



Federal Corporation

General meeting of shareholders in 2024

Meeting Handbook

Time : May 24, 2024

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

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Federal Corporation  
2024 General Shareholders' Meeting Agenda

Form of Shareholders' Meeting: Physical

Time and Date: 9:00 a.m. on May 24, 2024 (Friday)

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

1. Call the Meeting to Order
2. Chair's Remarks
3. Reports:
  - I. The business report for the year 2023.
  - II. Report on the audited financial statements of the Audit Committee for the year 2023.
  - III. Report on fund loan and endorsement guarantee in 2023.
  - IV. Report on accumulated losses up to half of the paid-in capital.
  - V. Report on simple merger with FEDEREX MARKETING CO., LTD.
4. Acknowledge:
  - I. To acknowledge Financial Statements and Business Report for 2023.
  - II. To acknowledge Statement of deficit compensation for 2023.
5. Discussions:
  - I. Amendments to part of the Articles of Association of the Company.
  - II. The original "Tai Xing Construction Co., Ltd. disposes land or equity through public tendering or independent development" is proposed to add methods to dispose through negotiation or joint development.
6. Election Matters: Re-election of directors.
7. Other Matters: The lifting of non-competition restrictions for directors and their representatives.
8. Extemporaneous Motions:
9. Adjournment.

## Reports

- I. The business report for the year 2023.  
Description: Please refer to Attachment 1 on page 8 of this handbook for the Business Report.
- II. Report on the audited financial statements of the Audit Committee for the year 2023.  
Description: Please refer to Attachment 2 on page 11 of this handbook for the Independent Audit Report.
- III. Report on fund loan and endorsement guarantee in 2023.  
Description:
  1. As of December 31, 2023, the Company had provided loans of US\$ 3,478,669.34 to U.S. subsidiary Federal Tire North America LLC.
  2. As of December 31, 2023, the Company had not provided any endorsement/guarantee to external entities.
- IV. Report on accumulated losses up to half of the paid-in capital.  
Description:
  1. The Company's paid-in capital is NT\$ 4,733,292,070. The accumulated loss at the end of December 31<sup>st</sup>, 2023, is NT\$ 4,908,069,244 which takes over one-half of its paid-in capital.
  2. The U.S. Department of Commerce imposed anti-dumping duties on Taiwan's tire manufacturers at the end of 2020. The Company was imposed with duties at a rate of 84.75%. In particular, the Company's sales to the U.S. accounted for more than 80% of the operating revenue. The implementation of anti-dumping duties caused a significant drop in the Company's revenue in 2021 to 2023. The severe hit also led to the discontinuation of factories in both Zhongli and Guanyin.
  3. The loss items are mainly inventories, materials, significant impairment loss of production equipments, return expenses and severance pay for laid-off employees.
- V. Report on simple merger with FEDEREX MARKETING CO., LTD.  
Description: To robust the management, simplify the group reconstruction and decrease the expense of operation and general affairs, based on article 316-2 in Company Act and article 19 in Business Mergers and Acquisitions Act, the Company did short-form merger with its 100% holdings subsidiaries, Federex Marketing Co., Ltd., on August 31<sup>st</sup>, 2023. The Federal Corporation was the surviving company whose change registration was completed and approved by the Ministry of Economic Affairs on October 3<sup>rd</sup>, 2023.

## Acknowledge

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

Summary: To acknowledge Financial Statements and Business Report for 2023.

#### Description:

- I. The Company's 2023 consolidated and parent company-only financial statements and Business Report were approved by the Board of Directors on March 6<sup>th</sup>, 2024 and reviewed by the Audit Committee.
- II. The above consolidated and parent company-only financial statements have been audited by Chou, Yin-Lai and Peng, Li-Chen, CPAs at Baker Tilly Clock & Co., by whom an unqualified opinion has been issued.
- III. Please refer to Attachment 3 from pages 12 to 35 and Attachment 1 from pages 8 to 10 of this handbook for the auditor's reports on the consolidated and parent company-only financial statements and the Business Report.

#### Resolution:

### Proposal 2 (proposed by the Board of Directors)

Summary: To acknowledge Statement of deficit compensation for 2023.

Description: The net loss after tax in 2023 was NT\$1,729,298,887, plus the deficit to be compensated at the beginning of the period of NT\$3,179,063,577 and the adjustment to retained earnings which offset special reserve for 2023 of NT\$293,220, so the deficit to be compensated at the end of the period is in the amount of NT\$4,908,069,244, reaching half of its paid-in capital. In compliance with legal requirements, the aforementioned matters were reported in Shareholders' Meeting of 2024. Please refer to Attachment 4 on page 36 of this manual for the statement of deficit compensation.

#### Resolution:

Discussion

Proposal 1 (Proposed by Board of Directors)

Summary: Amendments to part of the Articles of Association of the Company.

Description:

I. In order to conform to the needs of diversification, the company hereby proposes to amend the Articles of Association for adding new operation business. Please refer to the following charts for comparison of articles before and after the amendments were made.

Revised Article	Current Article	Description
<p>Article 2 The Company operates the following business:</p> <p>I. C804010: Tire Manufacturing.</p> <p>II. C804020: Industrial Rubber Products Manufacturing.</p> <p>III. C804990: Other Rubber Products Manufacturing</p> <p>IV. F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.</p> <p>V. F114050: Wholesale of Tires.</p> <p>VI. F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories.</p> <p>VII. F214050: Retail Sale of Tires.</p> <p>VIII. F299990: Retail Sale of Other Products</p> <p>IX. F301010: Department Store</p> <p>X. F301020: Supermarkets</p> <p>XI. F399010: Convenience Stores</p> <p>XII. F401010: International Trade</p> <p>XIII. F501060: Restaurants</p> <p>XIV. G202010: Parking area Operators</p> <p>XV. H701010: Housing and Building Development and Rental</p> <p>XVI. H701020: Industrial Factory Development and Rental</p> <p>XVII. H701040: Specific Area Development</p> <p>XVIII. H701050: Investment, Development and Construction in Public Construction</p> <p>XIX. H701060: New Towns, New Community Development</p> <p>XX. H701070: Process Zone Expropriation and Urban Land Readjustment Agency</p> <p>XXI. H701080: Urban Renewal Reconstruction</p> <p>XXII. H701090: Urban Renewal Renovation or Maintenance</p> <p>XXIII. H702010: Construction Manager</p> <p>XXIV. H703090: Real Estate Business</p> <p>XXV. H703100: Real Estate Leasing</p> <p>XXVI. I102010: General Investment Consulting</p> <p>XXVII. I103010: Management Consulting for Business Administration</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. J701010: Electronic Game Arcades</p> <p>XXXIII. J701020: Amusement Parks</p> <p>XXXIV. J701040: Recreational Activities Venue</p> <p>XXXV. J901020: Regular 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 2:</p> <p>The Company operates the following business:</p> <p>I. C804010: Tire Manufacturing.</p> <p>II. C804020: Industrial Rubber Products Manufacturing.</p> <p>III. C804990: Other Rubber Products Manufacturing</p> <p>IV. F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.</p> <p>V. F114050: Wholesale of Tires.</p> <p>VI. F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories.</p> <p>VII. F214050: Retail Sale of Tires.</p> <p>VIII. F401010: International Trade.</p> <p>IX. ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>Addition of operating items.</p>
<p>Article 25 The constitution was established on September 19th, 1955, and underwent its 49th revision on May 24th, 2024.</p>	<p>Article 25 The constitution was established on September 19th, 1955, and underwent its 48th revision on June 15th, 2022.</p>	<p>Revised date</p>

Resolution:

## Proposal 2 (proposed by the Board of Directors)

Summary: The original "Tai Xing Construction Co., Ltd. disposes land or equity through public tendering or independent development" is proposed to add methods to dispose through negotiation or joint development.

### Description:

- I. On the shareholders meeting on June 15<sup>th</sup>, 2022, the Company resolved the proposal of "Federal Corporation is authorized to handle all the relevant affairs for the disposal of subsidiary Tai-Xing Construction Co., Ltd.'s land or equities through public tendering or independent development, if the timing or market conditions are appropriate."
- II. Based on the Regulations Governing the Acquisition and Disposal of Assets by Public Companies, to make the manner of disposal more flexible, the disposal can also be done through negotiation and mutual development, except for the methods resolved on the shareholders meeting on June 15<sup>th</sup> 2022.

### Resolution:

## Election Matters

Summary: Re-election of directors. (Proposed by Board of Directors)

### Description:

- I. The current term of office for the directors of the company expires on October 14, 2024. Accordingly, elections will be held in advance in accordance with the law.
- II. The company has established an Audit Committee, and in accordance with the articles of association, this election appoints 9 directors (including 5 independent directors). Newly appointed directors will assume office immediately after the shareholders' meeting and serve a term of three years, from May 24, 2024, to May 23, 2027.
- III. The Election of Directors was conducted by utilizing candidate nomination system, and shareholders should elect from the list of nominated candidates.
- IV. The list of nominated directors and independent directors and other related information are as Attachment 5. Please refer to Page 37 of the brochure.

### Election Result:

## Other Matters

Summary: The lifting of non-competition restrictions for directors and their representatives.  
(Propose by Board of Directors)

Description:

- I. According to Article 209 of the Company Act, directors engaging in activities, whether on their own behalf or on behalf of others, within the scope of the company's business shall explain the significant details of such actions to the shareholders' meeting and obtain their approval.
- II. In response to the business needs of the company, there may be instances where the directors elected at this shareholders' meeting simultaneously hold positions as directors in other companies with business scopes similar to that of our company. It is proposed to request a resolution from the shareholders' meeting to release the restrictions on competition for the newly appointed directors and their representatives.
- III. The election of directors and independent directors of the company adopts a candidate nomination system, and in order to facilitate shareholders to exercise voting rights electronically, the list of candidates for directors and independent directors is hereby release with details of release the prohibition on directors or their representatives from participation in competitive business as attached in Attachment 6. Please refer to page 39 of this handbook. The List of Directors (including Independent Directors) Elected at the 2024 Shareholders Meeting with release with details of release the prohibition on directors or their representatives from participation in competitive business will be disclosed at the Shareholders Meeting after the election of directors and independent directors.

Resolution:

Extemporary Motions:

Adjournment.



# Attachments

## Federal Corporation Business Report

The COVID-19 pandemic has ravaged the world for three years since 2020. Though the pandemic seems to show a sign of ease, the risk of geopolitics was increasing, such as Russian-Ukrainian War, Israel-Hamas War and the Escalating Tensions in the Indo-Pacific Region. Despite of facing the negative impacts in 2023, with a significant decrease in the inflation rate, the global economy experienced not only growth in GDP but also in employment rate. Therefore, the overall global economic performance remains promising in the future.

In addition to the impact of the pandemic, anti-dumping duties imposed by the U.S. Department of Commerce (DOC) have caused a surge in the production cost of the Company and therefore influences the shipment of goods and the Company's profit. In particular, the Company's sales to the U.S. accounted for more than 80% of the operating income. As a result, both our operating income and profit have been severely hit. With the severe damage caused by anti-dumping duties in the U.S. and the impact of adverse factors of both selling and producing products, the Company has faced operating difficulties and financial stress. In order to stop the losses, for sustainable operation and take the best interest of shareholders into account, the Company resolved to cease production in factory in Guanyin on February 10<sup>th</sup>, 2023 temporarily and issue material information. Due to the long preparation time required for capacity for foundries, the short-term supply of tires cannot be matched and therefore leads to the loss of discontinuation accrued and severance pay for many laid-off employees is one of the main reasons for the decline of revenue and huge loss in 2023.

### I. Operating Results in 2023

#### (I) Business overview:

The Company's consolidated net operating income in 2023 was NT\$ 478,402 thousand, a decrease of 70.39% from NT\$ 1,615,632 thousand on a year-on-year basis; the net loss after tax for 2023 was NT\$ 1,729,299 thousand.

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

Unit: NTD thousand

Item / Year	2023	2022	Increase (decrease)	%
Production volume	127,018	1,107,385	(980,367)	(88.53)
Sales volume	309,807	1,288,177	(978,370)	(75.95)

(III) Financial Information and Profitability:

Unit: NTD thousand

Item / Year	2023	2022	Increase (decrease)
Net operating revenue	478,402	1,615,632	(1,137,230)
Operation gross profit, net	(296,742)	(31,066)	(265,676)
Operating income (loss)	(1,076,881)	(728,825)	(348,056)
Net income (loss) after tax	(1,729,299)	(1,356,210)	(373,089)

Item / Year	2023	2022
Return on assets (%)	(13.86)	(11.98)
Return on shareholders' equity (%)	(30.96)	(29.20)
Ratio of income before tax to paid-in capital (%)	(36.52)	(28.61)
Net profit margin (%)	(361.47)	(83.94)
Earnings per share (NTD)	(3.76)	(2.95)

## II. 2024 Business Plan

The continuance of the anti-dumping policy of the United States still brings severe damage to the Company's sales and profits. Apart from transferring production lines for overseas outsourcing, the Company also increase its outsourcing to other domestic plants in order to enhance the stability of selling sources. Additionally, the company actively trimmed expenses, reducing fixed costs and expenses in plant- related operations. Taking the current cease of production at the Guanyin plant into account, the Company is reassessing the positioning of the supply chain and sales layout both domestically and internationally. To maximize shareholder interests and preventing further expansion of losses, the future operating plan is listed as follows:

1. The company has manufacturing tires by using OEM in Southeast Asia in order to avoid high anti-dumping duties and to recover orders and performance in the United States. To maintain its operating activities and source of revenue, the Companies are actively enhancing its sales on tires. Currently, besides outsourcing factories in Vietnam and domestically commissioning production to Nangang Tires, we are seeking alternative overseas factories to discuss outsourcing plans in order to ensure a stable

supply source.

2. The Company will restructure, rightsize and optimize its organization in order to reduce operating costs and expenses and the outflows of cash.
3. For assets activation, the company is expediting the utilization of its idle land, factories, and equipment. Concurrently, progress is being made in the redevelopment projects in the land redevelopment area in Zhongli District. Upon disposal or development of the extensive land in the prime area of Zhongli, it will bring substantial cash inflow to the company, thereby improving its financial structure and increasing the funds necessary for operations.

Though it might cause an impact on operation and profits(losses) in the short run, the Company still needs to consider the future plan of operation and finance for sustainable development and will continue to make efforts. We hope shareholders can give great support to the Company.

Chairman: Guo,Lin-Liang

Manager:  
Zhong,Zheng-Yan

Chief of Accounting  
Officer: Li, Hsin-Yu

Attachment 2

Audit Committee Report

The Audit Committee has completed the review of the Company's 2023 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 2024 General Shareholders' Meeting of Federal Corporation

Convener of the Audit Committee: Yao,  
Wen-Liang

March 6, 2024

Auditor's Report

NO.23931120CA

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, 2023 and 2022 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, 2023 and 2022 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 for 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 generally accepted in the Republic of China. 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, 2023, 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 consolidated financial report of the Group for the year ended December 31, 2023, are stated as follows:

#### Valuation of inventories

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

The Group's main business includes the design, research and development, and sales of various types of tires. As the cost of inventories is susceptible to the price of raw materials, the competition in the tire industry in recent years has been fierce, and the U.S. sales market is affected by the anti-dumping duties in the final determination by the US Department of Commerce (DOC), the sales volume and sales price of tires are prone to fluctuations. The Group measures the inventories at the lower of cost or net realizable value and the inventories beyond a certain period of age at the net realizable value of goods of similar specifications.

As tires are the main products sold by the Group, and it involves subjective judgments when the management evaluates its net realizable value, which has a material impact on the valuation of inventories, valuation of inventories is listed as one of the key audit matters.

The audit procedures we mainly conducted:

1. Evaluated the reasonableness of the Company's accounting policies, such as the policy of inventory valuation loss or obsolescence.
2. Assessed whether the valuation of inventories has been in alignment with the Company's established accounting policies.
3. Obtained the statement of the net realizable value of inventories on the end of the financial reporting period, checked the data sources, such as the selling price of the goods or the purchase prices used for the net realizable values, and recalculated the allowance for inventory valuation losses to confirm that the accounting estimate was made in alignment with the policy.
4. Understood the process of inventory management, reviewed the annual inventory plan, and participated in annual inventory, while examining inventory details to evaluate the effectiveness of the management team's distinguishing and control of obsolete inventories.

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

Please refer to Note 4(11) 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(6) to the consolidated financial report for the description of the accounting of property, plant and equipment.

The industrial competition and the U.S. sales market is affected by the anti-dumping duties in the final determination by DOC and the effect of the Board of Directors' resolution on February 10, 2023 to temporarily cease production at the 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 Group's recoverable amounts in an independent appraisal report issued by a third party and assessed the appraiser's qualifications and independence.

### **Other matters**

The Group's consolidated financial report for the years ended December 31, 2023 and 2022 was audited by other CPAs, by whom an audit report with an unqualified opinion was issued and an audit report was issued with an unqualified opinion plus the emphasis of matter paragraph.

### **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 maintained professional doubt when performing the audit work in accordance with the auditing standards generally accepted in the Republic of China. 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. Obtained sufficient and appropriate audit evidence concerning the financial information of entities within the Group, to express an opinion on the consolidated financial report. 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, 2023. 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: \_\_\_\_\_

Chou, Yin-Lai

Certified Public Accountant: \_\_\_\_\_

Peng, Li-Chen

Approval Document No.: (80) Tai-Cai-Zeng-(VI) No. 53585

Jin-Guan-Zheng-Shen No. 1050025873

March 6, 2024

Federal Corporation and Its Subsidiaries

Consolidated Balance Sheets

December 31, 2023 and 2022

Unit: NTD thousand

Assets		Note	December 31, 2023		December 31, 2022	
Code	Account		Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 and 6(1)	\$ 1,136,348	11	\$ 1,280,779	11
1136	Financial assets at amortized cost - current	4, 6(2) and 8	60,199	1	107,281	1
1150	Notes receivable, net	4, 6(3)	39,794	—	65,674	1
1170	Accounts receivable, net	4, 6(3)	187,899	2	286,685	2
1200	Other receivables	4	18,318	—	14,820	—
1220	Current income tax assets	4 and 6(24)	6,077	—	1,336	—
130x	Inventories	4 and 6(4)	424,650	4	554,843	5
1410	Prepayments		56,574	1	91,473	1
1460	Group of non-current assets held for sale and disposal	4, 6 (5), and 8	2,531,174	25	2,521,231	22
1470	Other current assets		221	—	363	—
11xx	Total current assets		4,461,254	44	4,924,485	43
	Non-current assets					
1600	Property, plant and equipment	4, 6(6), 7 and 8	5,267,036	53	6,327,402	55
1755	Right-of-use assets	4 and 6(7)	44,439	1	52,474	—
1760	Investment property	4, 6(8) and 8	85,094	1	82,730	1
1780	Intangible assets	4 and 6(9)	10,219	—	14,600	—
1840	Deferred tax assets	4 and 6(24)	91,678	1	92,508	1
1920	Guarantee deposits paid	8	44,612	—	48,022	—
1900	Other non-current assets	6(10)	13,958	—	29,408	—
15xx	Total non-current assets		5,557,036	56	6,647,144	57
1xxx	Total assets		\$ 10,018,290	100	\$ 11,571,629	100

(Continued on next page)

Federal Corporation and Its Subsidiaries  
Consolidated Balance Sheets (Continued)

December 31, 2023 and 2022

Unit: NTD thousand

Liabilities and Equity		Note	December 31, 2022		December 31, 2021	
Code	Account		Amount	%	Amount	%
	Current liability					
2100	Short-term borrowings	6(11)	\$ 1,174,805	12	\$ 1,050,550	9
2130	Contract liabilities - current	4 and 6(19)	25,163	—	24,518	—
2150	Notes payable	6(12) and 7	6,116	—	10,467	—
2170	Accounts payable	6(12)	70,158	1	57,162	—
2200	Other payables	6(13)	136,526	1	167,775	2
	Current income tax liabilities		—	—	88	—
2250	Provision - current	4 and 6(14)	93,701	1	94,737	1
2280	Lease liabilities - current	4 and 6(7)	10,230	—	10,888	—
2322	Long-term borrowings - current portion	6(15)	191,692	2	306,550	3
	Refund liabilities - current		—	—	13,871	—
2300	Other current liabilities		50,390	1	47,713	1
21xx	Total current liability		1,758,781	18	1,784,319	16
	Non-current liability					
2540	Long-term borrowings	6(15)	3,618,377	36	3,810,069	33
2570	Deferred tax liabilities	4 and 6(24)	616,426	6	608,065	5
2580	Lease liabilities - non-current	4 and 6(7)	13,298	—	19,918	—
2640	Net defined benefit liability - non-current	4 and 6(16)	29,349	—	39,138	—
2645						
2670	Guarantee deposits received	6(5)	1,707	—	2,095	—
25xx	Total non-current liability		4,279,157	42	4,479,285	38
2xxx	Total liability		6,037,938	60	6,263,604	54
	Total equity	6(17)				
3110	Ordinary share capital		4,733,292	47	4,733,292	41
3200	Capital reserve		156,764	2	156,764	1
	Retained earnings					
3310	Legal reserve		736,014	7	736,014	6
3320	Special reserve		1,913,109	19	1,913,109	17
3350	Undistributed earnings (deficit to be compensated)		(3,179,064)	(31)	(1,823,383)	(15)
3400	Other equity		(196,728)	(2)	(224,736)	(2)
3500	Treasury stock		(183,035)	(2)	(183,035)	(2)
31xx	Total equity attributable to owners of the parent company		3,980,352	40	5,308,025	46
3xxx	Total equity		3,980,352	40	5,308,025	46
	Total liabilities and Equity		\$ 10,018,290	100	\$ 11,571,629	100

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

Federal Corporation and Its Subsidiaries  
Consolidated Statements of Comprehensive Income  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Code	Item	Note	2023		2022	
			Amount	%	Amount	%
4000	Operating revenue	4 and 6(19)	\$ 1,615,632	100	\$ 1,561,241	100
5000	Operating cost	6 (4 and 25) and 7	(1,646,698)	(102)	(2,296,075)	(147)
5900	Gross profit (loss)		(31,066)	(2)	(734,834)	(47)
6000	Operating expenses	6 (25)				
6100	Marketing expense		(310,528)	(19)	(514,611)	(33)
6200	Management expense		(308,416)	(19)	(467,527)	(30)
6300	R&D expense		(79,078)	(5)	(126,821)	(8)
6450	Expected credit impairment gain or loss	6(3)	263	—	(4,360)	—
	Total operating expenses		(697,759)	(43)	(1,113,319)	(71)
6900	Operating income (loss)		(728,825)	(45)	(1,848,153)	(118)
7000	Non-operating revenues and expenses					
7100	Interest income	6 (20)	10,271	1	5,839	—
7010	Other income	6 (21) and 7	18,997	1	23,889	2
7020	Other gains and losses	6 (6, 8, 13, 22) and 7	(577,224)	(36)	(418,877)	(27)
7050	Financial costs	6 (23)	(77,765)	(5)	(63,641)	(4)
	Total non-operating income and expenses		(625,721)	(39)	(452,790)	(29)
7900	Net income (loss) before tax		(1,354,546)	(84)	(2,300,943)	(147)
7950	Income tax expense	4 and 6(24)	(1,664)	—	(49,021)	(3)
8200	Net income (loss) for the period		(1,356,210)	(84)	(2,349,964)	(150)
8300	Other comprehensive income					
8310	Items not reclassified to profit or loss:					
8312	Remeasurement of defined benefit plans	4 and 6(16)	529	—	38,008	2
	Unrealized gains or losses on investment in equity instruments at fair value					
8349	through other comprehensive income	4 and 6(17,24)	—	—	97,993	6
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)	28,008	2	(11,970)	(1)
	Other comprehensive income for the period (post-tax profit or loss)		28,537	2	124,031	7
8500	Total comprehensive income for the period		\$ (1,327,673)	(82)	\$ (2,225,933)	(143)
8600	Net income attributable to:					
8610	Owners of parent		\$ (1,356,210)	(84)	\$ (2,349,964)	(150)
8700	Total comprehensive income attributable to:					
8710	Owners of parent		\$ (1,327,673)	(82)	\$ (2,225,933)	(143)
	Earnings (loss) per share (NTD)	6(18)				
9750	Basic		\$ (2.95)		\$ (5.11)	

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

Federal Corporation and Its Subsidiaries  
Consolidated Statements of Changes in Equity  
for the Years Ended December 31, 2023 and 2022

Unit: NTD 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	Undistributed earnings (deficit to be compensated)	Exchange differences on translation of the financial statements of foreign operations	Unrealized gain or loss on financial assets at fair value through other comprehensive income		
Balance on January 1, 2022	\$ 4,733,292	\$ 156,764	\$ 732,944	\$ 1,911,517	\$ 30,708	\$ (212,766)	\$ 374,001	\$ (183,035)	\$ 7,543,425
Appropriation and distribution of earnings:									
Legal reserve	—	—	3,070	—	(3,070)	—	—	—	—
Special reserve	—	—	—	1,592	(1,592)	—	—	—	—
Cash dividends from common stock	—	—	—	—	(9,467)	—	—	—	(9,467)
Net loss for the period	—	—	—	—	(2,349,964)	—	—	—	(2,349,964)
Other comprehensive income or loss for the period	—	—	—	—	38,008	(11,970)	97,993	—	124,031
Total comprehensive income for the period	—	—	—	—	(2,311,956)	(11,970)	97,993	—	(2,225,933)
Disposal of equity instruments measured at fair value through other comprehensive income or loss	—	—	—	—	471,994	—	(471,994)	—	—
Balance on December 31, 2022	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (1,823,383)	\$ (224,736)	\$ —	\$ (183,035)	\$ 5,308,025
Balance on January 1, 2023	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (1,823,383)	\$ (224,736)	\$ —	\$ (183,035)	\$ 5,308,025
Net loss for the period	—	—	—	—	(1,356,210)	—	—	—	(1,356,210)
Other comprehensive income or loss for the period	—	—	—	—	529	28,008	—	—	28,537
Total comprehensive income for the period	—	—	—	—	(1,355,681)	28,008	—	—	(1,327,673)
Balance on December 31, 2022	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (3,179,064)	\$ (196,728)	\$ —	\$ (183,035)	\$ 3,980,352

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

Federal Corporation and Its Subsidiaries  
Consolidated Statements of Cash Flows  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Item	2023	2022
Cash flow from operating activities		
Net income (loss) before tax for the period	\$ (1,354,546)	\$ (2,300,943)
Adjustments:		
Income and expenses		
Depreciation expense	409,979	469,640
Amortization expense	26,403	59,855
Expected credit impairment loss (gain)	(263)	4,360
Net gain on financial assets at fair value through profit or loss	—	(100)
Interest expense	77,765	63,641
Interest income	(10,271)	(5,839)
Dividend income	—	(6,324)
Gain on disposal of property, plant and equipment	8,889	(8,787)
Amount of property, plant and equipment reclassified to expenses	660	4,922
Impairment losses on non-financial assets	621,744	352,008
Gain on adjustment to fair value of investment property	6,470	(22,364)
Lease modification loss	(52)	77
Changes in assets/liabilities related to operating activities:		
Notes receivable	26,361	(34,300)
Accounts receivable	86,188	736,361
Other receivables	1,008	(12,230)
Inventories	130,241	575,202
Prepayments	16,226	56,440
Other current assets	142	(363)
Contract liabilities	645	(11,997)
Notes payable	(4,351)	(2,139)
Accounts payable	12,996	(241,331)
Other payables	(42,383)	(349,949)
Provision	(1,036)	53,148
Other current liabilities	2,677	2,276
Net defined benefit liability	(9,260)	(69,634)
Cash inflow (outflow) from operations	6,232	(688,370)
Interest received	9,451	5,874
Dividends received	—	6,324
Interest paid	(77,892)	(64,336)
Income tax paid (refunded)	(1,487)	(21,287)
Net cash inflow (outflow) from operating activities	(63,696)	(761,795)

(Continued on next page)



Federal Corporation and Its Subsidiaries  
Consolidated Statements of Cash Flows (Continued)  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Item	2023	2022
Cash flow from investing activities:		
Disposal of financial assets at fair value through other comprehensive income	\$ —	\$ 489,443
Financial assets at amortized cost acquired	(80,431)	(242,313)
Financial assets at amortized cost disposed of	129,949	299,016
Financial assets mandatorily at fair value through profit or loss acquired	—	(45,000)
Financial assets mandatorily at fair value through profit or loss disposed of	—	90,138
Acquisition of non-current assets for sale	(9,943)	—
Property, plant and equipment acquired	(15,192)	(369,391)
Property, plant and equipment disposed of	90,219	54,254
Increase in guarantee deposits paid	(5,839)	(52,837)
Decrease in guarantee deposits paid	6,310	49,370
Intangible assets acquired	(390)	(3,895)
Right-of-use assets acquired	—	(346)
Increase in other non-current assets	(12,055)	(21,855)
Net cash inflow (outflow) from investing activities	102,628	246,584
Cash flow from financing activities:		
Increase in short-term borrowings	124,255	123,040
Long-term borrowings	—	190,510
Repayment of long-term borrowings	(306,550)	(176,755)
Increase in guarantee deposits received	2	105
Decrease in guarantee deposits received	(289)	(1,737)
Repayment of lease principal	(11,448)	(15,077)
Cash dividends paid out	—	(9,455)
Net cash inflow from financing activities	(194,030)	110,631
Effect of changes in exchange rates on cash and cash equivalents	10,667	1,680
Increase (decrease) in cash and cash equivalents in the period	(144,431)	(402,900)
Opening balance of cash and cash equivalents	1,280,779	1,683,679
Ending balance of cash and cash equivalents	\$ 1,136,348	\$ 1,280,779

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

## Auditor's Report

NO.23931120A

To Federal Corporation,

### **Opinion**

We have reviewed the accompanying Parent Company Only Balance Sheets of Federal Corporation (the "Company") for the years ended December 31, 2023 and 2022 and the relevant Parent Company Only 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 "Parent Company Only financial statements").

In our opinion, the accompanying Parent Company Only financial report presents fairly, in all material respects, the Parent Company Only financial position of the Company as of December 31, 2023 and 2022 and for the years then ended, and its Parent Company Only financial performance and Parent Company Only cash flows for the years then ended in conformity with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### **Basis for 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 generally accepted in the Republic of China. Our responsibility under those standards are further described in the paragraph "Auditor's responsibilities for the audit of the Parent Company Only 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 refer to the most vital matters in our audit of the Parent Company

Only financial report of the Company for the year ended December 31, 2023, based on our professional judgment. These matters were addressed in our audit of the Parent Company Only 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 Parent Company Only financial report of the Company for the year ended December 31, 2023, are stated as follows:

Valuation of inventories

Please refer to Note 4(5) to the Parent Company Only financial report for the accounting policy on inventories; please refer to Note 5 to the Parent Company Only financial report for the uncertainty of accounting estimates and assumptions of valuation of inventories; please refer to Note 6(4) to the Parent Company Only financial report for the description of the accounting of inventories.

The Company's main business includes the design, research and development, and sales of various types of tires. As the cost of inventories is susceptible to the price of raw materials, the competition in the tire industry in recent years has been fierce, and the U.S. sales market is affected by the anti-dumping duties in the final determination by the US Department of Commerce (DOC), the sales volume and sales price of tires are prone to fluctuations. The Company measures the inventories at the lower of cost or net realizable value and the inventories beyond a certain period of age at the net realizable value of goods of similar specifications.

As tires are the main products sold by the Company, and it involves subjective judgments when the management evaluates its net realizable value, which has a material impact on the valuation of inventories, valuation of inventories is listed as one of the key audit matters.

The audit procedures we mainly conducted:

1. Evaluated the reasonableness of the Company's accounting policies, such as the policy of inventory valuation loss or obsolescence.

2. Assessed whether the valuation of inventories has been in alignment with the Company's established accounting policies.
3. Obtained the statement of the net realizable value of inventories on the end of the financial reporting period, checked the data sources, such as the selling price of the goods or the purchase prices used for the net realizable values, and recalculated the allowance for inventory valuation losses to confirm that the accounting estimate was made in alignment with the policy.
4. Understood the process of inventory management, reviewed the annual inventory plan, and participated in annual inventory, while examining inventory details to evaluate the effectiveness of the management team's distinguishing and control of obsolete inventories.

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

Please refer to Note 4(10) to the Parent Company Only financial report for the accounting policy on impairment of non-financial assets; please refer to Note 5 to the Parent Company Only financial report for the uncertainty of accounting estimates and assumptions of impairment of non-financial assets; please refer to Note 6(7) to the Parent Company Only financial report for the description of the accounting of property, plant and equipment.

The industrial competition and the U.S. sales market is affected by the anti-dumping duties in the final determination by DOC have caused an impact on the Company's operations and the Board of Directors resolved on February 10, 2023 to temporarily stop production at the Guanyin Plant, which had an impact on the Company'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 third party and assessed the appraiser's qualifications and independence.

## **Responsibilities of the management and the governing bodies for the Parent Company Only financial report**

The responsibilities of the management are to prepare the Parent Company Only 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 Parent Company Only 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 Parent Company Only financial report**

Our objectives are to obtain reasonable assurance on whether the Parent Company Only 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 Parent Company Only financial report, they are considered material.

We have utilized our professional judgment and maintained professional doubt when performing the audit work in accordance with the auditing standards generally accepted in

the Republic of China. We also performed the following tasks:

1. Identified and assessed the risks of material misstatement arising from fraud or error within the Parent Company Only 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 Parent Company Only 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 Parent Company Only financial report (including relevant notes), and whether the Parent Company Only 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 Parent Company Only 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 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 Company's Parent Company Only financial report for the year ended December 31, 2023. 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:\_\_\_\_\_

Chou, Yin-Lai

Certified Public Accountant:\_\_\_\_\_

Peng, Li-Chen

Approval Document No.: (80) Tai-Cai-Zeng-(VI) No. 53585

Jin-Guan-Zheng-Shen No. 1050025873

March 6, 2024

Federal Corporation  
Parent Company Only Balance Sheets  
December 31, 2023 and 2022

Unit: NTD thousand

Assets		Note	December 31, 2023		December 31, 2022	
Code	Account		Amount	%	Amount	%
	Current assets					
1100	Cash and cash equivalents	4 and 6(1)	\$ 336,452	4	\$ 591,340	6
1136	Financial assets at amortized cost - current	4, 6(2), and 8	40,000	1	844	—
1150	Notes receivable, net	4 and 6(3)	2,714	—	2,583	—
1170	Accounts receivable, net	4 and 6(3)	134,736	1	246,337	2
1181	Accounts receivable - related party	4 and 7	19,604	—	25,511	—
1200	Other receivables	4 and 7	135,678	1	150,792	1
1220	Current income tax assets	4 and 6(24)	890	—	175	—
130x	Inventories	4 and 6(4)	392,064	4	519,294	5
1410	Prepayments		46,794	1	81,314	1
1460	Non-current assets held for sales	4 and 6(5)	1,690,146	17	—	—
11xx	Total current assets		2,799,078	29	1,618,190	15
	Non-current assets					
1550	Investment under equity method	4 and 6(6)	1,843,814	19	3,190,168	29
1600	Property, plant and equipment	4, 6(7), 7 and 8	5,002,183	51	5,996,071	55
1755	Right-of-use assets	4 and 6(8)	2,508	—	3,928	—
1780	Intangible assets	4 and 6(9)	10,219	—	14,600	—
1840	Deferred tax assets	4 and 6(24)	91,132	1	91,893	1
1920	Guarantee deposits paid	8	37,334	—	44,750	—
1900	Other non-current assets	6(10)	13,958	—	27,790	—
15xx	Total non-current assets		7,001,148	71	9,369,200	85
1xxx	Total assets		\$ 9,800,226	100	\$ 10,987,390	100

(Continued on next page)



Federal Corporation  
Parent Company Only Balance Sheets (Continued)  
December 31, 2023 and 2022

Unit: NTD thousand

Liabilities and Equity		Note	December 31, 2023		December 31, 2022	
Code	Account		Amount	%	Amount	%
	Current liability					
2100	Short-term borrowings	6 (11)	\$ 1,174,805	12	\$ 1,048,607	10
2130		4 and 6 (19)				
2150	Contract liabilities - current	6(12)	23,950	—	22,930	—
2170	Accounts payable	6 (12) and 7	63,133	1	55,934	1
2200	Other payables	6 (13) and 7	165,477	2	259,057	2
2250	Provision - current	4 and 6(14)	93,083	1	93,781	1
2280	Lease liabilities - current	4 and 6(8)	1,510	—	1,958	—
2322	Long-term borrowings - current portion	6(15)	191,692	2	306,550	3
	Refund liabilities - current		—	—	13,871	—
2300	Other current liabilities		21,439	—	24,248	—
21xx	Total current liability		1,735,089	18	1,826,936	17
	Non-current liability					
2540	Long-term borrowings	6(15)	3,618,377	37	3,810,069	35
2570	Deferred income tax liabilities	4 and 6(24)	435,378	4	—	—
2580	Lease liabilities - non-current	4 and 6(8)	1,032	—	2,010	—
2640	Net defined benefit liability - non-current	4 and 6(16)	28,291	—	38,643	—
2645						
2670	Guarantee deposits received	6(5)	1,707	—	1,707	—
25xx	Total non-current liability		4,084,785	41	3,852,429	35
2xxx	Total liability		5,819,874	59	5,679,365	52
	Total equity					
3110	Ordinary share capital	6(17)	4,733,292	48	4,733,292	43
3200	Capital reserve		156,764	2	156,764	1
	Retained earnings					
3310	Legal reserve		736,014	8	736,014	7
3320	Special reserve		1,913,109	20	1,913,109	18
3350	Undistributed earnings (deficit to be compensated)		(3,179,064)	(33)	(1,823,383)	(17)
3400	Other equity		(196,728)	(2)	(224,736)	(2)
3500	Treasury stock		(183,035)	(2)	(183,035)	(2)
3xxx	Total equity		3,980,352	41	5,308,025	48
	Total liabilities and Equity		\$ 9,800,226	100	\$ 10,987,390	100

(Please refer to the Notes to the Parent Company Only Financial Report)

**Federal Corporation**  
**Parent Company Only Statements of Comprehensive Income**  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Code	Item	Note	2022		2021	
			Amount	%	Amount	%
4000	Operating revenue	4, 6(19), and 7	\$ 1,493,801	100	\$ 1,190,691	100
5000	Operating cost	6 (4 and 25) and 7	(1,590,986)	(107)	(1,895,492)	(159)
5900	Gross profit (loss)		(97,185)	(7)	(704,801)	(59)
6000	Operating expenses	6(25) and 7				
6100	Marketing expense		(243,270)	(16)	(460,704)	(39)
6200	Management expense		(251,645)	(17)	(383,063)	(32)
6300	R&D expense		(79,078)	(5)	(126,821)	(10)
6450	Expected credit impairment gain	6(3)	(1,671)	—	4,832	—
	Total operating expenses		(575,664)	(38)	(965,756)	(81)
6900	Operating income (loss)		(672,849)	(45)	(1,670,557)	(140)
7000	Non-operating revenues and expenses					
7100	Interest income	6(20) and 7	7,464	1	2,681	—
7010	Other income	6 (21) and 7	13,301	1	20,194	2
7020	Other gains and losses	6 (7,15 and 22) and 7	(595,120)	(40)	(426,946)	(36)
7050	Financial costs	6(23) and 7	(78,562)	(5)	(63,573)	(5)
7070	Share of profit or loss of subsidiaries recognized using the equity method	4	(22,717)	(2)	(204,803)	(17)
	Total non-operating income and expenses		(675,634)	(45)	(672,447)	(56)
7900	Net income (loss) before tax		(1,348,483)	(90)	(2,343,004)	(196)
7950	Income tax expense	4 and 6(24)	(7,727)	(1)	(6,960)	(1)
8200	Net income (loss) for the period		(1,356,210)	(91)	(2,349,964)	(197)
8300	Other comprehensive income					
8310	Items not reclassified to profit or loss:					
8311	Remeasurement of defined benefit plans	4 and 6(16)	1,462	—	38,211	3
	Unrealized gains or losses on investment in equity instruments at fair value through other comprehensive income	4 and 6(17)	—	—	97,993	8
8332	Remeasurement of defined benefit plans of subsidiaries recognized using the equity method		(933)	—	(203)	—
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)	28,008	2	(11,970)	(1)
	Other comprehensive income for the period (post-tax profit or loss)		28,537	2	124,031	10
8500	Total comprehensive income for the period		\$ (1,327,673)	(89)	\$ (2,225,933)	(187)
9750	Earnings (loss) per share (NTD)	6(18)				
	Basic		\$ (2.95)		\$ (5.11)	

(Please refer to the Notes to the Parent Company Only Financial Report)

Federal Corporation  
Parent Company Only Statements of Changes in Equity  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Item	Ordinary share capital	Capital reserve	Retained earnings			Other equity items		Treasury stock	Total equity
			Legal reserve	Special reserve	Undistributed earnings (deficit to be compensated)	Exchange differences on translation of the financial statements of foreign operations	Unrealized gain or loss on financial assets at fair value through other comprehensive income		
Balance on January 1, 2022	\$ 4,733,292	\$ 156,764	\$ 732,944	\$ 1,911,517	\$ 30,708	\$ (212,766)	\$ 374,001	\$ (183,035)	\$ 7,543,425
Earnings appropriation and distribution:									
Provision for legal reserve	—	—	3,070	—	(3,070)	—	—	—	—
Provision for special reserve	—	—	—	1,592	(1,592)	—	—	—	—
Cash dividends of ordinary shares	—	—	—	—	(9,467)	—	—	—	(9,467)
Current net profits	—	—	—	—	(2,349,964)	—	—	—	(2,349,964)
Other comprehensive income for the period	—	—	—	—	38,008	(11,970)	97,993	—	124,031
Total comprehensive income for the period	—	—	—	—	(2,311,956)	(11,970)	97,993	—	(2,225,933)
Disposal of investment in equity instruments at fair value through other comprehensive income	—	—	—	—	471,994	—	(471,994)	—	—
Balance on December 31, 2021	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (1,823,383)	\$ (224,736)	\$ —	\$ (183,035)	\$ 5,308,025
Balance on January 1, 2022	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (1,823,383)	\$ (224,736)	\$ —	\$ (183,035)	\$ 5,308,025
Current net loss	—	—	—	—	(1,356,210)	—	—	—	(1,356,210)
Other comprehensive income for the period	—	—	—	—	529	28,008	—	—	28,537
Total comprehensive income for the period	—	—	—	—	(1,355,681)	28,008	—	—	(1,327,673)
Balance on December 31, 2022	\$ 4,733,292	\$ 156,764	\$ 736,014	\$ 1,913,109	\$ (3,179,064)	\$ (196,728)	\$ —	\$ (183,035)	\$ 3,980,352

(Please refer to the Notes to the Parent Company Only Financial Report)

Federal Corporation  
Parent Company Only Statements of Cash Flows  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Item	2023	2022
Cash flow from operating activities		
Net income (loss) before tax for the period	\$ (1,348,483)	\$ (2,343,004)
Adjustments:		
Income and expenses		
Depreciation expense	360,011	407,522
Amortization expense	25,229	57,327
Expected credit impairment gain	1,671	(4,832)
Net gain on financial assets at fair value through profit or loss	—	(100)
Interest expense	78,562	63,573
Interest income	(7,464)	(2,681)
Dividend income	—	(6,324)
Share of profit or loss of subsidiaries recognized using the equity method	22,717	204,803
Loss (gain) on disposal of property, plant and equipment	17,245	(1,208)
Amount of property, plant and equipment reclassified to expenses	660	4,922
Impairment losses on non-financial assets	636,045	331,032
Lease modification gain	(3)	(31)
Changes in assets/liabilities related to operating activities:		
Notes receivable	(131)	(142)
Accounts receivable	91,156	1,003,609
Other receivables	23,873	(23,875)
Inventories	127,278	302,271
Prepayments	15,847	36,708
Contract liabilities	1,016	(9,390)
Accounts payable	7,199	(237,777)
Other payables	(105,700)	(144,669)
Provision	(698)	54,960
Other current liabilities	3,080	2,847
Net defined benefit liability	(8,890)	(68,998)
Cash inflow (outflow) from operations	(59,780)	(373,457)
Interest received	6,508	1,282
Dividends received	—	6,324
Cash dividends from investments recognized using the equity method	8,910	17,149
Interest paid	(78,594)	(64,012)
Income tax paid (refunded)	(199)	(14)
Net cash inflow (outflow) from operating activities	(123,155)	(412,728)

(Continued on next page)

Federal Corporation  
Parent Company Only Statements of Cash Flows (Continued)  
for the Years Ended December 31, 2023 and 2022

Unit: NTD thousand

Item	2023	2022
Cash flow from investing activities:		
Disposal of financial assets at fair value through other comprehensive income	\$ —	\$ 489,443
Financial assets at amortized cost acquired	(40,140)	—
Financial assets at amortized cost disposed of	984	312
Financial assets mandatorily at fair value through profit or loss acquired	—	(45,000)
Financial assets mandatorily at fair value through profit or loss disposed of	—	90,138
Capital returned due to liquidation of investee using the equity method	80,000	—
Acquisition of non-current assets held for sale	(9)	—
Property, plant and equipment acquired	(15,192)	(369,391)
Property, plant and equipment disposed of	34,253	1,594
Increase in guarantee deposits paid	(5,087)	(45,344)
Decrease in guarantee deposits paid	6,856	13,482
Intangible assets acquired	(390)	(3,895)
Increase in other non-current assets	(10,795)	(21,770)
Net cash inflow (outflow) from investing activities	50,480	109,569
Cash flow from financing activities:		
Increase in short-term borrowings	126,198	122,166
Long-term borrowings	—	190,510
Repayment of long-term borrowings	(306,550)	(176,755)
Increase in guarantee deposits received	2	3
Decrease in guarantee deposits received	(2)	(955)
Repayment of lease principal	(1,861)	(5,118)
Cash dividends paid out	—	(9,455)
Net cash inflow from financing activities	(182,213)	120,396
Increase (decrease) in cash and cash equivalents in the period	(254,888)	(182,763)
Opening balance of cash and cash equivalents	591,340	774,103
Ending balance of cash and cash equivalents	\$ 336,452	\$ 591,340

(Please refer to the Notes to the Parent Company Only Financial Report)

Attachment 4

Federal Corporation  
Statement of Deficit Compensation  
2023

Unit: NTD

Item	Amount
Opening balance	(3,179,063,577)
Add: Reversal on special reserve	293,220
Undistributed earnings after adjustment	(3,178,770,357)
Less: Net loss after tax for the year	(1,729,298,887)
Deficit to be compensated at the end of the period	(4,908,069,244)

Note 1

Note 1: The benefits of selling parking space in Taipei by the subsidiary Tai-Cheng.

Chairman: Guo, Lin-Liang

Manager:  
Zhong, Zhēng-Yan

Chief of Accounting  
Officer: Li, Hsin-Yu

## Attachment 5

Federal Corporation  
Candidate List of Board of Directors and Independent Directors

Candidate	Category	Name of Candidate	Educational Background	Work Experience	Current Position	Amount of share held by shareholders before book closure period (Unit: Share)
Board of Directors	Director	Nankang Rubber Tire. Representative: Guo,Lin-Liang	Bachelor of Science at Feng Chia University	Director Vice President for Manufacturing of Nankang Rubber Tire.	Chairman for Federal Corporation and Nankang Rubber Tire.	148,768,000
	Director	Nankang Rubber Tire. Representative: Jiang,Qing-Xing	Doctor of Public Order at University of Leicester	General Manager of Yi-Chiu Chemical & Technical Co., Ltd.  Director and Chairman of Nankang Rubber Tire.  Chairman for Federal Corporation	Director of Federal Corporation	148,768,000
	Director	Nankang Rubber Tire. Representative: Chen,Yi-Zhen	Bachelor of Laws at Soochow University	Deputy Manager of United Renewable Energy Co., Ltd.  Supervisor at Daheng International Law Firm  Researcher of Bills at Judicial Refprm Foundation	Director of Federal Corporation  Manager at United Renewable Energy Co., Ltd.	148,768,000
	Director	Nankang Rubber Tire. Representative: Jiang,Xiu-Zhen	Bachelor of Science	Director of Chiu Pu Cultural and Educational Foundation  Director of Nankang Rubber Tire.	Secetary of Chiu Pu Cultural and Educational Foundation	148,768,000
Representative of Huan-Xiang Investment Co., Ltd.	Director	Representative of Huan-Xiang Investment Co., Ltd. Representative: Chen, Chong-Yi	Bachelor of Science at Tunghai University	General Manager of Federal Corporation	Director of Federal Corporation	15,605,882
	Director	Representative of Huan-Xiang Investment Co., Ltd. Representative: Yu, Chih-Ching	EMBA- Accounting Division at National Taiwna Univeristy  Master of Laws at National Taipei Univeristy	Director of CJW International CO., LTD.  Director of Taiwan Life Insurance Co., Ltd.  Prosecutor at Taipei District Prosecutor's Office	Director of Federal Corporation  Senior Partner at Hengsheng Lawfirm	15,605,882

Nominee	Category	Name of Candidate	Educational Background	Work Experience	Current Position	Amount of share held by shareholders (Unit: Share)
Board of Directors	Independent Director	Chen,Chun-Mei	Bachelor of Arts at École des Hautes Études en Sciences Sociales	Contracted Lecturer at Department of Textiles and Clothing in Fu Jen Catholic University.  Director of Everspring Cultural Foundation  Designing Consultant at Les enphants Co.,Ltd.	Chairman of Hyatt International Asset Management Limited  Chairman of Weades International Co., Ltd.  Chairman of Honest Doctor Biotechnology Ltd.	633,000
	Independent Director	Zhang,Shi-Nan	Master of Business Administration at National Sun Yat-sen University.	Group CEO for Karma Medical Products Co., Ltd.  CEO of Industrial Liaison Office for National Sun Yat-sen University.  Vice President of Global Marketing Department of Whill Inc.	Student at National Cheng Kung University for Post-Doctoral degree in bio-medical engineering.	0
	Independent Director	Qiu,Jing-Rui	Bachelor of Laws at National Taiwan University	2009~2011 Independent Director at Ching-Wei Corporation  2007~2010 Independent Director at Entire Techonology Co., Ltd.  2011~2018 Independent Director at Choice Development, Inc.  2010~2019 Independent Director at Tainet Communication System Corporation  2019~ Legal Representative Director at Omni Media International Incorporation  2019~ Lawyer and Director at Tainet Communication System Corporation	Lawyer	0
	Independent Director	Wang,Zhi-Long	Bachelor of Science at National Taiwan University of Science and Technology	Vice President of Shun On Electronic Co., Ltd.  CFO of Thai Ho Group Inc.  General Manager of Easywell Biomedical Co., Ltd.	Independent Director at LinkCom Manufacturing Co., Ltd.  Independent Director at Kingwaytek Technology Co., Ltd.  Audit Manager at Amazing Microelectronic Corporation	0
	Independent Director	Yao,Wen-Liang	Bachelor of Science in Accounting at National Chung Hsing University	Finance Manager at Chungyo Accounting Firm.  Finance Manager at Kung Sing Engineering Corporation  Liquidator at Foshin Transport Corporation.  Independent Director of New Era Electronics Co., Ltd.	Accountant at Wei-Yuan Accounting Firm  Independent Director of Federal Corporation	0
	Representative of Huan-Xiang Investment Co., Ltd.	Independent Director	Zhao,Shi-Yi	Master of real-estate at Massachusetts Institute of Technology	General Manager of Polaris Securities, Honk Kong Branch	Independent Director of Federal Corporation  CEO of Pao Chuan Asset Management Consulting Co., Ltd. Independent Director of Social Entertainment Enterprise Co., Ltd.



Attachment 6

Federal Corporation

Candidate List for Release the Prohibition on Directors from Participation in Competitive Business

Name of Candidate	Description of Operating Field
Nankang Rubber Tire.	Tire Manufacturing and Selling

Name of Candidate	Corporation and title of Director for Release of the Prohibition on Directors from Participation in Competitive Business
Nankang Rubber Tire. Representative: Guo,Lin-Liang	Chairman for Nankang Rubber Tire.

# Appendices

## Appendices 1

### **Federal Corporation Articles of Incorporation**

#### **Chapter 1 General Provision**

- 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:  
XXXIX.C804010: Tire Manufacturing.  
XL. C804020: Industrial Rubber Products Manufacturing.  
XLI. C804990: Other Rubber Products Manufacturing  
XLII.F114030: Wholesale of Motor Vehicle Parts and Motorcycle Parts, Accessories.  
XLIII.F114050: Wholesale of Tires.  
XLIV.F214030: Retail Sale of Motor Vehicle Parts and Motorcycle Parts, Accessories.  
XLV.F214050: Retail Sale of Tires.  
XLVI.F401010: International Trade.  
XLVII.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 issued 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.

Shareholders' meeting may be held via video conferencing or other methods announced by the 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 or 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.

### **Chapter 4 Board of 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. Meetings of the Board of Directors shall be convened and presided by the chairman of the Board of Directors. In case the chairman of the board of directors is on leave or absent the chairman of the board of directors shall designate one of the directors, or where there are no designated directors, the directors shall elect from among themselves an acting chairman of the board of directors.



- 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 Managerial Officer**

- 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 Distribution of Revenue**

- 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 surplus earnings distribution or loss make-up proposal may be proposed at the close of each 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 no less than 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 profit distribution or deficit offset may be carried out at the end of each semi-annual fiscal year.

Where the Company makes a profit in a half or whole 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 for the year 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 the Company distributes surplus earnings in the form of new shares, the decision shall be resolved by attending 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 such surplus earning is distributed in the form of cash, the proposal shall be submitted to the shareholders' meeting for resolution before the distribution of shareholders' dividends and bonuses.

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 submits 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 48th amendment on June 15th, 2022.

## 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 stipulated by laws and regulations, the 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 (MOPS) 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:
1. When a physical shareholders' meeting is convened, such materials shall be distributed on-site at the shareholders' meeting.
  2. 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.

3. 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:

1. Shareholders' methods of participating in the video conference and exercising their rights.
2. 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:
  - (a) The time and the date of the next meeting when the meeting needs to be postponed or resumed as such obstacles cannot be resolved.
  - (b) 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.
  - (c) 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.

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

3. 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 Chair of the shareholders' meeting and attendees in a non-voting capacity**

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.

If a shareholders' meeting is convened by video conference, the Company is advised to make an audio and video recording of the back-end interface of the video conference platform.

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 shareholders' 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. Votes shall be cast on relevant proposals on the agenda one by one (including extempore motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution by the shareholders' meeting.



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 of 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. 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.

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 1, 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 1, 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 t 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.

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 These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting.

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 Rules for Director Elections

- Article 1 The directors of this Company shall be elected in accordance with the rules specified herein.
- Article 2 The election of directors shall adopt a disclosed cumulative voting method. The number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for election of two or more candidates.
- Article 3 At the beginning of the election, the Chairman shall appoint several persons each to check and record the ballots.
- Article 4 The number of Directors will be as specified in the Articles. Candidates to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect. If a shareholder is elected as a director, they shall decide whether to serve as a director themselves, with vacancies filled by the candidate who received the next highest number of votes from the original ballots. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- Article 5 Election ballots are produced and issued by the company, with the number of votes clearly indicated.
- Article 6 Electors should fill in the form in accordance with the requirements stated on the election ballots.
- Article 7 The ballot shall be null and invalid upon occurrence of one of the following:
- I. Ballots were not stated in Article 5.
  - II. Number of candidates filled is more than the number specified on the ballots.
  - III. Other words or marks are entered in addition to the candidates' names or Government Uniform Invoice numbers.
  - IV. Scribbled and unidentifiable writing
  - V. Names of shareholders filled match that of another shareholder, and no shareholder account number or Government Uniform Invoice number is provided for distinction.
- Article 8 Ballots shall be counted upon completion of the voting procedures and the result shall be announced by the chairman immediately.
- Article 9 The first board meeting shall be convened by the director who receives the highest number of votes.
- Article 10 These Rules and any amendments thereto shall come into force after being



approved by the shareholders' meeting.  
The 1st amendment was made on June 15, 2017.

Appendix 4

Federal Corporation  
List of Directors' Shareholdings

Record date: March 26, 2024

Title	Name		Shareholding on the book closure date
			Number
Chairman	Representative of Nankang Rubber Tire Corp., Ltd.	Guo,Lin-Liang	148,768,000
Director		Chiang, Ching-Hsing	
Director		Chen, Yi-Zhen	
Director	Representative of Taiwan Insulation Applied Technology Co.	Ko, Tso-Liang	20,000
Director	Representative of Huan-Xiang Investment Co., Ltd.	Yu, Chih-Ching	15,605,882
Director		Chen, Chong-Yi	
Independent Director	Yao, Wen-Liang		0
Independent Director	Cheng, Fu-Yueh		0
Independent Director	Chao, Shih-I		0
Total number of shares held by directors (excluding independent directors)			164,393,882
Minimum number of shares held by all directors as required by law			16,000,000
Number of outstanding shares			473,329,207