



聯合光纖通信股份有限公司  
United Fiber Optic Communication Inc.

# **2026 Annual General Meeting of Shareholders Meeting Handbook**

Convening Format: Physical attendance

Time: 9:00 a.m. on Thursday, April 30, 2026

Location: 3rd Floor, No. 397, Xingshan Rd., Neihu Dist., Taipei City, Taiwan  
(R.O.C.)

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# **United Fiber Optic Communication Inc.**

## **2026 Annual General Meeting of Shareholders Meeting Procedure**

- I. Call the Meeting to Order
- II. Chairman Remarks
- III. Announcements
- IV. Proposals
- V. Discussions
- VI. Election Matters
- VII. Other Matters
- VIII. Extempore Motions
- IX. Adjournment

# **United Fiber Optic Communication Inc.**

## **2026 Annual General Meeting of Shareholders Meeting Agenda**

Time: 9:00 a.m. on Thursday, April 30, 2026

Location: 3rd Floor, No. 397, Xingshan Rd., Neihu Dist., Taipei City, Taiwan (R.O.C.)

I. Call the Meeting to Order (Report on number of shares represented at the meeting)

II. Chairman Remarks

III. Announcements

(I) 2025 Business Report.

(II) 2025 Audit Committee's Review Report.

(III) Report on the Allocation of 2025 Employee and Director Remuneration.

(IV) Report on Directors' Remuneration for 2025.

IV. Proposals

(I) Adoption of the 2025 Business Report and Financial Statements.

(II) Adoption of the 2025 Proposal for Distribution of Earnings.

V. Discussions

(I) Amendments to the Company's "Articles of Association."

(II) Investment in the Private Placement of TSG Development Co., Ltd.

VI. Election Matters

(I) Election for the 17th Term of Directors.

VII. Other Matters

(I) Proposal to Release the Restriction of Non-Compete Obligations for the Newly Appointed Director.

VIII. Extempore Motions

IX. Adjournment

## **【Announcements】**

### **Proposal 1**

Motion: 2025 Business Report.

Explanation: For the Company's 2025 Business Report, please refer to Attachment 1 (see page 12 for details).

### **Proposal 2**

Motion: 2025 Audit Committee's Review Report.

Explanation: For the Company's 2025 Audit Committee's Review Report, please refer to Attachment 2 (see page 14 for details).

### **Proposal 3**

Subject: Report on the Allocation of 2025 Employee and Director Remuneration.

Explanation: The Company's 2025 employee remuneration and director remuneration were approved by the Board of Directors on January 28, 2026. In accordance with Article 20-1 of the Articles of Association, it is proposed to allocate 3% of the 2025 profit before tax for employee remuneration, totaling NT\$3,438,891, and 3% for director remuneration, also totaling NT\$3,438,891, both of which will be distributed entirely in cash.

### **Proposal 4**

Motion: Report on Directors' Remuneration for 2025.

Explanation:

1. Compensation to the Company's directors is determined according to Article 17 of the Articles of Association, which states that directors shall be compensated for the services rendered based on individual levels of participation and contribution, for which the Board of Directors will determine after taking into consideration the amount of compensation paid by peers. Furthermore, profits generated by the Company in a given year are subject to director remuneration of no more than 3% according to Article 20-1 of the Articles of Association. The Company evaluates Remuneration of Directors and Independent director regularly according to its "Board Performance Evaluation Policy"; outcomes of performance evaluation and rationality of compensation are reviewed by the Remuneration Committee and the Board of Directors. The Company regularly evaluates the remuneration of directors and independent directors in accordance with the "Board of Directors Performance Evaluation Regulations." The relevant

performance assessments and reasonableness of remuneration have been reviewed by the Remuneration Committee and the Board of Directors.

2. For details on Directors' Remuneration for 2025, please refer to Attachment 3 (see page 15 for details).

## **【Proposals】**

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

Motion: Adoption of the 2025 Business Report and Financial Statements.

Explanation: The Company has completed the preparation of its 2025 Business Report, Consolidated Financial Statements, and Parent Company Only Financial Statements. of which, the financial statements have been audited by CPAs Hsieh, Chiu-Hua and Chou, Pao-Lien of KPMG Taiwan (KPMG International Limited), whereas the Audit Committee has also reviewed and issued a formal review report on file. Please refer to Attachment 2 (refer to page 14) and Attachment 4 (refer to page 19-35) for details. The motion is hereby presented for acknowledgment.

Resolution:

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

Subject: Adoption of the 2025 Proposal for Distribution of Earnings.

Explanation: The Company's 2025 Earnings Distribution Proposal has been approved by the Board of Directors as shown in the chart below. The motion is hereby presented for acknowledgment.

**United Fiber Optic Communication Inc.**  
**2025 Earnings Distribution Table**

Unit: NT\$

| Item  | Amount       |
|---|--------------|
| Opening deficits pending compensation           | (16,171,735) |
| Plus: Net income for the current year (Note)    | 107,735,254  |
| Subtotal of Earnings Available for Distribution | 91,563,519   |
| Less: Legal reserve                             | (9,156,352)  |
| Less: Special reserve                           | (15,680,000) |
| Current Earnings Available for Distribution     | 66,727,167   |
| Distribution Items:                             |              |
| Less: Cash dividends                            | (31,603,114) |
| Undistributed Earnings at the End of the Period | 35,124,053   |

Note: Employee remuneration of NT\$3,438,891 and director and supervisor remuneration of NT\$3,438,891 have been estimated and included in this year's profit and loss.

Chairman: Lin, Yu-Chang    Manager: Lai, Hao-Min    Principal Accounting Officer: Tsai, Chen-Tsai

Resolution:

## **【Discussions】**

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

Motion: Amendments to the Company's "Articles of Association."

Explanation:

1. Proposal to amend the Company's Articles of Association in response to the Company's operational and corporate governance requirements.
2. The comparison table of amended article numbers and provisions is set forth in Attachment 5 (see page 36- 62).

Resolution:

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

Subject: Investment in the Private Placement of TSG Development Co., Ltd.

Explanation:

1. Processed in accordance with the Financial Supervisory Commission letter Jin-Guan-Zheng-Fa-Zi No. 1150331100 dated January 27, 2026, and Article 15, Paragraph 5 of the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies."
2. The Company has subscribed to the private placement of 17,500 thousand shares of common stock from the related party DataVan International Corporation (formerly Hong Yi International Corporation) at a subscription price of 10 NTD per share, totaling 175,000 thousand NTD. The transaction amount has reached over 10% (153,925 thousand NTD) of the Company's total assets as reported in the financial report for the third quarter of 2015. It should be submitted for approval at the annual general meeting of shareholders in accordance with Article 36-1 of the Securities and Exchange Act and Article 15, Paragraph 5 of the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies."
3. The case has been approved by the Audit Committee and the Board of Directors, and is explained below in accordance with Article 15, Paragraph 1 of the "Regulations Governing the Acquisition or Disposal of Assets by Public Companies":
  - (1) The purpose, necessity, and expected benefits of the acquisition or disposal of assets.
    - A. Taiwan Steel Development Corporation focuses on construction and real estate development as its core business. It has integrated smart manufacturing and technology applications to actively promote smart

residential and commercial space integration solutions, thereby enhancing the added value of construction projects.

B. Taiwan Steel Development Corporation possesses technological innovation capabilities and industrial development strength, along with long-term investment potential.

C. The Company's participation in this private placement of common shares is based on considerations of supporting the development of smart buildings and strategic business layout. By investing in enterprises with development potential, the Company aims to enhance future investment returns and the overall operational value-added.

(2) Reasons for selecting related parties as transaction counterparties

DataVan International Corporation possesses technological innovation capabilities, smart building integration experience, and industrial development strength, and therefore represents long-term investment value. After comprehensive consideration of its industry positioning, technological advantages, and future development potential, the Company has selected it as the investment target for this instance.

(3) Acquire real estate or the right-of-use assets from related parties and evaluate the reasonableness of the planned transaction terms according to regulations. This case involves the subscription of privately placed common stock from a related party and is not a transaction involving the acquisition of real estate or the right-of-use assets from related parties; therefore, it does not apply.

(4) The original acquisition date and price by the related party, the transaction counterparties, and their relationship with the company and related parties. The counterparty for this transaction is Taiwan Steel Development Corporation (formerly Hong Yi International Corporation), a related party of The Company.

This case involves an invitation from TSC Construction for The Company to participate in private placement investment, and it does not relate to the acquisition of previously transferred capital stock; therefore, there is no information available for disclosure regarding the previous owner, acquisition date, or transfer price.

The relevant transaction information has been disclosed in a major information announcement in accordance with regulations.

(5) Cash flow forecast for each month for the year following the expected contract month, and evaluate the necessity of the transaction and the reasonableness of the use of funds.

The Company has prepared a cash flow projection covering the one-year period commencing from the anticipated contract execution month, which has been submitted as reference material for the Board of Directors' deliberation on this matter. Based on the assessment, the funding source for this investment consists primarily of the Company's own funds. The investment is not expected to have a material impact on the Company's financial structure or working capital management, and the deployment of funds is considered reasonable.

- (6) The appraisal report issued by a professional appraiser or the opinion of an accountant obtained in accordance with regulations.

The Company has obtained the accountant's opinion on the reasonableness of the transaction price in accordance with regulations, to serve as a reference for the Board of Directors' decision-making.

- (7) Restrictions and other important terms and conditions of the transaction

There are no other restrictions or important terms and conditions for this transaction.

- 4. Please refer to Attachment 6 for relevant information(see page 63- 82).

Resolution:

## **【Election Matters】**

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

Agenda: Election for the 17th Term of Directors.

Explanation:

1. According to the Company's Articles of Association, it is proposed to elect seven directors (including three independent directors). The election of directors adopts a candidate nomination system, and the shareholders' meeting shall elect from the list of candidates.
2. The list of candidates for Directors (including Independent Directors) of the Company has been reviewed and approved by the Board of Directors on March 9, 2026, of the Company. Please refer to Attachment 7 (see page 83- 85).
3. The newly elected Directors and Independent Directors shall assume their positions from the date of re-election for a term of three years, from April 30, 2026, to April 29, 2029.

Election Results:

## **【Other Motions】**

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

Subject: Proposal to Lift Non-Compete Restrictions on Newly Elected Directors.

Certain newly elected directors of the Company may have investments in, or be engaged in the operations of, other companies whose business scope is identical or similar to that of the Company, and may serve as directors of such companies. Provided that such activities do not prejudice the interests of the Company, the Company hereby proposes, pursuant to Article 209 of the Company Act, to request that the shareholders' meeting lift the non-compete restrictions applicable to the newly elected directors. Please refer to Attachment 8 for details regarding the concurrent positions held by the newly elected directors of the Company (see page 86).

## **【Extempore Motions】**

## **【Adjournment】**

## 【Attachment 1】

# 2025 Business Report



## 2025 Business Results

(Thousand NTD)

| Item   | 2025      | 2024    | Difference | Difference % |
|--|-----------|---------|------------|--------------|
| Consolidated operating revenues                | 1,351,435 | 821,516 | 529,919    | 64.51%       |
| Consolidated operating gross profit            | 167,911   | 54,811  | 113,100    | 206.35%      |
| Consolidated non-operating income and expenses | 59,088    | 89,530  | (30,442)   | (34.00%)     |
| Consolidated net income after tax              | 107,735   | 3,684   | 104,051    | 2,824.40%    |

Due to significant improvements in project execution and engineering orders in 2025, the Company and its subsidiaries have seen an increase in business performance, even though the revenue share of optical fiber products has relatively decreased. By focusing on high-margin items such as energy storage and electromechanical engineering, execution capacity and operational scale have been enhanced, leading to an increase in revenue by NT\$529,919 thousand and profit by approximately NT\$113,100 thousand. Despite a decrease in non-operating income by NT\$30,442 thousand, net profit after tax for 2025 still increased by NT\$104,051 thousand.

Consolidated operating revenues for 2025 were reported at NT\$1,351,435 thousand, up 64.51% from the NT\$821,516 thousand in 2024. Earnings per share for 2025 and 2024 were reported at NT\$1.02 and NT\$0.07, respectively.

## 2026 Business Plan Explanation

Looking ahead to 2026, revenue is expected to see significant growth compared to 2025, primarily driven by the optical fiber business. The Company plans to expand its market share in the telecommunications sector and actively deploy new technology introductions, with a continuous focus on the application and development of silicon photonics to enhance product competitiveness.

In the smart grid business, the Company's principal operations span two major domains: smart grid system integration and telecommunications transmission ICT integration. Current key customers include Taipower's MPLS/DWDM/ROADM transmission, 5G experimental network domains, and extra-high-voltage power signal transmission. The Company will actively pursue opportunities arising from the energy transition, positioning itself as the best supplier for in-house energy storage solutions among large domestic power consumers, while providing optimized investment design and improvement recommendations to expand commercial market development. In alignment with the government's policy target of achieving a 30% renewable energy mix by 2030 and Taipower's NT\$500 billion resilient grid initiative, self-built energy storage among large power consumers is becoming an emerging trend.

In terms of electromechanical engineering, the focus will shift from low-margin government bids to higher-margin electromechanical engineering. Expertise will be utilized to provide infrastructure services, creating cost advantages and enhancing project capacity. The Company will also continue to develop businesses related to transportation engineering, maintaining opportunities and capabilities to serve in highly specialized national domains.

Looking ahead, the Company will continue to focus on technological innovation, driving product upgrades and market expansion. In particular, the Company will strengthen its presence in the fields of optical fiber communication and energy storage technology, striving to secure the energy storage system installation market needed by private enterprises. Additionally, the Company will focus on the development of public engineering turnkey projects and BOT cases.

Chairman: Lin, Yu-Chang    Manager: Lai, Hao-Min    Principal Accounting Officer: Tsai, Chen-Tsai

## 【Attachment 2】

### United Fiber Optic Communication Inc. Audit Committee's Review Report

The Board of Directors has prepared the Company's 2025 Business Report, Financial Statements (including the Consolidated Financial Statements), and the Earnings Distribution Proposal. The Financial Statements (including the Consolidated Financial Statements) have been audited by CPAs Hsieh, Chiu-Hua and Chou, Pao-Lien of KPMG in Taiwan (KPMG International Limited), to which they have issued an audit report.

The Audit Committee has reviewed the above reports and the proposal for distribution of profits prepared by the Board of Directors and found no misstatement. We hereby present them for approval in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

The Company 2026 Annual General Meeting of Shareholders

United Fiber Optic Communication Inc.  
Convener of the Audit Committee: Hou, Jung-Hsien

January 28, 2026







Note1: Represents amount of retirement benefits and severance pays provided and expensed.

Note2: The Company did not distribute any earnings in 2025.

Note3: There are no directors who also serve as employees or managers in the Company's board of directors.

Note4: The policy, system, standards, and structure by which independent director remuneration is paid, and association between the amount paid and independent directors' responsibilities, risks, and time committed: Compensation to the Company's directors is determined according to Article 17 of the Articles of Association, which states that directors shall be compensated for the services rendered based on individual levels of participation and contribution, for which the Board of Directors will determine after taking into consideration the amount of compensation paid by peers. Furthermore, profits generated by the Company in a given year are subject to director remuneration of no more than 3% according to Article 20-1 of the Articles of Association. The Company evaluates Remuneration of Directors and Independent director regularly according to its "Board Performance Evaluation Policy"; outcomes of performance evaluation and rationality of compensation are reviewed by the Remuneration Committee and the Board of Directors. The Company regularly evaluates the remuneration of directors and independent directors in accordance with the "Board of Directors Performance Evaluation Regulations." The relevant performance assessments and reasonableness of remuneration have been reviewed by the Remuneration Committee and the Board of Directors.

Note5: Represents remuneration received for being director of a subsidiary.

Note6: Remuneration received by director for providing service to any company included in the financial statements (e.g., consultancy service without the title of an employee) in the last year, except those disclosed in the above table:  
None.

**\*The basis of remuneration disclosed in this chart is different from the basis of the income tax law, hence the above chart has been prepared solely for information disclosure, and not for tax purpose.**

**UNITED FIBER OPTIC COMMUNICATION INC.  
AND SUBSIDIARIES**

**Consolidated Financial Statements**

**With Independent Auditors' Report  
For the Years Ended December 31, 2025 and 2024**

Address: No. 12, Creation 4th Road, Science-based Industrial Park, Hsinchu City,  
Taiwan (R.O.C.)  
Telephone: (03)5779211

## Independent Auditors' Report

To the Board of Directors of UNITED FIBER OPTIC COMMUNICATION INC.:

### Opinion

We have audited the consolidated financial statements of UNITED FIBER OPTIC COMMUNICATION INC. and its subsidiaries (Collectively referred to as “the Consolidated Company”), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Consolidated Company as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

#### Recognition of engineering revenue

For the accounting policies on recognition of engineering service revenues, please see note 4(o) “Revenue Recognition” to the consolidated financial statements; for uncertainties over accounting assumptions and estimation, please refer to note 5; for related information, please refer to note 6(v) “Revenues from Contracts with Customers”.

Adopting the percentage of completion method, the Consolidated Company recognizes engineering service revenues according to degree of completion during the contract period. Degree of completion is calculated with reference to the cost incurred by each contract as of the reporting date. When there is a material increase or decrease in the budget of contract, the total contract cost will be re-estimated and the percentage of completion will be recalculated based on the adjusted total cost. The accuracy of revenue recognition by the Consolidated Company is subject to appropriate estimation of both the degree of completion and the total project cost. Therefore, we considered testing of revenue recognition for engineering service to be a key audit matter.

How the matter was addressed in our audit:

Our audit procedures in this area included:

Obtaining understanding of and testing the internal control over the cycle of engineering construction to assess whether any material abnormality exist; reviewing the total project costs estimated by management, the approval process for contract completion, and the assessment documents, calculating the proportion of the incurred project costs to the estimated total contract costs; sampling and reviewing supporting documents for project cost inputs and for loss-making (onerous) contracts.

#### **Other Matter**

United Fiber Optic Communication Inc. has prepared its parent-company-only financial statements as of and for the years ended December 31, 2025 and 2024, on which we have issued an audit report with an unqualified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Hsieh, Chiu-Hua and Chou, Pao-Lian.

KPMG

Taipei, Taiwan (Republic of China)  
January 28, 2026

**Notes to Readers**

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

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



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**UNITED FIBER OPTIC COMMUNICATION INC. AND SUBSIDIARIES**

**Consolidated Statements of Comprehensive Income**

**For the years ended December 31, 2025 and 2024**

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

|  |   | 2025              |           | 2024            |             |
|--|---|-------------------|-----------|-----------------|-------------|
|  |   | Amount            | %         | Amount          | %           |
| 4000   | Operating revenue (notes 6(v) and 7)  | \$ 1,351,435      | 100       | 821,516         | 100         |
| 5000   | Operating costs (notes 6(g), (r) and 7)   | <u>1,183,524</u>  | <u>88</u> | <u>766,705</u>  | <u>93</u>   |
| 5900   | <b>Gross profit from operations</b>   | <u>167,911</u>    | <u>12</u> | <u>54,811</u>   | <u>7</u>    |
| <b>Operating expenses (notes 6(e), (f), (k), (l), (m), (p), (r), (w) and 7):</b> |   |                   |           |                 |             |
| 6100   | Selling expenses  | 12,523            | -         | 42,344          | 5           |
| 6200   | Administrative expenses   | 94,753            | 7         | 76,129          | 10          |
| 6300   | Research and development expenses   | -                 | -         | 869             | -           |
| 6450   | Expected credit loss (notes 6(e) and (f))   | <u>-</u>          | <u>-</u>  | <u>16,805</u>   | <u>2</u>    |
|  |   | <u>107,276</u>    | <u>7</u>  | <u>136,147</u>  | <u>17</u>   |
| <b>Net operating income (loss)</b>   |   | <u>60,635</u>     | <u>5</u>  | <u>(81,336)</u> | <u>(10)</u> |
| <b>Non-operating income and expenses:</b>  |   |                   |           |                 |             |
| 7100   | Interest income (note 6(x))   | 1,852             | -         | 3,585           | -           |
| 7010   | Other income (notes 6(x) and 7)   | 12,009            | 1         | 3,818           | 1           |
| 7020   | Other gains and losses, net (notes 6(b) and (x))  | 46,736            | 3         | 83,616          | 10          |
| 7050   | Finance costs, net (notes 6(p), (x) and 7)  | (1,509)           | -         | (1,489)         | -           |
| 7070   | Share of profit (loss) of associates accounted for using equity method, net (note 6(i))   | <u>-</u>          | <u>-</u>  | <u>-</u>        | <u>-</u>    |
|  |   | <u>59,088</u>     | <u>4</u>  | <u>89,530</u>   | <u>11</u>   |
| <b>Income before tax</b>   |   | 119,723           | 9         | 8,194           | 1           |
| 7950   | Less: Income tax expenses (note 6(s))   | <u>11,988</u>     | <u>1</u>  | <u>4,510</u>    | <u>1</u>    |
| <b>Net income</b>  |   | <u>107,735</u>    | <u>8</u>  | <u>3,684</u>    | <u>-</u>    |
| 8300   | <b>Other comprehensive income</b>   |                   |           |                 |             |
| 8310   | <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>                                   |                   |           |                 |             |
| 8316   | Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (note 6(c) (t)) | 8,191             | 1         | 7,490           | 1           |
| 8349   | Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss              | <u>-</u>          | <u>-</u>  | <u>-</u>        | <u>-</u>    |
| 8300   | <b>Other comprehensive income</b>   | <u>8,191</u>      | <u>1</u>  | <u>7,490</u>    | <u>1</u>    |
| <b>Total comprehensive income</b>  |   | <u>\$ 115,926</u> | <u>9</u>  | <u>11,174</u>   | <u>1</u>    |
| <b>Net income attributable to:</b>   |   |                   |           |                 |             |
| 8610   | Owners of parent  | \$ 107,735        | 8         | 7,592           | -           |
| 8620   | Non-controlling interests   | <u>-</u>          | <u>-</u>  | <u>(3,908)</u>  | <u>-</u>    |
|  |   | <u>\$ 107,735</u> | <u>8</u>  | <u>3,684</u>    | <u>-</u>    |
| <b>Comprehensive income attributable to:</b>                                     |   |                   |           |                 |             |
| 8710   | Owners of parent  | \$ 115,926        | 9         | 15,082          | 1           |
| 8720   | Non-controlling interests   | <u>-</u>          | <u>-</u>  | <u>(3,908)</u>  | <u>-</u>    |
|  |   | <u>\$ 115,926</u> | <u>9</u>  | <u>11,174</u>   | <u>1</u>    |
| <b>Basic loss per share (New Taiwan dollars) (note 6(u))</b>                     |   | <u>\$ 1.02</u>    |           | <u>0.07</u>     |             |
| <b>Diluted loss per share (New Taiwan dollars)(note 6(u))</b>                    |   | <u>\$ 1.02</u>    |           | <u>0.07</u>     |             |

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**UNITED FIBER OPTIC COMMUNICATION INC. AND SUBSIDIARIES**  
**Consolidated Statements of Changes in Equity**  
**For the years ended December 31, 2025 and 2024**  
**(Expressed in Thousands of New Taiwan Dollars)**

|  | Equity attributable to owners of parent |                 |   |  |          | Total equity     |                           |
|--|---|-----------------|---|--|----------|------------------|---------------------------|
|  | Share capital                           |                 | Retained earnings                       | Unrealized gains on financial assets measured at fair value through other comprehensive income |          |                  | Non-controlling interests |
|  | Ordinary shares                         | Capital surplus | Retained earnings (accumulated deficit) |  |          |                  |                           |
| <b>Balance at January 1, 2024</b>                  | \$ 1,040,515                            | 24,850          | (77,579)                                | -  | 45,795   | 1,033,581        |                           |
| Net income (loss)                                  | -                                       | -               | 7,592                                   | -  | (3,908)  | 3,684            |                           |
| Other comprehensive income                         | -                                       | -               | -                                       | 7,490  | -        | 7,490            |                           |
| Total comprehensive income (loss)                  | -                                       | -               | 7,592                                   | 7,490  | (3,908)  | 11,174           |                           |
| Changes in ownership interests in subsidiaries     | -                                       | -               | (1,277)                                 | -  | 1,277    | -                |                           |
| Shares issued for pursuant to consolidation        | 12,922                                  | 33,661          | (3,419)                                 | -  | (43,164) | -                |                           |
| Balance at December 31, 2024                       | 1,053,437                               | 58,511          | (74,683)                                | 7,490  | -        | 1,044,755        |                           |
| Capital surplus used to cover accumulated deficits | -                                       | (58,511)        | 58,511                                  | -  | -        | -                |                           |
| Comprehensive income :                             | -                                       | -               | 107,735                                 | -  | -        | 107,735          |                           |
| Net income   | -                                       | -               | -                                       | -  | -        | -                |                           |
| Other comprehensive income                         | -                                       | -               | -                                       | 8,191  | -        | 8,191            |                           |
| Total comprehensive income                         | -                                       | -               | 107,735                                 | 8,191  | -        | 115,926          |                           |
| <b>Balance at December 31, 2025</b>                | <b>\$ 1,053,437</b>                     | <b>-</b>        | <b>91,563</b>                           | <b>15,681</b>  | <b>-</b> | <b>1,160,681</b> |                           |

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**UNITED FIBER OPTIC COMMUNICATION INC. AND SUBSIDIARIES**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2025 and 2024**  
**(Expressed in Thousands of New Taiwan Dollars)**

|  | 2025       | 2024      |
|--|------------|-----------|
| <b>Cash flows used in operating activities:</b>                                  |            |           |
| <b>Income before tax</b>   | \$ 119,723 | 8,194     |
| <b>Adjustments:</b>  |            |           |
| <b>Adjustments to reconcile loss:</b>  |            |           |
| Depreciation expense   | 25,219     | 26,881    |
| Amortization expense   | 1,555      | 1,503     |
| Expected credit loss   | -          | 16,805    |
| Net gain on financial assets at fair value through profit or loss                | (47,572)   | (87,750)  |
| Interest expense   | 1,509      | 1,489     |
| Interest income  | (1,852)    | (3,585)   |
| Dividend income  | (8,442)    | (32)      |
| Loss on disposal of property, plant and equipment                                | -          | 2,350     |
| Goodwill impairment loss   | 490        | -         |
| Gain on inventory write downs  | (849)      | (534)     |
| Profit from lease modification   | (21)       | (219)     |
| <b>Total adjustments to reconcile loss</b>                                       | (29,963)   | (43,092)  |
| <b>Changes in operating assets and liabilities:</b>                              |            |           |
| Contract assets  | 30,629     | (53,772)  |
| Notes receivable   | 779        | (779)     |
| Accounts receivable  | 17,032     | 84,822    |
| Accounts receivable due from related parties                                     | 12,869     | (114,349) |
| Other receivable   | 7          | (353)     |
| Inventories  | (23,453)   | 1,747     |
| Financial assets at fair value through profit or loss                            | (901)      | -         |
| Other current assets   | (6,168)    | (105,876) |
| Contract liabilities   | 39,971     | 108,808   |
| Accounts payable   | (72,518)   | 88,528    |
| Accounts payable to related parties  | (2,573)    | 6,392     |
| Other payable  | 18,968     | (220)     |
| Other payable to related parties   | (105)      | 109       |
| Provisions   | (6,346)    | 590       |
| Other current liabilities  | (1,841)    | 1,635     |
| <b>Total adjustments</b>   | (23,613)   | (25,810)  |
| Cash flows from (used in) operations   | 96,110     | (17,616)  |
| Interest received  | 1,852      | 3,585     |
| Dividends received   | 8,442      | 32        |
| Interest paid  | (1,509)    | (1,489)   |
| Income taxes (paid) received   | (7,460)    | 708       |
| <b>Net cash flows from (used in) operating activities</b>                        | 97,435     | (14,780)  |
| <b>Cash flows used in investing activities:</b>                                  |            |           |
| Acquisition of financial assets at fair value through profit or loss             | (152,330)  | (118,000) |
| Acquisition of financial assets at fair value through other comprehensive income | (175,000)  | (99,400)  |
| Decrease in financial assets at amortized cost                                   | 3,086      | 40,137    |
| Acquisition of a subsidiary (net of cash acquired)                               | -          | (1,733)   |
| Acquisition of property, plant and equipment                                     | (856)      | (19,447)  |
| Proceeds from disposal of property, plant and equipment                          | -          | 111       |
| Decrease in refundable deposits  | 8,428      | 89,788    |
| Acquisition of intangible assets   | (1,288)    | -         |
| <b>Net cash flows used in investing activities</b>                               | (317,960)  | (108,544) |
| <b>Cash flows from (used in) financing activities:</b>                           |            |           |
| Increase (decrease) in short-term borrowings                                     | 250,000    | (50,000)  |
| Decrease in guarantee deposits received  | 1          | -         |
| Payment of lease liabilities   | (9,496)    | (12,090)  |
| <b>Net cash flows from (used in) financing activities</b>                        | 240,505    | (62,090)  |
| <b>Net increase (decrease) in cash and cash equivalents</b>                      | 19,980     | (185,414) |
| <b>Cash and cash equivalents at the beginning of the period</b>                  | 243,882    | 429,296   |
| <b>Cash and cash equivalents at the end of the period</b>                        | \$ 263,862 | 243,882   |

See accompanying notes to consolidated financial statements.

**UNITED FIBER OPTIC COMMUNICATION INC.**

**Parent Company Only Financial Statements**

**With Independent Auditors' Report  
For the Years Ended December 31, 2025 and 2024**

Address: No. 12, Creation 4th Road, Science-based Industrial Park, Hsinchu City,  
Taiwan (R.O.C.)  
Telephone: (03)5779211

## Independent Auditors' Report

To the Board of Directors of UNITED FIBER OPTIC COMMUNICATION INC.:

### Opinion

We have audited the financial statements of UNITED FIBER OPTIC COMMUNICATION INC. (“the Company”), which comprise the balance sheets as of December 31, 2025 and 2024, the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

### Basis for Opinion

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

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

#### Recognition of engineering revenue

For the accounting policies on recognition of engineering service revenues, please see note 4(o) “Revenue Recognition” to the parent-company-only financial statements; for uncertainties over accounting assumptions and estimation, please refer to note 5; for related information, please refer to note 6(s) “Revenues from Contracts with Customers”.

Description of key audit matter:

Adopting the percentage of completion method, the Company recognizes engineering service revenues according to degree of completion during the contract period. Degree of completion is calculated with reference to the cost incurred by each contract as of the reporting date. When there is a material increase or decrease in the budget of contract, the total contract cost will be re-estimated and the percentage of completion will be recalculated based on the adjusted total cost. The accuracy of revenue recognition by the Company is subject to appropriate estimation of both the degree of completion and the total project cost. Therefore, we considered testing of revenue recognition for engineering service to be a key audit matter.

How the matter was addressed in our audit:

Our principal audit procedures included the following:

Obtaining understanding of and testing the internal control over the cycle of engineering construction to assess whether any material abnormality exist; reviewing the total project costs estimated by management, and calculating the proportion of the incurred project costs to the estimated total contract costs; sampling and reviewing supporting documents for project cost inputs and for loss-making (onerous) contracts.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Financial Statements**

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

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

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Hsieh, Chiu-Hua and Chou, Pao-Lian.

KPMG

Taipei, Taiwan (Republic of China)  
January 28, 2026

**Notes to Readers**

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

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**UNITED FIBER OPTIC COMMUNICATION INC.**

**Balance Sheets**

**December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars)**

| Assets                 |  | December 31, 2025 |                         | December 31, 2024 |                         |                   |      | Liabilities and Equity                               |    | December 31, 2025       |                   | December 31, 2024       |                   |
|------------------------|--|-------------------|-------------------------|-------------------|-------------------------|-------------------|------|--|----|-------------------------|-------------------|-------------------------|-------------------|
|                        |  | Amount            | %                       | Amount            | %                       |                   |      |  |    | Amount                  | %                 | Amount                  | %                 |
| <b>Current assets:</b> |  |                   |                         |                   |                         |                   |      | <b>Current liabilities:</b>                          |    |                         |                   |                         |                   |
| 1100                   | Cash and cash equivalents (note 6(a))  | \$                | 159,958                 | 10                | 191,998                 | 16                | 2100 | Short-term borrowings (notes 6(l) and 8)             | \$ | 250,000                 | 16                | -                       | -                 |
| 1110                   | Current financial assets at fair value through profit or loss (notes 6(b) and 8)                 |                   | 89,300                  | 6                 | 111,900                 | 9                 | 2130 | Current contract liabilities (notes 6(t) and 7)      |    | 46,276                  | 3                 | 65,944                  | 5                 |
| 1136                   | Current financial assets at amortized cost, net (notes 6(d) and 8)                               |                   | 21,790                  | 1                 | 29,800                  | 2                 | 2170 | Accounts payable                                     |    | 24,276                  | 2                 | 38,147                  | 3                 |
| 1140                   | Current contract assets (note 6(t))  |                   | 123,179                 | 8                 | 87,979                  | 7                 | 2180 | Accounts payable to related parties (note 7)         |    | 52,390                  | 3                 | 11,708                  | 1                 |
| 1150                   | Notes receivable, net (note 6(e))  |                   | -                       | -                 | 779                     | -                 | 2200 | Other payables (note 6(m))                           |    | 41,856                  | 3                 | 28,824                  | 2                 |
| 1170                   | Accounts receivable, net (note 6(e))   |                   | 39,940                  | 2                 | 56,972                  | 5                 | 2220 | Other payables to related parties (notes 6(m) and 7) |    | 180                     | -                 | 110                     | -                 |
| 1180                   | Accounts receivable due from related parties, net (notes 6(e) and 7)                             |                   | 2,164                   | -                 | 55,125                  | 4                 | 2250 | Current provisions (note 6(o))                       |    | 2,423                   | -                 | 5,375                   | -                 |
| 1200                   | Other receivables, net (note 6(f))   |                   | 350                     | -                 | 357                     | -                 | 2280 | Lease liabilities-current (note 6(n))                |    | 9,366                   | -                 | 6,901                   | 1                 |
| 1220                   | Current tax assets   |                   | 555                     | -                 | 1,187                   | -                 | 2300 | Other current liabilities                            |    | 834                     | -                 | 2,652                   | -                 |
| 130X                   | Inventories (note 6(g))  |                   | 108,475                 | 7                 | 84,561                  | 7                 |      |  |    | <u>427,601</u>          | <u>27</u>         | <u>159,661</u>          | <u>12</u>         |
| 1478                   | Construction deposits paid   |                   | 25,345                  | 2                 | 33,397                  | 3                 |      |  |    |                         |                   |                         |                   |
| 1479                   | Other current assets (note 7)  |                   | <u>37,978</u>           | <u>2</u>          | <u>23,083</u>           | <u>2</u>          | 2550 | Non-current provisions (note 6(o))                   |    | 2,340                   | -                 | 5,827                   | 1                 |
|                        |  |                   | <u>609,034</u>          | <u>38</u>         | <u>677,138</u>          | <u>55</u>         | 2570 | Total deferred tax liabilities (note 6(n))           |    | 17                      | -                 | -                       | -                 |
|                        | <b>Non-current assets:</b>   |                   |                         |                   |                         |                   | 2580 | Lease liabilities non-current                        |    | 10,163                  | 1                 | 13,856                  | 1                 |
| 1510                   | Non-current financial assets at fair value through profit or loss (note 6(b))                    |                   | 443,439                 | 28                | 220,900                 | 18                | 2645 | Guarantee deposits received                          |    | <u>293</u>              | <u>-</u>          | <u>292</u>              | <u>-</u>          |
| 1517                   | Non-current financial assets at fair value through other comprehensive income (notes 6(c) and 8) |                   | 290,080                 | 18                | 106,890                 | 9                 |      |  |    | <u>12,813</u>           | <u>1</u>          | <u>19,975</u>           | <u>2</u>          |
| 1535                   | Non-current financial assets at amortized cost, net (notes 6(d) and 8)                           |                   | 7,952                   | -                 | 3,028                   | -                 |      | <b>Total liabilities</b>                             |    | <u>440,414</u>          | <u>28</u>         | <u>179,636</u>          | <u>14</u>         |
| 1550                   | Investments accounted for using equity method, net (note 6(h))                                   |                   | 169,841                 | 11                | 118,754                 | 10                |      | <b>Equity:(note 6(r))</b>                            |    |                         |                   |                         |                   |
| 1600                   | Property, plant and equipment (note 6(i))  |                   | 54,284                  | 4                 | 69,219                  | 6                 | 3110 | Ordinary shares                                      |    | 1,053,437               | 66                | 1,053,437               | 86                |
| 1755                   | Right of use assets (note 6(j))  |                   | 19,005                  | 1                 | 20,279                  | 2                 | 3200 | Capital surplus                                      |    | -                       | -                 | 58,511                  | 5                 |
| 1780                   | Intangible assets (note 6(k))  |                   | 2,738                   | -                 | 3,005                   | -                 | 3350 | Accumulated deficit                                  |    | 91,563                  | 5                 | (74,683)                | (6)               |
| 1920                   | Guarantee deposits paid (note 7)   |                   | <u>4,722</u>            | <u>-</u>          | <u>5,178</u>            | <u>-</u>          | 3400 | Other equity interest                                |    | <u>15,681</u>           | <u>1</u>          | <u>7,490</u>            | <u>1</u>          |
|                        |  |                   | <u>992,061</u>          | <u>62</u>         | <u>547,253</u>          | <u>45</u>         |      | <b>Total equity</b>                                  |    | <u>1,160,681</u>        | <u>72</u>         | <u>1,044,755</u>        | <u>86</u>         |
|                        | <b>Total assets</b>  | \$                | <u><b>1,601,095</b></u> | <u><b>100</b></u> | <u><b>1,224,391</b></u> | <u><b>100</b></u> |      | <b>Total liabilities and equity</b>                  | \$ | <u><b>1,601,095</b></u> | <u><b>100</b></u> | <u><b>1,224,391</b></u> | <u><b>100</b></u> |

See accompanying notes to parent company only financial statements.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**UNITED FIBER OPTIC COMMUNICATION INC.**

**Statements of Comprehensive Income**

**For the years ended December 31, 2025 and 2024**

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

|   |   | <b>2025</b>       |           | <b>2024</b>     |             |
|---|---|-------------------|-----------|-----------------|-------------|
|   |   | <b>Amount</b>     | <b>%</b>  | <b>Amount</b>   | <b>%</b>    |
| 4000  | Operating revenue (notes 6(t) and 7)  | \$ 516,875        | 100       | 324,119         | 100         |
| 5000  | Operating costs (notes 6(g), 6(p) and 7)  | <u>441,201</u>    | <u>85</u> | <u>310,278</u>  | <u>96</u>   |
| 5900  | <b>Gross profit from operations</b>   | <u>75,674</u>     | <u>15</u> | <u>13,841</u>   | <u>4</u>    |
| <b>Operating expenses (notes 6(e), 6(f), 6(i), 6(j), 6(k), 6(n), 6(p) and 7):</b> |   |                   |           |                 |             |
| 6100  | Selling expenses  | 12,493            | 2         | 15,314          | 5           |
| 6200  | Administrative expenses   | 64,031            | 12        | 56,877          | 18          |
| 6300  | Research and development expenses   | -                 | -         | 868             | -           |
| 6450  | Expected credit loss (notes 6(e) and 6(f))  | -                 | -         | <u>16,805</u>   | <u>5</u>    |
|   |   | <u>76,524</u>     | <u>14</u> | <u>89,864</u>   | <u>28</u>   |
| <b>Net operating loss</b>   |   | <u>(850)</u>      | <u>1</u>  | <u>(76,023)</u> | <u>(24)</u> |
| <b>Non-operating income and expenses:</b>   |   |                   |           |                 |             |
| 7100  | Interest income (notes 6(v) and 7)  | 1,541             | -         | 4,192           | 1           |
| 7010  | Other income (notes 6(v) and 7)   | 11,959            | 2         | 3,264           | 1           |
| 7020  | Other gains and losses (notes 6(b) and 6(v))  | 46,781            | 9         | 83,543          | 26          |
| 7050  | Finance costs (notes 6(n), 6(v) and 7)  | (1,468)           | -         | (1,233)         | -           |
| 7060  | Share of loss of subsidiaries accounted for using equity method (note 6(h))   | <u>49,789</u>     | <u>10</u> | <u>(6,166)</u>  | <u>(2)</u>  |
|   |   | <u>108,602</u>    | <u>21</u> | <u>83,600</u>   | <u>26</u>   |
| <b>Income before tax</b>  |   | 107,752           | 22        | 7,577           | 2           |
| 7950  | Less: Income tax expenses (benefits) (note 6(q))  | <u>17</u>         | -         | <u>(15)</u>     | -           |
| <b>Net income</b>   |   | <u>107,735</u>    | <u>22</u> | <u>7,592</u>    | <u>2</u>    |
| 8300  | <b>Other comprehensive income:</b>  |                   |           |                 |             |
| 8310  | <b>Components of other comprehensive income that will not be reclassified to profit or loss</b>   |                   |           |                 |             |
| 8316  | Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (notes 6(c) and 6(r)) | 8,191             | 2         | 7,490           | 2           |
| 8349  | Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss                    | -                 | -         | -               | -           |
| 8300  | <b>Other comprehensive income</b>   | <u>8,191</u>      | <u>2</u>  | <u>7,490</u>    | <u>2</u>    |
| <b>Total comprehensive income</b>   |   | <u>\$ 115,926</u> | <u>24</u> | <u>15,082</u>   | <u>4</u>    |
| <b>Basic earnings per share (New Taiwan dollars) (note 6(s))</b>                  |   | <u>\$ 1.02</u>    |           | <u>0.07</u>     |             |
| <b>Diluted earnings per share (New Taiwan dollars)(note 6(s))</b>                 |   | <u>\$ 1.02</u>    |           | <u>0.07</u>     |             |

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**UNITED FIBER OPTIC COMMUNICATION INC.**

**Statements of Changes in Equity**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars)**

|  | Share capital       |                 | Retained earnings                       | Total other equity interest   | Total equity     |
|--|---------------------|-----------------|---|---|------------------|
|  | Ordinary shares     | Capital surplus | Retained earnings (accumulated deficit) | Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income |                  |
| <b>Balance at January 1, 2024</b>                  | \$ 1,040,515        | 24,850          | (77,579)                                | -   | 987,786          |
| Net income   | -                   | -               | 7,592                                   | -   | 7,592            |
| Other comprehensive income                         | -                   | -               | -                                       | 7,490   | 7,490            |
| Total comprehensive income                         | -                   | -               | 7,592                                   | 7,490   | 15,082           |
| Changes in ownership interests in subsidiaries     | -                   | -               | (1,277)                                 | -   | (1,277)          |
| Shares issued for pursuant to consolidation        | 12,922              | 33,661          | (3,419)                                 | -   | 43,164           |
| Balance at December 31, 2024                       | 1,053,437           | 58,511          | (74,683)                                | 7,490   | 1,044,755        |
| Capital surplus used to cover accumulated deficits | -                   | (58,511)        | 58,511                                  | -   | -                |
| Comprehensive income :                             | -                   | -               | 107,735                                 | -   | 107,735          |
| Net income   | -                   | -               | -                                       | -   | -                |
| Other comprehensive income                         | -                   | -               | -                                       | 8,191   | 8,191            |
| Total comprehensive income                         | -                   | -               | 107,735                                 | 8,191   | 115,926          |
| <b>Balance at December 31, 2025</b>                | \$ <b>1,053,437</b> | <b>-</b>        | <b>91,563</b>                           | <b>15,681</b>   | <b>1,160,681</b> |

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

**UNITED FIBER OPTIC COMMUNICATION INC.**

**Statements of Cash Flows**

**For the years ended December 31, 2025 and 2024**

**(Expressed in Thousands of New Taiwan Dollars)**

|  | <u>2025</u>       | <u>2024</u>      |
|--|-------------------|------------------|
| <b>Cash flows used in operating activities:</b>                                  |                   |                  |
| Income before tax  | \$ 107,752        | 7,577            |
| <b>Adjustments:</b>  |                   |                  |
| <b>Adjustments to reconcile loss:</b>  |                   |                  |
| Depreciation expense   | 23,817            | 24,026           |
| Amortization expense   | 1,555             | 1,503            |
| Expected credit loss   | -                 | 16,805           |
| Net gain on financial assets at fair value through profit or loss                | (47,609)          | (87,750)         |
| Interest expense   | 1,468             | 1,233            |
| Interest income  | (1,541)           | (4,192)          |
| Dividend income  | (8,426)           | (32)             |
| Share of gain (loss) of subsidiaries accounted for using equity method           | (49,789)          | 6,166            |
| Loss disposal of property, plan and equipment                                    | -                 | 2,350            |
| Impairment loss  | 490               | -                |
| (Gain) on inventory write downs  | (849)             | (534)            |
| (Profit) loss from lease modification  | -                 | (219)            |
| Other  | -                 | (3)              |
| <b>Total adjustments to reconcile loss</b>                                       | <u>(80,884)</u>   | <u>(40,647)</u>  |
| <b>Changes in operating assets and liabilities:</b>                              |                   |                  |
| Contract assets  | (35,200)          | 19,119           |
| Notes receivable   | 779               | (779)            |
| Accounts receivable  | 17,032            | 8,159            |
| Accounts receivable due from related parties                                     | 52,961            | (55,125)         |
| Financial lease payment receivable due from related parties                      | -                 | 2,012            |
| Other receivable   | 220               | (137)            |
| Other receivable due from related parties  | -                 | 46               |
| Inventories  | (23,065)          | 1,297            |
| Other current assets   | (14,896)          | 921              |
| Contract liabilities   | (19,668)          | 39,001           |
| Accounts payable   | (13,871)          | 7,267            |
| Accounts payable to related parties  | 40,682            | 11,708           |
| Other payable  | 13,032            | 1,830            |
| Other payable to related parties   | 70                | 90               |
| Provisions   | (6,439)           | 2,090            |
| Other current liabilities  | (1,818)           | 1,919            |
| <b>Total adjustments</b>   | <u>(71,065)</u>   | <u>(1,229)</u>   |
| Cash flow from (used in) operations  | 36,687            | 6,348            |
| Interest received  | 1,541             | 4,553            |
| Dividends received   | 8,426             | 32               |
| Interest paid  | (1,468)           | (1,233)          |
| Income taxes refund (paid)   | 632               | (607)            |
| <b>Net cash flows from operating activities</b>                                  | <u>45,818</u>     | <u>9,093</u>     |
| <b>Cash flows used in investing activities:</b>                                  |                   |                  |
| Acquisition of financial assets at fair value through profit or loss             | (152,330)         | (118,000)        |
| Acquisition of financial assets at fair value through other comprehensive income | (175,000)         | (99,400)         |
| Decrease in financial assets at amortized cost                                   | 3,086             | 4,009            |
| Acquisition of investments accounted for using equity method                     | (2,000)           | (254,083)        |
| Acquisition of property, plant and equipment                                     | (450)             | (18,695)         |
| Decrease in guarantee deposits paid  | 8,508             | 19,511           |
| Decrease in other receivables due from related parties                           | -                 | 70,000           |
| Acquisition of intangible assets   | (1,288)           | -                |
| Net cash inflows from business combination                                       | -                 | 255,647          |
| <b>Net cash flow used in investing activities</b>                                | <u>(319,474)</u>  | <u>(141,011)</u> |
| <b>Cash flows from financing activities:</b>                                     |                   |                  |
| Decrease in short-term borrowings  | 250,000           | -                |
| Increase in guarantee deposits received  | 1                 | -                |
| Payment of lease liabilities   | (8,385)           | (11,456)         |
| <b>Net cash flows from (used in) financing activities</b>                        | <u>241,616</u>    | <u>(11,456)</u>  |
| <b>Net decrease in cash and cash equivalents</b>                                 | <u>(32,040)</u>   | <u>(143,374)</u> |
| <b>Cash and cash equivalents at the beginning of period</b>                      | <u>191,998</u>    | <u>335,372</u>   |
| <b>Cash and cash equivalents at the end of period</b>                            | <u>\$ 159,958</u> | <u>191,998</u>   |

See accompanying notes to parent company only financial statements.

## 【Attachment 5】

### United Fiber Optic Communication Inc. Comparison of Amendments to the Articles of Association

| before amendment   | After amendment  | Explanation   |
|--|--|---|
| <p>Article 2</p> <p>The business scope of the Company is:</p> <ol style="list-style-type: none"> <li>1. CC01060 Wired Communication Mechanical Equipment Manufacturing.</li> <li>2. CC01070 Wireless Communication Mechanical Equipment Manufacturing.</li> <li>3. F401010 International trade.</li> <li>4. E601010 Electric Appliance Construction (for operations outside the Park only).</li> <li>5. E601020 Electric Appliance Installation (for operations outside the Park only).</li> <li>6. E603090 Illumination Equipment Construction (for operations outside the Park only).</li> <li>7. F116010 Wholesale of Photographic Equipment (for operations outside the Park only).</li> <li>8. E801010 Building Maintenance and Upholstery (for operations outside the Park only).</li> <li>9. E701010 Telecommunications Construction.</li> <li>10. EZ99990 Other Engineering</li> </ol> | <p>Article 2</p> <p>The business scope of the Company is:</p> <ol style="list-style-type: none"> <li>1. CC01060 Wired Communication Mechanical Equipment Manufacturing.</li> <li>2. CC01070 Wireless Communication Mechanical Equipment Manufacturing.</li> <li>3. F401010 International trade.</li> <li>4. E601010 Electric Appliance Construction (for operations outside the Park only).</li> <li>5. E601020 Electric Appliance Installation (for operations outside the Park only).</li> <li>6. E603090 Illumination Equipment Construction (for operations outside the Park only).</li> <li>7. F116010 Wholesale of Photographic Equipment (for operations outside the Park only).</li> <li>8. E801010 Building Maintenance and Upholstery (for operations outside the Park only).</li> <li>9. E701010 Telecommunications Construction.</li> <li>10. EZ99990 Other Engineering</li> </ol> | <p>For future operational needs, add and revise business Items.</p> |

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| <p>(for operations outside the Park only).</p> <p>11. CD01020 Rail Vehicle and Parts Manufacturing (for operations outside the Park only).</p> <p>12. F114080 Wholesale of Tramway Cars and Parts (for operations outside the Park only).</p> <p>13. F214080 Retail Sale of Tramway Cars and Parts (for operations outside the Park only).</p> <p>14. CC01110 Computer and Peripheral Equipment Manufacturing (for operations outside the Park only).</p> <p>15. E603010 Cable Installation Engineering (for operations outside the Park only).</p> <p>16. E603050 Cybernation Equipment Construction (for operations outside the Park only).</p> <p>17. E603080 Traffic Signs Installation Engineering (for operations outside the Park only).</p> <p>18. E605010 Computer Equipment Installation (for operations outside the Park only).</p> <p>19. EZ05010 Instrument and Meters Installation Engineering (for operations outside the Park only).</p> | <p>(for operations outside the Park only).</p> <p>11. CD01020 Rail Vehicle and Parts Manufacturing (for operations outside the Park only).</p> <p>12. F114080 Wholesale of Tramway Cars and Parts (for operations outside the Park only).</p> <p>13. F214080 Retail Sale of Tramway Cars and Parts (for operations outside the Park only).</p> <p>14. CC01110 Computer and Peripheral Equipment Manufacturing (for operations outside the Park only).</p> <p>15. E603010 Cable Installation Engineering (for operations outside the Park only).</p> <p>16. E603050 Cybernation Equipment Construction (for operations outside the Park only).</p> <p>17. E603080 Traffic Signs Installation Engineering (for operations outside the Park only).</p> <p>18. E605010 Computer Equipment Installation (for operations outside the Park only).</p> <p>19. EZ05010 Instrument and Meters Installation Engineering (for operations outside the Park only).</p> |  |
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| <p>20. I301010 Information Software Services Conduct research, development, manufacturing (including contract manufacturing), sales, system planning and construction of the following products:</p> <ol style="list-style-type: none"> <li>(1) Fiber optic cable.</li> <li>(2) Optical fiber and optical cable connection materials and parts.</li> <li>(3) Fiber optic transmission electronics.</li> <li>(4) Fiber Transmission Multiplexer, Transponder and Fiber Distribution Panel.</li> <li>(5) Fiber.</li> <li>(6) Fiber optic preforms.</li> <li>(7) Related communication equipment, such as personal communication network systems (PCN), electronic keypad telephones, fiber optic transmission terminals, digital microwave systems, digital modems, digital cross-connection systems, digital multiplexers, communication power supplies, etc.</li> <li>(8) Network workstation systems, FDDI network equipment, fiber optic cable TV AM optical</li> </ol> | <p>20. I301010 Information Software Services Conduct research, development, manufacturing (including contract manufacturing), sales, system planning and construction of the following products:</p> <ol style="list-style-type: none"> <li>(1) Fiber optic cable.</li> <li>(2) Optical fiber and optical cable connection materials and parts.</li> <li>(3) Fiber optic transmission electronics.</li> <li>(4) Fiber Transmission Multiplexer, Transponder and Fiber Distribution Panel.</li> <li>(5) Fiber.</li> <li>(6) Fiber optic preforms.</li> <li>(7) Related communication equipment, such as personal communication network systems (PCN), electronic keypad telephones, fiber optic transmission terminals, digital microwave systems, digital modems, digital cross-connection systems, digital multiplexers, communication power supplies, etc.</li> <li>(8) Network workstation systems, FDDI network equipment, fiber optic cable TV AM optical</li> </ol> |  |
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| <p>transceiver systems, FM-PSK multi-channel fiber optic video transmission series (including FM optical transceivers) and related services.</p> <p>(9) The import and export trade business of the previously mentioned products.</p> <p>(10) Broadband data transmission and network management systems (including software, test equipment, control equipment and high-speed cables).</p> <p>(11) E-commerce cross-platform software development.</p> <p>(12) Telephone and computer integration system.</p> <p>(13) Digital spread spectrum radio car phone/Digital trunked radio.</p> <p>21. D101060 self-usage power generation equipment utilizing renewable energy industry.</p> <p>22. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering.</p> <p>23. F111090 Wholesale of Building Materials (for operations outside the Park only).</p> <p>24. IG03010 Energy Technical</p> | <p>transceiver systems, FM-PSK multi-channel fiber optic video transmission series (including FM optical transceivers) and related services.</p> <p>(9) The import and export trade business of the previously mentioned products.</p> <p>(10) Broadband data transmission and network management systems (including software, test equipment, control equipment and high-speed cables).</p> <p>(11) E-commerce cross-platform software development.</p> <p>(12) Telephone and computer integration system.</p> <p>(13) Digital spread spectrum radio car phone/Digital trunked radio.</p> <p>21. D101060 self-usage power generation equipment utilizing renewable energy industry.</p> <p>22. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering.</p> <p>23. F111090 Wholesale of Building Materials (for operations outside the Park only).</p> <p>24. IG03010 Energy Technical</p> |  |
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| <p>Services.</p> <p>25. ZZ99999 In addition to its licensed businesses, the Company may operate any business not otherwise prohibited or restricted by applicable laws and regulations. (for operations outside the Park only).</p> <p>26. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery (for operations outside the Park only).</p> <p>27. CC01040 Lighting Equipment Manufacturing (for operations outside the Park only).</p> <p>28. CC01080 Electronic Parts and Components Manufacturing (for operations outside the Park only).</p> <p>29. CC01090 Manufacture of Batteries and Accumulators (for operations outside the Park only).</p> <p>30. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.</p> <p>31. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing (for operations outside the Park only).</p> <p>32. CE01010 General Instrument Manufacturing (for operations outside the Park only).</p> | <p>Services.</p> <p>25. ZZ99999 In addition to its licensed businesses, the Company may operate any business not otherwise prohibited or restricted by applicable laws and regulations. (for operations outside the Park only).</p> <p>26. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery (for operations outside the Park only).</p> <p>27. CC01040 Lighting Equipment Manufacturing (for operations outside the Park only).</p> <p>28. CC01080 Electronic Parts and Components Manufacturing (for operations outside the Park only).</p> <p>29. CC01090 Manufacture of Batteries and Accumulators (for operations outside the Park only).</p> <p>30. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.</p> <p>31. CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing (for operations outside the Park only).</p> <p>32. CE01010 General Instrument Manufacturing (for operations outside the Park only).</p> |  |
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| <p>33. CE01990 Other Optics and Precision Instrument Manufacturing (for operations outside the Park only).</p> <p>34. E603020 Elevator Installation Engineering (for operations outside the Park only).</p> <p>35. E603040 Fire Safety Equipment Installation Engineering (for operations outside the Park only).</p> <p>36. E604010 Machinery Installation Construction (for operations outside the Park only).</p> <p>37. E606010 Power Consuming Equipment Inspecting and Maintenance (for operations outside the Park only).</p> <p>38. E607010 Solar Thermal Energy Equipment Installation Engineering (for operations outside the Park only).</p> <p>39. EZ06010 Traffic Marking Engineering (for operations outside the Park only).</p> <p>40. F113010 Wholesale of Machinery (for operations outside the Park only).</p> <p>41. F113090 Wholesale of Traffic Sign Equipment and Materials (for operations outside the Park only).</p> <p>42. F117010 Wholesale of Fire Safety Equipment (for operations outside the Park only).</p> | <p>33. CE01990 Other Optics and Precision Instrument Manufacturing (for operations outside the Park only).</p> <p>34. E603020 Elevator Installation Engineering (for operations outside the Park only).</p> <p>35. E603040 Fire Safety Equipment Installation Engineering (for operations outside the Park only).</p> <p>36. E604010 Machinery Installation Construction (for operations outside the Park only).</p> <p>37. E606010 Power Consuming Equipment Inspecting and Maintenance (for operations outside the Park only).</p> <p>38. E607010 Solar Thermal Energy Equipment Installation Engineering (for operations outside the Park only).</p> <p>39. EZ06010 Traffic Marking Engineering (for operations outside the Park only).</p> <p>40. F113010 Wholesale of Machinery (for operations outside the Park only).</p> <p>41. F113090 Wholesale of Traffic Sign Equipment and Materials (for operations outside the Park only).</p> <p>42. F117010 Wholesale of Fire Safety Equipment (for operations outside the Park only).</p> |  |
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| 43. F211010 Retail Sale of Building Materials (for operations outside the Park only).    | 43. F211010 Retail Sale of Building Materials (for operations outside the Park only).    |  |
| 44. F217010 Retail Sale of Fire Safety Equipment (for operations outside the Park only). | 44. F217010 Retail Sale of Fire Safety Equipment (for operations outside the Park only). |  |
| 45. F218010 Retail Sale of Computer Software (for operations outside the Park only).     | 45. F218010 Retail Sale of Computer Software (for operations outside the Park only).     |  |
| 46. I301020 Data Processing Services.  | 46. I301020 Data Processing Services.  |  |
| 47. IG02010 Research and Development Service.  | 47. IG02010 Research and Development Service.  |  |
| 48. IZ09010 Management System Certification (for operations outside the Park only).      | 48. IZ09010 Management System Certification (for operations outside the Park only).      |  |
| 49. IZ13010 Internet Certificates Service (for operations outside the Park only).        | 49. IZ13010 Internet Certificates Service (for operations outside the Park only).        |  |
| 50. JE01010 Rental and Leasing (for operations outside the Park only).                   | 50. JE01010 Rental and Leasing (for operations outside the Park only).                   |  |
| 51. G202010 Parking area Operators (for operations outside the Park only).               | 51. G202010 Parking area Operators (for operations outside the Park only).               |  |
| 52. I199990 Other Consulting Service (for operations outside the Park only).             | 52. I199990 Other Consulting Service (for operations outside the Park only).             |  |
| 53. <u>I301040 The Third-Party Payment (for operations outside the Park only).</u>       | 53. I103060 Management Consulting (for operations outside the Park only).                |  |
| 54. I103060 Management Consulting (for operations outside the Park only).                | 54. CB01010 Mechanical Equipment Manufacturing (for operations outside the               |  |

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| <p>55. CB01010 Mechanical Equipment Manufacturing (for operations outside the Park only).</p> <p>56. E599010 Piping Engineering (for operations outside the Park only).</p> <p>57. E701020 Satellite TV KU band and C band equipment installation industry(for operations outside the Park only).</p> <p>58. F113020 Wholesale of Electrical Appliances (for operations outside the Park only).</p> <p>59. F113030 Wholesale of precision instruments (for operations outside the Park only).</p> <p>60. F113050 Wholesale of computers and office machinery equipment (for operations outside the Park only).</p> <p>61. F113070 Wholesale of telecommunications equipment (for operations outside the Park only).</p> <p>62. F119010 Wholesale of electronic materials (for operations outside the Park only).</p> <p>63. F118010 Wholesale of information software (for operations outside the Park only).</p> | <p>Park only).</p> <p>55. E599010 Piping Engineering (for operations outside the Park only).</p> <p>56. E701020 Satellite TV KU band and C band equipment installation industry(for operations outside the Park only).</p> <p>57. F113020 Wholesale of Electrical Appliances (for operations outside the Park only).</p> <p>58. F113030 Wholesale of precision instruments (for operations outside the Park only).</p> <p>59. F113050 Wholesale of computers and office machinery equipment (for operations outside the Park only).</p> <p>60. F113070 Wholesale of telecommunications equipment (for operations outside the Park only).</p> <p>61. F119010 Wholesale of electronic materials (for operations outside the Park only).</p> <p>62. F118010 Wholesale of information software (for operations outside the Park only).</p> <p>63. F213010 Retail of electrical appliances (for operations outside the Park only).</p> |  |
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| <p>64. F213010 Retail of electrical appliances (for operations outside the Park only).</p> <p>65. F213030 Retail of computers and office machinery equipment (for operations outside the Park only).</p> <p>66. F213040 Retail of precision instruments (for operations outside the Park only).</p> <p>67. F213060 Retail of telecommunications equipment (for operations outside the Park only).</p> <p>68. F219010 Retail of electronic materials (for operations outside the Park only).</p> <p>69. G903010 Telecommunications business.</p> <p>70. I301030 Electronic information supply services industry (for operations outside the Park only).</p> <p>71. I401010 General advertising services industry(for operations outside the Park only ).</p> <p>72. I501010 Product design industry.</p> <p>73. I503010 Landscape and interior design industry (for operations outside the Park only).</p> <p>74. IZ99990 Other industrial and commercial services industry (for operations outside the Park only).</p> | <p>64. F213030 Retail of computers and office machinery equipment (for operations outside the Park only).</p> <p>65. F213040 Retail of precision instruments (for operations outside the Park only).</p> <p>66. F213060 Retail of telecommunications equipment (for operations outside the Park only).</p> <p>67. F219010 Retail of electronic materials (for operations outside the Park only).</p> <p>68. G903010 Telecommunications business.</p> <p>69. I301030 Electronic information supply services industry (for operations outside the Park only).</p> <p>70. I401010 General advertising services industry(for operations outside the Park only ).</p> <p>71. I501010 Product design industry.</p> <p>72. I503010 Landscape and interior design industry (for operations outside the Park only).</p> <p>73. IZ99990 Other industrial and commercial services industry (for operations outside the Park only).</p> <p>74. JZ99050 Intermediary services industry (for operations outside the Park</p> |  |
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| <p>75. JZ99050 Intermediary services industry (for operations outside the Park only).</p> <p>76. JB01010 Conference and exhibition services industry (for operations outside the Park only). The Company's operations</p> | <p>only).</p> <p>75. JB01010 Conference and exhibition services industry (for operations outside the Park only).</p> <p>76. <u>C199990 Unclassified Others Food Manufacturing(for operations outside the Park only).</u></p> <p>77. <u>C901020 Glass and Glass Products Manufacturing Industry(for operations outside the Park only).</u></p> <p>78. <u>CC01030 Electrical Appliances and Audio-Visual Electronic Products Manufacturing Industry(for operations outside the Park only).</u></p> <p>79. <u>D101050 Cogeneration industry (for operations outside the Park only).</u></p> <p>80. <u>EZ02010 Crane Engineering(for operations outside the Park only).</u></p> <p>81. <u>F106010 Wholesale of Hardware(for operations outside the Park only).</u></p> <p>82. <u>F113100 Wholesale of Pollution Prevention Equipment(for operations outside the Park only).</u></p> <p>83. <u>F113110 Wholesale of Batteries(for operations outside the Park only).</u></p> <p>84. <u>F120010 Wholesale of Refractory Materials(for</u></p> |  |
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|  | <p><u>operations outside the Park only).</u></p> <p>85. <u>F199990 Wholesale of Others(for operations outside the Park only).</u></p> <p>86. <u>F206010 Retail Sale of Hardware(for operations outside the Park only).</u></p> <p>87. <u>F213080 Retail Sale of Machinery and Equipment(for operations outside the Park only).</u></p> <p>88. <u>F213110 Retail Sale of Batteries(for operations outside the Park only).</u></p> <p>89. <u>F220010 Retail Sale of Refractory Materials(for operations outside the Park only).</u></p> <p>90. <u>F399040 Non-store Retailing(for operations outside the Park only).</u></p> <p>91. <u>F601010 Intellectual Property(for operations outside the Park only).</u></p> <p>92. <u>H701010 Residential and Building Development, Rental, and Sale Industry(for operations outside the Park only).</u></p> <p>93. <u>H701020 Industrial Plant Development, Rental, and Sale Industry(for operations outside the Park only).</u></p> <p>94. <u>H701040 Specific Professional Zone Development Industry(for</u></p> |  |
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|  | <p><u>operations outside the Park only).</u></p> <p>95. <u>H701050 Public Construction Investment and Development Industry(for operations outside the Park only).</u></p> <p>96. <u>H701060 New Town and New Community Development Industry. (for operations outside the Park only).</u></p> <p>97. <u>H701070 Land Expropriation and Urban Land Consolidation Agency Industry(for operations outside the Park only).</u></p> <p>98. <u>H701080 Urban Renewal and Reconstruction Industry(for operations outside the Park only).</u></p> <p>99. <u>H701090 Urban Renewal, Reconstruction, and Maintenance Industry(for operations outside the Park only).</u></p> <p>100. <u>H702010 Construction Management Industry (for operations outside the Park only).</u></p> <p>101. <u>H703090 Real Estate Sales Industry(for operations outside the Park only).</u></p> <p>102. <u>H703100 Real Estate Leasing Industry(for operations outside the Park only).</u></p> <p>103. <u>H703110 Elderly Residential Industry(for operations outside the Park only).</u></p> |  |
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|  | <p>104. <u>I101070 Agricultural, Forestry, Fishery, and Animal Husbandry Consulting(for operations outside the Park only).</u></p> <p>105. <u>I102010 Investment Consulting (for operations outside the Park only).</u></p> <p>106. <u>I599990 Other Design Services(for operations outside the Park only).</u></p> <p>107. <u>IF04010 Non-destructive Testing Services(for operations outside the Park only).</u></p> <p>108. <u>IG01010 Biotechnology Services(for operations outside the Park only).</u></p> <p>109. <u>J399010 Software Publishing Industry(for operations outside the Park only).</u></p> <p>110. <u>J901020 General Hotel Industry(for operations outside the Park only).</u></p> <p>111. <u>JA02010 Electrical and Electronic Products Repair Industry(for operations outside the Park only).</u></p> |  |
| <p>Article 2-1<br/>The Company may act as a guarantor.</p> | <p>Article 3<br/>The Company may provide external guarantees <u>as required for business purposes.</u></p>   | <ol style="list-style-type: none"> <li>1. Certain wording in the original Article 2-1 is hereby amended.</li> <li>2. The original Article 2-1 was revised to Article 3.</li> <li>3.</li> </ol> |
| <p>Article 2-2</p>   | <p>Article 4</p>   | <p>The original Article</p>  |

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| <p>Should the Company become a limited liability shareholder of another company through investment, the sum of all investments is not subject to the "40% paid-in capital" restriction imposed under Article 13 of The Company Act.</p>   | <p>Should the Company become a limited liability shareholder of another company through investment, the sum of all investments is not subject to the "40% paid-in capital" restriction imposed under Article 13 of The Company Act.</p>   | <p>2-2 was revised to Article 4.</p>  |
| <p>Article 3<br/>The Company is headquartered at Hsinchu Science Park, Hsinchu City. <u>The establishment of branch offices, whether domestic or overseas, requires prior approval from the competent authority.</u></p>  | <p>Article 5<br/>The Company is headquartered at Hsinchu Science Park, Hsinchu City. If necessary, and with the consent of the competent authority, the Company may establish branches at home and abroad.</p>  | <ol style="list-style-type: none"> <li>1. Amend parts of the wording in the Original Article 3.</li> <li>2. The original Article 3 was revised to Article 5.</li> </ol>   |
| <p>Article 4<br/>The announcement methods of the Company shall be handled in accordance with Article 28 of the Company Act.</p>   | <p>Article 6<br/>The announcement methods of the Company shall be handled in accordance with Article 28 of the Company Act.</p>   | <p>The original Article 4 was revised to Article 6.</p>   |
| <p>Article 5<br/>The total capital of the Company is set at NT\$2 billion, divided into NT\$200 million shares, which are all common shares, at the price of NT\$10 per share, issued in installments.<br/>In addition, a total of NT\$300 million shares are reserved for the use of the issuance of employee warrants, special shares with warrants or corporate bonds with warrants, and the Board of Directors is authorized to issue them in installments according to its resolution.</p> | <p>Article 7<br/>The total capital of the Company is set at <u>NT\$3 billion</u>, divided into <u>NT\$300 million</u> shares, which are all common shares, at the price of NT\$10 per share, issued in installments.<br/>In addition, a total of NT\$300 million <u>within the aforementioned capital</u> is reserved for the issuance of employee stock options, or the exercise of option-attached corporate bonds, and the Board of Directors is authorized to issue them in installments according to its resolution.</p> | <ol style="list-style-type: none"> <li>1. Amend parts of the wording in the original Article 5, Paragraph 1-2.</li> <li>2. Adjustments: <ol style="list-style-type: none"> <li>(1) The original Article 5 was revised to Article 7.</li> <li>(2) The original Article 5, Paragraph 2, was revised to Article 7, Paragraph 2.</li> </ol> </li> </ol> |

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|   | <p>If the Company intends to issue employees' stock options at a price below the market price, it shall not issue such warrants until the Shareholders' Meeting resolves to do so in accordance with Rule 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.</p> <p>If the Company intends to transfer the repurchased shares of the Company to the employee at a price lower than the average price of the actual repurchased shares, the transfer shall only be carried out subject to the resolution of the latest Shareholders' Meeting in accordance with Article 10-1 of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies.</p> | <p>(3) The original Article 5-1 was revised to Article 7, Paragraph 3.</p> <p>(4) The original Article 5-2 was revised to Article 7, Paragraph 4.</p> |
| <p>Article 5-1</p> <p>If the Company intends to issue employees' stock options at a price below the market price, it shall not issue such warrants until the Shareholders' Meeting resolves to do so in accordance with Rule 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.</p> |  | <p>The original Article 5-1 was revised to Article 7, Paragraph 3.</p>  |
| <p>Article 5-2</p> <p>If the Company intends to transfer the repurchased shares of the Company to the employee at a price lower than the average price of the actual repurchased shares,</p>  |  | <p>The original Article 5-2 was revised to Article 7, Paragraph 4.</p>  |

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| <p>the transfer shall only be carried out subject to the resolution of the latest Shareholders' Meeting in accordance with Article 10-1 of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies.</p>   |  |  |
| <p>Article 6<br/>All shares of the Company shall be in registered form and shall be issued upon legal certification. Following the Company's public offering of shares, the Company may elect not to print physical stock certificates; however, such shares must be registered with a centralized securities depository.</p>                                    | <p>Article 8<br/>All shares of the Company shall be in registered form and shall be issued upon legal certification. Following the Company's public offering of shares, the Company may elect not to print physical stock certificates; however, such shares must be registered with a centralized securities depository.</p>  | <p>The original Article 6 was revised to Article 8.</p>  |
| <p>Article 7<br/><u>The transfer and re-registration of shares</u> shall be suspended during the period commencing 60 days prior to a general meeting of shareholders, 30 days prior to an extraordinary shareholders' meeting, or 5 days prior to the record date established by the Company for the distribution of dividends, bonuses, or other benefits.</p> | <p>Article 9<br/><u>The Company's stock affairs shall be handled in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" and other relevant laws and regulations.</u><br/>The transfer of shares shall cease within 60 days prior to the date of the General Meeting of Shareholders, within 30 days prior to the date of the Extraordinary Shareholders' Meeting, or within five days prior to the reference date on which the Company decides to distribute dividends and bonuses or other benefits.</p> | <ol style="list-style-type: none"> <li>1. Amend parts of the wording in the original Article 7.</li> <li>2. Add Article 9, Paragraph 1.</li> <li>3. The original Article 7 was revised to Article 9, Paragraph 2.</li> </ol> |
| <p>Article 8<br/><u>The Company holds two types of Shareholders' Meetings: ordinary</u></p>  | <p>Article 10<br/><u>The Company holds two types of Shareholders' Meetings: ordinary</u></p>   | <ol style="list-style-type: none"> <li>1. Amendment to certain provisions of</li> </ol>  |

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| <p><u>meetings and extraordinary meetings. The ordinary meeting shall be held once a year. It shall be convened by the Board of Directors according to law within six months after the end of the fiscal year, and the extraordinary meeting shall be convened according to law when necessary.</u></p> <p>The notice of convening of the Shareholders' Meeting may be made electronically, and the convening procedure shall be handled in accordance with Article 172 of the Company Act.</p> <p><u>Shareholders' meetings</u> of the Company may be held via video conference or such other means as announced by the central competent authority.</p> <p>If a Shareholders' Meeting is conducted by means of video conferencing, shareholders who participate in the meeting by such means shall be deemed to have attended the meeting in person.</p> <p>The conditions to be met, operating procedures and other matters to be complied with for the adoption of the video conferencing method for the Shareholders' Meeting shall be followed, where otherwise stipulated by the securities authority.</p> | <p><u>meetings and extraordinary meetings.</u></p> <p>I. <u>The ordinary meeting shall be held within six months after the end of each fiscal year.</u></p> <p>II. <u>An extraordinary shareholders' meeting shall be convened by the Board of Directors in accordance with relevant laws and regulations when necessary.</u></p> <p>The notice of convening of the Shareholders' Meeting may be made electronically, and the convening procedure shall be handled in accordance with Article 172 of the Company Act. <u>However, for shareholders holding less than 1,000 registered shares, the notice may be made by public announcement.</u></p> <p>When the Shareholders' Meeting of the Company is held, it may be held via video conferencing or other means announced by the central competent authority.</p> <p>If a Shareholders' Meeting is conducted by means of video conferencing, shareholders who participate in the meeting by such means shall be deemed to have attended the meeting in person.</p> <p>The conditions to be met, operating procedures and other matters to be complied with for the adoption of the video conferencing method for the Shareholders' Meeting shall be</p> | <p>Paragraphs 1, 2, and 3 of the original Article 8.</p> <p>2. The original Article 8 was revised to Article 10.</p> |
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|   | followed, where otherwise stipulated by the securities authority.  |  |
| <p>Article 9</p> <p>When the shareholder is unable to attend the shareholders' meeting for any reason, he/she may appoint a proxy to attend a shareholders' meeting in his/her/ behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy with his/her signature or seal.</p> <p>The use of proxies shall be handled in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authority.</p> | <p>Article 11</p> <p>Except as otherwise provided in the Company Act, the adoption of a proposal in a shareholders' meeting shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders, and the attending shareholders require the representation of a majority of the all shares issued by the Company.</p> <p>Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes.</p> <p>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.</p> <p>The production and distribution of the meeting minutes referred to in the previous paragraph may be done in electronic form.</p> <p>The meeting minutes may be distributed by means of a public announcement.</p> <p>In accordance with the regulations of the competent authority, the shareholders of the Company can also exercise their voting rights electronically, and the shareholders who exercise their voting rights electronically shall be deemed to be personally present, and their</p> | <ol style="list-style-type: none"> <li>1. The original Article 9 was revised to Article 12.</li> <li>2. The original Article 10 was revised to Article 11.</li> <li>3. Amend the wording in the original Article 10, Paragraph 1.</li> <li>4. The original Article 11 was revised to Article 11, Paragraph 6.</li> </ol> |

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|   | <p>relevant matters shall be handled in accordance with laws and regulations.</p> <p>Shareholders of the Company shall have one vote per share, except as otherwise provided by law.</p>   |  |
| <p>Article 10</p> <p>Resolutions of shareholders' meetings shall, unless otherwise provided by the Company Act, require the attendance of shareholders representing more than one-half of the total issued shares, and shall be adopted by the affirmative vote of more than one-half of the voting rights represented by the attending shareholders.</p> <p>Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes.</p> <p>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.</p> <p>The production and distribution of the meeting minutes referred to in the previous paragraph may be done in electronic form.</p> <p>The meeting minutes may be distributed by means of a public announcement.</p> <p>In accordance with the regulations of the competent authority, the shareholders of the Company can also exercise their voting rights electronically, and the shareholders</p> | <p>Article 12</p> <p>When the shareholder is unable to attend the shareholders' meeting for any reason, he/she may appoint a proxy to attend a shareholders' meeting in his/her/ behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy with his/her signature or seal.</p> <p>The use of proxies shall be handled in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authority.</p> | <ol style="list-style-type: none"> <li>1. Amend the wording in the original Article 10, Paragraph 1.</li> <li>2. The original Article 9 was revised to Article 12.</li> <li>3. The original Article 10 was revised to Article 11.</li> </ol> |

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| <p>who exercise their voting rights electronically shall be deemed to be personally present, and their relevant matters shall be handled in accordance with laws and regulations.</p>   |   |   |
| <p>Article 11<br/>Shareholders of the Company shall have one vote per share, except as otherwise provided by law.</p>   |   | <p>The original Article 11 was revised to Article 11, Paragraph 6.</p>  |
| <p>Article 12<br/>The Company has seven to nine directors, of which at least three are independent directors and not less than one-third of the seats.<br/>The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election for independent directors and other matters to be complied with shall be handled in accordance with the relevant provisions of the securities authority.<br/>The number of directors shall be determined by the Board of Directors. The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, whereby directors shall be elected by the general meeting of shareholders from a list of candidates, for a term of three years, and shall be eligible for re-election.<br/>The Company may, during the term</p> | <p>Article 13<br/><u>The functions and powers of the Board of Directors shall be in accordance with the provisions of the Company Act.</u><br/>The Company has seven to nine directors, of which at least three are independent directors and not less than one-third of the seats.<br/>The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election for independent directors and other matters to be complied with shall be handled in accordance with the relevant provisions of the securities authority.<br/>The number of directors shall be determined by the Board of Directors. The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, whereby directors shall be elected by the general meeting of shareholders from a list of</p> | <ol style="list-style-type: none"> <li>1. The original Article 15 was revised to Article 13, Paragraph 1.</li> <li>2. Revised the original Article 12 to Article 13, Paragraphs 2, 3, 4, 5, and 6.</li> <li>3. The original Article 12-1 was revised to Article 13, Paragraph 7.</li> </ol> |

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| <p>of office of its directors and key employees, purchase liability insurance for them with respect to their liabilities under the law for the scope of their business.</p> <p>The total registered shares of the Company owned by all directors shall be handled in accordance with the provisions of the securities authority.</p> | <p>candidates, for a term of three years, and shall be eligible for re-election.</p> <p>The Company may, during the term of office of its directors and key employees, purchase liability insurance for them with respect to their liabilities under the law for the scope of their business.</p> <p>The total registered shares of the Company owned by all directors shall be handled in accordance with the provisions of the securities authority.</p> <p>The directors of the Company shall have more than half of the seats, and shall not have any of the following relationships:</p> <ol style="list-style-type: none"> <li>I. Spouse.</li> <li>II. Within the second degree of kinship.</li> </ol> |  |
| <p>Article 12-1</p> <p>The directors of the Company shall have more than half of the seats, and shall not have any of the following relationships:</p> <ol style="list-style-type: none"> <li>I. Spouse.</li> <li>II. Within the second degree of kinship.</li> </ol>  |  | <p>The original Article 12-1 was revised to Article 14, Paragraph 7.</p>   |
| <p>Article 13</p> <p>The Board of Directors shall elect a chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the</p>  | <p>Article 14</p> <p>The Company's Board of Directors meets at least once every quarter.</p> <p>The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting</p>   | <ol style="list-style-type: none"> <li>1. Revised the original Article 13-1 to Article 14, Paragraph 1, Article 15, Paragraph 2, and Article 15, Paragraph 3.</li> </ol> |

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| <p>Board.</p> <p>The Chairman shall represent the Company externally. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors.</p> | <p>may be called on shorter notice.</p> <p>The Board of Directors of the Company may be convened in writing, by facsimile or electronically.</p> <p>The Board of Directors shall elect a chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the Board.</p> <p>The Chairman shall represent the Company externally. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors.</p> | <p>2. Revised the original Article 13 to Article 14, Paragraph 4, and Article 14, Paragraph 5.</p>                         |
| <p>Article 13-1</p> <p>The Company's Board of Directors meets at least once every quarter. The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency</p>   |   | <p>Revised the original Article 13-1 to Article 14, Paragraph 1, Article 14, Paragraph 2, and Article 15, Paragraph 3.</p> |

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| <p>circumstances, however, a meeting may be called on shorter notice. The Board of Directors of the Company may be convened in writing, by facsimile or electronically.</p>   |   |   |
| <p>Article 14<br/>A resolution of the Board of Directors shall require the attendance of a majority of the directors and the approval of a majority of the directors present, unless otherwise provided by the Company Act or these Articles of Association.<br/>When a director is unable to attend in person for any reason, he/she may entrust another director to attend by proxy.<br/>A Board Meeting may be conducted by means of video conferencing, and directors who participate in the meeting by such means shall be deemed to have attended the meeting in person.<br/>If a director has a stake in a matter under discussion in the meeting, that director shall state the important aspects of the stake in this meeting.<br/>Discussions at a Board Meeting shall be recorded in the meeting minutes, which shall be prepared and distributed in an electronic form.</p> | <p>Article 15<br/>A resolution of the Board of Directors shall require the attendance of a majority of the directors and the approval of a majority of the directors present, unless otherwise provided by the Company Act or these Articles of Association.<br/>When a director is unable to attend in person for any reason, he/she may entrust another director to attend by proxy.<br/>A Board Meeting may be conducted by means of video conferencing, and directors who participate in the meeting by such means shall be deemed to have attended the meeting in person.<br/>If a director has a stake in a matter under discussion in the meeting, that director shall state the important aspects of the stake in this meeting.<br/>Discussions at a Board Meeting shall be recorded in the meeting minutes, which shall be prepared and distributed in an electronic form.</p> | <p>The original Article 14 was revised to Article 15.</p> |
| <p>Article 15<br/><u>The functions and powers of the</u></p>  |   | <p>The original Article 15 was revised to</p>             |

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| <p><u>Board of Directors shall be in accordance with the provisions of the Company Act.</u></p>  |  | <p>Article 13, Paragraph 1.</p>   |
| <p>Article 20-1<br/> The Company shall appropriate 1% to 15% of the net profit before tax for the current period (prior to deducting employee remuneration and director remuneration) as employee remuneration <u>(of which no less than 1% shall be allocated to junior-level employees)</u> and no more than 3% as director remuneration; provided, however, that if the Company has accumulated deficits, an amount sufficient to cover such deficits shall be reserved in advance.<br/> The remuneration of the employees in the preceding paragraph may be in the form of stock or cash, and the objects of payment may include employees of the subsidiary companies who meet certain conditions; the remuneration of the directors in the preceding paragraph may only be in the form of cash.<br/> The previous two matters shall be resolved by the Board of Directors and reported to the shareholders' meeting.</p> | <p>Article 21<br/> The Company shall appropriate 1% to 15% of the net profit before tax for the current period (prior to deducting employee remuneration and director remuneration) as employee remuneration (<u>junior-level staff must account for at least 1% of them</u>) and no more than 3% as director remuneration; provided, however, that if the Company has accumulated deficits, an amount sufficient to cover such deficits shall be reserved in advance.<br/> The remuneration of the employees in the preceding paragraph may be in the form of stock or cash, and the objects of payment may include employees of the subsidiary companies who meet certain conditions; the remuneration of the directors in the preceding paragraph may only be in the form of cash.<br/> The previous two matters shall be resolved by the Board of Directors and reported to the shareholders' meeting.</p> | <p>1. Amend parts of the wording in the original Article 20-1.<br/> 2. The original Article 20-1 was revised to Article 21.</p> |

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| <p>Article 21</p> <p>If the Company's annual final accounts reflect net income after tax for the current period, the Company shall first offset any accumulated deficits, then appropriate 10% as legal reserve in accordance with applicable laws; provided, however, that this requirement shall not apply once the accumulated legal reserve reaches the total paid-in capital of the Company. Thereafter, special reserve shall be appropriated or reversed in accordance with applicable laws, regulations, or regulatory authority requirements. Any remaining earnings, together with the unappropriated retained earnings at the beginning of the period, shall be subject to an earnings distribution proposal prepared by the Board of Directors and submitted to the general shareholders' meeting for resolution regarding the distribution of dividends and bonuses to shareholders.</p> <p>The dividend policy of the Company, in line with the current and future development plans, taking into account the investment environment, capital needs and domestic and foreign competition conditions, and taking into account the interests of shareholders and the long-term financial planning of the</p> | <p>Article 22</p> <p>If the Company's annual final accounts reflect net income after tax for the current period, the Company shall first offset any accumulated deficits, then appropriate 10% as legal reserve in accordance with applicable laws; provided, however, that this requirement shall not apply once the accumulated legal reserve reaches the total paid-in capital of the Company. Thereafter, special reserve shall be appropriated or reversed in accordance with applicable laws, regulations, or regulatory authority requirements. Any remaining earnings, together with the unappropriated retained earnings at the beginning of the period, shall be subject to an earnings distribution proposal prepared by the Board of Directors and submitted to the general shareholders' meeting for resolution regarding the distribution of dividends and bonuses to shareholders.</p> <p><u>An annual allocation of up to 90% of the distributable earnings is made for the distribution of shareholder dividends, which can be distributed in the form of cash or stock. Cash dividends shall not be less than 10% of the total dividends, and if the dividends distributed for the year are less</u></p> | <ol style="list-style-type: none"> <li>1. Amend parts of the wording in the original Article 21.</li> <li>2. The original Article 21 was revised to Article 22.</li> </ol> |
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| <p>Company, allows for an annual allocation of not less than 10% of the distribution of shareholder dividends, however, if the accumulated distributable earnings are less than 50% of the paid-in capital, they may not be distributed. Cash dividends shall not be less than 10% of the total dividends, and if the cash dividends are less than NT\$0.50 per share, they shall be paid in the form of stock dividends instead. Cash dividends shall constitute no less than 10% of total dividends; provided, however, that if cash dividends per share fall below NT\$0.5, the Company may elect not to distribute cash dividends and instead issue stock dividends in lieu thereof. The proposed cash dividend of five dollars shall be withheld and issued as a stock dividend instead.</p> | <p><u>than NT\$1, they may be distributed entirely in the form of stock dividends.</u></p>   |   |
| <p>Article 22<br/>If there are any matters not covered in these Articles of Association, they shall be handled in accordance with the Company Act and other relevant laws and regulations.</p>  | <p>Article 23<br/>If there are any matters not covered in these Articles of Association, they shall be handled in accordance with the Company Act and other relevant laws and regulations.</p>     | <p>The original Article 22 was revised to Article 23.</p>   |
| <p>Article 23<br/>These Articles of Association were established on April 24, 1984. The 1st amendment was made on June 28, 1985. (The following is omitted)<br/>The 39th amendment was made on</p>  | <p>Article 24<br/>These Articles of Association were established on April 24, 1984. The 1st amendment was made on June 28, 1985. (The following is omitted)<br/>The 39th amendment was made on</p> | <ol style="list-style-type: none"> <li>1. The original Article 23 was revised to Article 24.</li> <li>2. Add the amended Article 24 provision.</li> </ol> |

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| May 5, 2025. | May 5, 2025.<br><u>The 40th amendment was made on</u><br><u>April 30, 2026.</u> |  |
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聯合光纖通信股份有限公司  
參與認購鴻翊國際股份有限公司  
私募普通股現金增資價格合理性意見書

摘 要

合理性意見書委任人及評估標的 (Principal and Object)

本意見書委任人為聯合光纖通信股份有限公司（以下簡稱「聯光通」），評估標的為聯光通擬於近日參與認購鴻翊國際股份有限公司（以下簡稱「鴻翊國際」）私募普通股現金增資（認購股數 17,500,000 股）之股權交易價格。

評估目的及範圍 (Purpose and Scope)

聯光通於 1984 年 6 月依中華民國公司法設立，聯光通股票自 2001 年 5 月 14 日起經財團法人中華民國證券櫃檯買賣中心核准，於該中心上櫃買賣（股票代碼：4903）。聯光通及其子公司主要營業項目為包括光纖電纜、光纖及光纜接續材料及零件、光纖傳輸電子設備、光纖傳輸分波多工器、轉發器及光纖分配盤、光纖、光纖預型體、相關通訊器材及網路工作站系統、FDDI 網路設備、光纖有線電視調幅光收發訊系統、FM-PSK 多頻道光纖視訊傳送系列產品及相關服務業務、前各項有關產品之進出口貿易業務、寬頻數據傳輸及網路管理系統（含軟體、測試設備、控制設備及高速電纜等）、電子商務跨平台軟體開發、電話電腦整合系統暨數位展頻無線電車機及數位中繼無線電。

鴻翊國際創立於 1986 年 3 月，原名安傑國際股份有限公司，於 2003

年 11 月 14 日更名為鴻翊國際股份有限公司，鴻翊國際股票自 2007 年 8 月 7 日起經財團法人中華民國證券櫃檯買賣中心核准，於該中心上櫃買賣（股票代碼：3521）。鴻翊國際主要營業項目為從事端點銷售系統軟體研發、設計、製造及銷售，電腦資訊器材及其週邊設備零件配件用品之進出口買賣，與住宅及大樓開發租售，投資興建公共建設及不動產買賣等業務。

聯光通為因應長期營運需求、增加核心競爭力並拓展產業規模，考量整體未來發展、營運及策略，擬於近日以每股新台幣 10 元之金額參與認購鴻翊國際私募普通股現金增資（認購股數 17,500,000 股）。

依公開發行公司取得或處分資產處理準則第 10 條之規定，公開發行公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額 20% 或新臺幣 3 億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見。

### **價值標準 (Value Criterion)**

根據本意見書之目的，本次評估（評價）以 2025 年 11 月 6 日為評估基準日，「公允價值」作為價值標準，並以「最高及最佳使用」為價值前提；依據 IFRS 國際財務報導準則第 13 號「公允價值衡量」，公允價值係指於衡量日，市場參與者間在有秩序之交易中出售某一資產所能收取或移轉某一負債所需支付之價格；最高及最佳使用係指以參與者之觀點，在實體可能、法律允許及財務可行之前提下，得以獲致最高利益之使用。

### **評估依據 (Valuation Basis)**

本次評估作業基準依循財團法人中華民國會計研究發展基金會所發布之評價準則公報、評價實務指引、國際評價準則 (IVS)、National Association of Certified Valuers and Analysts (NACVA) 作業規範、國際財務報導準則 (IFRSs)、國際會計準則 (IASs) 及一般公認會計原則等相關規定並依證券交易法、公開發行公司取得或處分資產處理準則、專家出具意見書實務指引暨會計師於出具專家意見書之自律規範、中華民國會計師職業道德規範公報及相關法令辦理。

## **評估之假設及限制條件 (Assumptions and Restrictions)**

本會計師之評估程序係依據委任人所提供之本案相關資訊（資料）和公開市場可取得訊息所進行，並假設委任人提供之資料正確無誤且無故意隱匿，評估標的之企業並無任何足以影響價值之股權糾紛、訴訟、或有負債及其他關鍵因子；評估標的之企業所屬產業之景氣大致符合一般研究機構之預測與分析；評估標的之企業所屬產業之相關規範與政策無重大改變；評估標的之企業所在市場之政治、法規、財經及總體經濟沒有重大變化；評估標的之企業所在市場之課稅及相關規定沒有重大改變；評估標的之企業所在市場之現行利率及匯率水準沒有重大波動。

基於所受委任範圍，本會計師對於上述資料雖未按審計準則查核，惟已採用分析性程序評估上述資料之適當性及合理性，以做為出具本意見書之基礎。依財團法人中華民國會計研究發展基金會民國 103 年 12 月 25 日（103）基秘字第 0000000298 號函釋暨評價準則公報第八號「評價之複核」第 27 條第 1 款所稱「正確」，係指已自資訊來源使用適當且合理之資訊。

本意見書所陳述之相關事項、意見及結論，係正確無誤且基於中立之專業判斷結果。有關意見書結論之分析、意見及論述，係來自於本會計師公正客觀、超然獨立之立場及基於本意見書之各項假設與限制條件下所得出之結果。

## **評估方法 (Valuation Method)**

企業評價之方法眾多，評價人員針對評價標的過去營運狀況、現況、未來展望及產業、總體經濟環境等因素，依據專業判斷，採用最適之評價方法；針對企業或股東權益，一般較常使用者有收益法（現金流量折現法）、資產法（淨值法）、市場法（財務比率分析法）及市價法；本次評估考量此四方法，並且以評估標的之特性及所取得之資訊衡量，以市場法（財務比率分析法）及市價法加以說明、計算、分析及評估以作為價值結論。詳細方法使用、說明、分析、流程及計算詳後意見書之內容。

## 評估結論 (Conclusion of Opinion)

本會計師取得鴻翊國際之營業、財務資訊及其他相關資料後，並以截至 2025 年 11 月 6 日可取得之公開市場資訊，採用市場法（財務比率分析法）及市價法進行說明、計算、分析及評估，本案聯光通擬於近日參與認購鴻翊國際私募普通股現金增資（認購股數 17,500,000 股），其股權之每股公允價值約為新台幣 8.95 元至 12.20 元（經受限制股票折價調整）。

因而若聯光通擬於近日以每股新台幣 10 元之金額參與認購鴻翊國際私募普通股現金增資（認購股數 17,500,000 股），該股權交易之價格落於前列每股公允價值（經受限制股票折價調整）區間（即新台幣 8.95 元至 12.20 元），本會計師認為股權交易之價格應屬允當、合理。

評估人：

信佑聯合會計師事務所

會計師 林 昶 佑

林昶佑



2025 年 11 月 7 日

**聯合光纖通信股份有限公司**  
**參與認購鴻翊國際股份有限公司**  
**私募普通股現金增資價格合理性意見書**

**一、前言**

聯合光纖通信股份有限公司（以下簡稱「聯光通」）於 1984 年 6 月依中華民國公司法設立，聯光通股票自 2001 年 5 月 14 日起經財團法人中華民國證券櫃檯買賣中心核准，於該中心上櫃買賣（股票代碼：4903）。聯光通及其子公司主要營業項目為包括光纖電纜、光纖及光纜接續材料及零件、光纖傳輸電子設備、光纖傳輸分波多工器、轉發器及光纖分配盤、光纖、光纖預型體、相關通訊器材及網路工作站系統、FDDI 網路設備、光纖有線電視調幅光收發訊系統、FM-PSK 多頻道光纖視訊傳送系列產品及相關服務業務、前各項有關產品之進出口貿易業務、寬頻數據傳輸及網路管理系統（含軟體、測試設備、控制設備及高速電纜等）、電子商務跨平台軟體開發、電話電腦整合系統暨數位展頻無線電車機及數位中繼無線電。

鴻翊國際股份有限公司（以下簡稱「鴻翊國際」）創立於 1986 年 3 月，原名安傑國際股份有限公司，於 2003 年 11 月 14 日更名為鴻翊國際股份有限公司，鴻翊國際股票自 2007 年 8 月 7 日起經財團法人中華民國證券櫃檯買賣中心核准，於該中心上櫃買賣（股票代碼：3521）。鴻翊國際主要營業項目為從事端點銷售系統軟硬體研發、設計、製造及銷售，電腦資訊器材及其週邊設備零件配件用品之進出口買賣，與住宅及大樓開發租售，投資興建公共建設及

不動產買賣等業務。

聯光通為因應長期營運需求、增加核心競爭力並拓展產業規模，考量整體未來發展、營運及策略，擬於近日以每股新台幣 10 元之金額參與認購鴻翊國際私募普通股現金增資（認購股數 17,500,000 股）；本會計師取得鴻翊國際之營業、財務資訊及其他相關資料後，採用下列方法進行說明、計算、分析及評估，以作為本案聯光通參與認購鴻翊國際私募普通股現金增資之價格合理性之依據。

依公開發行公司取得或處分資產處理準則第 10 條之規定，公開發行公司取得或處分有價證券，應於事實發生日前取具標的公司最近期經會計師查核簽證或核閱之財務報表作為評估交易價格之參考，另交易金額達公司實收資本額 20% 或新臺幣 3 億元以上者，應於事實發生日前洽請會計師就交易價格之合理性表示意見。

根據本意見書之目的，本次評估（評價）以 2025 年 11 月 6 日為評估基準日，「公允價值」作為價值標準，並以「最高及最佳使用」為價值前提；依據 IFRS 國際財務報導準則第 13 號「公允價值衡量」，公允價值係指於衡量日，市場參與者間在有秩序之交易中出售某一資產所能收取或移轉某一負債所需支付之價格；最高及最佳使用係指以參與者之觀點，在實體可能、法律允許及財務可行之前提下，得以獲致最高利益之使用。

## 二、鴻翊國際最近期間財務概況

單位：新台幣仟元

|       | 2022 年    | 2023 年    | 2024 年    | 2025 年 1 至 9 月 |
|-------|-----------|-----------|-----------|----------------|
| 存貨    | 637,145   | 520,812   | 412,661   | 297,780        |
| 流動資產  | 790,807   | 842,052   | 1,258,111 | 1,003,062      |
| 非流動資產 | 434,567   | 371,960   | 446,145   | 628,170        |
| 資產總額  | 1,225,374 | 1,214,012 | 1,704,256 | 1,631,232      |
| 流動負債  | 356,189   | 185,715   | 135,161   | 47,535         |
| 非流動負債 | 362,592   | 383,316   | 296,681   | 285,661        |
| 負債總額  | 718,781   | 569,031   | 431,842   | 333,196        |
| 股本    | 594,253   | 782,656   | 782,656   | 1,282,656      |

|             |          |           |           |           |
|-------------|----------|-----------|-----------|-----------|
| 預收股本        | -        | -         | 710,000   | -         |
| 債券換股權利證書    | 12,210   | -         | -         | -         |
| 歸屬於母公司業主之權益 | 501,477  | 644,550   | 1,272,414 | 1,298,036 |
| 權益總額        | 506,593  | 644,981   | 1,272,414 | 1,298,036 |
| 營業收入        | 255,453  | 276,121   | 155,897   | 235,627   |
| 營業毛利(損)     | 35,619   | 31,392    | (18,507)  | 51,588    |
| 營業淨(損)      | (64,086) | (117,823) | (155,413) | (14,867)  |
| 稅前淨(損)利     | (80,331) | (188,552) | (79,841)  | 34,886    |
| 本期淨(損)利     | (85,934) | (196,690) | (82,419)  | 7,951     |

資料來源：2022年、2023年及2024年財務資訊係採自鴻翊國際經會計師查核之合併財務報表；2025年1至9月則係鴻翊國際相關期間經會計師核閱之合併財務報表。

### 三、評估方法

企業評價之方法眾多，評價人員針對評價標的過去營運狀況、現況、未來展望及產業、總體經濟環境等因素，依據專業判斷，採用最適之評價方法；針對企業或股東權益，一般較常使用者有收益法（現金流量折現法）、資產法（淨值法）、市場法（財務比率分析法）及市價法，茲分別說明及計算如下：

#### （一）收益法（現金流量折現法，Discounted Cash Flow，DCF）：

現金流量折現法認為公司之價值來自於未來永續經營所能獲取之現金流量。本法雖於學術界占有舉足輕重之地位，但相關數據之估算具有高度主觀性（鴻翊國際之未來現金流量需由鴻翊國際自行預估，且聯光通無法有效確認鴻翊國際預估之相關數據）及不確定性，且加權平均資金成本（WACC）之衡量、採用亦具有高度的假設性及不穩定性，為免使評估結果之參考性降低，應採用較為客觀之方法，而不採用本方法。

#### （二）資產法（淨值法）：

資產法係經由評估評價標的涵蓋之個別資產及個別負債之總價值，以反映企業或股東權益之整體價值。資產法於繼續經營假設下推估重新組成或取得評價標的所需之對

價，惟如評價標的不以繼續經營或使用為前提，則應評估企業或股東權益之整體清算價值。資產法主要應用於資產型公司、控股公司或清算公司。

現今一般公認會計原則偏向以公允價值衡量為準，許多資產負債表項目如金融工具等，多是以公允價值衡量；非以公允價值衡量之項目若要評估減損時，也會應用到公允價值；其他如退休金精算等，都需要使用公允價值。因此，以總資產減總負債（即帳面價值）之資產法（淨值法）可作為衡量企業股權價值之基礎。

然而，由於鴻翊國際非為資產型公司、控股公司或清算公司，為免使評估結果之參考性降低，亦不採用本方法。

### （三）市場法（財務比率分析法）：

財務學之實證研究中，發現公司價值分別與該企業之每股盈餘及帳面價值呈現正相關。因此，一般企業評價時，選取相關公司（營業內容、性質、營運型態及業務產品性質類似者）為指標公司，收集、彙總各指標公司之本益比及股價淨值比等財務資訊，以為推估被評價公司之股權價值。

茲分別以下列方法說明、計算、分析及評估如下：

1. 市場法（財務比率分析法或可比較公司法）係以指標公司之本益比、股價淨值比等財務資訊乘以目標公司之每股盈餘（或稅後淨利）、每股淨值（或帳面價值）推估被評價公司之股權價值。

一般而言，資本（證券）市場間因募資能力、市場規模、市場流通性、發展潛力、政經情勢等不同，其整體本益比、股價淨值比亦會有所不同；通常，市場流通性、發展潛力較高的資本（證券）市場，其本益比、股價淨值比亦會較高。

鴻翊國際目前主要經營房產建設銷售、代銷及營建相關（鴻翊國際 2025 年 1 至 3 月營業收入新台幣 17,844 仟元，其中商品銷售收入 8,146 仟元、營建收入 9,690 仟元；4 至 6 月營業收入新台幣 181,067 仟元，其中商品銷售收

入 2,867 仟元、營建收入 178,200 仟元；7 至 9 月營業收入新台幣 36,716 仟元，其中商品銷售收入 2,078 仟元、營建收入 34,638 仟元）等業務，因而後續收集、彙總台灣資本（證券）上市、上櫃建材營造產業類股為指標公司。

2. 市場法（財務比率分析法或可比較公司法）之本益比法，本益比法係以指標公司之本益比乘以目標公司之每股盈餘（或稅後淨利）推估被評價公司之股權價值。

(1) 指標公司最近期間本益比：

|          | 2025 年<br>10 月底 | 2025 年<br>9 月底 | 2025 年<br>6 月底 | 2025 年<br>3 月底 | 2024 年<br>12 月底 | 2024 年<br>9 月底 |
|----------|-----------------|----------------|----------------|----------------|-----------------|----------------|
| 上市建材營造類股 | 14.18           | 14.29          | 13.60          | 14.77          | 16.07           | 17.99          |
| 上櫃建材營造類股 | 9.77            | 9.55           | 10.85          | 11.94          | 11.50           | 16.89          |

資料來源：臺灣證券交易所網站/交易資訊/統計報表/上市公司月報/大盤、各產業類股及上市股票本益比、殖利率及股價淨值比  
證券櫃檯買賣中心網站/上櫃/交易資訊/上櫃統計報表/市場交易月報/上櫃股票各類股本益比及殖利率

註：截至 2025 年 11 月 6 日，本會計師僅能取得 2025 年 10 月底上市、上櫃建材營造類股之財務資訊。

經前列收集、彙總，指標公司最近期間本益比參考區間，上市建材營造類股為 13.60 倍至 17.99 倍，平均值為 15.15 倍；上櫃建材營造類股為 9.55 倍至 16.89 倍，平均值則為 11.75 倍。

(2) 以鴻翊國際最近期間（2025 年 4 至 9 月）經會計師查核（或核閱）合併財務報表之每股盈餘×指標公司最近期間本益比（參考區間）求算鴻翊國際股權之公允價值：

|                                   |   |                                       |   |                |   |                             |
|-----------------------------------|---|---------------------------------------|---|----------------|---|-----------------------------|
| 鴻翊國際 2025 年 4 至 9 月每股盈餘<br>(新台幣元) | × | 將<br>2025 年 4 至 9 月<br>每股盈餘<br>轉換為全年度 | × | 參考<br>本益比      | = | 推估鴻翊國際<br>每股公允價值<br>(新台幣元)  |
| 0.15+0.21=0.36                    | × | 365 天/183 天                           | × | 15.15<br>11.75 | = | <b>10.88</b><br><b>8.44</b> |

註：承前所述，鴻翊國際目前主要經營房產建設銷售、代銷及營建相關等業務，2025 年 1 至 9 月之營建收入新台幣 222,528 仟元主要來自於 2025 年 4 至 9

月 (178,200 仟元+34,638 仟元=212,838 仟元)；因而本意見書於市場法之本益比法，採 2025 年 4 至 9 月之每股盈餘推估鴻翊國際股權之公允價值。

經前列收集、彙總、說明及計算，採上市建材營造類股最近期間本益比 (參考區間) 推估鴻翊國際股權之公允價值約為新台幣 10.88 元，採上櫃建材營造類股最近期間本益比 (參考區間) 推估鴻翊國際股權之公允價值約為 8.44 元，平均值則為 **9.66 元**。

3. 市場法 (財務比率分析法或可比較公司法) 之股價淨值比法，股價淨值比法係以指標公司之股價淨值比乘以目標公司之每股淨值 (或帳面價值) 推估被評價公司之股權價值。

(1) 指標公司最近期間股價淨值比：

|          | 2025 年<br>10 月底 | 2025 年<br>9 月底 | 2025 年<br>6 月底 | 2025 年<br>3 月底 | 2024 年<br>12 月底 | 2024 年<br>9 月底 |
|----------|-----------------|----------------|----------------|----------------|-----------------|----------------|
| 上市建材營造類股 | 1.38            | 1.39           | 1.41           | 1.51           | 1.56            | 1.72           |
| 上櫃建材營造類股 | 1.39            | 1.45           | 1.57           | 1.72           | 1.87            | 2.33           |

資料來源：臺灣證券交易所網站/交易資訊/統計報表/上市公司月報/大盤、各產業類股及上市股票本益比、殖利率及股價淨值比  
證券櫃檯買賣中心網站/上櫃/交易資訊/上櫃統計報表/市場交易月報/上櫃股票各類股本益比及殖利率

註：截至 2025 年 11 月 6 日，本會計師僅能取得 2025 年 10 月底上市、上櫃建材營造類股之財務資訊。

經前列收集、彙總，指標公司最近期間股價淨值比參考區間，上市建材營造類股為 1.38 倍至 1.72 倍，平均值為 1.50 倍；上櫃建材營造類股為 1.39 倍至 2.33 倍，平均值則為 1.72 倍。

- (2) 以鴻翊國際最近期間（2025年9月底）經會計師查核（或核閱）合併財務報表之每股淨值×指標公司最近期間股價淨值比（參考區間）求算鴻翊國際股權之公允價值：

| 鴻翊國際 2025 年 9 月底<br>每股淨值<br>(新台幣元)  | × | 參考<br>股價淨值比  | = | 推估鴻翊國際<br>每股公允價值<br>(新台幣元)   |
|---|---|--------------|---|------------------------------|
| 2025 年 9 月底權益總額新台幣 1,298,036 仟元÷<br>2025 年 9 月底流通在外普通股股數 128,265.6 仟股<br>=10.12 元 | × | 1.50<br>1.72 | = | <b>15.18</b><br><b>17.41</b> |

經前列收集、彙總、說明及計算，採上市建材營造類股最近期間股價淨值比（參考區間）推估鴻翊國際股權之公允價值約為新台幣 15.18 元，採上櫃建材營造類股最近期間股價淨值比（參考區間）推估鴻翊國際股權之公允價值約為 17.41 元，平均值則為 **16.30 元**。

4. 市場法之本益比法及市場法之股價淨值比法皆有其合理性、適當性及立論依據，因而以市場法之本益比法及市場法之股價淨值比法推估之結果作為市場法之合理價值區間，**新台幣 9.66 元至 16.30 元**。

(四) 市價法：

評價人員於評估公司（股東權益）價值時，另外尚有市價法；本會計師認為，鴻翊國際股票於財團法人中華民國證券櫃檯買賣中心上櫃買賣，所有交易皆係市場參與者（買方及賣方）間在有秩序之交易中自由買賣股票，相關股票成交資訊均具備客觀之市場交易價值。

此外，依民國 111 年 11 月 14 日（111）基秘字第 515 號規定，依企業會計準則公報第十五號「金融工具」第十六條之規定，對於屬本公報範圍內之權益工具投資，若屬無活

絡市場公開報價之權益工具，或與此種權益工具連結且須以交付該等權益工具交割之衍生工具，其公允價值無法可靠衡量者，企業得以成本衡量該等金融資產。此外，第十五號公報第四條第五款規定，活絡市場係指有充分頻率及數量之資產或負債交易發生，以在持續基礎上提供定價資訊之市場。

本會計師認為 2025 年 2 月 17 日（2025 年 2 月 17 日係 2025 年 11 月 6 日前第 179 個交易日）至 2025 年 11 月 6 日間，鴻翊國際股票於財團法人中華民國證券櫃檯買賣中心上櫃買賣，鴻翊國際股票成交價屬活絡市場報價，因此鴻翊國際股票於 2025 年 2 月 17 日至 2025 年 11 月 6 日間之成交資訊均具備客觀之市場交易價值。

評價人員應採用適當之評價技術並具充分可得之資料，以衡量公允價值。為增加公允價值衡量及揭露之一致性及可比性，IFRS 國際財務報導準則第 13 號「公允價值衡量」建立公允價值層級（hierarchy），亦即將用於衡量公允價值之評價技術輸入值區分為三個等級（level）：

第一等級：企業於衡量日可取得之相同資產或負債於活絡市場之公開報價（未經調整）；

第二等級：資產或負債直接或間接可觀察之輸入值，但包括於第一等級之公開報價除外；及

第三等級：資產或負債之不可觀察輸入值。

若評價標的存在活絡市場報價者，則該報價屬於國際財務報導準則暨評價準則公報所規定之第一等級輸入值，為提供公允價值之最可靠證據。

收集、參考、彙總鴻翊國際股票 2025 年 2 月 17 日至 2025 年 11 月 6 日間於財團法人中華民國證券櫃檯買賣中心之成交資訊如下：

|  |       |
|--|-------|
| 2025/11/6 收盤價 (新台幣元)                                       | 11.95 |
| 2025/11/6 及前 2 個交易日收盤價平均數<br>(2025/11/4~2025/11/6, 新台幣元)   | 11.57 |
| 2025/11/6 及前 4 個交易日收盤價平均數<br>(2025/10/31~2025/11/6, 新台幣元)  | 11.58 |
| 2025/11/6 及前 29 個交易日收盤價平均數<br>(2025/9/22~2025/11/6, 新台幣元)  | 11.86 |
| 2025/11/6 及前 59 個交易日收盤價平均數<br>(2025/8/11~2025/11/6, 新台幣元)  | 11.90 |
| 2025/11/6 及前 89 個交易日收盤價平均數<br>(2025/6/30~2025/11/6, 新台幣元)  | 11.92 |
| 2025/11/6 及前 179 個交易日收盤價平均數<br>(2025/2/17~2025/11/6, 新台幣元) | 12.65 |

資料來源：證券櫃檯買賣中心網站/上櫃/交易資訊/盤後資訊/個股日成交資訊

經前列收集、參考、彙總，採市價法，鴻翊國際股票 2025 年 2 月 17 日至 2025 年 11 月 6 日間於財團法人中華民國證券櫃檯買賣中心之成交資訊，以前列各期間之收盤價（或收盤價平均數）作為鴻翊國際股權每股公允價值之合理區間，**新台幣 11.58 元至 12.65 元。**

#### 四、溢價或折價之調整

##### （一）受限制股票折價 (Restricted Stock Discount)：

依證券交易法相關規定，有價證券私募之應募人及購買人若為證券交易法第 43 條之 6 規定，符合主管機關所定條件之自然人、法人或基金（聯光通參與認購鴻翊國際私募普通股現金增資，聯光通為鴻翊國際本次私募普通股引進之策略性投資人），則自該私募有價證券交付日起三年內，不得自由轉讓；依 Business Valuation Resources（為一長期統計、追蹤、衡量、計算之財經資料庫），最近年度（2020 年~2024 年）流動性折價分別為 15.8%、15.8%、15.7%、15.7% 及 15.6%，平均值則為 15.72%；本意見書擬對本案鴻翊國際

私募普通股之每股公允價值給予 15.72%之受限制股票折價調整。

(二) 茲整理對鴻翊國際私募普通股之每股公允價值給予受限制股票折價調整，調整後鴻翊國際私募普通股之每股公允價值如下：

|                                   |   |               |   |                                       |
|-----------------------------------|---|---------------|---|---------------------------------------|
| 鴻翊國際普通股<br>每股公允價值<br>(新台幣元)       | × | 受限制股票<br>折價調整 | = | 調整後鴻翊國際<br>私募普通股之<br>每股公允價值<br>(新台幣元) |
| 市場法：9.66~16.30<br>市價法：11.58~12.65 | × | (1-15.72%)    | = | 市場法：8.14~13.74<br>市價法：9.76~10.66      |

(三) 市場法及市價法暨其計算，皆有其合理性、適當性及立論依據，因而給予相同權重 (50%)，彙總、計算鴻翊國際私募普通股之每股公允價值如下：

$$(8.14 \times 50\% + 9.76 \times 50\%) \sim (13.74 \times 50\% + 10.66 \times 50\%) \\ = 8.95 \sim 12.20$$

## 五、彙整及結論

評估方法主要分為收益法 (現金流量折現法)、資產法 (淨值法)、市場法 (財務比率分析法) 及市價法；本次評估考量此四方法，並且以評估標的之特性及所取得之資訊衡量，以市場法 (財務比率分析法) 及市價法說明、計算、分析及評估，聯光通擬於近日參與認購鴻翊國際私募普通股現金增資 (認購股數 17,500,000 股)，其股權之每股公允價值約為新台幣 8.95 元至 12.20 元 (經受限制股票折價調整)。

本會計師取得鴻翊國際之營業、財務資訊及其他相關資料後，採用相關方法進行說明、計算及分析，經受限制股票折價調整後，推估聯光通擬於近日參與認購鴻翊國際私募普通股現金增資 (認購股數 17,500,000 股) 之每股公允價值約為新台幣 8.95 元至 12.20 元，因而若聯光通擬於近日以每股新台幣 10 元之金額參與認購鴻翊國際私募普通股現金增資 (認購股數 17,500,000 股)，該股權交易之

價格落於前列每股公允價值（經受限制股票折價調整）區間（即新台幣 8.95 元至 12.20 元），本會計師認為股權交易之價格應屬允當、合理。

根據本意見書之目的，本次評估（評價）以 2025 年 11 月 6 日為評估基準日，「公允價值」作為價值標準，並以「最高及最佳使用」為價值前提；依據 IFRS 國際財務報導準則第 13 號「公允價值衡量」，公允價值係指於衡量日，市場參與者間在有秩序之交易中出售某一資產所能收取或移轉某一負債所需支付之價格；最高及最佳使用係指以參與者之觀點，在實體可能、法律允許及財務可行之前提下，得以獲致最高利益之使用。

## 六、其他事項

為聯光通擬於近日參與認購鴻翊國際私募普通股現金增資案，本會計師及本事務所相關工作人員具備專業能力、實務經驗及獨立性。本會計師出具本意見書時，已依證券交易法、公開發行公司取得或處分資產處理準則、專家出具意見書實務指引暨會計師於出具專家意見書之自律規範、評價準則公報、評價實務指引、中華民國會計師職業道德規範公報及相關法令辦理。

本會計師之評估程序係依據委任人所提供之本案相關資訊（資料）和公開市場可取得訊息所進行，並假設委任人提供之資料正確無誤且無故意隱匿，評估標的之企業並無任何足以影響價值之股權糾紛、訴訟、或有負債及其他關鍵因子；評估標的之企業所屬產業之景氣大致符合一般研究機構之預測與分析；評估標的之企業所屬產業之相關規範與政策無重大改變；評估標的之企業所在市場之政治、法規、財經及總體經濟沒有重大變化；評估標的之企業所在市場之課稅及相關規定沒有重大改變；評估標的之企業所在市場之現行利率及匯率水準沒有重大波動。

基於所受委任範圍，本會計師對於上述資料雖未按審計準則查核，惟已採用分析性程序評估上述資料之適當性及合理性，以做為出具本意見書之基礎。依財團法人中華民國會計研究發展基金會民國 103 年 12 月 25 日（103）基秘字第 0000000298 號函釋暨評價準則公報第八號「評價之複核」第 27 條第 1 款所稱「正確」，係指已

自資訊來源使用適當且合理之資訊。

本意見書所陳述之相關事項、意見及結論，係正確無誤且基於中立之專業判斷結果。有關意見書結論之分析、意見及論述，係來自於本會計師公正客觀、超然獨立之立場及基於本意見書之各項假設與限制條件下所得出之結果。

本意見書僅供聯光通使用及依據相關法令所需申報之文件使用，不得作為其他用途。本意見書僅與前述項目有關，不得擴大解釋為與聯光通或鴻翊國際之財務報表整體有關。未經本評估人書面同意，本意見書之全部或部分內容（尤其是結論）不得經由廣告、公共關係、新聞、銷售或其他媒體公諸於眾，惟依主管機關或依法公開者則不在此限。

本會計師非聯光通或鴻翊國際之法律顧問或經營顧問，與前述公司不具利害關係，且目前及可知的未來皆沒有對前述公司有任何投資或其他任何可能影響本次評估公正性的利害關係。本會計師僅以獨立第三者之角度評估本案聯光通擬於近日參與認購鴻翊國際私募普通股現金增資之股權交易價格是否合理，對於交易架構之設計及規劃並未實際參與，本意見書所採用之資訊評估基準日為 2025 年 11 月 6 日，因此，本意見書並未考慮其後所發生之任何變化。如實際交易內容與前述說明有所變動，則本意見書之結論亦將隨之更動。本意見書出具後，如實際情況變更，非經受任重新評估，本會計師將不再更新。

本意見書之結論係於假設自評估基準日起至本意見書日止，該期間總體經濟、政治、投資環境等外部情況及管理階層與專業經營團隊之管理營運等內部情況無重大變動之前提下出具。於不同評估目的、不同評估基礎假設或於不同評估基準日下，外在總體經濟環境及內部企業營運方針之波動與變化，將對評估內容及結論產生重大影響。針對本次評估結論，本評估人並不保證評估標的於上述各項前提變動時，本評估人所評估之結論仍維持不變。

委任人聯光通應有與本案相關並且自行評估之股權價值評估資料、價格形成參考資訊、價格決定方式、決定暨其參考依據，本意見書之評估結果僅具有股權價值參考之特性，不必然成為委任人或使用人對該股權價值之最後決定金額。本意見書必須完整閱讀，

任何斷章取義皆可能造成誤導。

評估人：

信佑聯合會計師事務所

會計師 林 昶 佑

林昶佑



2025年11月7日

## 財務專家獨立聲明書

聯光通擬於近日參與認購鴻翊國際私募普通股現金增資（認購股數17,500,000股），本人受託評估該股權交易之合理價格，提出評估意見書。

本會計師依據證券交易法、公開發行公司取得或處分資產處理準則、專家出具意見書實務指引暨會計師於出具專家意見書之自律規範、評價準則公報、評價實務指引、中華民國會計師職業道德規範公報及相關法令等，出具意見書，茲聲明如下：

- 一、 本人所出具意見書及所使用於執行作業程序之資料來源、參數及資訊等為適當且合理，以作為出具本意見書之基礎。
- 二、 承接本案前，業已確認符合公開發行公司取得或處分資產處理準則第5條第1項之資格條件，並依據同條文第2項第1款，審慎評估本人專業能力及實務經驗。
- 三、 執行本案時，業已妥善規劃及執行適當作業流程，並評估形成意見之重要基礎，以形成結論並據以出具意見書；並將所執行程序、蒐集資料及結論，詳實登載於本案工作底稿。
- 四、 本人出具意見書無或有酬金且意見結論未有事先設定之情事。
- 五、 本人與本案交易當事人間，並無公開發行公司取得或處分資產處理準則第5條第1項第2款及第3款規定之互為關係人或實質關係人等情形，並聲明無下列情事：
  1. 本人或配偶現受本案交易當事人聘雇擔任經常工作，支領固定薪給或擔任董監事者。
  2. 本人或配偶曾任本案交易當事人之董監事、經理人或對本案有重大影響職務之職員，而解任或離職未滿二年者。
  3. 本人或配偶任職之單位與本案交易當事人互為關係人者。
  4. 與本案交易當事人之董監事、經理人或對本案有重大影響職務之職員，有配偶或二等親以內親屬關係者。
  5. 本人或配偶與本案交易當事人有重大投資或分享財務利益之關係者。

為聯光通擬於近日參與認購鴻翊國際私募普通股現金增資案，本人提出之專家評估意見均維持超然獨立之精神。

評估人：

信佑聯合會計師事務所

會計師 林 昶 佑

林昶佑



2025 年 11 月 7 日

## 評估人簡歷

姓名：林昶佑（LIN CHANGYU，金管會證字第 4562 號、北市會證字第 2785 號）

性別：男

學歷：文化大學會計研究所碩士  
朝陽科技大學會計系學士  
台北工專電機科（五專部）

現職：信佑聯合會計師事務所合夥會計師  
朝陽科技大學會計系兼任講師

資格：中華民國會計師考試及格  
取得經濟部工業局與中華民國會計師公會全國聯合會合辦評價人員培訓課程之培訓證書  
經中華民國會計師公會全國聯合會認證通過之評價會計師  
證券商業務人員高級業務員測驗合格  
國際內部稽核師（CIA）

經歷：中華民國會計師公會全國聯合會第九、十屆會員代表  
中華稅務代理人協會第二屆監事  
94、103~105 年度全國性財團法人社會福利慈善事業基金會評鑑委員  
112 年度行政院農業委員會研發成果管理制度評鑑委員

相關案件：承辦依公開發行公司取得或處分資產處理準則、金融控股公司法、保險業與利害關係人從事放款以外之其他交易管理辦法、金融控股公司投資管理辦法、保險業資金辦理專案運用公共及社會福利事業投資管理辦法第 9 條第 1 項第 1 款、公開發行公司辦理私募有價證券應注意事項、公開收購說明書應行記載事項準則、公開收購公開發行公司有價證券管理辦法、金融機構合併法、企業併購法、發行人募集與發行有價證券處理準則第 53 條第 3 項（發行員工認股權憑證）、華僑及外國人申請投資應檢附文件及說明、臺灣證券交易所股份有限公司營業細則第 48 條之 2 及財團法人中華民國證券櫃檯買賣中心證券商營業處所買賣有價證券業務規則第 8 條之 1 等目的出具之（價格）合理性意見書（或評估報告）超過 100 件

預估表\_月份彙總

| 項目    | Nov-25       | Dec-25       | Jan-26       | Feb-26       | Mar-26       | Apr-26       | May-26       | Jun-26       | Jul-26       | Aug-26       | Sep-26       | Oct-26       |
|-------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| 期初餘額  | 172,545,021  | 170,303,811  | 154,706,080  | 87,524,419   | 94,306,538   | 82,065,800   | 82,832,105   | 141,405,545  | 132,861,235  | 169,152,652  | 194,077,059  | 196,606,163  |
| 收入小計  | 67,622,170   | 11,799,316   | 10,425,707   | 20,000,000   | 10,400,000   | 30,400,000   | 80,500,000   | 10,600,000   | 81,000,000   | 80,450,000   | 50,200,000   | 50,500,000   |
| 應收帳款  | 63,919,621   | 11,799,316   | 10,425,707   | 20,000,000   | 10,000,000   | 30,000,000   | 80,000,000   | 10,000,000   | 80,000,000   | 80,000,000   | 50,000,000   | 50,000,000   |
| 其他應收款 | 352,221      | 0            | 0            | 0            | 400,000      | 400,000      | 500,000      | 600,000      | 1,000,000    | 450,000      | 200,000      | 500,000      |
| 存出保證金 | 3,350,328    | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            |
|       | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            |
| 支出小計  | (69,863,380) | (27,397,047) | (77,607,368) | (13,217,881) | (22,640,738) | (29,633,695) | (21,926,560) | (19,144,310) | (44,708,583) | (55,525,593) | (47,670,896) | (53,333,762) |
| 人事    | (7,164,598)  | (8,594,772)  | (7,593,670)  | (7,593,670)  | (6,923,029)  | (6,733,695)  | (7,426,560)  | (6,944,310)  | (7,208,583)  | (7,025,593)  | (7,170,896)  | (8,833,762)  |
| 原物料   | (9,227,276)  | (2,463,552)  | 0            | 0            | (1,500,000)  | (1,400,000)  | (1,000,000)  | (2,000,000)  | (10,000,000) | (3,000,000)  | (5,000,000)  | (8,000,000)  |
| 貨款    | (47,231,506) | (12,838,723) | (66,513,698) | (2,124,211)  | (10,717,709) | (18,000,000) | (10,000,000) | (6,700,000)  | (24,000,000) | (42,000,000) | (32,000,000) | (33,000,000) |
| 存出保證金 | (240,000)    | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            |
| 費用    | (6,000,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  | (3,500,000)  |
| 資金需求  | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            | 0            |
| 期末餘額  | 170,303,811  | 154,706,080  | 87,524,419   | 94,306,538   | 82,065,800   | 82,832,105   | 141,405,545  | 132,861,235  | 169,152,652  | 194,077,059  | 196,606,163  | 193,772,401  |

## 【Attachment 7】

### United Fiber Optic Communication Inc.

#### List of Candidates for the 17th Term Directors and Independent Directors

| Position | Name  | Education  | Experience  | Current position   | Number of shares | The reason for nominating to serve as an Independent Director for three consecutive terms. |
|----------|---|--|---|--|------------------|--|
| Director | TSG Tech Holding Co., Ltd.<br>Legal representative: Lin, Yu-Chang | Department of Law, National Taipei University        | Independent Director of JIA JIE BIOMEDICAL CO., LTD.<br>Independent Director of Yu-Jin Technology Co., Ltd.<br>Independent Director of Taiwan Styrene Monomer Corporation | Chairman of United Fiber Optic Communication Inc.<br>Chairman of TSG Development Co., Ltd.<br>Chairman of TSG Engineering Corporation<br>Independent Director of Kaimei Electronic Corp. | 2,754,319        | Not applicable.  |
| Director | TSG Tech Holding Co., Ltd.<br>Legal representative: Li, Yun-Chin  | Master of Management, National Cheng Kung University | Chairman of SAPIDO Technology Inc.  | Chairman of SAPIDO Technology Inc.<br>Chairman of NEWSOFT Technology Corporation<br>Chairman of NEWRETAIL Co., Ltd.<br>Director of AMIGO Technology Inc.                                 | 2,754,319        | Not applicable.  |

|                      |  |  |  |   |           |  |
|----------------------|--|--|--|---|-----------|--|
|                      |  |  |  | Director of United Fiber Optic Communication Inc.   |           |  |
| Director             | TSG Tech Holding Co., Ltd.<br>Legal representative: James Huang      | Finance, National Kaohsiung First University of Science and Technology Graduate School of Management | General Manager of Kings Asset Management<br>Director of United Fiber Optic Communication Inc.   | Chairman of OFCO Industrial Corporation<br>Director of China Fineblanking Technology Co., Ltd.<br>Director of Argo Yacht Development Co., Ltd.<br>Director of Jia Jie Biomedical Co., Ltd.              | 2,754,319 | Not applicable.  |
| Director             | TSG Development Co., Ltd.<br>Legal representative: Xiong, Wen-Zhuang | Department of Law, National Taiwan University  | Chief Legal Officer of Masterlink Securities Co., Ltd.   | Deputy General Manager of the Audit Office of Masterlink Securities Co., Ltd.   | 5,000     | Not applicable.  |
| Independent Director | Hou, Jung-Hsien  | Graduate School of Accounting, National Cheng Kung University  | Director of the Kaohsiung Office of Ernst & Young (EY) Taiwan<br>Part-time Lecturer, Department of Accounting, National Cheng Kung University<br>Responsible person of the Hou, Jung-Hsien Accounting Firm | Independent Director of United Fiber Optic Communication Inc.<br>Independent Director of MOSPEC semiconductor Corp.<br>Independent Director of T.Y.C Brother Industrial Co., Ltd.<br>Corporate Director | 0         | Hou, Jung-Hsien, with extensive experience in financial auditing and expertise in risk management, has long provided the board of directors with precise |

|                      |                 |  |  |   |   |  |
|----------------------|-----------------|--|--|---|---|--|
|                      |                 |  |  | Representative of E&R Engineering Corporation<br>Corporate Director<br>Representative of Jia Wei Lifestyle, Inc.            |   | professional advice. To support the Company's future development and implement corporate governance, he is nominated for reappointment as an Independent Director. |
| Independent Director | Chen, Fang-Ling | Department of Business Administration, Tamkang University            | Manager of Youlian Optical Co., Ltd.<br>Assistant Manager of Quan Tong Affairs Processing Co., Ltd.                      | Independent Director of United Fiber Optic Communication Inc.<br>Deputy General Manager of Hongtong Capital Stock Co., Ltd. | 0 | Not applicable.  |
| Independent Director | Qiu, Mao-Xun    | Department of Mechanical Engineering, National Cheng Kung University | Project Manager of the Development Department, China Motor Corporation<br>General Manager of OFCO Industrial Corporation | Advisor of Kings Asset Management   | 0 | Not applicable.  |

**【Attachment 8】**

**United Fiber Optic Communication Inc.**

**2026 Annual General Meeting of Shareholders**

**Details of the Release of Non-Compete Restrictions for Newly Appointed Directors.**

| Title                | Name  | Holding a position in another company  |
|----------------------|---|--|
| Director             | TSG Tech Holding Co., Ltd.<br>Legal representative: Lin, Yu-Chang | Chairman of TSG Development Co., Ltd.<br>Chairman of TSG Engineering Corporation<br>Chairman of United Fiber Optic Communication Investment Co.<br>Independent Director of Kaimei Electronic Corp.   |
| Director             | TSG Tech Holding Co., Ltd.<br>Legal representative: Li, Yun-Chin  | Chairman of SAPIDO Technology Inc.<br>Chairman of NEWSOFT Technology Corporation<br>Chairman of NEWRETAIL Co., Ltd.<br>Director of AMIGO Technology Inc.   |
| Director             | TSG Tech Holding Co., Ltd.<br>Legal representative: James Huang   | Chairman of OFCO Industrial Corporation<br>Director of China Fineblanking Technology Co., Ltd.<br>Director of Argo Yacht Development Co., Ltd.<br>Director of Jia Jie Biomedical Co., Ltd.   |
| Independent Director | Hou, Jung-Hsien   | Independent Director of MOSPEC semiconductor Corp.<br>Independent Director of T.Y.C Brother Industrial Co., Ltd.<br>Corporate Director Representative of E&R Engineering Corporation<br>Corporate Director Representative of Jia Wei Lifestyle, Inc. |

## **【Appendix 1】**

### **United Fiber Optic Communication Inc. Rules of Procedure for Shareholders' Meetings**

#### Article 1

The Shareholders' Meeting of the Company, except as otherwise provided by law, shall be held in accordance with these Rules.

#### Article 2

Shareholders (or proxies) attending the Shareholders' Meeting, please submit the attendance cards in lieu of signing in. The number of shares present is calculated by adding the number of shares for which the voting rights are exercised in writing or electronically to the number of submitted attendance cards.

#### Article 3

Attendance and voting at a Shareholders' Meeting shall be based on shares.

#### Article 4

If the Shareholders' Meeting is convened by the Board of Directors, it shall be chaired by the Chairman of the Board of Directors, and if the Chairman on leave or for any reason unable to exercise the powers of the Chairman, he/she shall designate one of the directors to act in his/her place.

Where the Chairman of the Board of Directors has not designated a proxy, the directors shall elect one person among themselves to act in his/her place.

If a Shareholders Meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting.

#### Article 5

The Shareholders' Meeting shall be held in the county or city where the head office is located or in a place convenient for the shareholders to attend and suitable for the meeting, and the meeting shall commence no earlier than 9:00 a.m. or later than 3:00 p.m. Independent Directors' opinions shall be fully taken into consideration when choosing the meeting venue and time.

#### Article 6

The Company may appoint an attorney, accountant or related person to attend the Shareholders' Meeting.

## Article 7

The Chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the Chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made.

If the quorum is not met after two postponements, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

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

## Article 8

If a Shareholders Meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. All proposed motions (including extempore motions and amendments to existing motions) must be voted on a case-by-case basis. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the Shareholders Meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a Shareholders Meeting convened by a party with the power to convene that is not the Board of Directors.

The Chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of a General Meeting of Shareholders. However, if the Chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors may, by agreement of a majority of the votes represented by the attending shareholders, continue the meeting.

## Article 9

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken.

When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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 who has the floor; the Chair shall stop any violation.

Where a corporate shareholder has appointed two or more representatives to attend the shareholders meeting, only one representative may speak per motion.

#### Article 10

Except with the consent of the Chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the Chair may terminate the speech.

#### Article 11

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

#### Article 12

The Chair shall allow adequate time to explain and discuss various discussion of motions, amendments, or extempore motions proposed by shareholders during the meeting. When the Chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the Chair may announce the discussion closed, and call for a vote while allocating ample time to vote.

#### Article 13

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

The result of the vote shall be announced on-site at the meeting, and a record made of the vote.

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 the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

#### Article 14

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

Shareholders are entitled to one vote per share, except for shares that are subject to voting restrictions or situations outlined in Paragraph 2, Article 179 of The Company Act.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

Shareholders cannot vote, or vote on behalf of other shareholders, on any motion that presents a conflict between their own interests and interests of the Company.

The number of shares held by shareholders who are not permitted to vote, as described in the preceding Paragraph, shall be excluded from the calculation of total voting rights represented on site.

The result of the vote shall be announced on-site at the meeting, and a record made of the vote.

#### Article 15

When a meeting is in progress, the Chair may announce a break based on time considerations.

#### Article 16

The Chair may direct the wardens (or security officers) to assist in the maintenance of order at the venue. When the wardens (or security officers) are present to help maintain order, they shall wear the "warden" armband.

Where loudspeaker has already been made available at the venue, the Chair may stop anyone who attempts to speak using instruments that are not provided by the Company.

The Chair may instruct wardens to remove shareholders who continually violate conference rules or obstruct meeting proceeding despite being warned.

#### Article 17

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.

#### Article 18

The Company shall make an uninterrupted audio and video recording of the entire Shareholders' Meeting and keep it for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

#### Article 18-1

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

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

The meeting minutes may be distributed by means of a public announcement.

#### Article 19

Matters not stipulated in these Rules shall be handled in accordance with the Company Act, other relevant laws and the provisions of the Articles of Association of the Company.

#### Article 20

The Rules shall be implemented after having been approved by a Shareholders' Meeting of the Company. Subsequent amendments thereto shall be effected in the same manner.

These Rules were established by the General Meeting of Shareholders in 1990.

The 1st amendment was made on June 14, 2002.

The 2nd amendment was made on June 15, 2012.

The 3rd amendment was made on July 7, 2021.

The 4th amendment was made on May 6, 2024.

## **【Appendix 2】**

### **United Fiber Optic Communication Inc. Articles of Association (before amendment)**

#### **Chapter 1. General Principles**

##### Article 1

The Company shall be incorporated under the Company Act, and its name shall be United Fiber Optic Communication Inc. Its English name is United Fiber Optic Communication Inc.

##### Article 2

The business scope of the Company is:

1. CC01060 Wired Communication Mechanical Equipment Manufacturing.
2. CC01070 Wireless Communication Mechanical Equipment Manufacturing.
3. F401010 International trade.
4. E601010 Electric Appliance Construction (for operations outside the Park only).
5. E601020 Electric Appliance Installation (for operations outside the Park only).
6. E603090 Illumination Equipment Construction (for operations outside the Park only).
7. F116010 Wholesale of Photographic Equipment (for operations outside the Park only).
8. E801010 Building Maintenance and Upholstery (for operations outside the Park only).
9. E701010 Telecommunications Construction.
10. EZ99990 Other Engineering (for operations outside the Park only).
11. CD01020 Rail Vehicle and Parts Manufacturing (for operations outside the Park only).
12. F114080 Wholesale of Tramway Cars and Parts (for operations outside the Park only).
13. F214080 Retail Sale of Tramway Cars and Parts (for operations outside the Park only).
14. CC01110 Computer and Peripheral Equipment Manufacturing (for operations outside the Park only).
15. E603010 Cable Installation Engineering (for operations outside the Park only).
16. E603050 Cybernation Equipment Construction (for operations outside the Park only).
17. E603080 Traffic Signs Installation Engineering (for operations outside the Park only).
18. E605010 Computer Equipment Installation (for operations outside the Park only).
19. EZ05010 Instrument and Meters Installation Engineering (for operations outside the Park only).
20. I301010 Information Software Services Conduct research, development, manufacturing (including contract manufacturing), sales, system planning and construction of the following products:

- (1) Fiber optic cable.
  - (2) Optical fiber and optical cable connection materials and parts.
  - (3) Fiber optic transmission electronics.
  - (4) Fiber Transmission Multiplexer, Transponder and Fiber Distribution Panel.
  - (5) Fiber.
  - (6) Fiber optic preforms.
  - (7) Related communication equipment, such as personal communication network systems (PCN), electronic keypad telephones, fiber optic transmission terminals, digital microwave systems, digital modems, digital cross-connection systems, digital multiplexers, communication power supplies, etc.
  - (8) Network workstation systems, FDDI network equipment, fiber optic cable TV AM optical transceiver systems, FM-PSK multi-channel fiber optic video transmission series (including FM optical transceivers) and related services.
  - (9) The import and export trade business of the previously mentioned products.
  - (10) Broadband data transmission and network management systems (including software, test equipment, control equipment and high-speed cables).
  - (11) E-commerce cross-platform software development.
  - (12) Telephone and computer integration system.
  - (13) Digital spread spectrum radio car phone/Digital trunked radio.
21. D101060 self-usage power generation equipment utilizing renewable energy industry.
  22. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering.
  23. F111090 Wholesale of Building Materials (for operations outside the Park only).
  24. IG03010 Energy Technical Services.
  25. ZZ99999 In addition to its licensed businesses, the Company may operate any business not otherwise prohibited or restricted by applicable laws and regulations. (for operations outside the Park only).
  26. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery (for operations outside the Park only).
  27. CC01040 Lighting Equipment Manufacturing (for operations outside the Park only).
  28. CC01080 Electronic Parts and Components Manufacturing (for operations outside the Park only).
  29. CC01090 Manufacture of Batteries and Accumulators (for operations outside the Park only).
  30. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.
  31. CC01990 Other Electrical Engineering and Electronic Machinery Equipment

- Manufacturing (for operations outside the Park only).
32. CE01010 General Instrument Manufacturing (for operations outside the Park only).
  33. CE01990 Other Optics and Precision Instrument Manufacturing (for operations outside the Park only).
  34. E603020 Elevator Installation Engineering (for operations outside the Park only).
  35. E603040 Fire Safety Equipment Installation Engineering (for operations outside the Park only).
  36. E604010 Machinery Installation Construction (for operations outside the Park only).
  37. E606010 Power Consuming Equipment Inspecting and Maintenance (for operations outside the Park only).
  38. E607010 Solar Thermal Energy Equipment Installation Engineering (for operations outside the Park only).
  39. EZ06010 Traffic Marking Engineering (for operations outside the Park only).
  40. F113010 Wholesale of Machinery (for operations outside the Park only).
  41. F113090 Wholesale of Traffic Sign Equipment and Materials (for operations outside the Park only).
  42. F117010 Wholesale of Fire Safety Equipment (for operations outside the Park only).
  43. F211010 Retail Sale of Building Materials (for operations outside the Park only).
  44. F217010 Retail Sale of Fire Safety Equipment (for operations outside the Park only).
  45. F218010 Retail Sale of Computer Software (for operations outside the Park only).
  46. I301020 Data Processing Services.
  47. IG02010 Research and Development Service.
  48. IZ09010 Management System Certification (for operations outside the Park only).
  49. IZ13010 Internet Certificates Service (for operations outside the Park only).
  50. JE01010 Rental and Leasing (for operations outside the Park only).
  51. G202010 Parking area Operators (for operations outside the Park only).
  52. I199990 Other Consulting Service (for operations outside the Park only).
  53. I301040 The Third-Party Payment (for operations outside the Park only).
  54. I103060 Management Consulting (for operations outside the Park only).
  55. CB01010 Mechanical Equipment Manufacturing (for operations outside the Park only).
  56. E599010 Piping Engineering (for operations outside the Park only).
  57. E701020 Satellite TV KU band and C band equipment installation industry (for operations outside the Park only).
  58. F113020 Wholesale of Electrical Appliances (for operations outside the Park only).
  59. F113030 Wholesale of precision instruments (for operations outside the Park only).
  60. F113050 Wholesale of computers and office machinery equipment (for operations outside the Park only).

61. F113070 Wholesale of telecommunications equipment (for operations outside the Park only).
62. F119010 Wholesale of electronic materials (for operations outside the Park only).
63. F118010 Wholesale of information software (for operations outside the Park only).
64. F213010 Retail of electrical appliances (for operations outside the Park only).
65. F213030 Retail of computers and office machinery equipment (for operations outside the Park only).
66. F213040 Retail of precision instruments (for operations outside the Park only).
67. F213060 Retail of telecommunications equipment (for operations outside the Park only).
68. F219010 Retail of electronic materials (for operations outside the Park only).
69. G903010 Telecommunications business.
70. I301030 Electronic information supply services industry (for operations outside the Park only).
71. I401010 General advertising services industry (for operations outside the Park only).
72. I501010 Product design industry.
73. I503010 Landscape and interior design industry (for operations outside the Park only).
74. IZ99990 Other industrial and commercial services industry (for operations outside the Park only).
75. JZ99050 Intermediary services industry (for operations outside the Park only).
76. JB01010 Conference and exhibition services industry (for operations outside the Park only).

#### Article 2-1

The Company may act as a guarantor.

#### Article 2-2

Should the Company become a limited liability shareholder of another company through investment, the sum of all investments is not subject to the "40% paid-in capital" restriction imposed under Article 13 of The Company Act.

#### Article 3

The Company is headquartered at Hsinchu Science Park, Hsinchu City. If necessary, and with the consent of the competent authority, the Company may establish branches at home and abroad.

#### Article 4

The announcement methods of the Company shall be handled in accordance with Article 28 of the Company Act.

## **Chapter 2. Capital Stock**

### Article 5

The total capital of the Company is set at NT\$2 billion, divided into NT\$200 million shares, which are all common shares, at the price of NT\$10 per share, issued in installments.

In addition, a total of NT\$300 million shares are reserved for the use of the issuance of employee warrants, special shares with warrants or corporate bonds with warrants, and the Board of Directors is authorized to issue them in installments according to its resolution.

### Article 5-1

If the Company intends to issue employees' stock options at a price below the market price, it shall not issue such warrants until the Shareholders' Meeting resolves to do so in accordance with Rule 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.

### Article 5-2

If the Company intends to transfer the repurchased shares of the Company to the employee at a price lower than the average price of the actual repurchased shares, the transfer shall only be carried out subject to the resolution of the latest Shareholders' Meeting in accordance with Article 10-1 of Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies.

### Article 6

All shares of the Company shall be in registered form and shall be issued upon legal certification. Following the Company's public offering of shares, the Company may elect not to print physical stock certificates; however, such shares must be registered with a centralized securities depository.

### Article 7

The name change and transfer of shares shall cease within 60 days prior to the date of the General Meeting of Shareholders, within 30 days prior to the date of the Extraordinary Shareholders' Meeting or within five days prior to the reference date on which the Company decides to distribute dividends and bonuses or other benefits.

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

### Article 8

The Company holds two types of Shareholders' Meetings: ordinary meetings and extraordinary meetings. The ordinary meeting shall be held once a year. It shall be convened by the Board of

Directors according to law within six months after the end of the fiscal year, and the extraordinary meeting shall be convened according to law when necessary.

The notice of convening of the Shareholders' Meeting may be made electronically, and the convening procedure shall be handled in accordance with Article 172 of the Company Act.

When the Shareholders' Meeting of the Company is held, it may be held via video conferencing or other means announced by the central competent authority.

If a Shareholders' Meeting is conducted by means of video conferencing, shareholders who participate in the meeting by such means shall be deemed to have attended the meeting in person.

The conditions to be met, operating procedures and other matters to be complied with for the adoption of the video conferencing method for the Shareholders' Meeting shall be followed, where otherwise stipulated by the securities authority.

#### Article 9

When the shareholder is unable to attend the shareholders' meeting for any reason, he/she may appoint a proxy to attend a shareholders' meeting in his/her/ behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy with his/her signature or seal.

The use of proxies shall be handled in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" published by the competent authority.

#### Article 10

Except as otherwise provided in the Company Act, the adoption of a proposal in a shareholders' meeting shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders, and the attending shareholders require the representation of a majority of the all shares issued by the Company.

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

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

The meeting minutes may be distributed by means of a public announcement.

In accordance with the regulations of the competent authority, the shareholders of the Company can also exercise their voting rights electronically, and the shareholders who exercise their voting rights electronically shall be deemed to be personally present, and their relevant matters shall be handled in accordance with laws and regulations.

## Article 11

Shareholders of the Company shall have one vote per share, except as otherwise provided by law.

## **Chapter 4. Directors, Audit Committee and Managers**

### Article 12

The Company has seven to nine directors, of which at least three are independent directors and not less than one-third of the seats.

The professional qualifications, restrictions on shareholdings and concurrent positions held, method of nomination and election for independent directors and other matters to be complied with shall be handled in accordance with the relevant provisions of the securities authority.

The number of directors shall be determined by the Board of Directors. The election of directors shall adopt the candidate nomination system in accordance with Article 192-1 of the Company Act, whereby directors shall be elected by the general meeting of shareholders from a list of candidates, for a term of three years, and shall be eligible for re-election.

The Company may, during the term of office of its directors and key employees, purchase liability insurance for them with respect to their liabilities under the law for the scope of their business.

The total registered shares of the Company owned by all directors shall be handled in accordance with the provisions of the securities authority.

### Article 12-1

The directors of the Company shall have more than half of the seats, and shall not have any of the following relationships:

1. Spouse.
2. Within the second degree of kinship.

### Article 13

The Board of Directors shall elect a chairman of the Board Directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the Board.

The Chairman shall represent the Company externally. In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the Chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors.

#### Article 13-1

The Company's Board of Directors meets at least once every quarter.

The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice.

The Board of Directors of the Company may be convened in writing, by facsimile or electronically.

#### Article 14

A resolution of the Board of Directors shall require the attendance of a majority of the directors and the approval of a majority of the directors present, unless otherwise provided by the Company Act or these Articles of Association.

When a director is unable to attend in person for any reason, he/she may entrust another director to attend by proxy.

A Board Meeting may be conducted by means of video conferencing, and directors who participate in the meeting by such means shall be deemed to have attended the meeting in person.

If a director has a stake in a matter under discussion in the meeting, that director shall state the important aspects of the stake in this meeting.

Discussions at a Board Meeting shall be recorded in the meeting minutes, which shall be prepared and distributed in an electronic form.

#### Article 15

The functions and powers of the Board of Directors shall be in accordance with the provisions of the Company Act.

#### Article 16

The Company shall have an audit committee in accordance with the provisions of the Securities and Exchange Act, which shall be composed of all independent directors, not less than three in number, one of whom shall be the Convenor, and at least one of whom shall have accounting or financial expertise.

The Audit Committee or its members are responsible for performing the functions and powers prescribed by the Company Act, the Securities and Exchange Act and other laws and regulations.

The Board of Directors of the Company shall set up an Audit Committee and a Remuneration Committee in accordance with law, and may set up other functional committees, the articles of association of which shall be formulated by the Board of Directors.

#### Article 17

The remuneration of directors, regardless of the Company's operating profit or loss, is determined according to the degree of their participation in and contribution to the Company's operations, and

taking into account the industry standards at home and abroad.

#### Article 18

The Company may create managerial positions. Appointment, dismissal, and compensation of whom shall comply with Article 29 of The Company Act.

### **Chapter 5. Accounting**

#### Article 19

The fiscal year of the Company shall be from January 1 to December 31 of each year, and the accounts shall be finalized at the end of each year.

#### Article 20

At the end of the fiscal year, the Board of Directors shall prepare the following lists and tables for submission to the General Meeting of Shareholders for approval.

1. Business Report.
2. Financial statements.
3. Surplus earning distribution or loss off-setting proposals.

Distribution of the previous lists and tables may be made by means of public announcement.

#### Article 20-1

Of the Company's annual net profit before tax before deducting employee remuneration and director remuneration for the current period, 1% to 15% shall be allocated for employee remuneration (of which no less than 1% for the grassroots employees) and not more than 3% for director remuneration. However, in case of any accumulated losses, certain profits shall first be reserved to cover them.

The remuneration of the employees in the preceding paragraph may be in the form of stock or cash, and the objects of payment may include employees of the subsidiary companies who meet certain conditions; the remuneration of the directors in the preceding paragraph may only be in the form of cash.

The previous two matters shall be resolved by the Board of Directors and reported to the shareholders' meeting.

#### Article 21

If the Company's annual final accounts reflect net income after tax for the current period, the Company shall first offset any accumulated deficits, then appropriate 10% as legal reserve in accordance with applicable laws; provided, however, that this requirement shall not apply once the

accumulated legal reserve reaches the total paid-in capital of the Company. Thereafter, special reserve shall be appropriated or reversed in accordance with applicable laws, regulations, or regulatory authority requirements. Any remaining earnings, together with the unappropriated retained earnings at the beginning of the period, shall be subject to an earnings distribution proposal prepared by the Board of Directors and submitted to the general shareholders' meeting for resolution regarding the distribution of dividends and bonuses to shareholders.

The dividend policy of the Company, in line with the current and future development plans, taking into account the investment environment, capital needs and domestic and foreign competition conditions, and taking into account the interests of shareholders and the long-term financial planning of the Company, allows for an annual allocation of not less than 10% of the distribution of shareholder dividends, however, if the accumulated distributable earnings are less than 50% of the paid-in capital, they may not be distributed. Cash dividends shall not be less than 10% of the total dividends, and if the cash dividends are less than NT\$0.50 per share, they shall be paid in the form of stock dividends instead. Cash dividends shall constitute no less than 10% of total dividends; provided, however, that if cash dividends per share fall below NT\$0.5, the Company may elect not to distribute cash dividends and instead issue stock dividends in lieu thereof. The proposed cash dividend of five dollars shall be withheld and issued as a stock dividend instead.

## **Chapter 6. Miscellaneous**

### Article 22

If there are any matters not covered in these Articles of Association, they shall be handled in accordance with the Company Act and other relevant laws and regulations.

### Article 23

These Articles of Association were established by a meeting of the founder-members with the consent of all the founder-members on April 24, 1984.

The 1st amendment was made on June 28, 1985.

The 2nd amendment was made on June 20, 1986.

The 3rd amendment was made on May 27, 1987.

The 4th amendment was made on April 28, 1988.

The 5th amendment was made on March 27, 1989.

The 6th amendment was made on May 30, 1990.

The 7th amendment was made on April 30, 1991.

The 8th amendment was made on April 29, 1992.

The 9th amendment was made on May 26, 1993.

The 10th amendment was made on May 27, 1994.

The 11th amendment was made on May 31, 1995.  
The 12th amendment was made on May 22, 1996.  
The 13th amendment was made on May 27, 1997.  
The 14th amendment was made on June 11, 1998.  
The 15th amendment was made on May 21, 1999.  
The 16th amendment was made on May 23, 2000.  
The 17th amendment was made on August 25, 2000.  
The 18th amendment was made on December 27, 2000.  
The 19th Amendment was made on May 10, 2001.  
The 20th amendment was made on June 14, 2002.  
The 21st amendment was made on June 12, 2003.  
The 22nd amendment was made on May 18, 2005.  
The 23rd amendment was made on June 14, 2006.  
The 24th amendment was made on June 8, 2007.  
The 25th amendment was made on June 15, 2010.  
The 26th amendment was made on June 15, 2011.  
The 27th amendment was made on June 15, 2012.  
The 28th amendment was made on June 11, 2013.  
The 29th amendment was made on June 11, 2014.  
The 30th amendment was made on June 8, 2016.  
The 31st amendment was made on June 28, 2017.  
The 32nd amendment was made on June 27, 2018.  
The 33rd amendment was made on June 10, 2019.  
The 34th amendment was made on October 5, 2020.  
The 35th amendment was made on June 23, 2022.  
The 36th amendment was made on September 28, 2022.  
The 37th amendment was made on June 19, 2023.  
The 38th amendment was made on May 6, 2024.  
The 39th amendment was made on May 5, 2025.

## **【Appendix 3】**

### **United Fiber Optic Communication Inc. Director Election Procedures**

#### **Article 1**

In order to fairly, justly, and openly appoint directors, this procedure is established in accordance with Articles 21 and 41 of the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies".

#### **Article 2**

The election of directors of the Company, unless otherwise provided by laws or the Articles of Association, shall be conducted in accordance with this procedure.

#### **Article 3**

The election of the Company's directors shall take into consideration the overall composition of the Board of Directors. The composition of the Board of Directors shall embrace diversity, and an appropriate diversity policy shall be formulated based on the Board's own operations, business model, and development needs. Such policy should include, but not be limited to, the following two broad criteria:

1. Basic criteria and values: gender, age, nationality, and culture, etc.
2. Professional expertise and skills: professional background (such as law, accounting, industry, finance, marketing, or technology), professional skills, and industry experience, etc.

Board members should generally possess the knowledge, skills, and character necessary to perform their duties, and collectively, they should have the following capabilities:

1. Operational judgment ability.
2. Accounting and financial analysis capabilities.
3. Business management skills.
4. Crisis management abilities.
5. Industry knowledge.
6. International market outlook.
7. Leadership skills.
8. Decision-making ability.

The directors of the Company shall have more than half of the seats, and shall not have any of the following relationships: Spouse or within the second degree of kinship.

The Company's Board of Directors should consider adjusting its composition based on the results of the performance evaluations.

#### **Article 4**

The qualifications of the Company's Independent Directors shall comply with the provisions of Articles 2 to 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

The appointment of the Company's Independent Directors shall comply with the provisions of Articles 5 to 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be conducted in accordance with Article 24 of the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies".

## **Article 5**

The election of the Company's Independent Directors shall follow the candidate nomination system procedure stipulated in Article 192-1 of the Company Act; starting from 2021, the election of non-independent directors adopts the candidate nomination system.

If the number of directors falls below five due to vacancies for any reason, the Company shall fill such vacancies at the next shareholders' meeting. However, if director vacancies reach one-third of the seats stipulated in the Articles of Incorporation, the Company shall convene an extraordinary shareholders' meeting within 60 days from the date such vacancies occur to fill such vacancies.

If the number of Independent Directors falls short of the requirements stipulated in Article 14-2, Paragraph 1 proviso of the Securities and Exchange Act, the relevant provisions of the Taiwan Stock Exchange Corporation's Rules Governing the Review of Securities Listings, or Article 8 of the "Standards for Determining Unsuitability for Listing in Securities Firms' Places of Business" by the Taipei Exchange, a by-election shall be held at the next Shareholders' Meeting. If all Independent Directors are dismissed, an extraordinary Shareholders' Meeting shall be convened to hold a by-election within 60 days from the occurrence of the fact.

## **Article 6**

The election of directors of the Company adopts a single-name cumulative voting system, where each share has voting rights equivalent to the number of directors to be elected. Shareholders may concentrate all their votes on one candidate or distribute them among several candidates.

## **Article 7**

Each ballot shall be prepared by the Board of Directors to correspond to the number of directors to be elected, with the applicable weighting indicated thereon, and shall be distributed to shareholders attending the shareholders' meeting. The identification of the voter may be substituted by the attendance certificate number printed on the ballot.

## **Article 8**

The Company's directors are elected based on the number of positions set in the Articles of Association, with separate calculations of voting rights for Independent Directors and non-Independent Directors. The candidates with the most votes are elected sequentially. If two or more candidates receive the same number of votes and exceed the specified number of positions, a draw will decide the elected candidates among those tied in votes. The chairman shall draw lots on behalf of any absent candidates.

## **Article 9**

Prior to the commencement of the election, the Chair shall designate a number of scrutineers and vote counters, each possessing shareholder status, to carry out the relevant duties. The ballot box shall be prepared by the Board of Directors and opened for public inspection by the scrutineers before voting commences.

#### **Article 10**

If the candidate is a shareholder, the voter must fill in the candidate's account name and shareholder account number in the designated column on the ballot. If the candidate is not a shareholder, the candidate's Name and identification document number must be filled in. However, when the candidate is a government or corporate shareholder, the account name column on the ballot should list the name of the government or corporation, and may also include the Name of the representative. If there are multiple representatives, each representative's Name should be added separately.

#### **Article 11**

A ballot is invalid if it has any of the following situations:

1. Not using the ballot prepared by the Board of Directors.
2. Putting a blank ballot into the ballot box.
3. Illegible or altered entries.
4. If the candidate's account name and shareholder account number do not match the shareholder register when the candidate is a shareholder; or if the candidate's Name and identification document number do not match upon verification when the candidate is not a shareholder.
5. In addition to filling in the candidate's account name (Name) or shareholder account number (identification document number) and the number of voting rights allocated, inserts other text.
6. If the Name of the candidate is the same as another shareholder and the shareholder account number or identification document number is not provided for identification.

#### **Article 12**

After the voting is completed, the ballots shall be opened on-site, and the results shall be announced immediately by the chair, including the list of directors elected and the number of votes with which they were elected.

The ballots for the aforementioned Election Matters shall be sealed and signed by the scrutineers and properly kept for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

**Article 13**

The Rules shall be implemented after having been approved by a General Meeting of Shareholders. Subsequent amendments thereto shall be effected in the same manner. These Rules were established by the General Meeting of Shareholders on June 10, 2019.

## 【Appendix 4】

### United Fiber Optic Communication Inc. Current Shareholding of Directors

The shareholding status of the individual and all directors as recorded in the General Meeting of Shareholders on the book closure date (March 2, 2026) of this shareholders' meeting is as follows:

As follows:

| Title                           | Name                   | Legal representative | register on book closure date of  |                   |
|---------------------------------|------------------------|----------------------|-----------------------------------|-------------------|
|                                 |                        |                      | Number of shares held recorded in |                   |
|                                 |                        |                      | Number of shares                  | Holding ratio (%) |
| Chairman                        | TSG Tech Holdings Co., | Lin, Yu-Chang        | 2,754,319                         | 2.61%             |
| Director                        | Ltd.                   | Li, Yun-Chin         |                                   |                   |
| Director                        | E-SHENG STEEL CO.,     | Lin, Shih-Kuo        | 39,131,600                        | 37.15%            |
| Director                        | LTD.                   | Su, Yu-Jou           |                                   |                   |
| Total non-independent directors |                        |                      | 41,885,919                        | 39.76%            |
| Independent Director            | Hou, Jung-Hsien        | —                    | 0                                 | 0                 |
| Independent Director            | Huang, Jui-Mu          | —                    | 0                                 | 0                 |
| Independent Director            | Chen, Fang-Ling        | —                    | 0                                 | 0                 |
| Total Independent Directors     |                        |                      | 0                                 | 0                 |
| Total                           |                        |                      | 41,885,919                        | 39.76%            |

Note:

1. The Company's paid-in capital is NT\$1,053,437,140 and the number of issued shares is 105,343,714.
2. In accordance with the provisions of Article 2 of "the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if two or more independent directors are elected, the number of shares held by all directors and supervisors other than independent directors shall be reduced to 80% according to the ratio. The minimum number of shares to be held by all directors is as follows:
  - Statutory number of shares to be held by all directors: 8,000,000 shares

3. The actual total number of shares held by all directors (excluding independent directors) is 41,885,919 shares, which satisfies the requirements stated in Article 26 of the Securities and Exchange Act and "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies."