cumulative deficit (including adjusted undistributed earnings), if applicable.</p> <p>In the amount of employee remuneration referred to in the preceding paragraph, no less than 20% of the amount shall be distributed as remuneration to entry-level employees.</p> <p>Said employee remuneration can be</p>	<p>Article 22 If the Company makes a profit in the year (referring to the income before tax before the remuneration to employees and directors is subtracted), it shall allocate 0.1% to 1% of the balance as employee remuneration and no more than 3% as directors' remuneration. However, profits must first be reserved to offset against the cumulative deficit (including adjusted undistributed earnings), if applicable.</p> <p>Said employee remuneration can be paid in stock or cash, and the recipients of the payment include employees of subsidiaries who met the criteria set by the Board of Directors. The director's remuneration in the preceding</p>	<p>The amendment is made in accordance with Paragraph 6, Article 14 of the Securities and Exchange Act.</p>

After Amendment	Before Amendment	Explanation
<p>paid in stock or cash, and the recipients of the payment include employees of subsidiaries who met the criteria set by the Board of Directors. The director's remuneration in the preceding paragraph can only be paid in cash. Employee remuneration and directors' remuneration shall be decided by the Board of Directors and reported to the shareholders' meeting.</p>	<p>paragraph can only be paid in cash. Employee remuneration and directors' remuneration shall be decided by the Board of Directors and reported to the shareholders' meeting.</p>	
<p>Article 25 The Articles of Incorporation were formulated on September 19, 1955; <u>the 50th amendment was made on May 19, 2025.</u></p>	<p>The Articles of Incorporation were established on September 19, 1955, and <u>the 49th amendment was made on May 24, 2024.</u></p>	<p>Amendment date</p>

Resolution:

Extempore Motions:

Adjournment.

# Attachment

## Attachment 1

### Federal Corporation Business Report

In 2024, the global political and economic situation was characterized by a number of unfavorable factors, such as the Russo-Ukrainian War, the Israel-Palestine Conflict, the U.S.-China tug-of-war, the tensions in the Indo-Pacific region, global inflation, and the economic recession in China, resulting in a very unstable global economy.

In addition to the impact of the international situation mentioned above, due to the U.S. anti-dumping tariff policy, insufficient equipment in outsourced OEMs, and capacity adjustments, the Company was unable to satisfy customers' demand for orders due to the unstable supply of goods, thus preventing the Company from increasing its revenues. In addition, after the Guanyin plant was shut down, the Company still had to bear the depreciation and amortization of various assets, maintenance and management expenses, as well as the impairment of idle equipment, resulting in the Company's operating loss in 2024.

#### 1. 2024 Business Results

##### (I) Business overview:

The Company's consolidated net operating income in 2024 was NT\$267,380 thousand, a decrease of 44.11% from NT\$478,402 thousand on a year-on-year basis, the net loss after tax for the year was NT\$465,154 thousand.

##### (II) Overview of production and sales:

Unit: Unit

	2024	2023	Increase (decrease)	%
Production volume	0	127,018	(127,018)	(100)
Sales volume	153,722	309,807	(156,085)	(50.38)

##### (III) Financial Information and Profitability

Unit: NTD thousand

Item / Year	2024	2023	Increase (decrease)
Net operating revenue	267,380	478,402	(211,022)
Operation gross profit, net	17,449	(296,742)	314,191
Operating income (loss)	(226,182)	(1,076,881)	850,699
Net income (loss) after tax	(465,154)	(1,729,299)	1,264,145

Item	2024	2023
Return on assets (%)	(2.86)	(13.86)
Return on shareholders' equity (%)	(6.67)	(30.96)
Ratio of income before tax to paid-in capital (%)	(9.36)	(36.52)
Net profit margin (%)	(173.96)	(361.47)
Earnings per share (NTD)	(1.01)	(3.76)

## 2. 2025 Business Plan

In 2025, the protectionism driven by the Trump administration, the impact of domestic electricity prices and carbon fees on corporate operating costs, and the sluggish recovery of the Chinese economy will add uncertainty to the overall economic outlook.

Although the Company continues to be affected by U.S. anti-dumping policies, tire shipments are expected to gradually return to normal as overseas OEM production capacity is adjusted and gradually becomes operational, thereby increasing revenue. In addition to actively transferring overseas and domestic OEM production lines, the Company also continues to seek other OEM factories to stabilize its supply of goods, while at the same time strictly controlling costs and reducing expenses to reduce fixed costs. After the cessation of production, we are also thinking about restructuring our business and reviewing the positioning of the supply chain and the domestic and overseas sales layout:

- (1) Overseas OEM, regional expansion: Contract the production of tires from overseas regions to avoid high anti-dumping tariffs to maintain normal operation activities. Currently, we have commissioned Vietnam and Thailand factories overseas and Nankang tires domestically, and we are also actively seeking OEM factories in China and other regions to increase the stability and diversity of our sources of supply.
- (2) Business transformation and revenue growth: In addition to manufacturing and selling tires, we intend to diversify our business model and increase royalty income and technical service income from our business projects in order to generate revenue.  
E.g., increase of trademarks, brands, technologies, patents and intellectual property, etc. and provision of technical services such as formulation, design,

testing, education and training for R&D personnel.

- (3) Organizational streamlining and cost reduction: streamlining personnel and optimizing the organization to reduce operating costs and expenses, minimizing various expenditures, and decreasing cash outflows.
- (4) Asset Activation and Revenue Generation: Accelerating the utilization of existing idle land, including land in urban land consolidation areas, industrial-commercial zones, and the Guanyin plant land and facilities, to increase operating capital and revenue, thereby improving the financial structure.

Although there will be a short-term impact on the Company's operations and profit and loss, the Company will continue its efforts. Considering the Company's future business and financial planning, as well as its long-term sustainable development, we sincerely hope that our valued shareholders will continue to give their strong support to the Company.

Chairperson: Kuo, Lin-Yao

General Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

## Attachment 2

### Audit Committees' Review Report

The Audit Committee has completed the review of the Company's 2024 Business Report, financial statements, and a statement of deficit compensation prepared by the Board of Directors, discovered no inconsistency, and has, thus, prepared this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please proceed to review it.

It is hereby presented to

The 2025 General Shareholders' Meeting of Federal Corporation

Convenor of Audit Committee:  
Wang, Chi-Lung

March 3, 2025

# Attachment 3

## Auditor's Report

NO.23931130CA

To Federal Corporation,

### **Opinion**

We have reviewed the accompanying consolidated balance sheets of Federal Corporation (the “Company”) and its subsidiaries (collectively, the “Group”) for the years ended December 31, 2024 and 2023 and the relevant consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial report presents fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023 and for the years then ended, and its consolidated financial performance and consolidated cash flows for the years then ended in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) (collectively referred to as “IFRSs”) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

### **Basis of the audit opinion**

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. Our responsibility under those standards are further described in the paragraph “Auditor's responsibilities for the audit of the consolidated financial report”. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We are convinced that we have

acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

### **Key audit matters**

Key audit matters refer to the most vital matters in our audit of the consolidated financial report of the Group for the year ended December 31, 2024, based on our professional judgment. These matters were addressed in our audit of the consolidated financial report as a whole, and in forming our audit opinion. We do not express a separate opinion on these matters.

Key audit matters of the 2024 consolidated financial statements of the Company and its subsidiaries are as follows:

#### Assessment of impairment of property, plant and equipment

Please refer to Note 4 (10) to the consolidated financial report for the accounting policy on impairment of non-financial assets; please refer to Note 5 to the consolidated financial report for the uncertainty of accounting estimates and assumptions of impairment of non-financial assets; please refer to Note 6(5) to the consolidated financial report for the description of the accounting of property, plant and equipment.

The industrial competition faced by the Group, the U.S. sales market affected by the anti-dumping duties in the final determination by the U.S. Department of Commerce (DOC), and the temporary full suspension of production at the Taoyuan Guanyin plant have caused an impact on the Group's operations. As the assessment of impairment of property, plant, and equipment requires an estimation of recoverable amounts through forecasting and discounting of future cash flows, and this process itself is highly uncertain, the assessment of impairment of property, plant, and equipment is one of our key audit matters.

The audit procedures we mainly conducted:

1. Understood the relevant policies and handling procedures for impairment assessment, and assessed the reasonableness of the management's identification of cash-generating units with potential impairment.
2. Examined the reasonableness of the relevant assumptions regarding the Company's and its subsidiaries' recoverable amounts in an independent appraisal report issued by a external expert and assessed the appraiser's qualifications and independence.

#### Fair value assessment of investment properties

Please refer to Note 4 (8) to the consolidated financial report for the accounting policy on investment properties; please refer to Note 5 to the consolidated financial report for the uncertainty of accounting estimates and assumptions of valuation of investment properties; please refer to Note 6(8) to the consolidated financial report for the description of the accounting of investment properties.

The investment property of the Company and its subsidiaries are measured at fair value. In order to support the management to make reasonable estimates, the Company uses the appraisal reports of independent appraisal agencies. Since the selection of appraisal methods and parameters involves many significant judgments and estimates, the fair value of investment property is listed as one of the key audit matters.

The audit procedures we mainly conducted:

1. Assess the professional competence, suitability and objectivity of the real estate appraiser engaged by the management to measure fair value.
2. Review the fair value reports to understand whether the valuation methods and assumptions are in compliance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the Regulations on Real Estate Appraisal, etc., and assess the relevance and reliability of the sources of information and significant inputs used in the valuation reports, as well as the reasonableness of the valuation results.

### **Other matters**

The Company has also prepared the standalone financial report for the year ended December 31, 2024 and 2023, for which we have issued an audit report with an unqualified opinion.

### **Responsibilities of the management and the governing bodies for the consolidated financial report**

The responsibilities of the management are to prepare the consolidated financial report with fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and regulations of IFRSs endorsed and issued into effect by the FSC and to maintain necessary internal control associated with the preparation in order to ensure that the financial report is free from material misstatement arising from fraud or error.

In preparing the consolidated financial report, the management is responsible for assessing the ability of the Group in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting unless the management intends to liquidate the Group or cease the operations without other viable alternatives.

The Group's governing bodies (including the Audit Committee) are responsible for supervising the financial reporting process.

### **Auditor's responsibilities for the audit of the consolidated financial report**

Our objectives are to obtain reasonable assurance on whether the consolidated financial report as a whole are free from material misstatement arising from fraud or error and to issue an independent auditors' report. Reasonable assurance is a high-level 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. Misstatement may arise from frauds or errors. If the amounts of misstatements, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the consolidated financial report, they are considered material.

We have utilized our professional judgment and professional doubt when performing the audit work in accordance with the auditing standards. We also performed the following tasks:

1. Identified and assessed the risks of material misstatement arising from fraud or error within the consolidated financial report; designed and executed countermeasures in response to said risks, and obtained sufficient and appropriate audit evidence to provide a basis for our opinion. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Understood the internal control related to the audit in order to design appropriate audit procedures under the circumstances, while not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluated the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and relevant disclosures made by the management.

4. Concluded on the appropriateness of the management's adoption of the going concern basis of accounting based on the audit evidence obtained and whether a material uncertainty exists for events or conditions that may cast significant doubt over the Group's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we shall remind users of the consolidated financial report to pay attention to relevant disclosures in said report within our audit report. If such disclosures are inadequate, we need to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluated the overall presentation, structure, and content of the consolidated financial report (including relevant notes), and whether the consolidated financial report adequately present the relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities within the Group in order to express an opinion on the consolidated financial statements. We were responsible for guiding, supervising, and performing the audit and forming an audit opinion about the Group.

The matters communicated between us and the governing bodies included the planned scope and times of the audit and material audit findings (including any material defects in internal control identified during the audit).

We also provided the governing bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence and communicated with them all relations and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

From the matters communicated with the governing bodies, we determined the key audit matters for the audit of the Group's consolidated financial report for the year ended December 31, 2024. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

Baker Tilly Clock & CO

Certified Public Accountant:

\_\_\_\_\_  
Peng, Li-Chen

Certified Public Accountant:

\_\_\_\_\_  
Chou, Yin-Lai

Approval No.: Jin-Guan-Zheng-Shen No. 1050025873

(80) Tai-Cai-Zheng-(VI) No. 53585

March 3, 2025

Federal Corporation and Its Subsidiaries

Consolidated Balance Sheet

December 31, 2024 and 2023

Unit: NTD thousand

Assets		Note	December 31, 2024		December 31, 2023	
Code	Account		Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 and 6(1)	\$ 784,299	6	\$ 654,572	5
1136	Financial assets at amortized cost - current	4, 6(2) and 8	47,642	—	430,082	3
1150	Notes receivable, net	4 and 6 (3, 19)	11,279	—	5,351	—
1170	Accounts receivable, net	4 and 6 (3, 19)	54,798	1	43,212	—
1200	Other receivables	4	7,739	—	11,181	—
1220	Current income tax assets	4 and 6(24)	8,949	—	6,489	—
130x	Inventories	4 and 6(4)	31,692	—	74,519	1
1410	Prepayments		46,680	—	33,980	—
11xx	Total current assets		993,078	7	1,259,386	9
	Non-current assets					
1600	Property, plant and equipment	4, 6(5), 7 and 8	3,926,565	29	4,371,942	32
1755	Right-of-use assets	4 and 6(6)	24,847	—	27,588	—
1760	Investment property	4, 6(8), and 8	6,034,564	45	5,952,678	43
1780	Intangible assets	4 and 6(9)	3,641	—	6,257	—
1840	Deferred tax assets	4 and 6(24)	68,853	1	81,929	1
1920	Guarantee deposits paid	8	34,140	—	41,332	—
1900	Other non-current assets	6(10)	2,333,822	18	2,034,283	15
15xx	Total non-current assets		12,426,432	93	12,516,009	91
1xxx	Total assets		\$ 13,419,510	100	\$ 13,775,395	100

(Continued on next page)

Federal Corporation and Its Subsidiaries  
Consolidated Balance Sheet (Continued)

December 31, 2024 and 2023

Unit: NTD thousand

Liabilities and Equity		Note	December 31, 2024		December 31, 2023	
Code	Account		Amount	%	Amount	%
	Current liability					
2100	Short-term borrowings	6(11)	\$ 681,000	5	\$ 400,000	3
2130	Contract liabilities - current	4 and 6(19)	24,886	—	22,179	—
2170	Accounts payable	6(12), 7	32,413	—	27,432	—
2200	Other payables	6(13)	22,465	—	50,589	—
2250	Provision - current	4 and 6(14)	28,947	1	92,176	1
2280	Lease liabilities - current	4 and 6(6)	3,138	—	3,357	—
2322	Long-term borrowings - current portion	6(15)	117,100	1	117,100	1
2300	Other current liabilities		22,525	—	21,907	—
21xx	Total current liability		932,474	7	734,740	5
	Non-current liability					
2540	Long-term borrowings	6(15)	3,709,903	28	3,827,003	28
2570	Deferred tax liabilities	4 and 6(24)	968,797	7	957,001	7
2580	Lease liabilities - non-current	4 and 6(6)	2,176	—	4,440	—
2645	Guarantee deposits received		3,250	—	2,489	—
2670	Other non-current liabilities	6(10)	1,060,099	8	1,060,099	8
25xx	Total non-current liability		5,744,225	43	5,851,032	43
2xxx	Total liability		6,676,699	50	6,585,772	48
	Total equity	6(17)				
3110	Ordinary share capital		4,733,292	35	4,733,292	34
3200	Capital reserve		164,214	1	164,221	1
	Retained earnings					
3310	Legal reserve		736,014	5	736,014	5
3320	Special reserve		1,912,816	14	1,912,816	14
3350	Deficit to be compensated		(5,373,224)	(39)	(4,908,070)	(36)
3400	Other equity		4,752,734	35	4,734,385	35
3500	Treasury stock		(183,035)	(1)	(183,035)	(1)
31xx	Total equity attributable to owners of the parent company		6,742,811	50	7,189,623	52
3xxx	Total equity		6,742,811	50	7,189,623	52
	Total liabilities and Equity		\$ 13,419,510	100	\$ 13,775,395	100

(Please refer to the Notes to the Consolidated Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

Federal Corporation and Its Subsidiaries  
Consolidated Statement of Comprehensive Income  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Code	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenue	4 and 6(19)	\$ 267,380	100	\$ 478,402	100
5000	Operating cost	6(4 and 25) and 7	(249,931)	(93)	(775,144)	(162)
5900	Operating gross profit (loss)		17,449	7	(296,742)	(62)
6000	Operating expenses	6 (25)				
6100	Marketing expense		(69,896)	(26)	(156,743)	(33)
6200	Management expense		(153,012)	(57)	(571,522)	(120)
6300	R&D expense		(24,123)	(9)	(49,555)	(10)
6450	Expected credit impairment gain (loss)	6(3)	3,400	1	(2,319)	—
	Total operating expenses		(243,631)	(91)	(780,139)	(163)
6900	Operating loss		(226,182)	(84)	(1,076,881)	(225)
7000	Non-operating revenues and expenses					
7100	Interest income	6(20)	26,264	10	39,830	8
7010	Other income	6(14 and 21)	59,107	22	12,358	3
7020	Other gains and losses	6(5, 8, 22 and 35) and 7	(207,966)	(78)	(604,888)	(126)
7050	Financial costs	6(23)	(94,455)	(36)	(99,023)	(21)
	Total non-operating income and expenses		(217,050)	(82)	(651,723)	(136)
7900	Net loss before tax		(443,232)	(166)	(1,728,604)	(361)
7950	Income tax expense	4 and 6(24)	(21,922)	(8)	(695)	—
8200	Current net loss		(465,154)	(174)	(1,729,299)	(361)
8300	Other comprehensive income					
8310	Items not reclassified to profit or loss:					
8312	Revaluation of property	4, 6 (8 and 17)	—	—	5,287,301	1,105
8349	Income tax related to titles not subject to reclassification	4, 6 (17 and 24)	—	—	(364,102)	(76)
8360	Items that may subsequently be reclassified to profit or loss					
8361	Exchange differences on translation of the financial statements of foreign operations	4 and 6 (17)	18,349	7	7,914	2
	Other comprehensive income for the period (post-tax profit or loss)		18,349	7	4,931,113	1,031
8500	Total comprehensive income for the period		\$ (446,805)	(167)	\$ 3,201,814	670
8600	Net loss attributable to:					
8610	Owners of parent		\$ (465,154)	(174)	\$ (1,729,299)	(361)
8700	Total comprehensive income attributable to:					
8710	Owners of parent		\$ (446,805)	(167)	\$ 3,201,814	670
	Loss per share (NTD)					
9750	Basic loss per share	6(18)	\$ (1.01)		\$ (3.76)	

(Please refer to the Notes to the Consolidated Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

Federal Corporation and Its Subsidiaries  
Consolidated statement of changes in equity  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Unit: RMB thousand

Item	Attributable to owners of the parent company								Total equity
	Ordinary share capital	Capital reserve	Retained earnings			Other equity items		Treasury stock	
			Legal reserve	Special reserve	Deficit to be compensated	Exchange differences on translation of the financial statements of foreign operations	Revaluation of property		
Balance on January 1, 2023	\$ 4,73	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (3,179,064)	\$ (196,728)	\$ —	\$ (183,035)	\$ 3,980,352
Earnings appropriation and distribution:									
Reversal of special reserve	—	—	—	(293)	293	—	—	—	—
Current net loss	—	—	—	—	(1,729,299)	—	—	—	(1,729,299)
Other comprehensive income for the period	—	—	—	—	—	7,914	4,923,199	—	4,931,113
Total comprehensive income for the period	—	—	—	—	(1,729,299)	7,914	4,923,199	—	3,201,814
Reorganization	—	7,457	—	—	—	—	—	—	7,457
Balance on December 31, 2023	\$ 4,73	\$ 164,221	\$ 736,014	\$ 1,912,816	\$ (4,908,070)	\$ (188,814)	\$ 4,923,199	\$ (183,035)	\$ 7,189,623
Balance on January 1, 2024	\$ 4,73	\$ 164,221	\$ 736,014	\$ 1,912,816	\$ (4,908,070)	\$ (188,814)	\$ 4,923,199	\$ (183,035)	\$ 7,189,623
Repayment of shareholders' gifts	—	(7)	—	—	—	—	—	—	(7)
Current net loss	—	—	—	—	(465,154)	—	—	—	(465,154)
Other comprehensive income for the period	—	—	—	—	—	18,349	—	—	18,349
Total comprehensive income for the period	—	—	—	—	(465,154)	18,349	—	—	(446,805)
Balance on December 31, 2024	\$ 4,73	\$ 164,214	\$ 736,014	\$ 1,912,816	\$ (5,373,224)	\$ (170,465)	\$ 4,923,199	\$ (183,035)	\$ 6,742,811

(Please refer to the Notes to the Consolidated Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

Federal Corporation and Its Subsidiaries

Consolidated statement of cash flows

For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Item	2024	2023
Cash flow from operating activities		
Net loss before tax in the current period	\$ (443,232)	\$ (1,728,604)
Adjustments:		
Income and expenses		
Depreciation expense	218,255	354,892
Amortization expense	2,916	11,048
Loss (gain) from expected credit impairment	(3,400)	2,319
Interest expense	94,455	99,023
Interest income	(26,264)	(39,830)
Loss (gain) on disposal of property, plant and equipment	(26,536)	8,714
Amount of property, plant and equipment reclassified to expenses	—	563
Impairment losses on non-financial assets	183,262	525,364
(Gain) loss on change in fair value of investment property	(75,982)	3,661
Loss (gain) from lease modification	11	(257)
Changes in assets/liabilities related to operating activities:		
Notes receivable	(5,928)	34,443
Accounts receivable	(8,062)	142,534
Other receivables	3,200	8,420
Inventories	42,827	350,131
Prepayments	(12,700)	22,594
Other current assets	—	221
Contract liabilities	2,707	(2,984)
Notes payable	—	(6,116)
Accounts payable	4,981	(42,726)
Other payables	(28,574)	(65,881)
Provision	(63,229)	(1,525)
Other current liabilities	618	(21,026)
Net defined benefit liability	—	(29,349)

(Continued on next page)

Federal Corporation and Its Subsidiaries  
Consolidated statement of cash flows (continued)  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Item	2024	2023
Cash outflow from operations	\$ (140,675)	\$ (374,371)
Interest received	26,595	38,494
Interest paid	(94,005)	(99,771)
Income tax paid	(2,092)	(14,838)
Net cash outflow from operating activities	(210,177)	(450,486)
Cash flow from investing activities:		
Financial assets at amortized cost acquired	(29,016)	(425,176)
Financial assets at amortized cost disposed of	412,839	55,216
Acquisition of non-current assets held for sale	—	(70,100)
Property, plant and equipment acquired	(23,767)	(59,721)
Property, plant and equipment disposed of	105,392	66,781
Increase in guarantee deposits paid	(24,214)	(1,521)
Decrease in guarantee deposits paid	31,601	4,798
Increase in other non-current assets	(299,839)	(25,409)
Increase in other non-current liabilities	—	1,060,099
Net cash inflow from investing activities	172,996	604,967
Cash flow from financing activities:		
Increase (decrease) in short-term borrowings	281,000	(774,805)
Long-term borrowings	—	1,100,000
Repayment of long-term borrowings	(117,100)	(965,966)
Increase in guarantee deposits received	761	800
Decrease in guarantee deposits received	—	(18)
Repayment of lease principal	(3,398)	(8,731)
Repayment of shareholders' gifts	(7)	—
Net cash inflow (outflow) from financing activities	161,256	(648,720)
Effect of changes in exchange rates on cash and cash equivalents	5,652	12,463
Increase (decrease) in cash and cash equivalents in the current period	129,727	(481,776)
Opening balance of cash and cash equivalents	654,572	1,136,348
Ending balance of cash and cash equivalents	\$ 784,299	\$ 654,572

(Please refer to the Notes to the Consolidated Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

To Federal Corporation,

**Opinion**

We have reviewed the accompanying standalone balance sheets of Federal Corporation (the "Company") for the years ended December 31, 2024 and 2023 and the relevant standalone statements of comprehensive income, changes in equity, and cash flows for the years then ended, and relevant notes, including a summary of significant accounting policies (collectively referred to as the "standalone financial statements").

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

**Basis of the audit opinion**

We conducted our audits in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. Our responsibility under those standards are further described in the paragraph "Auditor's responsibilities for the audit of the standalone financial report". We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We are convinced that we have acquired enough and appropriate audit evidence to serve as the basis of audit opinion.

**Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in our audit of the standalone financial report as a whole, and in forming our audit opinion. We do not express a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2024 are stated as follows:

### Assessment of impairment of property, plant and equipment

Please refer to Note 4 (10) to the standalone financial report for the accounting policy on impairment of non-financial assets; please refer to Note 5 to the standalone financial report for the uncertainty of accounting estimates and assumptions of impairment of non-financial assets; please refer to Note 6(6) to the standalone financial report for the description of the accounting of property, plant and equipment.

The industrial competition faced by the Group, the U.S. sales market affected by the anti-dumping duties in the final determination by the U.S. Department of Commerce (DOC), and the temporary full suspension of production at the Taoyuan Guanyin plant have caused an impact on the Group's operations. As the assessment of impairment of property, plant, and equipment requires an estimation of recoverable amounts through forecasting and discounting of future cash flows, and this process itself is highly uncertain, the assessment of impairment of property, plant, and equipment is one of our key audit matters.

The audit procedures we mainly conducted:

1. Understood the relevant policies and handling procedures for impairment assessment, and assessed the reasonableness of the management's identification of cash-generating units with potential impairment.
2. Examined the reasonableness of the relevant assumptions regarding the Company's recoverable amounts in an independent appraisal report issued by a external expert and assessed the appraiser's qualifications and independence.

### Evaluation of fair value of investment properties accounted for under the equity method

The accounting policy for investments accounted for under the equity method can be found in Note 4(6) to the standalone financial statements. Please refer to Note 4(8) of the Notes to Standalone Financial Statements for the accounting policy of investment properties.

The subsidiary, Taixin Construction Co., Ltd., is measured at fair value. In order to support the management to make reasonable estimates, the Company uses the appraisal reports of independent appraisal agencies. Since the selection of appraisal methods and parameters involves many significant judgments and estimates, the fair value of investment property is listed as one of the key audit

matters.

The audit procedures we mainly conducted:

1. Assess the professional competence, suitability and objectivity of the real estate appraiser engaged by the management to measure fair value.
2. Review the fair value reports to understand whether the valuation methods and assumptions are in compliance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the Regulations on Real Estate Appraisal, etc., and assess the relevance and reliability of the sources of information and significant inputs used in the valuation reports, as well as the reasonableness of the valuation results.

### **Responsibilities of the management and the governing bodies for the standalone financial report**

The responsibilities of the management are to prepare the standalone financial report with fair presentation in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and to maintain necessary internal control associated with the preparation in order to ensure that the financial report is free from material misstatement arising from fraud or error.

In preparing the standalone financial report, the management is responsible for assessing the ability of the Company in continuing as a going concern, disclosing relevant matters, and adopting the going concern basis of accounting unless the management intends to liquidate the Company or cease the operations without other viable alternatives.

The Company's governing bodies (including the Audit Committee) are responsible for supervising the financial reporting process.

### **Auditor's responsibilities for the audit of the standalone financial report**

Our objectives are to obtain reasonable assurance on whether the standalone financial report as a whole are free from material misstatement arising from fraud or error and to issue an independent auditors' report. Reasonable assurance is a high-level assurance but is not a guarantee that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists. Misstatement may arise from frauds or errors. If the amounts of misstatements, either separately or in aggregate, could reasonably be expected to influence the economic decisions of the users of the standalone financial report,

they are considered material.

We have utilized our professional judgment and professional doubt when performing the audit work in accordance with the auditing standards. We also performed the following tasks:

1. Identified and assessed the risks of material misstatement arising from fraud or error within the standalone financial report; designed and executed countermeasures in response to said risks, and obtained sufficient and appropriate audit evidence to provide a basis for our opinion. Fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Therefore, the risk of not detecting a material misstatement resulting from fraud is higher than the one resulting from error.
2. Understood the internal control related to the audit in order to design appropriate audit procedures under the circumstances, while not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluated the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and relevant disclosures made by the management.
4. Concluded on the appropriateness of the management's adoption of the going concern basis of accounting based on the audit evidence obtained and whether a material uncertainty exists for events or conditions that may cast significant doubt over the Company's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we shall remind users of the standalone financial report to pay attention to relevant disclosures in said report within our audit report. If such disclosures are inadequate, we need to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluated the overall presentation, structure, and content of the standalone financial report (including relevant notes), and whether the standalone financial report adequately present the relevant transactions and events.
6. Obtained sufficient and appropriate audit evidence concerning the financial information of entities within the Company, to express an opinion on the standalone financial report. We were responsible for guiding, supervising, and performing the audit and forming an audit opinion about the Company.

The matters communicated between us and the governing body include the planned scope and time of the audit and significant audit findings (including any

significant deficiencies in internal control identified during the audit).

We also provided the governing bodies with a declaration that we have complied with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China regarding independence and communicated with them all relations and other matters that may possibly be regarded as detrimental to our independence (including relevant protective measures).

From the matters communicated with the governing bodies, we determined the key audit matters for the audit of the Company's standalone financial report for the year ended December 31, 2024. We have clearly indicated such matters in the auditors' report. Unless legal regulations prohibit the public disclosure of specific matters, or in extremely rare cases, where we decided not to communicate over specific items in the auditors' report for it could be reasonably anticipated that the negative effects of such disclosure would be greater than the public interest it brings forth.

Baker Tilly Clock & CO

Certified Public Accountant:

\_\_\_\_\_  
Peng, Li-Chen

Certified Public Accountant:

\_\_\_\_\_  
Chou, Yin-Lai

Approval No.: Jin-Guan-Zheng-Shen No. 1050025873  
(80) Tai-Cai-Zheng-(VI) No. 53585

March 3, 2025

Federal Corporation  
Standalone Balance Sheet  
December 31, 2024 and 2023

Unit: NTD thousand

Assets		Note	December 31, 2024		December 31, 2023	
Code	Account		Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 and 6(1)	\$ 371,998	3	\$ 316,750	3
1136	Financial assets at amortized cost - current	4, 6(2) and 8	24,016	—	394,491	3
1150	Notes receivable, net	4 and 6(3)	11,279	—	5,351	—
1170	Accounts receivable, net	4 and 6(3)	52,227	—	41,357	—
1200	Other receivables	4 and 7	288,815	3	297,954	2
1220	Current income tax assets	4 and 6(24)	3,463	—	1,343	—
130x	Inventories	4 and 6(4)	31,692	—	71,727	1
1410	Prepayments		36,187	—	25,743	—
11xx	Total current assets		819,677	6	1,154,716	9
	Non-current assets					
1550	Investment under equity method	4 and 6(5)	6,131,280	48	6,075,858	46
1600	Property, plant and equipment	4, 6(6), 7 and 8	3,796,308	30	4,156,711	31
1755	Right-of-use assets	4 and 6(7)	5,247	—	7,709	—
1780	Intangible assets	4 and 6(9)	3,641	—	6,257	—
1840	Deferred tax assets	4 and 6(24)	68,853	—	81,929	1
1920	Guarantee deposits paid	8	34,140	—	35,105	—
1900	Other non-current assets	6(10)	2,006,740	16	1,707,201	13
15xx	Total non-current assets		12,046,209	94	12,070,770	91
1xxx	Total assets		\$ 12,865,886	100	\$ 13,225,486	100

(Continued on next page)

**Federal Corporation**  
**Standalone Balance Sheet (Continued)**  
**December 31, 2024 and 2023**

Unit: NTD thousand

Liabilities and Equity		Note	December 31, 2024		December 31, 2023	
Code	Account		Amount	%	Amount	%
	Current liability					
2100	Short-term borrowings	6(11)	\$ 681,000	6	\$ 400,000	3
2130	Contract liabilities - current	4 and 6(19)	24,672	—	21,972	—
2170	Accounts payable	6(12), 7	30,781	—	25,816	—
2200	Other payables	6(13) and 7	20,339	—	48,253	—
2250	Provision - current	4 and 6(14)	28,848	—	92,048	1
2280	Lease liabilities - current	4 and 6(7)	3,138	—	3,317	—
2322	Long-term borrowings - current portion	6(15)	117,100	1	117,100	1
2300	Other current liabilities	7	5,286	—	4,914	—
21xx	Total current liability		911,164	7	713,420	5
	Non-current liability					
2540	Long-term borrowings	6(15)	3,709,903	29	3,827,003	29
2570	Deferred tax liabilities	4 and 6(24)	436,575	4	428,412	3
2580	Lease liabilities - non-current	4 and 6(7)	2,176	—	4,440	—
2645	Guarantee deposits received		3,158	—	2,489	—
2670	Other non-current liabilities	6(10)	1,060,099	8	1,060,099	8
25xx	Total non-current liability		5,211,911	41	5,322,443	40
2xxx	Total liability		6,123,075	48	6,035,863	45
	Total equity	6(17)				
3110	Ordinary share capital		4,733,292	36	4,733,292	36
3200	Capital reserve		164,214	1	164,221	1
	Retained earnings					
3310	Legal reserve		736,014	6	736,014	6
3320	Special reserve		1,912,816	15	1,912,816	14
3350	Deficit to be compensated		(5,373,224)	(42)	(4,908,070)	(37)
3400	Other equity		4,752,734	37	4,734,385	36
3500	Treasury stock		(183,035)	(1)	(183,035)	(1)
3xxx	Total equity		6,742,811	52	7,189,623	55
	Total liabilities and Equity		\$ 12,865,886	100	\$ 13,225,486	100

(Please refer to the Notes to the Standalone Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

**Federal Corporation**  
**Standalone Statement of Comprehensive Income**  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Code	Item	Note	2024		2023	
			Amount	%	Amount	%
4000	Operating revenue	4, 6 (19), 7	\$ 253,368	100	\$ 464,632	100
5000	Operating cost	6(4 and 25) and 7	(238,954)	(94)	(761,429)	(164)
5900	Operating gross profit (loss)		14,414	6	(296,797)	(64)
6000	Operating expenses	6(25) and 7				
6100	Marketing expense		(66,955)	(26)	(152,905)	(33)
6200	Management expense		(109,217)	(43)	(403,684)	(87)
6300	R&D expense		(24,123)	(10)	(49,555)	(10)
6450	Expected credit impairment gain (loss)	6(3)	2,275	1	(4,744)	(1)
	Total operating expenses		(198,020)	(78)	(610,888)	(131)
6900	Operating loss		(183,606)	(72)	(907,685)	(195)
7000	Non-operating revenues and expenses					
7100	Interest income	6(20), 7	31,367	12	19,074	4
7010	Other income	6(21)	59,070	23	11,285	2
7020	Other gains and losses	6(6, 22, 25), 7	(277,219)	(109)	(599,515)	(129)
7050	Financial costs	6(23), 7	(94,422)	(37)	(99,621)	(21)
7070	Share of profit or loss of subsidiaries recognized using the equity method	4	20,875	8	(149,968)	(32)
	Total non-operating income and expenses		(260,329)	(103)	(818,745)	(176)
7900	Net loss before tax		(443,935)	(175)	(1,726,430)	(371)
7950	Income tax expense	4 and 6(24)	(21,219)	(8)	(2,869)	(1)
8200	Current net loss		(465,154)	(183)	(1,729,299)	(372)
8300	Other comprehensive income					
8310	Items not reclassified to profit or loss:					
	The revaluation increment of the property of the subsidiaries accounted for using the equity method	4 and 6 (17)	—	—	4,923,199	1,059
8360	Items that may subsequently be reclassified to profit or loss					
	Exchange differences on translation of the financial statements of foreign operations	4 and 6 (17)	18,349	7	7,914	2
	Other comprehensive income for the period (post-tax profit or loss)		18,349	7	4,931,113	1,061
8500	Total comprehensive income for the period		\$ (446,805)	(176)	\$ 3,201,814	689
	Loss per share (NTD)	6(18)				
9750	Basic loss per share		\$ (1.01)		\$ (3.76)	

(Please refer to the Notes to the Standalone Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

Federal Corporation  
Standalone statement of changes in equity  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Item	Ordinary share capital	Capital reserve	Retained earnings			Other equity items		Treasury stock	Total equity
			Legal reserve	Special reserve	Deficit to be compensated	Exchange differences on translation of the financial statements of foreign operations	Revaluation of property		
Balance on January 1, 2023	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (3,179,064)	\$ (196,728)	\$ —	\$ (183,035)	\$ 3,980,352
Earnings appropriation and distribution:									
Reversal of special reserve	—	—	—	(293)	293	—	—	—	—
Current net loss	—	—	—	—	(1,729,299)	—	—	—	(1,729,299)
Other comprehensive income for the period	—	—	—	—	—	7,914	4,923,199	—	4,931,113
Total comprehensive income for the period	—	—	—	—	(1,729,299)	7,914	4,923,199	—	3,201,814
Reorganization	—	7,457	—	—	—	—	—	—	7,457
Balance on December 31, 2023	\$ 4,733,292	\$ 164,221	\$ 736,014	\$ 1,912,816	\$ (4,908,070)	\$ (188,814)	\$ 4,923,199	\$ (183,035)	\$ 7,189,623
Balance on January 1, 2024	\$ 4,733,292	\$ 164,221	\$ 736,014	\$ 1,912,816	\$ (4,908,070)	\$ (188,814)	\$ 4,923,199	\$ (183,035)	\$ 7,189,623
Repayment of shareholders' gifts	—	(7)	—	—	—	—	—	—	(7)
Current net loss	—	—	—	—	(465,154)	—	—	—	(465,154)
Other comprehensive income for the period	—	—	—	—	—	18,349	—	—	18,349
Total comprehensive income for the period	—	—	—	—	(465,154)	18,349	—	—	(446,805)
Balance on December 31, 2024	\$ 4,733,292	\$ 164,214	\$ 736,014	\$ 1,912,816	\$ (5,373,224)	\$ (170,465)	\$ 4,923,199	\$ (183,035)	\$ 6,742,811

(Please refer to the Notes to the Standalone Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

Federal Corporation  
Standalone Statement of Cash Flows  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Item	2024	2023
Cash flow from operating activities		
Net loss before tax in the current period	\$ (443,936)	\$ (1,726,430)
Adjustments:		
Income and expenses		
Depreciation expense	182,282	314,866
Amortization expense	2,916	11,048
Loss (gain) from expected credit impairment	(2,275)	4,744
Interest expense	94,422	99,621
Interest income	(31,367)	(19,074)
Share of profit or loss of subsidiaries recognized using the equity method	(20,875)	149,968
Loss on disposal of property, plant and equipment	—	9,217
Amount of property, plant and equipment reclassified to expenses	—	563
Impairment losses on non-financial assets	183,262	530,612
Lease modification gain	—	(257)
Changes in assets/liabilities related to operating activities:		
Notes receivable	(5,928)	34,443
Accounts receivable	(8,595)	126,872
Other receivables	3,352	8,482
Inventories	40,035	347,178
Prepayments	(10,444)	22,229
Other current assets	—	221
Contract liabilities	2,700	(2,407)
Notes payable	—	(360)
Accounts payable	4,965	(43,257)
Other payables	(28,364)	(75,816)
Provision	(63,200)	(1,432)
Other current liabilities	372	(16,826)
Net defined benefit liability	—	(29,349)
Cash outflow from operation	(100,678)	(255,144)
Interest received	31,684	10,955
Interest paid	(93,972)	(99,692)
Income tax paid	(2,099)	(556)
Net cash outflow from operating activities	(165,065)	(344,437)

(Continued on next page)

Federal Corporation  
Standalone Statement of Cash Flows (Continued)  
For the years ended December 31, 2024 and 2023

Unit: NTD thousand

Item	2024	2023
Cash flow from investing activities:		
Financial assets at amortized cost acquired	\$ (12,016)	\$ (388,997)
Financial assets at amortized cost disposed of	382,491	34,506
Acquisition of investments under equity method	(16,198)	—
Capital returned due to capital reduction of investee companies using the equity method	—	434,629
Property, plant and equipment acquired	(1,755)	(59,721)
Property, plant and equipment disposed of	—	54,518
Increase in guarantee deposits paid	(24,214)	(1,521)
Decrease in guarantee deposits paid	25,179	4,798
Decrease (increase) in other receivables - related parties	5,470	(159,949)
Increase in other non-current assets	(299,839)	(25,409)
Increase in other non-current liabilities	—	1,060,099
Net cash inflow from investing activities	59,118	952,953
Cash flow from financing activities:		
Increase (decrease) in short-term borrowings	281,000	(774,805)
Long-term borrowings	—	1,100,000
Repayment of long-term borrowings	(117,100)	(965,966)
Increase in guarantee deposits received	669	800
Decrease in guarantee deposits received	—	(18)
Decrease in other payables - related parties	—	(31,738)
Repayment of lease principal	(3,367)	(8,610)
Repayment of shareholders' gifts	(7)	—
Net cash inflow (outflow) from financing activities	161,195	(680,337)
Increase (decrease) in cash and cash equivalents in the current period	55,248	(71,821)
Opening balance of cash and cash equivalents	316,750	388,571
Ending balance of cash and cash equivalents	\$ 371,998	\$ 316,750

(Please refer to the Notes to the Standalone Financial Report)

Chairperson: Kuo, Lin-Yao

Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

## Attachment 4

### Federal Corporation Statement of Deficit Compensation 2024

Unit: NTD

Item	Amount
Opening balance	(4,908,069,244)
Less: Net loss after tax for the year	(465,154,372)
Deficit to be compensated at the end of the period	(5,373,223,616)

Chairperson: Kuo, Lin-Yao

General Manager: Cheng-Ying Chung

Chief of Accounting Officer: Li, Hsin-Yu

# Appendix

# Appendix I

## **Federal Corporation Articles of Incorporation**

### Chapter 1 General Provisions

Article 1 The Company is incorporated pursuant to the provisions of company limited by shares in the Company Act, and named as 泰豐輪胎股份有限公司 (or 泰豐輪胎公司) in Chinese, and FEDERAL CORPORATION in English.

Article 2 The Company operates the following business:

- I. C804010: Tire Manufacturing.
- II. C804020: Industrial Rubber Products Manufacturing.
- III. C804990: Other Rubber Products Manufacturing
- IV. F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
- V. F114050: Wholesale of Tires.
- VI. F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories.
- VII. F214050: Retail Sale of Tires.
- VIII.F299990: Other retail
- IX. F301010: Department Store.
- X. F301020: Supermarkets
- XI. F399010: Convenience stores
- XII. F401010: International Trade.
- XIII.F501060: Restaurants.
- XIV. G202010: Parking Area Operators.
- XV. H701010: Housing and Building Development and Rental.
- XVI. H701020: Industrial Factory Development and Rental.
- XVII.H701040: Specific Area Development
- XVIII. H701050: Investment and construction in the public construction industry.
- XIX. H701060: New Towns and New Community Development.
- XX. H701070: Urban and Rural Land Expropriation and Urban Land Readjustment Agencies
- XXI. H701080: Urban Renewal Reconstruction.
- XXII.H701090: Urban Renewal Reconstruction and Maintenance.
- XXIII. H702010: Construction Management
- XXIV. H703090: Real estate trading.
- XXV. H703100: Real Estate Leasing.

- XXVI. I102010: Investment Consulting.
- XXVII. I103010: Business Administration Consulting.**
- XXVIII. I103060: Management Consulting
- XXIX. I301010: Information Software Services.
- XXX. J403010: Motion Picture Projection.
- XXXI. J601010: Arts and Literature Service.
- XXXII. J701010: Electronic Game Arcades.**
- XXXIII. J701020: Amusement parks.
- XXXIV. J701040: Recreational Activities Stadium.
- XXXV. J901020: General Hotel
- XXXVI. J799990: Other Recreational Services.
- XXXVII. G801010: Warehousing.
- XXXVIII. ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval.

- Article 3 The total amount of Company's reinvestments are not subject to the restriction set forth in the Company Act.
- Article 4 The Company may make endorsement or guarantee if required by the business.
- Article 5 The Company and the plant are located in Taoyuan City. If required, the branches, plants, or offices may be set up domestically or internationally upon the board of directors' resolutions.
- Article 6 The Company makes announcement pursuant to the Company Act and other related laws and regulations.

## **Chapter 2 Shares**

- Article 7 The Company's capital is set at Ten Billion New Taiwan Dollars, and divided into One Billion Shares at the par value of Ten New Taiwan Dollars; the board of directors is authorized to issue the shares in batches, and some of the shares may be preferred shares.
- Article 7-1: The Company may issue the A-preferred shares; the rights and obligations, and other important issuance terms are set forth below:
  - I. The maximum yield of preferred share dividend is 8% per annum, and calculated based on the issuance price per share. The dividends may be paid annually in cash, and the board of directors or the chairman authorized by the board of directors' resolution will decide the base date, to pay the dividends from the previous year. The dividends for the issuance year and collection

year are calculated based on the actual days of being issued in such years.

- II. The Company has full discretion upon the distribution of such preferred share dividend. Where the Company has no surplus, or the surplus is not enough to pay the dividends up on the annual settlement, or due to other necessary consideration, the Company is entitled, upon the resolution of the board of directors, not to distribute the preferred share dividends, and such act shall not constitute a breach of the contract. The preferred shares are non-cumulative; the dividends not distributed or not fully distributed do not accumulated and deferred to be distributed in the year with surplus.
- III. The shareholders of the preferred shares, other than the dividends set forth in Subparagraph 1 of the paragraph, are not entitled to participate the distribution of earnings, the cash capital reserve, and equity capital for the common shares.
- IV. The preferred shares are not convertible to common shares.
- V. The shareholders of the preferred shares has higher seniority than the shareholders of common shares when distributing the Company's residual properties, and identical seniority of the shareholders of other preferred shares, lower than general creditors; such distribution is limited to the amount of outstanding issued preferred shares at the issuance price.
- VI. The shareholders of the preferred shares have no voting right and election right in the common shareholders' meetings, but have the voting rights in the preferred shareholders' meetings, and the shareholders meeting where the adverse proposal to the preferred shareholders' rights and obligations will be voted.
- VII. There is no expiry date for the preferred shares. The shareholders of the preferred shares are not entitled to request the Company collect the preferred shares in possession of the shareholders; provided, the Company may collect, all or in part, of the preferred shares at the original issuance price any time since the first day of the 5th year. The rights and obligations of uncollected preferred shares remain the same. Where the Company resolves to distribute dividends, the dividends to be paid as of the collection day is calculated based on the actual days of being issued of the year.
- VIII. The capital reserve from the premium issuance of the preferred shares must not set aside as equity capital other than offsetting the deficit during the issuance.

The name, issuance date, and specific issuance term of the preferred shares are authorized to the board of directors to decided at the time of issuance, depending on the capital market conditions and the investors' willingness of subscription, pursuant to the Articles of Incorporation and related laws and regulations.

Article 7-2: The Company may issued the B-preferred shares; the rights and obligations, and other important issuance terms are set forth below:

- I. The maximum yield of preferred share dividend is 8% per annum, and calculated based on the issuance price per share. The dividends may be paid annually in cash, and the board of directors or the chairman authorized by the board of directors' resolution will decide the base date, to pay the dividends from the previous year. The dividends for the issuance year and collection year are calculated based on the actual days of being issued in such years.
- II. The Company has full discretion upon the distribution of such preferred share dividend. Where the Company has no surplus, or the surplus is not enough to pay the dividends up on the annual settlement, or due to other necessary consideration, the Company is entitled, upon the resolution of the board of directors, not to distribute the preferred share dividends, and such act shall not constitute a breach of the contract. The preferred shares are non-cumulative; the dividends not distributed or not fully distributed do not accumulated and deferred to be distributed in the year with surplus.
- III. The shareholders of the preferred shares, other than the dividends set forth in Subparagraph 1 of the paragraph, are not entitled to participate the distribution of earnings, the cash capital reserve, and equity capital for the common shares.
- IV. The preferred shares cannot be converted within 3 years upon the issuance date. The board of directors is authorized to decide the convertible period in the actual issuance terms. The shareholders of the convertible preferred shares may apply to convert all or part of the preferred shares in their possession pursuant to the issuance terms, at the ratio of one preferred share to one common share (conversion ratio: 1:1). The rights and obligations of the preferred shares, after converted to the common shares, become the same as the preferred shares. The preferred shares converted to common shares before the ex-right (dividend) date of the year, are eligible for the earning and capital reserve distribution of the common shares for the year, but not eligible for the distribution of the preferred share dividends. The preferred

shares converted to common shares after the ex-right (dividend) date of the year, are eligible for distribution of the preferred share dividends, but not eligible for the earning and capital reserve distribution of the common shares. As the principle, the dividends of common shares and preferred shares are not distributed to the same shares in the same year.

- V. The shareholders of the preferred shares has higher seniority than the shareholders of common shares when distributing the Company's residual properties, and identical seniority of the shareholders of other preferred shares, lower than general creditors; such distribution is limited to the amount of outstanding issued preferred shares at the issuance price.
- VI. The shareholders of the preferred shares have the voting rights and election rights in the common shareholders' meetings, and identical to the shareholders of common shares.
- VII. There is no expiry date for the preferred shares. The shareholders of the preferred shares are not entitled to request the Company collect the preferred shares in possession of the shareholders; provided, the Company may collect, all or in part, of the preferred shares at the original issuance price any time since the first day of the 5th year. The rights and obligations of uncollected preferred shares remain the same. Where the Company resolves to distribute dividends, the dividends to be paid as of the collection day is calculated based on the actual days of being issued of the year.
- VIII. The capital reserve from the premium issuance of the preferred shares must not set aside as equity capital other than offsetting the deficit during the issuance.

The name, issuance date, and specific issuance term of the preferred shares are authorized to the board of directors to decided at the time of issuance, depending on the capital market conditions and the investors' willingness of subscription, pursuant to the Articles of Incorporation and related laws and regulations.

Article 7-3: The Company may issued the C-preferred shares; the rights and obligations, and other important issuance terms are set forth below:

- I. The maximum yield of preferred share dividend is 4% per annum, and calculated based on the issuance price per share. The dividends may be paid annually in cash, and the board of directors or the chairman authorized by the board of directors' resolution will decide the base date, to pay the dividends from the previous year. The dividends for the issuance year and collection

year are calculated based on the actual days of being issued in such years.

- II. The dividends that are not distributed when there is no surplus, or the surplus is insufficient to pay the preferred share dividends upon annual settlement, such dividends undistributed or not distributed in full shall be accumulated and made up first in the year with surplus.
- III. The shareholders of the preferred shares, other than the dividends set forth in Subparagraph 1 of the paragraph, are not entitled to participate the distribution of earnings, the cash capital reserve, and equity capital for the common shares.
- IV. The preferred shares cannot be converted within 3 years upon the issuance date. The board of directors is authorized to decide the convertible period in the actual issuance terms. The shareholders of the convertible preferred shares may apply to convert all or part of the preferred shares in their possession pursuant to the issuance terms, at the ratio of one preferred share to one common share (conversion ratio: 1:1). The rights and obligations of the preferred shares, after converted to the common shares, become the same as the preferred shares. The preferred shares converted to common shares before the ex-right (dividend) date of the year, are eligible for the earning and capital reserve distribution of the common shares for the year, but not eligible for the distribution of the preferred share dividends. The preferred shares converted to common shares after the ex-right (dividend) date of the year, are eligible for distribution of the preferred share dividends, but not eligible for the earning and capital reserve distribution of the common shares. As the principle, the dividends of common shares and preferred shares are not distributed to the same shares in the same year.
- V. The shareholders of the preferred shares has higher seniority than the shareholders of common shares when distributing the Company's residual properties, and identical seniority of the shareholders of other preferred shares, lower than general creditors; such distribution is limited to the amount of outstanding issued preferred shares at the issuance price.
- VI. The shareholders of the preferred shares have the voting rights and election rights in the common shareholders' meetings, and identical to the shareholders of common shares.
- VII. There is no expiry date for the preferred shares. The shareholders of the preferred shares are not entitled to request the Company collect the preferred

shares in possession of the shareholders; provided, the Company may collect, all or in part, of the preferred shares at the original issuance price any time since the first day of the 5th year. The rights and obligations of uncollected preferred shares remain the same. Where the Company resolves to distribute dividends, the dividends to be paid as of the collection day is calculated based on the actual days of being issued of the year.

VIII. The capital reserve from the premium issuance of the preferred shares must not set aside as equity capital other than offsetting the deficit during the issuance.

The name, issuance date, and specific issuance term of the preferred shares are authorized to the board of directors to decided at the time of issuance, depending on the capital market conditions and the investors' willingness of subscription, pursuant to the Articles of Incorporation and related laws and regulations.

Article 8      The shares of the Company are registered shares, and are issued after sealed or signed by the director representing the Company, and certified pursuant to laws. The shares issued by the Company may be printed in the form of certificate at the total issuance shares; the shares may be exempted from printing, but shall be registered with a centralized securities depository enterprise and follow the regulations of that enterprise.

Article 9      Assignment, transfer, inheritance, gift, pledge, loss, destruction or other shareholder services, shall comply with the Company Act and related regulations. Taiwan Depository & Clearing Corporation may request to issue certificate with higher par value by combining shares.

### **Chapter 3 Shareholders' Meeting**

Article 10     There are general and extraordinary shareholders' meetings, which shall be convened in accordance with laws. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting and may be distributed in the form of public announcement.

Extraordinary meetings may be convened at any time as needed in accordance with relevant laws.

The Company may convene shareholders' meeting by video conference or in other methods as announced by the central competent authority.

Article 11 Except for restrictions in accordance with relevant laws and regulations, the Company's shareholder shall be entitled to one vote for each share held.

Article 12 A shareholders' meeting shall be chaired by the Chairman. When the Chairman is absent for any reason, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the directors shall select from among themselves one person to serve as the chair.

#### **Chapter 4 Directors and Audit Committee**

Article 13 The Company sets seven to eleven directors, who are elected by the shareholders' meeting among these competent. The director's term of office is three years, and directors may be re-elected consecutively. The total shares held by all the directors must not lower than a certain percentage required by the competent authority of the total paid-in shares.

Among the said number of the directors, the independent directors must not fewer than three, not less than one-fifth of the directors' seats. The election of directors shall adopt the candidate nomination system set forth in Article 192-1 of the Company Act, and the shareholders shall elect from the list of the director and independent director candidates. The approach of receiving nomination and announcement, among other matters, shall comply with the related provisions of the Company Act and Securities and Exchange Act.

The Company established the "Audit Committee" pursuant to Article 14-4 of the Securities and Exchange Act, consisting of all independent directors.

The number, term of office, power, and rules of meeting procedures of the Audit Committee shall be determined by the Audit Committee Charter that is established pursuant to the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 14 The Chairman shall be elected by more than half of the attending directors from among themselves at a Board meeting attended by more than two-thirds of all directors. The Chairman is in charge of all business at the Company internally and represents the Company externally. A Board meeting shall be chaired by the Chairman. When the Chairman is absent for any reason, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the directors shall select from among themselves one person to serve as

the chair. A Board meeting shall be chaired by the Chairman. When the Chairman is absent for any reason, the Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the directors shall select from among themselves one person to serve as the chair.

- Article 15      The directors all serve as the Company's managerial officers or employees are paid with the salaries as general employees, other than the transportation subsidies to the directors.
- Article 16      The board of directors exercise the powers granted by the Company Act and shareholders' meeting. Where the board meeting cannot be held after being legally convened by listing convention causes, the chairman may be authorized to determine the originally listed convention causes within the authorization, and such decisions will be ratified when the board meeting is convened successfully.
- Article 17      Directors may appoint proxies to attend the board meeting on their behalf, but one proxy may be appointed by one director only. The board meetings may be convened in writing, by the means of fax or email.
- Article 18      The Company may cover all directors and key executives with the liability insurance.
- Article 19      The board of directors, shall be authorized to determine the Chairman's and directors' remuneration based on the degree of their participation in the Company's operations and the value of individuals' contribution, while with reference to the general standards in the industry.

## **Chapter 5 Managers**

- Article 20      The Company may appoint a number of managerial officers, whose appointment, dismissal, and remuneration shall be decided by the board of directors.

## **Chapter 6 Settlement and Earnings Distribution**

- Article 21      The Company's fiscal year starts from January 1 to December 31 each year. After annual financial statements are prepared, the Board of Directors shall, in accordance with the Company Act, prepare relevant documents and proposals and submit them to the general shareholders' meeting for approval.

The Company's earnings distribution or deficit compensation may be made after the

end of each semi-annual fiscal year.

Article 22 If the Company makes a profit in the year (referring to the income before tax before the remuneration to employees and directors is subtracted), it shall allocate 0.1% to 1% of the balance as employee remuneration and no more than 3% as directors' remuneration. However, profits must first be reserved to offset against the cumulative deficit (including adjusted undistributed earnings), if applicable.

Said employee remuneration can be paid in stock or cash, and the recipients of the payment include employees of subsidiaries who met the criteria set by the Board of Directors. The director's remuneration in the preceding paragraph can only be paid in cash.

Employee remuneration and directors' remuneration shall be decided by the Board of Directors and reported to the shareholders' meeting.

Article 22-1: The Company's earnings distribution or deficit compensation may be made after the end of each semi-annual fiscal year.

Where the Company makes a profit in a semi- annual and annual fiscal year, the profit shall be first used for paying taxes, offsetting the cumulative deficit, setting aside 10% of the remaining profit as a legal reserve, setting aside an amount for a special reserve in accordance with regulations, and then any remaining profit may be used to distribute dividends on preference shares for the year first; any remaining balance, together with any undistributed earnings at the beginning of the period (including adjusted undistributed earnings), shall be adopted by the Board of Directors as the basis for making a distribution proposal.

If it is distributed in the form of cash dividends, the decision shall be resolved by attended by more than half of the directors present at a Board meeting attended by more than two-thirds of all directors on the Board and reported to the shareholders' meeting If it is distributed in the form of new shares, it shall be distributed after a resolution is adopted by the shareholders' meeting.

The Company's industry is currently in a developed stage. Considering future capital needs, a financial plan, and shareholders' interests, the Board of Directors, depending on the business performance, drafts a profit distribution proposal in a percentage from 5% to 100% and submit it to the general shareholders' meeting. The Company shall give priority to cash dividends for earnings distribution and may distribute stock dividends not higher than 80% of

the total dividends to be distributed in principle. However, if there are significant investment plans, future development, and other factors, the earnings may be retained.

### **Chapter 7 Supplementary Provisions**

- Article 23      The Articles of Incorporation take effect after the resolution was adopted by the shareholders' meeting.
- Article 24      Any matter not mentioned the Articles of Incorporation shall comply with the Company Act and other laws and regulations.
- Article 25      The Articles of Incorporation were formulated on September 19, 1955; the 49th amendment was made on May 24, 2024.

## Appendix 2

### Federal Corporation

#### Rules of Procedure for Shareholders Meetings

##### Article 1

To establish an excellent governance system for the Company's shareholders' meeting, improve the supervisory function, and strengthen the management function, these Rules are formulated in accordance with the provisions of Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies for compliance.

##### Article 2

The rules of procedure for the Company's shareholders' meetings shall be governed by these Rules, unless otherwise stipulated by laws and regulations or the Articles of Incorporation.

##### Article 3

Unless otherwise provided by law, the Company's shareholders' meeting shall be convened by the Board of Directors.

Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.

30 days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, the Company shall prepare electronic files of the meeting notice, proxy form, information on proposals for ratification, matters for discussion, election or dismissal of directors, and other matters on the shareholders' meeting agenda and upload them to the Market Observation Post System in an electronic file. Meanwhile, 21 days before the Company convenes an annual shareholders' meeting or 15 days before an extraordinary shareholders' meeting, it shall prepare an electronic file of the shareholders' meeting agenda handbook and the supplementary materials and upload them to the MOPS. However, a publicly listed company, with the paid-in capital amounting to NT\$10 billion or more at the end of the most recent fiscal year or the total shareholding ratio of foreign capital and capital from China reaching 30% or more as per the shareholder register for the general shareholders' meeting held in the most recent fiscal year, shall upload such an electronic file 30 days before the general shareholders' meeting. Fifteen days before the Company convenes a shareholders' meeting, it shall prepare the shareholders' meeting agenda handbook and supplementary materials and make them available for the shareholders to obtain and review at any time. In addition, the handbook shall be displayed at the Company and its stock affairs agency.

The Company shall provide said handbook and supplementary materials mentioned in the preceding paragraph to the shareholders on the day of the shareholders' meeting in the following methods:

- I. When a physical shareholders' meeting is convened, such materials shall be distributed on-site at the shareholders' meeting.
- II. When a physical shareholders' meeting is convened, supplemented by a video conference, such materials shall be distributed on-site at the shareholders' meeting, and an electronic file of such materials shall be uploaded to the video conference platform.
- III. When a shareholders' meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and the public announcement. With the consent of the addressee, the meeting notice may be given in electronic form. Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of the removal of the non-compete clause for the directors, capitalization of earnings, capitalization of legal reserve, dissolution, merger, or demerger of the Company, or any matter under Article 185, Paragraph 1 of the Company Act; Articles 26-1 and 43-6 of the Securities and Exchange Act, and Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be set out and the essential contents explained in the notice of the shareholders' meeting. None of the above matters may be raised by an extempore motion.

Where an election of all directors and their inauguration date shall be stated in the notice of the shareholders' meeting, after the completion of the re-election in said meeting, such inauguration date may not be altered by any extempore motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of outstanding shares may submit to the Company a proposal for discussion at an annual general meeting of shareholders. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder's proposal in alignment with any circumstance under any subparagraph of Paragraph 4 of Article 172-1 of the Company Act may not be included in the meeting agenda by the Board of Directors. A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before an annual shareholders' meeting is held, the Company shall publicly announce its acceptance of shareholders' proposals in writing or by electronic means and the location and time period for their submission; the period for acceptance of shareholders' proposals may not be fewer than 10 days.

Each of such proposals is limited to 300 characters, and no proposal containing more than 300 characters will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the annual general meeting of shareholders and take part in the discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the Board of Directors shall explain the reasons for any shareholders' proposals not included in the agenda.

#### Article 4

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization. Each shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company at least five days before the date of the shareholders' meeting. When a duplicate proxy form is served, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy form.

Once a proxy form is received by the Company, if the shareholder wishes to attend the shareholders' meeting in person or to exercise their voting rights in writing or by electronic means, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Once a proxy form is received by the Company, if the shareholder wishes to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the shareholders' meeting, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

#### Article 5 (Principles of the venue and time of the shareholders' meeting)

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

When the Company convenes a shareholders' meeting by video conference, it is not subject to the restriction on the venue of the meeting under the preceding paragraph.

#### Article 6 (Preparation of a sign-in book)

The Company shall state, in the meeting notice, the sign-in time and place for shareholders, solicitors, and proxies (hereinafter referred to as "shareholders"), and other matters that shall be noted.

The time at which shareholders' sign-in begins, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The sign-in location place shall be clearly marked and staffed with a sufficient number of suitable personnel. When the shareholders' meeting is convened by video conference, the sign-in process shall begin on the video conference

platform 30 minutes before the meeting commences. Shareholders who have completed the sign-in shall be deemed to have attended the shareholders' meeting in person.

Shareholders shall attend the shareholders' meetings with their attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attendance presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

The Company shall furnish attending shareholders with the meeting agenda handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, ballots shall also be furnished.

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

If a shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference should register with the Company two days prior to the shareholders' meeting.

If a shareholders' meeting is convened by video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes prior to the start of the meeting and continue to disclose them till the end of the meeting.

Article 6-1 (Matters to be included in the meeting notice when the shareholders' meeting is convened by video conference)

When the Company convenes the shareholders' meeting by video conference, the information below shall be stated in the meeting notice:

- I. Shareholders' methods of participating in the video conference and exercising their rights.
- II. The response to the obstacles to the video conference platform or to the participation in the video conference due to natural disasters, incidents, or other force majeure events shall include at least the following:
  - (I) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.
  - (II) Shareholders who did not register to participate in the original shareholders' meeting by video conference shall not participate in the meeting to be postponed or resumed.
  - (III) When a physical shareholders' meeting is convened, supplemented by a video conference, if the video conference cannot continue, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. For shareholders participating by video conference, the number of their shares shall be included in the total number of shares in

attendance, and they shall be deemed to abstain for all motions resolved at the shareholders' meeting.

(IV) The handling method in the event that the resolution results of all motions have been announced, while extempore motions have not been resolved.

III. When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be specified.

#### Article 7 (Chairperson, Shareholders' Meeting, Attendance)

If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. When the Chairman is on leave or unable to exercise the powers as the chair for any reason, the Vice Chairman shall chair the meeting on his behalf. Where the Vice Chairman is on leave or unable to exercise the powers as the chair for any reason, the Chairman shall appoint one of the managing directors to act as the chair. Where there is no such a position as managing director, Chairman shall appoint one of the directors to act as the chair. Where the Chairman fails to make such a designation, the managing directors or directors shall select from among themselves one person to serve as the chair.

When a managing director or a director serves as the chair, as referred to in the preceding paragraph, such directors shall have held that position for six months or more with great understanding of the Company's financial position. The same shall apply if the chair is served by the representative of an institutional director.

A shareholders' meeting convened by the Board of Directors may be chaired by the Chairman in person and shall be attended by more than half of the directors on the Board and at least one representative of each functional committee, and the attendance shall be recorded in the minutes of the shareholders' meeting.

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

The Company may appoint its attorneys, CPAs, or relevant persons retained by it to attend a shareholders' meeting in a non-voting capacity.

#### Article 8 (Audio or video recordings of the shareholders' meeting)

The Company, from the beginning of shareholders' sign-in, shall make an uninterrupted audio and video recording of the sign-in procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

Such recordings shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recordings shall be retained until the conclusion of the litigation.

If a shareholders' meeting is convened by video conference, the Company shall keep records of shareholders' registration, sign-in, questions raised, and voting and the Company's vote counting results and retain the records, while making an uninterrupted audio and video recording of the entire video conference.

Such recordings shall be properly kept by the Company during the period of its existence and provided to those who are entrusted to handle the video conference affairs for storage.

#### Article 9

Attendance at shareholders' meetings shall be counted based on numbers of shares. The number of shares in attendance shall be counted according to the shares indicated in the sign-in book or the sign-in cards handed in and the sign-in record on the video conferencing platform plus the number of shares whose voting rights are exercised in writing or by electronic means.

The chair shall call the meeting to order upon the meeting time and disclose information concerning the number of non-voting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of outstanding shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If attending shareholders still represent less than one third of the total number of outstanding shares after two postponements, the chair shall declare the meeting adjourned. If a shareholders' meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

If there are not enough shareholders, while representing at least one third of outstanding shares after two postponements under the preceding paragraph, tentative resolutions may be passed in accordance with Article 175, Paragraph 1 of the Company Act. Shareholders shall be notified of the tentative resolutions, and another shareholders' meeting will be convened within one month. If a shareholders' meeting is convened by video conference, shareholders who wish to attend by video conference shall re-register with the Company in accordance with Article 6.

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

#### Article 10

If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors, and all proposals shall be resolved by voting. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution by the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene other than the Board of Directors.

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

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore 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.

#### Article 11 (Speech by shareholders)

A shareholder wishing to speak at a shareholders meeting shall first fill out a slip, specifying therein the major points of their speech, shareholder account number (or attendance card number) and account name, and the chair shall determine their order of giving a speech.

A shareholder who submits a speech slip without giving a speech shall be considered as not having given a speech. If the contents of the speech are different from those specified on the slip, the contents of their speech shall prevail.

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

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

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

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

If a shareholders' meeting is convened by video conference, shareholders who participate by video conference may ask questions in text on the video conference platform after the chair calls the meeting to order and before the chair declares the meeting adjourned. The number of questions raised by each shareholder for each motion shall not exceed two, each question shall be limited to 200 characters, and the provisions of Paragraphs 1 to 5 shall not apply.

If such questions in the preceding paragraph are not in violation of the regulations or not outside the scope of the motions, it is advisable to disclose such questions on the video conference platform.

#### Article 12 (Counting of the number of voting shares and recusal system)

Voting at shareholders' meetings shall be counted based on numbers of shares.

The non-voting shares held by shareholders shall not be counted toward the total number of outstanding shares for any resolution to be adopted at a shareholders' meeting.

A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the Company's interest, shall not vote nor exercise the voting right on behalf of another shareholder.

Shares for which voting right cannot be exercised as provided in the preceding paragraph shall not be counted toward the number of votes of shareholders present at the meeting.

Except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting rights represented by them shall not exceed 3% of the total number of the Company's voting shares, otherwise, the portion of excessive voting rights shall not be counted.

### Article 13

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

When the Company holds a shareholders' meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights in writing. The method of exercise shall be specified in the shareholders' meeting notice. A shareholder's exercise of voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived their rights with respect to the extempore motions and amendments to original proposals of that meeting. Therefore, it is advisable for the Company to avoid putting forth extempore motions and amendments to the original proposals.

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

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person or by video conference, they shall serve a declaration of intent to retract the voting rights already exercised under the preceding paragraph two days before the shareholders' meeting in the same manner in which the voting rights were exercised; otherwise, the voting rights exercised in writing or by electronic means shall prevail. If the shareholder exercises the voting right in writing or by electronic means and appoints a proxy with a proxy form to attend the shareholders' meeting, the voting right exercised by the attending proxy at the meeting shall prevail.

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. At the time of a vote, for each proposal, the chair or a

person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a vote by the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered on the MOPS.

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

Scrutineers and vote counting personnel for the voting on proposals shall be appointed by the chair, provided that all scrutineers be shareholders of the Company.

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

When a shareholders' meeting is convened by video conference, shareholders participating by video conference shall vote on various motions and election(s) on the video conference platform after the chair calls the meeting to order. They shall complete the voting before the chair declares the voting closed, otherwise they shall be deemed to have waived their voting rights.

When a shareholders' meeting is convened by video conference, after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced. If a shareholders' meeting is convened, supplemented by a video conference, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6, intend to attend the physical shareholders' meeting in person, shall rescind the registration in the same manner as the registration two days before the shareholders' meeting, otherwise they can only attend the shareholders' meeting by video conference.

Those who exercise their voting rights in writing or by electronic means without retracting their declaration of intention and participate in the shareholders' meeting by video conference shall not exercise their voting rights on the same motions, propose amendment to the same motions, or exercise their voting rights for revised motions, except for extempore motions.

#### Article 14

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and those failed to be elected and the numbers of votes they won.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the scrutineers and kept properly for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, the lawsuit shall be kept until the end of the lawsuit.

## Article 15

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 meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

Said distribution may be announced through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of votes won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

When a shareholders' meeting is convened by video conference, the minutes of the shareholders' meeting shall contain the start and end time of the shareholders' meeting, the method of convening the meeting, the names of the chair and the meeting taker, as well as the response method and the response situation when any natural disasters, accidents, or other force majeure events have obstructed the video conference platform or the participation in the video conference in addition to the matters that shall be recorded in accordance with the preceding paragraph.

When a shareholders' meeting is convened by video conference, the Company shall proceed as per the preceding paragraph and shall specify the alternative measures provided to shareholders who have difficulty participating in the video conference in the minutes of the shareholders' meeting.

## Article 16 (Public announcement)

The Company shall, on the day of the shareholders' meeting, compile a statistical statement in the prescribed format and disclose the number of shares solicited by the solicitor, the number of shares represented by the proxies, and the number of shares in attendance in writing or by electronic means clearly on site at the shareholders' meeting. When a shareholders' meeting is convened by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the start of the meeting and continue to disclose it till the end of the meeting.

When a shareholders' meeting is convened by video conference, when the chair calls the meeting to order, the total number of shares in attendance shall be disclosed on the video conference platform. The same shall apply if the total number of shares and voting rights in attendance are counted during the meeting.

If any resolutions by the shareholders' meeting are material information as stipulated by laws and regulations or the Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall upload the content to the MOPS prior to a deadline.

## Article 17 (Maintenance of the order at the venue)

Those handling the business of a shareholders' meeting shall wear an ID badge or an armband.

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 venue, they shall wear an armband, reading "Proctor", or an ID badge.

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

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

#### Article 18 (Break and continuation of meeting)

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

If the meeting venue is no longer available for continued use and not all of the items (including extempore motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

#### Article 19 (Information disclosure for video conferences)

When a shareholders' meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various proposals on the video conference platform in accordance with the regulations, and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.

#### Article 20 (Location of the chair and the minute taker for the shareholders' meeting by video conference)

When a shareholders' meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.

#### Article 21 (Response to disconnection)

When a shareholders' meeting is convened by video conference the chair shall, when calling the meeting to order, announce that there is no need for postponement or resumption of the meeting as stipulated in Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies; and that the requirement on the date of the meeting postponed or resumed within 5 days due to any natural disasters, accidents, or other force majeure events that have obstructed the video conference platform or the participation in the video

conference for more than 30 minutes under Article 182 of the Company Act shall not apply before the chair declares the meeting adjourned.

In the event of any incident in the preceding paragraph that caused the meeting to be postponed or resumed, shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the meeting postponed or resumed.

For the meeting to be postponed or resumed under Paragraph 2, shareholders who have registered to participate in the original shareholders' meeting by video conference and have completed the registration but fail to participate in said meeting, the number of shares in attendance and the voting rights and voting rights for elections exercised at the original shareholders' meeting shall be included in the total number of attending shareholders' shares, voting rights, and voting rights for elections at the meeting postponed or resumed.

When a shareholders' meeting is postponed or resumed in accordance with Paragraph 2, the proposals for which the voting and counting of votes have been completed and the voting results or the list of elected directors have been announced, do not need to be discussed or resolved again.

When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under Paragraph 1, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. There is no need to postpone or resume the meeting in accordance with Paragraph 1.

When the meeting shall continue as in the preceding paragraph, for shareholders participating by video conference, the number of their shares shall be included in the total number of shares in attendance; however, they shall be deemed to abstain for all proposals resolved at the shareholders' meeting.

When the Company postpones or resumes the meeting in accordance with Paragraph 1, it shall handle the relevant matters in accordance with the provisions set forth in Article 44-20, Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and relevant preparations shall be made as per the date of the original shareholders' meeting and the provisions of this article.

Based on the period under Article 12, second-half paragraph and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies; Article 44-5, Paragraph 2, Article 44-15, and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or resume the shareholders' meeting at a date as per Paragraph 2.

#### Article 22 (Response to digital gap)

When the Company convenes a shareholders' meeting by video conference, it shall provide appropriate alternatives to shareholders who have difficulty attending the shareholders' meeting by video conference.

## Article 23

The 1st amendment was made on June 15, 2015.

The 2nd amendment was made on August 31, 2021.

The 3rd amendment was made on June 15, 2022.

## Appendix 3

### Federal Corporation List of Directors' Shareholdings

Record date: March 21, 2025

Record date: March 21, 2021

Title	Name		Shareholding on the book closure date
			Number
Chairman	Representative of Nankang Rubber Tire Corp., Ltd.	Kuo, Lin-Liang	148,768,000
Director		Chiang, Ching-Hsing	
Director		Chen, Yi-Chen	
Director		Jiang, Hsiu-Chen	
Independent Director	Wang, Chi-Lung		0
Independent Director	Chen, Chun-Mei		250,000
Independent Director	Yao, Wen-Liang		0
Independent Director	Chiu, Ching-Yun		0
Independent Director	Chang, Shou-Nan		0
Total number of shares held by directors (excluding independent directors)			148,768,000
Minimum number of shares held by all directors as required by law			16,000,000
Number of outstanding shares			473,329,207