

Stock Code: 3149



正達國際光電股份有限公司
G-Tech Optoelectronics Corp.

2024 Annual General Meeting

Meeting Handbook

Date and Time: 9 a.m., May 27, 2024
Location: No. 99, Zhongxing Rd., Neighborhood 29,
Zhongping Vil., Tongluo Township, Miaoli County
(2F Conference Room of the Company)

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G-TECH Optoelectronics Corporation

2024 Annual General Meeting Agenda

Date and Time: 9 a.m., Monday, May 27, 2024

Location: No. 99, Zhongxing Rd., Neighborhood 29, Zhongping Vil., Tongluo Township, Miaoli County (2F Conference Room of the Company)

Meeting Type: Physical Shareholders Meeting

- I. Call Meeting to Order
- II. Chairperson's Remarks
- III. Report Items
 - i. 2023 Business Report
 - ii. 2023 Audit Committee's Review Report.
 - iii. 2023 Sound Operation Plan Implementation Report
 - iv. The proposal not to proceed with the private placement of ordinary shares approved by the 2023 annual general meeting.
- IV. Ratification Items
 - i. 2023 Business Report and Financial Statements of the Company.
 - ii. 2023 proposal for deficit compensation of the Company.
- V. Discussions
 - i. Proposal to issue new shares for cash capital increase.
 - ii. Proposal to execute the private placement of ordinary shares.
- VI. Extemporaneous Motions
- VII. Meeting Adjourned

Report Items

Motion 1

Cause: The 2023 Business Report is submitted for review.

Explanation: Please refer to Attachment 1 on Pages 10~11 for the 2023 Business Report.

Motion 2

Cause: The 2023 Audit Committee's Review Report is submitted for review.

Explanation: Please refer to Attachment 2 on Page 12 for the Audit Committee's Review Report.

Motion 3

Cause: The 2023 Sound Operation Plan Implementation Report is submitted for review.

Explanation: The Company reduced the capital to make up the deficit and 80,000,000 ordinary shares were canceled therefor. The Company also submitted the Sound Operation Plan Implementation Report to the shareholders' meeting in accordance with the Letter under Tai-Zheng-Shang-1-Zhi No. 1121803551 dated August 9, 2023. [Please refer to the Attachment III on Page 13.]

Motion 4

Cause: The proposal not to proceed with the private placement of ordinary shares approved by 2023 annual general meeting is submitted for review.

Explanation: The execution of the private placement for issuance of ordinary shares of the Company has been approved by the 2023 annual general meeting. Since the execution deadline is due soon, the plan for the execution of private placement is not to be further carried out in the remaining period before the deadline.

Ratification Items

Agenda 1 (Proposed by the Board of Directors)

Cause: The Company's 2023 Business Report and Financial Statements of the Company are submitted for ratification.

Explanation:

- I. The Company's 2023 Financial Statements have been approved by the Audit Committee and Board of Directors and have been duly audited by Kuo-Yang Tseng, CPA and Shih-Chin Chih, CPA of KPMG Taiwan, who also issued the audit report accordingly.
- II. Please refer to Attachment 1, Attachment 2 and Attachment 4 on Pages 10~12 and Pages 14~31 for the Business Report and related statements referred to in the preceding paragraph.

Resolution:

Agenda 2 (Proposed by the Board of Directors)

Cause: The Company's 2023 proposal for deficit compensation is submitted for ratification.

Explanation:

The 2023 Deficit Compensation Proposal is stated as follows:

G-TECH Optoelectronics Corporation
2023 Deficit Compensation Proposal

Unit: NT\$

Item	Amount	
Deficit to be compensated at the beginning of the period		(1,263,307,454)
Add: Capital reduction to make up for losses	800,000,000	
Less: Net loss of current year	(117,836,040)	
Deficit to be compensated of the current period		(581,143,494)
Additional paid-in capital:		
Share premium	577,440	
Deficit yet to be compensated		(580,566,054)

Responsible Person

Managerial Officer

Accounting Manager

Resolution:

Discussions

Agenda 1 (Proposed by the Board of Directors)

Cause: The proposal for the issuance of new shares for cash capital increase is submitted for discussion.

Explanation:

The Company intends to carry out the fundraising plan in the capital market as the actual capital requirements may justify within the upcoming year and plans to issue no more than 40,000,000 new shares and ask the shareholders' meeting to authorize the Board of Directors to carry out the issuance of new shares for domestic cash capital increase in line with the capital need of the Company, as following:

- I. Pursuant to Article 28-1 of the Securities and Exchange Act, regarding the sales method for the portion of the shares requiring public offering, the Board of Directors is authorized to adopt the book building method, and the percentage of new shares for public offering shall be handled in accordance with the following method:
 - (I) For the total amount of new shares issued, 10% to 15% of such new shares is to be subtracted from the total and reserved according to the provisions of Article 267 of the Company Act, and the remaining balance is submitted to the shareholder meeting for approval on the waiver of the right to subscribe new shares. Following this, the appointed underwriter is to deduct and reserve the portion for self-subscription in order to perform public offering on the entire amount according to the provisions of Article 28-1 of the Securities and Exchange Act via the book building method. If there is any deficiency in the employees' subscription or waiver of subscription of the Company, the Chairperson of the Board is authorized to arrange specific persons to perform subscription at the issue price.
 - (II) The price of the present issuance shall be fixed based on the provisions promulgated by the competent authority(ies). For the substantial offering price, upon completion of the round purchase period, the Board of Directors shall be authorized with plenipotentiary power to negotiate with the sponsoring underwriter

with reference to the substantial purchase condition, status in the market of issuance to jointly determine the prices to be submitted to the competent authority before issuance.

- (III) The Board of Directors shall be authorized with plenipotentiary power to take charge of relevant issues regarding the aforementioned underwriting method.
- II. The key contents in the present plan of capital increase through the present cash injection include notably method of underwriting, price of issuance, number of shares to be substantially issued, terms of issuance, items of the plans, the amount to be raised, scheduled progress, the benefits likely to be yielded and all sorts of issues linked up with the present capital increase through cash injection. In case of a need for amendment in the future in response to approval by the competent authority and based on evaluation of the business operation or a need incurred by objective circumstances, the Board of Directors shall be authorized with plenipotentiary power to act as appropriate.
- III. The present capital increase through cash injection shall be issued after being approved by the competent authority. The Board of Directors is authorized with plenipotentiary power to fix the base day of subscription, duration for payment and base date of capital increase and such issues linked up with the issuance of new shares.
- IV. The rights and obligations for the present issuance of new shares are the same as those of the original shares, and no physical share issuance is to be performed.

Resolution:

Agenda 2 (Proposed by the Board of Directors)

Cause: The proposal to execute private placement of ordinary shares is submitted for discussion.

Explanation:

- I. Based on the consideration of sufficient working capital, repayment of bank loans and the timeliness, feasibility and cost of issuance of the Company, it is proposed that at the appropriate time and in accordance with Article 43-6 of the Company Act, the private placement method is to be adopted to execute the issuance of common shares for cash capital increase. It is proposed to the shareholder meeting to authorize the Board of Directors to execute three installments in one year starting from the date of resolution on the private placement proposal resolution by the shareholder meeting.
- II. Relevant information on the issuance of new shares for the cash capital increase via private placement of common shares is as follows:
 - (I) Issuance Criteria
 1. Private placement shares type: Common shares.
 2. Number of shares in private placement: No more than 40,000,000 shares.
 3. Par value per share: NT\$10 per share.
 4. Total private placement amount: The Board of Directors is authorized to determine the total amount based on the actual execution status.
 - (II) Basis and Rational for Determination of Private Placement Price
 1. The price determination of the common shares of the present private placement shall not be lower than 80% of the higher price of the prices calculated based on the standards described in the following two paragraphs on the price determination date of the Company:
 - (1) The simple average closing price of the common shares of the Company either 1, 3 or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction; or

(2) The simple average closing price of the common shares of the Company 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

However, the actual pricing date and the actual issue price depending on the circumstances of the specific person, and the board of directors shall be authorized to set them in the manner described above.

2. For the determination of the actual issue price of the common shares of the present private placement, the operation status, future outlook, restriction on the freedom of transfer of such shares and the most recent stock price condition of the Company are to be considered, as well as the provisions of the “Directions for Public Companies Conducting Private Placements of Securities” and the provisions of current laws and regulations; consequently, the determination of the price shall have a certain rationality.

(III) Specific Persons Selection Method:

1. The recipients for the present ordinary shares in private placement are limited to the specific persons specified in Article 43-6 of the Securities and Exchange Act and prescribed in Financial Supervisory Commission’s order under [\(91\)-Tai-Cai-Zheng-Yi-Zi No. 0910003455 dated June 13, 2002](#), and there is no placee already arranged.
2. The lists of the insiders or related parties to participate in the private placement, method of choice and objectives, and relationship between the responsive subscribers and the Company.

Subscribers	Selection Method and Purpose	Relationship with the Company
Chung, Jung-Hua	With extensive understanding on the business of the Company	Relative of first degree of kinship of the Chairman
Chung, Kuo Feng-Mei	With extensive understanding on the business of the Company	Relative of first degree of kinship of the Chairman
Chung, Chih-Ming	With extensive understanding on the business of the	Chairman

Subscribers	Selection Method and Purpose	Relationship with the Company
	Company	
Yeh, Ching-Lan	With extensive understanding on the business of the Company	Spouse of the Chairman
Lai, Hsiu-Chi	With extensive understanding on the business of the Company	Relative of second degree of kinship of the Chairman
Chung, Yu-Hsin	With extensive understanding on the business of the Company	Relative of first degree of kinship of the Chairman
Chung, Li-Hsin	With extensive understanding on the business of the Company	Relative of first degree of kinship of the Chairman
Wang, Kuo-Hung	With extensive understanding on the business of the Company	Director of the Company
Hsiao, Jen-Liang	With extensive understanding on the business of the Company	Director of the Company
Chiu, Huo-Sheng	With extensive understanding on the business of the Company	Vice President of the Company
Wang, Yao-Chang	With extensive understanding on the business of the Company	Vice President of the Company
Hsu, Hsien-Yi	With extensive understanding on the business of the Company	Assistant Vice President of the Company
Huang, Yung-Cheng	With extensive understanding on the business of the Company	Assistant Vice President of the Company
Wu, Tai-Chiou	With extensive understanding on the business of the Company	Financial Officer of the Company
Tsai, Tsung-Tien	With extensive understanding on the business of the Company	R&D Supervisor of the Company
Lin, Hsing-Chiao	With extensive understanding on the business of the Company	Assistant Vice President of the Company
Wang, Ju-Wen	With extensive understanding on the business of the Company	Assistant Vice President of the Company

(IV) Reasons of Necessity for Execution of Private Placement

1. Reasons for not adopting public offering method: Based on the consideration of the timeliness, feasibility and issuance cost for the raising of capital and the consideration of the restriction on the freedom of transfer of private placement securities in three years, to ensure the long-term equity relationship between the

Company and the placees, the public offering method is not to be adopted but the private placement method is to be adopted for the issuance.

2. Limit of Private Placement: Within the limit of 40,000,000 shares, three installments are to be performed in one year starting from the resolution date of the shareholder meeting.
3. Purpose of capital raised through private placement of each installment and expected benefit to be achieved:

The capital raised through the three installments will be used to increase the working capital and to repay bank loans. The benefits expected to be generated are the strengthening of the financial structure and the saving of interest expenditures, etc., which will have a positive impact on the shareholders' equity.

(V) Rights and Obligations for Present Private Placement of Common Shares

1. For the common shares of the present private placement and subsequent distribution, the rights and obligations thereof are the same as those of the common shares already issued by the Company. However, according to the regulations, the common shares of the present private placement and subsequent distribution, unless in compliance with the provisions of Article 43-8 of the Securities and Exchange Act, such common shares shall not be resold within three years from the delivery date of the common shares of the present private placement.
2. For the common shares of the present private placement and the common shares subsequently distributed, after the period of three years from the delivery date of the common shares of the present private placement, it is proposed to authorize the Board of Directors to file an application and obtain an approval letter complying with the listing standards with TWSE in accordance with the relevant provisions of the "Regulations Governing the Offering and Issuance of Securities by Securities Issuers" and the "Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings", followed by reporting to the Financial Supervisory Commission for retroactive review of public

issuance. In addition, such common shares are to be delivered by book-entry transfer in scripless form for the application of listing and trading.

(VI) The independent directors held no dissenting or qualified opinions.

(VII) Whether there is any significant change in managerial control from one year period immediately preceding the day on which the Board of Directors resolves on the private placement until one year after the delivery of the securities in private placement: When the Company assesses the placees, the Company will consider and avoid the occurrence of any significant changes to the managerial control in principle.

- III. Toward the present capital increase through cash injection in the wake of private placement to issue new shares, it is proposed that the Board of Directors is entitled to, as the actual circumstances of capital raising may justify, carry out in three (3) installments within one year starting from the date when the decision is resolved in the shareholders' meeting disregarding whether the share money is raised in full. The Board of Directors is authorized to resolve a decision. Where the initial plan proves feasible, it is deemed that the capital money in the capital increase through cash injection in private placement to issue new shares is deemed to have been raised in full. The raising of the fund for capital increase through cash injection to issue new shares through private placement is deemed to have been satisfactorily completed.
- IV. The Board of Directors is authorized to decide the price determination date, the actual issue price and the capital increase base date for the issuance of new shares for the cash capital increase of the present private placement.
- V. Regarding the issuance of new shares for the cash capital increase of the present private placement, the Board of Directors is authorized to handle the issue price, issuance criteria, plan items, and other relevant matters such as changes to laws and regulations, opinions of the competent authority or changes in the market condition, etc., with full discretion.
- VI. The explanation is provided according to the letter of Securities and Futures Investors Protection Center under Zheng-Bao-Fa-Zi No. 1130000733 dated March 14, 2024. Please refer to [Attachment V on Page

32].

Resolution:

Extemporaneous Motions

Meeting Adjourned

Attachment 1

G-TECH Optoelectronics Corporation 2023 Business Report

I. Business Implementation Outcome

G-TECH Optoelectronics (the “Company”) is a professional glass processing manufacturer with comprehensive glass processing technologies capable of satisfying the demands of different markets. The products face competition in various individual technical fields, such as glass cutting, thinning, reinforcement, coating, 3D formation and bonding and lamination. Nevertheless, the Company owns integrated services for all the production processes and is also equipped with collaborative advantages for crossing the barriers of different markets of consumer electronics, factory control, automotive and smart building glass.

With the rise of new technologies such as the internet of things, artificial intelligence and 5G networks, touch screens are constantly being developed for factory control, automobile, smart home, education, healthcare and other various applications, which are exactly the directions for the Company's product development. The products extend from glass processing to TP Module services, and the technology applications span across the industrial products, such as in-vehicle, optoelectronics, medical care and construction. Customers were also expanded from LCM and industrial control plant in the early stage to the end customers, such as sports, in-vehicle and buildings.

Affected by the global inflation and lift rate, the economy remains stagnant, the end market demand is weak, and manufacturers’ de-stocking and inventory replenishment become sluggish. Under the economic environment full of multiple uncertainties and variables, the Company's operating revenue decreased by NT\$571 million in 2023 from 2022, i.e. 23.5%, primarily because the demand for consumer electronics products declined by NT\$688 million or 40.04%, while that of smart vehicle and smart building products increased by 17.06% and 14.96%, respectively. After the product structure adjustment, the Company adopted the sales policy focusing on increase of niche products and reduction of low-profit products, and was committed to pursuing substantial gross profit. Therefore, the operating gross profit margin and net profit margin after tax increased by 8.39% and 6.65%, respectively, in 2023 from 2022.

Unit: NT\$ thousand

Operating revenue from products	2023	2022	Amount of increase or decrease	Increase/decrease
Smart cars	603,313	515,400	87,913	17.06%
Smart optoelectronics	1,030,800	1,719,142	-688,341	-40.04%
Smart buildings	224,927	195,660	29,266	14.96%
Total	1,859,040	2,430,202	-571,162	-23.50%
Gross profit	3.37%	-5.02%		8.39%
Net income	-6.34%	-12.99%		6.65%

II. Financial income and expense and profitability analysis

In 2023, the Company's revenue has declined, and the operating cost has faced the severe challenge rising under the influence of global economy and politics. The Company has actively adjusted its

product structure, strived for the proportion of niche product sales, and also adopted a leveling production model to converge the losses on changes of production lines, and strictly controlled inventory and saved expenses to reduce operating costs, hoping to mitigate operating losses under this uncertain economic environment. The current and quick ratios will drop significantly due to the corporate bonds to be due in 2024. The Company has negotiated for the medium- and long-term financing facilities to respond to the situation. This might bright the benefits from improvement of the financial structure.

Important Financial Ratio Table

Analysis Item		2023	2022
Financial structure	Debt-to-asset ratio	66.68 %	66.11 %
	Ratio of long-term funds to fixed assets	203.52 %	241.16 %
Solvency	Current ratio	103.85 %	134.52 %
	Quick ratio	93.24 %	117.05 %
Profitability	Return on assets	-1.83 %	-6.31 %
	Return on equity	-8.30 %	-21.68 %
	Earnings per share	NT\$-0.82	NT\$-1.45

III. Research and development (R&D)

1. The Company is committed to the improvement of its own technologies and product quality, with the main research development outcomes as follows:
 - A. Development of HUD coating special optical film for vehicle-mounted front window HUD.
 - B. Development of electrochromic conductive coating for vehicle-mounted sunroof.
 - C. Development of low-cost and high-efficiency thermoforming furnace for 3D curved glass.
 - D. Development of special-shaped CNC cutting and edging for automobile glass.
2. R&D of new product, R&D projects in progress and expected investment in R&D budget:

R&D project	Progress	R&D expenditure	Expected time of completion	Description of benefits
New technology for integrated black panel appearance	Development in progress	NT\$8 million	August 2024	The development of SMOKE OCA materials helps reduce the color difference between the panel frame and the visible area to meet the needs of car makers' customers.
3D surface ink printing	Development in progress	NT\$26 million	August 2024	Improve the technology of in-vehicle products and develop products jointly with equipment manufacturers.
IR-cut optical coating	Development in progress	NT\$22 million	October 2024	In order to develop the IR-cut multi-layer light control coating, it is necessary to add a light control system and improve the

				precision and reproducibility of the coating.
Development of new technology for lamination	Development in progress	NT\$25 million	December 2024	Development of UV photosensitive low-temperature lamination technology to increase the product application fields.

Responsible Person

Managerial Officer

Accounting Manager

Attachment 2

G-TECH Optoelectronics Corporation

Audit Committee's Review Report

The Board of Directors has prepared the 2023 business report, financial statements, and deficit compensation proposal, in which the financial statements have been fully audited by the CPAs of KPMG Taiwan, and an audit report with unqualified opinions has been issued. Said financial statements, business reports, and deficit compensation proposal have been audited by the Audit Committee, and no discrepancy was found. A report has been prepared and submitted for examination pursuant to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To:

2024 Annual General Meeting of G-TECH Optoelectronics Corporation

G-TECH Optoelectronics Corporation

Chairperson of the Audit Committee

Wu, Chun-Feng

Date: March 5, 2024

Attachment III

G-TECH Optoelectronics Corporation 2023 Sound Operation Plan Implementation Report

(I) Implementation status of sound operation plan

Unit: NT\$ thousand

Item	2023	2022	Increase / decrease (in amount)	Increase / decrease (in percentage)
Operating income	1,859,040	2,430,202	-571,162	-23.50%
Operating cost	1,796,468	2,552,312	-755,844	-29.61%
Gross profit (loss)	62,572	-122,110	184,682	-151.24%
Operating expenses	261,812	274,991	-13,179	-4.79%
Selling and marketing expenses	38,473	36,487	1,986	5.44%
Administrative expenses	125,759	176,191	-50,432	-28.62%
R&D expenditure	97,581	62,314	35,267	56.60%
Net operating profit (loss)	-199,240	-397,101	197,861	-49.83%
Non-operating revenue & expense	81,404	81,507	-104	-0.13%
Net profit (loss) before tax	-117,836	-315,594	197,758	-62.66%
Net profit (loss) after tax	-117,836	-315,594	197,758	-62.66%

(II) Explanation on major difference

1. Operating income

It decreased by NT\$571 million or 23.50% in 2023 from 2022. For the operating revenue from products, the operating revenue for smart cars increased by NT\$88 million or 17.06%, mainly due to the growth of some products because of the conversion to mass production, benefiting from the development trend of smart car applications. The operating revenue from smart optoelectronic products decreased by NT\$688 million, or 40.04%, mainly due to the decline in consumer electronics price and inventory adjustments by the supply chain. The operating revenue from the intelligent building products increased by NT\$29 million, or 14.96%. Although the real estate market recovered in 2023, the operating revenue growth was limited under the influence posed by the soaring construction raw material costs.

2. Gross profit

In 2023, it increased by NT\$185 million or 151.24% from 2022, mainly due to the difference in product portfolio. Although operating costs increased due to the global inflation, lift rate and other economic factors, after adjusting the product structure and leveling production methods, profit has been sought.

3. Operating expenses

It decreased by NT\$13 million or 4.79% in 2023 from 2022. Specifically, the selling expenses increased by NT\$2 million, mainly due to higher export expenses resulting from increasing international transportation costs. The administrative expenses decreased by NT\$50 million, mainly due to credit impairment losses, NT\$23 million, and the decrease in personnel costs by NT\$13. The R&D expenses increased by NT\$35 million, because some of the developed smart car products will be put into mass production and certification, thereby increasing the expenses in consumption of materials.

4. Non-operating revenue & expense

It increased by NT\$4 million, or 4.73%, in 2022 from 2021, mainly due to the 2022 stated foreign exchange gains, NT\$60 million and loss from retirement of assets, NT\$24 million. The increase in interest rate resulted in the increase in interest expenses by NT\$6 million.

Attachment IV

Independent Auditor's Report

The Board of Directors G-TECH Optoelectronics Corporation

Audit opinion

We have audited the accompanying financial statements of G-TECH Optoelectronics Corporation (the "Company") which comprise the balance sheets for the years ended December 31, 2023 and 2022, and the statements of comprehensive income, statements of changes in equity and statements of cash flows and notes to parent company only financial statements, including a summary of significant accounting policies, for the years ended December 31, 2023 and 2022.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and its financial performance and cash flows for the years ended December 31, 2023 and 2022, in accordance with the regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We are entrusted to conduct the audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the parent company only financial statements section of our report. We are independent of the Company in accordance with the Norms for Professional Ethics for Certified Public Accountants 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 for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the Company for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit matters for the audit of the financial statements are stated as follows:

I. Revenue Recognition

Please refer to Note 4(16) of the parent company only financial statements for the detailed accounting policy on revenue recognition. Please refer to Note 6(18) of the parent company only

financial statements for detailed descriptions of the revenue recognition.

Description of Key Audit Matters:

The revenue of the Company mainly comes from product sales to customers, and the sales contract with customers involve different types of transaction terms. For the recognition of sales revenue, the product control transfer status is determined according to the transaction terms of each individual sales contract. Accordingly, the test of the recognition of revenue is identified as a key audit matter for the execution of the audit of the financial statements of the Company.

Corresponding Audit Procedures:

- Evaluate the appropriateness of the accounting policy for revenue recognition;
- Understand and test the effectiveness of the design and implementation of internal control over the main revenue types, transaction models, contract terms and transaction conditions of the Company;
- Conduct detailed tests on samples and check various forms to ensure the authenticity of transactions; perform cut-off testing before and after the financial reporting date, select samples and verify against relevant documents to determine if the timing of recognition of transactions is reasonable;
- Meanwhile, select a period of time around the financial reporting date to check the allowance and discount that the Company is required to provide to customers in accordance with the sales contract to determine whether there are any significant sales returns and discounts, in order to confirm the authenticity of the transaction; and
- Obtain the discounted amount to be accrued as imputed by the management and check it with relevant internal or external information to assess the reasonableness of the relevant parameters and key assumptions; check the accuracy of the discount estimates of the previous year to assess whether the discounted amount to be accrued as imputed by the management is appropriate.

II. Investment Property Fair Value Evaluation

Please refer to Note 4(10) of the parent company only financial statements for detailed accounting policy on investment property fair value evaluation. Please refer to Note 5(2) of the parent company only financial statements for detailed accounting estimation and assumption uncertainty for the investment property fair value. Please refer to Note 6(6) of the parent company only financial statements for details of the investment property.

Description of Key Audit Matters:

The investment property of the Company refers to important assets for operation, and its amount accounts for 28% of the total assets. For the investment property, the accounting procedure adopts the standard of IAS 40, and the fair value model is selected for the adoption. Subsequent fair value change is reorganized as current profit/loss. Since the Company uses the recommendations of external real estate appraiser reports as the basis for the evaluation of the investment property fair value, the neighborhood rental market prices referenced and financial information related to the investment property rental provided by the Company for the execution of the appraisal procedure may involve material judgment and estimation uncertainty. Accordingly, any inappropriate evaluation of the fair value change may result in misstatement of the financial statements.

Accordingly, the investment property fair value evaluation is identified as a key audit matter for the execution of the audit of the financial statements of the Company.

Corresponding Audit Procedures:

- Assess the professionalism, objectiveness and experience of the real estate appraiser retained by the Company to be in charge of the fair value measurement.
- Verify the rationality of the material assumptions and critical judgments adopted in its appraisal report, and review the lease agreements and comparison with relevant market information, in order to determine whether the future cash flow, income and discount rate have been handled according to the regulations.
- Verify the appraisal report and relevant accounting records in order to determine the accuracy of accounting procedures.

Responsibilities of Management and Those Charged with Governance for the parent company only financial statements

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

In preparing the parent company only financial statements, the responsibilities of the management also include 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.

Auditor's Responsibilities for the Audit of the Unconsolidated Financial Statements

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

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

1. Identify and assess the risk of material misstatement in the parent company only financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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 a necessary understanding of internal control concerning the inspection in order to design appropriate inspection procedures that are appropriate for the time being. The purpose, however, is not to effectively express opinions on the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, then relevant disclosures of the parent company only financial statements are required to be provided in our audit report to allow users of parent company only financial statements to be aware of such events or circumstances, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including relevant notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of investees under the equity method, and express an opinion on the parent company only financial statements. We handle the guidance, supervision and execution of the audit on the Company and are responsible for preparing the opinion on the Company.

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 have also provided the governance body with a declaration of independence stating that all relevant personnel of the accounting firm have complied with auditors' professional ethics, and communicated with the governance body on all matters that may affect the auditor's independence (including protection measures).

From the matters communicated with those charged with governance, we determine those matters that were of most significant in the audit of the Company's 2023 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation preclude 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 could reasonably be expected to outweigh the public interest benefits of such communication.

KPMG

CPA:

Certificate No. Approved by the Competent Authority of Securities : Jin-Guan-Zheng-VI-Zi No. 0940129108
Jin-Guan-Zheng-Shen-Zi No. 1020000737
Date: March 5, 2024

G-TECH Optoelectronics Corporation

Balance Sheet

December 31, 2023 and 2022

Unit: NTD thousand

Assets	December 31, 2023		December 31, 2022		Liabilities and equity	December 31, 2023		December 31, 2022	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (Note 6(1) and (20))	\$ 499,901	12	597,393	14	2100 Short-term borrowings (Notes 6(8) and (20))	\$ 382,000	9	393,792	9
1110 Financial assets at fair value through profit or loss-current	324	-	-	-	2130 Contract liabilities - current (Note 6(18))	1,412	-	13,260	-
1170 Net notes and accounts receivable (Note 6(2), (18) and (20))	406,909	10	257,664	6	2170 Notes and accounts payable (Note 6(20))	255,807	6	71,079	2
1180 Net notes and accounts receivable - related parties (Note 6(2), (18) and (20) and 7)	2,757	-	113,977	3	2180 Notes and accounts payable - related parties (Note 6(20) and 7)	10,639	-	134,826	3
1220 Current income tax assets	1,597	-	373	-	2200 Other payables (Note 6(20) and 7)	82,314	2	102,453	2
130X Inventories (Note 6(3))	152,794	4	187,261	4	2213 Payables on equipment (Notes 6(20) and (23))	1,552	-	4,977	-
1476 Other financial assets - current (Note 6(7), (20) and 8)	387,794	10	120,701	3	2250 Liability reserve - current (Note 6(12))	16,459	1	26,174	1
1479 Other current assets - others	10,571	-	13,280	-	2280 Lease liabilities - current (Note 6(20) and 7)	1,008	-	14,800	-
Total current assets	1,462,647	36	1,290,649	30	2321 Due in one year or one business cycle or execution of putable bonds (Notes 6(9) and (20))	498,614	12	-	-
Non-current assets:					2322 Long-term borrowings due within one year or one operating cycle	201,701	5	214,684	6
1551 Investment accounted for under the equity method (Note 6(4))	114,977	3	125,883	3	2399 Other current liabilities - others	289	-	-	-
1600 Property, plant and equipment (Notes 6(5), 6(23), 7 and 8)	1,234,222	30	1,262,303	30	Total current liabilities	1,451,795	35	976,045	23
1755 Right-of-use assets	29,204	1	46,093	1	Non-current liabilities:				
1760 Net investment property (Note 6(6) and 8)	1,147,256	28	1,145,991	27	2530 Corporate bonds payable (Notes 6(10) and (20))	-	-	492,797	12
1780 Intangible assets	2,122	-	2,028	-	2540 Long-term borrowings (Notes 6(9) and (20))	1,167,876	29	1,228,156	29
1915 Prepayments for equipment (Note 8)	33,453	1	82,693	2	2550 Provision for liability - non-current	17,280	-	18,300	-
1840 Deferred income tax assets (Note 6(13))	8,617	-	5,037	-	2570 Deferred income tax liabilities (Note 6(13))	57,425	1	53,846	1
1980 Other financial assets - non-current (Note 6(7) and (20) and 8)	28,739	1	287,239	7	2580 Lease liabilities - non-current (Note 6(20) and 7)	668	-	313	-
Total non-current assets:	2,598,590	64	2,957,267	70	Total non-current liabilities	1,243,249	30	1,793,412	42
					Total liabilities	2,695,044	65	2,769,457	65
					Equity (Notes 6(14) and (15)):				
					3110 Ordinary share capital	1,443,296	36	2,241,856	53
					3140 Capital collected in advance	2,760	-	-	-
					3200 Capital surplus	22,614	1	196,778	5
					3300 Losses to be covered	(581,144)	(14)	(1,440,223)	(34)
					3400 Other equity (Note 6(5))	478,667	12	480,048	11
					Total equity	1,366,193	35	1,478,459	35
Total assets	\$ 4,061,237	100	4,247,916	100	Total liabilities and equity	\$ 4,061,237	100	4,247,916	100

(Please refer to the Notes to the parent company only financial statements enclosed for detail)

Chairman of the Board: Chung, Chih-Ming

Managerial Officer: Chung, Chih-Ming

Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation
Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

		<u>2023</u>		<u>2022</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating revenues (Note 6(18) and 7)	\$ 1,678,626	100	2,092,473	100
5000	Operating costs (Note 6(3), (12) and 7)	1,618,690	96	2,221,153	106
	Gross profit (loss)	<u>59,936</u>	<u>4</u>	<u>(128,680)</u>	<u>(6)</u>
	Operating expenses (Notes 6(12), (15) and 7):				
6100	Selling and marketing expenses	36,289	2	34,544	2
6200	Administrative expenses	110,463	7	139,034	7
6300	Research and development expenses	97,581	6	62,314	3
6450	Expected credit losses (Gain from price recovery) (Note 6(2))	867	-	24,247	1
6300	Total operating expenses	<u>245,200</u>	<u>15</u>	<u>260,139</u>	<u>13</u>
	Net operating loss	<u>(185,264)</u>	<u>(11)</u>	<u>(388,819)</u>	<u>(19)</u>
	Non-operating income and expenses (Note 6(19)):				
7100	Interest income	12,556	1	4,590	-
7020	Other gains and losses (Note 6(6), (10), (11) and 7)	114,862	7	120,593	6
7050	Finance costs (Note 6(10) and 7)	(50,465)	(3)	(45,054)	(2)
7070	Share of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method	<u>(9,525)</u>	<u>(1)</u>	<u>(6,903)</u>	<u>-</u>
	Total non-operating income and expenses	<u>67,428</u>	<u>4</u>	<u>73,226</u>	<u>4</u>
	Net loss before tax from continuing operating segments	<u>(117,836)</u>	<u>(7)</u>	<u>(315,593)</u>	<u>(15)</u>
7950	Less: Income tax expenses (Note 6(13))	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Net loss of current period	<u>(117,836)</u>	<u>(7)</u>	<u>(315,593)</u>	<u>(15)</u>
8300	Other comprehensive income:				
8360	Items that may subsequently be reclassified to profit or loss (Note 6(14))				
8380	Share of other comprehensive income of associates and joint ventures accounted for using equity method - Items may be reclassified into profit or loss	(1,381)	-	5,543	-
8399	Less: Income tax related to items that may be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total of items that may subsequently be reclassified to profit or loss	<u>(1,381)</u>	<u>-</u>	<u>5,543</u>	<u>-</u>
8300	Other comprehensive income (net of tax)	<u>(1,381)</u>	<u>-</u>	<u>5,543</u>	<u>-</u>
	Total comprehensive income of current period	<u>\$ (119,217)</u>	<u>(7)</u>	<u>(310,050)</u>	<u>(15)</u>
	Loss per share (Note 6(16))				
	Basic loss per share (Unit: NTD)	<u>\$ (0.82)</u>		<u>(2.30)</u>	

(Please refer to the Notes to the parent company only financial statements enclosed for detail)

Chairman of the Board: Chung, Chih-Ming Managerial Officer: Chung, Chih-Ming Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation
Statements of Changes in Equity
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	Ordinary share capital	Capital collected in advance	Capital surplus	Losses to be covered	Other equity		Total	Total equity
					Difference in exchange from the conversion of financial statements of overseas operating entities	Revalued amount of property		
Balance on January 1, 2022	\$ 2,063,936	-	18,948	(1,124,630)	161,818	312,687	474,505	1,432,759
Net loss of current period	-	-	-	(315,593)	-	-	-	(315,593)
Other comprehensive income (loss) of current period	-	-	-	-	5,543	-	5,543	5,543
Total comprehensive income of current period	-	-	-	(315,593)	5,543	-	5,543	(310,050)
Cash capital increase	170,000	-	170,000	-	-	-	-	340,000
Issuance of new shares for employees' exercise of stock options	7,920	-	237	-	-	-	-	8,157
Share-based compensation	-	-	7,593	-	-	-	-	7,593
Balance on December 31, 2022	2,241,856	-	196,778	(1,440,223)	167,361	312,687	480,048	1,478,459
Net profit (loss) for the current period	-	-	-	(117,836)	-	-	-	(117,836)
Other comprehensive income (loss) of current period	-	-	-	-	(1,381)	-	(1,381)	(1,381)
Total comprehensive income of current period	-	-	-	(117,836)	(1,381)	-	(1,381)	(119,217)
Capital reduction to make up for losses.	(800,000)	-	-	800,000	-	-	-	-
Issuance of new shares for employees' exercise of stock options	1,440	2,760	1,699	-	-	-	-	5,899
Covering loss from capital surplus	-	-	(176,915)	176,915	-	-	-	-
Share-based compensation	-	-	1,052	-	-	-	-	1,052
Balance on December 31, 2023	\$ 1,443,296	2,760	22,614	(581,144)	165,980	312,687	478,667	1,366,193

(Please refer to the Notes to the parent company only financial statements enclosed for detail)

Chairman of the Board: Chung, Chih-Ming Managerial Officer: Chung, Chih-Ming Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation

Statements of Cash Flows

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	2023	2022
Cash Flows from Operating Activities:		
Net loss before tax in the period	\$ (117,836)	(315,593)
Adjustments:		
Income/expenses items		
Depreciation expense	130,577	194,582
Amortization expense	1,373	4,940
Expected credit losses (gain from price recovery)	867	24,247
Net loss on financial asset or financial liability at fair value through profit or loss	1,130	1,250
Interest expense	50,465	45,055
Interest income	(12,556)	(4,590)
Share-based payment cost	1,052	7,593
Share of loss of subsidiaries, associates and joint ventures accounted for using the equity method	9,525	6,903
Loss (gain) on disposal and retirement of property, plant and equipment	(2,022)	23,379
Gain on fair value adjustment of investment property	(1,265)	(7,929)
Gains on lease modification	-	(415)
Others	32	-
Total adjustments to reconcile profit and loss	179,178	295,015
Change in assets/liabilities relating to operating activities:		
Net changes in assets related to operating activities:		
Decrease (increase) in notes and accounts receivable (including related parties)	(38,487)	206,115
Increase in accounts receivable - related parties	(406)	(7,080)
Decrease in inventories	34,467	24,272
Decrease in other current assets	2,709	5,199
Decrease (increase) in other financial assets	2,328	(402)
Total net changes in assets related to operating activities	611	228,104
Net changes in liabilities related to operating activities:		
Increase (decrease) in contract liabilities	(11,848)	9,380
Increase (decrease) in notes and accounts payable	58,912	(76,506)
Increase (decrease) in accounts payable - related party	1,630	(17,480)
Decrease in other payables	(19,731)	(17,939)
Decrease in provision for liability	(9,715)	(16,796)
Increase in other current liabilities	289	-
Decrease in other non-current liabilities	(1,020)	-
Total net changes in liabilities related to operating activities	18,517	(119,341)
Total net changes in assets and liabilities related to operating activities	19,128	108,763
Total adjustments	198,306	403,778
Cash inflow generated by operating activities	80,470	88,185
Interest received	12,526	22,648
Interest paid	(44,899)	(37,695)
Income tax paid	(1,194)	(367)
Net cash inflow generated by operating activities	46,903	72,771

G-TECH Optoelectronics Corporation
Statements of Cash Flows (continued)
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	2023	2022
Cash flow from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(12,114)	-
Disposal of financial assets at fair value through other comprehensive income	10,660	-
Property, plant and equipment acquired	(33,788)	(67,033)
Disposal of property, plant and equipment	2,000	300
Acquisition of intangible assets	(1,091)	(1,805)
Increase in other financial assets	(10,921)	(127,157)
Increase in prepayments for equipment	(4,907)	(72,370)
Net cash used in investing activities	(50,161)	(268,065)
Cash flows from financing activities:		
Increase in short-term borrowings	874,000	907,631
Decrease in short-term borrowings	(885,792)	(1,048,200)
Proceeds from long-term borrowings	470,000	422,000
Repayments of long-term borrowings	(543,263)	(318,390)
Lease principle repayment	(15,078)	(74,907)
Cash capital increase	-	340,000
Employees' exercise of stock options	5,899	8,157
Net cash inflow (outflow) from financing activities	(94,234)	236,291
Increase (decrease) in cash and cash equivalents in current period	(97,492)	40,997
Balance of cash and cash equivalents at beginning of period	597,393	556,396
Balance of cash and cash equivalents at end of period	\$ 499,901	597,393

(Please refer to the Notes to the parent company only financial statements enclosed for detail)

Chairman of the Board: Chung, Chih-Ming Managerial Officer: Chung, Chih-Ming Accounting Officer: Tai-Chiu Wu

Independent Auditor's Report

The Board of Directors G-TECH Optoelectronics Corporation

Audit opinion

We have audited the accompanying consolidated financial statements of G-TECH Optoelectronics Corporation and its subsidiaries (the "Group") which comprise the consolidated balance sheets for the years ended December 31, 2023 and 2022, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows and notes to consolidated financial statements, including a summary of significant accounting policies, for the years ended December 21, 2023 and 2022.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years ended December 21, 2023 and 2022 in accordance with the regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRS Interpretations (IFRIC) and SIC Interpretations (SIC) endorsed and issued into effects by the Financial Supervisory Commission.

Basis for Opinion

We are entrusted to conduct the audits in accordance with the Regulation Governing Auditing and Certification of Financial Statements by Certified Public Accountants and auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norms for Professional Ethics for Certified Public Accountants 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 for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the Group for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Key audit

matters for the audit of the financial statements are stated as follows:

I. Revenue Recognition

Please refer to Note 4(16) of the consolidated financial statements for the detailed accounting policy on revenue recognition. Please refer to Note 6(18) of the consolidated financial statements for detailed descriptions of the revenue recognition.

Description of Key Audit Matters:

The revenue of the Group mainly comes from product sales to customers, and the sales contract with customers involve different types of transaction terms. For the recognition of sales revenue, the product control transfer status is determined according to the transaction terms of each individual sales contract. Accordingly, the test of the recognition of revenue is identified as a key audit matter for the execution of the audit of the financial statements of the Group.

Corresponding Audit Procedures:

- Evaluate the appropriateness of the accounting policy for revenue recognition;
- Understand and test the effectiveness of the design and implementation of internal control over the main revenue types, transaction models, contract terms and transaction conditions of the Group;
- Conduct detailed tests on samples and check various forms to ensure the authenticity of transactions; perform cut-off testing before and after the financial reporting date, select samples and verify against relevant documents to determine if the timing of recognition of transactions is reasonable;
- Meanwhile, select a period of time around the financial reporting date to check the allowance and discount that the Group is required to provide to customers in accordance with the sales contract to determine whether there are any significant sales returns and discounts, in order to confirm the authenticity of the transaction;
- Obtain the discounted amount to be accrued as imputed by the management and check it with relevant internal or external information to assess the reasonableness of the relevant parameters and key assumptions; check the accuracy of the discount estimates of the previous year to assess whether the discounted amount to be accrued as imputed by the management is appropriate.

II. Investment Property Fair Value Evaluation

Please refer to Note 4(10) of the consolidated financial statements for detailed accounting policy on investment property fair value evaluation. Please refer to Note 5(2) of the consolidated financial statements for detailed accounting estimation and assumption uncertainty for the investment property fair value. Please refer to Note 6(6) of the consolidated financial statements for details of the investment property.

Description of Key Audit Matters:

The investment property of the Group refers to important assets for operation, and its amount accounts for 28% of the total assets. For the investment property, the accounting procedure adopts the standard of IAS 40, and the fair value model is selected for the adoption. The subsequent fair

value change is reorganized as current profit/loss. Since the Group uses the recommendations of external real estate appraiser reports as the basis for the evaluation of the investment property fair value, the neighborhood rental market prices referenced and financial information related to the investment property rental provided by the Group for the execution of the appraisal procedure may involve material judgment and estimation uncertainty. Accordingly, any inappropriate evaluation of the fair value change may result in misstatement of the financial statements. Accordingly, the investment property fair value evaluation is identified as a key audit matter for the execution of the audit of the financial statements of the Group.

Corresponding Audit Procedures:

- Assess the professionalism, objectiveness and experience of the real estate appraiser retained by the Group to be in charge of the fair value measurement.
- Verify the rationality of the material assumptions and critical judgments adopted in its appraisal report, and review the lease agreements and comparison with relevant market information, in order to determine whether the future cash flow, income and discount rate have been handled according to the regulations.
- Verify the appraisal report and relevant accounting records in order to determine the accuracy of accounting procedures.

Other Matters

G-TECH Optoelectronics Corporation has prepared the parent company only financial statements for 2023 and 2022, for which we have issued an independent auditor's report with 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 the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission, and for necessary 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, the responsibilities of the management also include assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee

that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists in the consolidated financial statements. Misstatement can arise from fraud or error. Misstatements are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

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

1. Identify and assess the risk of material misstatement in the consolidated financial statements due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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 a necessary understanding of internal control concerning the inspection in order to design appropriate inspection procedures that are appropriate for the time being. The purpose, however, is not to effectively express opinions on the internal control of the Group.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management level.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, then relevant disclosures of the consolidated financial statements are required to be provided in our audit report to allow users of consolidated financial statements to be aware of such events or circumstances, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including relevant notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence for the financial information of individual entities of the Group and provide an opinion on the consolidated financial statements. We handle the guidance, supervision and execution of the audit on the Group and are responsible for preparing the opinion on the Group.

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 have also provided the governance body with a declaration of independence stating that all relevant

personnel of the accounting firm have complied with auditors' professional ethics, and communicated with the governance body on all matters that may affect the auditor's independence (including protection measures).

From the matters communicated with those charged with governance, we determine those matters that were of most significant in the audit of the Group's 2023 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation preclude 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 could reasonably be expected to outweigh the public interest benefits of such communication.

KPMG

CPA:

Certificate No. Approved by Jin-Guan-Zheng-VI-Zi No.
the Competent Authority of : 0940129108
Securities Jin-Guan-Zheng-Shen-Zi No.
1020000737

Date: March 5, 2024

G-TECH Optoelectronics Corporation and Subsidiaries

Consolidated Balance Sheet

December 31, 2023 and 2022

Unit: NTD thousand

Assets	December 31, 2023		December 31, 2022		Liabilities and equity	December 31, 2023		December 31, 2022	
	Amount	%	Amount	%		Amount	%	Amount	%
Current assets:					Current liabilities:				
1100 Cash and cash equivalents (Note 6(1) and (20))	\$ 558,226	14	682,275	16	2100 Short-term borrowings (Notes 6(8) and (20))	\$ 382,000	10	393,792	10
1110 Financial assets at fair value through profit or loss-current	324	-	-	-	2130 Contract liabilities - current (Note 6(18))	5,582	-	13,518	-
1170 Net notes and accounts receivable (Note 6(2), (18) and (20))	430,799	11	332,727	8	2170 Notes and accounts payable (Note 6(20))	289,551	7	89,763	2
1180 Net notes and accounts receivable - related parties (Note 6(2), (18) and (20) and 7)	3,077	-	130,468	3	2180 Notes and accounts payable - related parties (Note 6(20) and 7)	10,639	-	227,874	5
1220 Current income tax assets	1,597	-	373	-	2219 Other payables (Note 6(20) and 7)	83,885	2	105,558	2
130X Inventories (Note 6(3))	152,794	4	187,261	4	2213 Payables on equipment (Notes 6(20) and (23))	2,133	-	4,977	-
1476 Other financial assets - current (Note 6(7), (20), 7 and 8)	387,794	9	120,701	3	2250 Liability reserve - current (Note 6(12))	16,459	-	26,174	1
1479 Other current assets - others	14,816	-	14,011	-	2280 Lease liabilities - current (Note 6(20) and 7)	1,008	-	14,800	-
Total current assets	1,549,427	38	1,467,816	34	2321 Due in one year or one business cycle or execution of putable bonds (Notes 6(10) and (20))	498,614	12	-	-
Non-current assets:					2322 Long-term borrowings due in one year or one business cycle (Notes 6(9) and (20))	201,701	5	214,684	5
1551 Investment accounted for under the equity method (Note 6(4))	53,727	1	51,990	1	2399 Other current liabilities - others	315	-	35	-
1600 Property, plant and equipment (Notes 6(5), 6(23), 8 and 9)	1,248,299	30	1,262,303	29	Total current liabilities	1,491,887	36	1,091,175	25
1755 Right-of-use assets (Note 7)	29,204	1	46,093	1	Non-current liabilities:				
1760 Net investment property (Note 6(6) and 8)	1,147,256	28	1,145,991	26	2530 Corporate bonds payable (Notes 6(10) and (20))	-	-	492,797	11
1780 Intangible assets	2,122	-	2,028	-	2540 Long-term borrowings (Notes 6(9) and (20))	1,167,876	29	1,228,156	29
1840 Deferred income tax assets (Note 6(13))	8,617	-	5,037	-	2550 Provision for liability - non-current	17,280	-	18,300	-
1915 Prepayments for equipment (Notes 8 and 9)	33,832	1	94,441	2	2570 Deferred income tax liabilities (Note 6(13))	57,425	1	53,846	1
1980 Other financial assets - non-current (Note 6(7) and (20) and 8)	28,845	1	287,347	7	2580 Lease liabilities - non-current (Note 6(20) and 7)	668	-	313	-
Total non-current assets:	2,551,902	62	2,895,230	66	Total non-current liabilities	1,243,249	30	1,793,412	41
					Total liabilities	2,735,136	66	2,884,587	66
					Equity attributable to owners of the parent (Notes 6(14) and (15)):				
					3110 Ordinary share capital	1,443,296	35	2,241,856	51
					3140 Capital collected in advance	2,760	-	-	-
					3200 Capital surplus	22,614	1	196,778	5
					3300 Losses to be covered	(581,144)	(14)	(1,440,223)	(33)
					3400 Other equity	478,667	12	480,048	11
Total assets	\$ 4,101,329	100	4,363,046	100	Total equity	1,366,193	34	1,478,459	34
					Total liabilities and equity	\$ 4,101,329	100	4,363,046	100

(Please refer to the notes to the Consolidated Financial Statements enclosed for details)

Chairman of the Board: Chung, Chih-Ming

Managerial Officer: Chung, Chih-Ming

Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

		2023		2022	
		Amount	%	Amount	%
4000	Operating revenues (Note 6(18) and 7)	\$ 1,859,041	100	2,430,202	100
5000	Operating costs (Notes 6(3) and (12))	1,796,468	97	2,552,312	105
	Gross profit (loss)	62,573	3	(122,110)	(5)
	Operating expenses (Notes 6(2), 6(12) and 7):				
6100	Selling and marketing expenses	38,473	2	36,486	2
6200	Administrative expenses	124,891	7	151,944	6
6300	Research and development expenses	97,581	5	62,314	3
6450	Expected credit impairment losses	867	-	24,247	1
	Total operating expenses	261,812	14	274,991	12
	Net operating loss	(199,239)	(11)	(397,101)	(17)
	Non-operating revenue and expenses:				
7100	Interest income (Note 6(19))	13,234	1	5,104	-
7020	Other gains and losses (Notes 6(6), (10) and (19))	116,583	6	121,066	5
7050	Finance costs (Note 6(10), (19) and 7)	(50,465)	(3)	(45,054)	(2)
7060	Share of profit or loss on of associated companies and joint ventures accounted for using the equity method (Note 6(4))	2,051	-	392	-
	Total non-operating income and expenses	81,403	4	81,508	3
	Net loss before tax from continuing operating segments	(117,836)	(7)	(315,593)	(14)
7950	Less: Income tax expenses (Note 6(13))	-	-	-	-
	Net loss of current period	(117,836)	(7)	(315,593)	(14)
8300	Other comprehensive income:				
8360	Items that may subsequently be reclassified to profit or loss (Note 6(14))				
8361	Difference in exchange from the conversion of financial statements of overseas operating entities	(1,099)	-	6,965	-
8370	Share of other comprehensive income of associated companies and joint ventures accounted for using the equity method	(282)	-	(1,422)	-
8399	Less: Income tax related to items that may be reclassified to profit or loss	-	-	-	-
	Total of items that may subsequently be reclassified to profit or loss	(1,381)	-	5,543	-
8300	Other comprehensive income (loss) of current period	(1,381)	-	5,543	-
8500	Total comprehensive income of current period	\$ (119,217)	(7)	(310,050)	(14)
	Loss per share (Note 6(16))				
9710	Basic loss per share (Unit: NTD)	\$ (0.82)		(2.30)	

(Please refer to the notes to the Consolidated Financial Statements enclosed for details)

Chairman of the Board: Chung, Chih-Ming Managerial Officer: Chung, Chih-Ming Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	Share capital				Other equity			Total equity
	Ordinary share capital	Capital collected in advance	Capital surplus	Losses to be covered	Difference in exchange from the conversion of financial statements of overseas operating entities	Revalued amount of property	Total	
Balance on January 1, 2022	\$ 2,063,936	-	18,948	(1,124,630)	161,818	312,687	474,505	1,432,759
Net loss of current period	-	-	-	(315,593)	-	-	-	(315,593)
Other comprehensive income (loss) of current period	-	-	-	-	5,543	-	5,543	5,543
Total comprehensive income of current period	-	-	-	(315,593)	5,543	-	5,543	(310,050)
Cash capital increase	170,000	-	170,000	-	-	-	-	340,000
Issuance of new shares for employees' exercise of stock options	7,920	-	237	-	-	-	-	8,157
Share-based compensation	-	-	7,593	-	-	-	-	7,593
Balance on December 31, 2022	2,241,856	-	196,778	(1,440,223)	167,361	312,687	480,048	1,478,459
Net loss of current period	-	-	-	(117,836)	-	-	-	(117,836)
Other comprehensive income (loss) of current period	-	-	-	-	(1,381)	-	(1,381)	(1,381)
Total comprehensive income of current period	-	-	-	(117,836)	(1,381)	-	(1,381)	(119,217)
Capital reduction to make up for losses.	(800,000)	-	-	800,000	-	-	-	-
Issuance of new shares for employees' exercise of stock options	1,440	2,760	1,699	-	-	-	-	5,899
Covering loss from capital surplus	-	-	(176,915)	176,915	-	-	-	-
Share-based compensation	-	-	1,052	-	-	-	-	1,052
Balance on December 31, 2023	\$ 1,443,296	2,760	22,614	(581,144)	165,980	312,687	478,667	1,366,193

(Please refer to the notes to the Consolidated Financial Statements enclosed for details)

Chairman of the Board: Chung, Chih-Ming Managerial Officer: Chung, Chih-Ming Accounting Officer: Tai-Chiu Wu

G-TECH Optoelectronics Corporation and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	<u>2023</u>	<u>2022</u>
Cash Flows from Operating Activities:		
Net loss before tax in the period	\$ (117,836)	(315,593)
Adjustments:		
Income/expenses items		
Depreciation expense	133,779	194,609
Amortizations	1,373	4,940
Expected credit impairment losses	867	24,247
Net loss on financial asset or financial liability at fair value through profit or loss	1,130	1,250
Investment income recognized under the equity method	(2,051)	(392)
Loss (gain) on disposal and retirement of property, plant and equipment	(2,022)	22,947
Interest expense	50,465	45,055
Interest income	(13,234)	(5,104)
Share-based payment cost	1,052	7,593
Gain on fair value adjustment of investment property	(1,265)	(7,929)
Gains on lease modification	-	(415)
Others	32	-
Total adjustments to reconcile profit and loss	<u>170,126</u>	<u>286,801</u>
Change in assets/liabilities relating to operating activities:		
Notes and accounts receivable (including related parties)	27,899	154,832
Inventories	34,467	24,272
Other current assets	(867)	7,419
Other financial assets	2,328	(86)
Total net changes in assets related to operating activities	<u>63,827</u>	<u>186,437</u>
Net changes in liabilities related to operating activities:		
Lease liabilities-current	(7,878)	8,844
Notes and accounts payable (including related parties)	(16,604)	(31,369)
Other payables	(21,228)	(16,541)
Provision for liability	(9,715)	(16,796)
Other current liabilities - others	281	(23)
Other non-current liabilities - others	(1,020)	-
Total net changes in liabilities related to operating activities	<u>(56,164)</u>	<u>(55,885)</u>
Total net changes in assets and liabilities related to operating activities	<u>7,663</u>	<u>130,552</u>
Total adjustments	<u>177,789</u>	<u>417,353</u>
Cash inflow generated by operating activities	59,953	101,760
Interest received	13,204	24,065
Interest paid	(44,899)	(37,695)
Income tax paid	(1,194)	(367)
Net cash inflow generated by operating activities	<u>27,064</u>	<u>87,763</u>

G-TECH Optoelectronics Corporation and Subsidiaries
Consolidated Statements of Cash Flows (continued)
For the years ended December 31, 2023 and 2022

Unit: NTD thousand

	2023	2022
Cash flow from investing activities:		
Acquisition of financial assets at fair value through profit or loss	(12,114)	-
Disposal of financial assets at fair value through profit or loss	10,660	-
Property, plant and equipment acquired	(38,981)	(67,473)
Disposal of property, plant and equipment	2,000	3,827
Acquisition of intangible assets	(1,091)	(1,805)
Increase in other financial assets	(10,921)	(127,157)
Increase in prepayments for equipment	(5,289)	(72,370)
Net cash used in investing activities	(55,736)	(264,978)
Cash flows from financing activities:		
Increase in short-term borrowings	874,000	907,631
Decrease in short-term borrowings	(885,792)	(1,048,200)
Proceeds from long-term borrowings	470,000	422,000
Repayments of long-term borrowings	(543,263)	(318,390)
Lease principle repayment	(15,078)	(74,907)
Cash capital increase	-	340,000
Employees' exercise of stock options	5,899	8,157
Net cash inflow (outflow) from financing activities	(94,234)	236,291
Effect of exchange rate changes on cash and cash equivalents	(1,143)	1,516
Increase (decrease) in cash and cash equivalents in current period	(124,049)	60,592
Balance of cash and cash equivalents at beginning of period	682,275	621,683
Balance of cash and cash equivalents at end of period	\$ 558,226	682,275

Attachment 5

In response to the letter of Securities and Futures Investors Protection Center under Zheng-Bao-Fa-Zi No. 1130000733 dated March 14, 2024, the private placement of ordinary shares is explained as following:

Contents of the letter:

For the present private placement of common shares resolved by you at the annual general meeting, the number of ordinary shares is planned not to exceed 40,000,000 shares. However, the private placement amount exceeds more than 27.71% of your paid-in capital. Please carefully evaluate the purpose of the private placement, and its impact on the management rights (the reasons, such as the equity ratio of the total shares in the private placement, characteristics of placees and purpose of the private placement, etc., shall be comprehensively considered) and the impacts on the shareholders' equity. In case where the evaluation indicates that the management right may have material change after the private placement, it is necessary to request the securities underwriter to issue a detailed and specific evaluation opinion (including the impacts on the company's business, finance and shareholders' equity after the transfer of management right, selection of subscribers and its feasibility and necessity, and expected benefit from execution of the private placement, etc.) on the transfer of management right due to the private placement, and shall also make supplemental public announcement related matters. In addition, the evaluation opinion shall also be described in the Notice for Shareholders' Meeting.

Contents of response:

The recipients for the future private placement are limited to the specific persons specified in Article 43-6 of the Securities and Exchange Act and prescribed in Financial Supervisory Commission's order under [\(91\)-Tai-Cai-Zheng-Yi-Zi No. 0910003455 dated June 13, 2002](#), and insiders and related parties are included. When the Company evaluates the selection of subscribers, it is determined based on the principle of investment-oriented purpose and prevention of occurrence of material change in the management right. Presently, there are no predefined subscribers, and in the future, relevant operations will be handled in accordance with the laws and regulations.

Appendix 1

G-TECH Optoelectronics Corporation

Articles of Incorporation

Chapter I General Principles

- Article 1: The Company shall be incorporated under the Company Act, and its name shall be G-TECH Optoelectronics Corporation.
- Article 2: The scope of business of the Company shall be as follows:
I. C901020 Glass and Glass Products Manufacturing.
II. CC01080 Electronic Parts and Components Manufacturing.
III. F401010 International Trade.
IV. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1: The re-investment total amount of the Company is not limited by the 40% of the paid-in capital of the Company.
- Article 2-2: In the event of business needs, the Company may provide external endorsements and guarantees in accordance with the Company's "Procedures for Making Endorsements and Guarantees".
- Article 3: The Company shall have its head office in Miaoli County, and when it is determined to be necessary, upon the resolution of the Board of Directors, branch offices may be established domestically or overseas.
- Article 4: The public announcement method of the Company shall be handled in accordance with relevant laws and regulations.

Chapter II Shares

- Article 5: The total capital of the Company shall be NTD 5,000,000,000, divided into 500,000,000 shares at a par value of NTD 10 per share, and for the unissued shares the Board of Directors is authorized to perform share issuance at discrete times. For the total capital amount described in the preceding paragraph, an amount of NTD 150,000,000 shall be reserved for the issuance of employee share subscription warrants, for a total of 15,000,000 shares at a par value of NTD 10 per share, which may be issued at discrete times in accordance with the resolution of the Board of Directors.
- Article 5-1: The subjects for the transfer of the treasury shares purchased by the Company may include employees of holding or subordinate companies satisfying certain criteria, and the Board of Directors is authorized to determine the criteria and transfer method through resolution.
The subjects for receiving the employee share subscription warrants issued by the Company may include employees of holding or subordinate companies satisfying certain criteria, and the Board of Directors is authorized to determine the criteria and issuance method through resolution.
During the issuance of new shares of the Company, the employees for the share subscription may include employees of holding or subordinate companies satisfying certain criteria, and the Board of Directors is authorized to determine the criteria and subscription method through resolution.
The subjects for the employee restricted shares issued by the Company may include employees of holding or subordinate companies satisfying certain criteria, and the Board of Directors is authorized to determine the criteria and distribution method through resolution.
- Article 6: The share certificates of the Company shall be in registered form and signed or sealed by the director representing the Company and shall be certified by the certification bank for issuance of the share certificates according to the

law. The printing of share certificates of the Company may be exempted; however, the shares shall be registered with the Centralized Securities Depository Enterprises.

Article 6-1: Where the Company plans to cancel the public offering of shares, it shall be proposed to the shareholder meeting for resolution.

Article 7: Any change and transfer registration of shares shall be prohibited within sixty days prior to the general shareholder meeting, thirty days prior to the extraordinary shareholder meeting, or five days prior to the record date for the distribution of dividends and bonuses or other interests by the Company.

Chapter III Shareholders' meeting

Article 8: The shareholder meeting is classified into two types, the general shareholder meeting and the extraordinary shareholder meeting. The general shareholder meeting shall be convened at least once per year within six months after the closing of each fiscal year. The extraordinary shareholder meeting shall be convened whenever necessary according to law.

The shareholders' meeting of the Company may be held by means of visual communication network or other methods announced by the central competent authority.

Where the securities competent authority has defined the requirements to be satisfied, operating procedure and other compliance matters for a shareholders' meeting held by means of visual communication network separately, the same shall apply.

The adoption of electronic voting is listed as one of the methods for exercising the voting rights at a shareholder meeting of the Company, and relevant operations shall be handled in accordance with the regulations of the competent authority.

Article 9: Where a shareholder for any reason cannot attend a shareholder meeting in person, they may appoint a proxy to attend the shareholder meeting on their behalf by signing or sealing and executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy.

Article 10: Unless otherwise specified in the law, each shareholder of the Company shall have one voting right for each share held.

Article 11: Unless otherwise specified in relevant laws, any resolution of a shareholder meeting shall be adopted by a majority of the shareholders present representing more than half of the total number of the Company's outstanding shares, and shall be executed based on the majority of the voting rights of attending shareholders.

Chapter IV Directors and Audit Committee

Article 12: The Company shall have five to nine directors, and the Board of Directors shall determine the quota of directors to be elected.

The election of directors shall adopt a candidate nomination system, and shall be selected by the shareholder meeting from the candidate list. The term of office shall be three years, and re-election shall be permissible.

In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of the out-going directors shall be extended until the time new directors have been elected and assumed their office.

The Board of Directors of the Company may establish functional committees, and the committee members, exercise of authorities and other relevant matters shall be handled in accordance with relevant laws and regulations, and shall be further established by the Board of Directors.

Article 12-1: In the roster of directors described in the preceding article, the number of

independent directors shall not be less than three and shall not be less than one fifth of the total number of directors. A candidate nomination system shall be adopted, and independent directors shall be elected by the shareholder meeting from the independent director candidate roster. Relevant matters of the professional qualification, concurrent job position limitation, nomination and election methods of the independent directors as well as other necessary requirements shall comply with relevant regulations specified by the securities competent authority.

The Company establishes an Audit Committee to replace the supervisors in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee consists of all of the independent directors, and the number of its members shall not be less than three, of which one member shall be the convener. The exercise of the authorities of the Audit Committee and other relevant matters shall be handled in accordance with relevant laws and regulations, which shall be further established by the Board of Directors.

Article 13: For the convening of a Board of Directors meeting, the reasons for convening shall be indicated clearly, and all directors shall be informed of the meeting seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The notices for convening the Board of Directors meeting may be made in writing, facsimile or electronic methods such e-mail, etc.

Article 14: The Board of Directors shall be formed by directors. A Chairperson of the Board shall be elected from among the directors during a Board of Directors' meeting attended by more than two thirds of the directors and with the consent of more than half of all attending directors. In case the Chairperson is on leave or cannot exercise their power and authority for any cause, the Chairperson may appoint a director to act as their proxy. When the Chairperson fails to appoint a proxy, the directors shall elect one person from among themselves to act as the proxy for the Chairperson.

In case a director cannot attend a Board of Directors meeting due to reasons, they may issue a power of attorney to appoint another director to act as their proxy for attending the meeting on their behalf in accordance with the provisions of the Company Act; provided that the proxy shall only accept the appointment of one director only. In case a meeting of the Board of Directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

Article 14-1: In addition to compliance with the provisions of the Company Act, in case of encountering the following matters, the Company shall only execute such matters after the approval of the Board of Directors through resolution is obtained:

- I. Establishment and amendments of the Articles of Incorporation.
- II. Approval for the annual budget and review of the annual settlement, including the review and supervision of the annual business plan.
- III. Approval for the Company's re-investment in other enterprises or transfer of shares, and such amount reaches more than 20% (inclusive) of the paid-in capital of the Company.
- IV. Appointment and discharge of an attesting CPA for the Company.
- V. Proposal for the transfer, sale, lease, pledge, mortgage or other methods of disposition of all or important parts of the Company's assets or business.
- VI. Approval for the application of financing, guarantee, acceptance and

other loaning of the Company from a financial institution or a third party at an amount above NTD 10,000,000 (inclusive). However, for an amount less than NTD 10,000,000, such case shall be reported in the latest session of Board of Directors meeting for recordation after the execution of such case.

- VII. Capital expense exceeding an amount above NTD 300,000,000 (inclusive).
- VIII. Approval for material transactions between the Company and interested parties (including affiliates).
- IX. Approval, revision and termination of the acquisition, transfer, licensing or leasing/renting of exclusive technologies and patent rights as well as technical cooperation agreements.
- X. Approval for major contractors or other material events.
- XI. The Company approves endorsements, guarantees, and loaning of funds to others in accordance with the "Regulations Governing Endorsements/Guarantees" and Operating Procedure for Loaning of Funds to Others."

Article 15: The Company shall be obligated to apply for the enrollment of "Directors Liability Insurance" for all directors of the company, and the insurance period shall start from the first day of the term of office to the last day of the term of office of the directorship.

Article 16: For the remuneration of directors (including the Company's endorsements and guarantees), the Board of Directors is authorized to determine the payment based on the common standard adopted in the same industry.

Chapter V Managerial Officer

Article 17: The Company may have a number of managerial officers, and the appointment, discharge and the remuneration of the managerial officers shall be handled in accordance with the Company Act.

Chapter VI Account closure

Article 18: The Company shall perform account closure at the end of each fiscal year. In addition, the following statements shall be prepared according to the law for submission to the shareholder meeting for ratification.

- I. Business Report.
- II. Financial Statements.
- III. Proposal for earnings distribution or covering of losses.

Article 19: When the Company has a profit after the account closure of a fiscal year ("profit" referring to the income before deducting the distribution of remunerations of employees and directors from the income before tax), 8% thereof shall be appropriated as the remuneration of employees and no more than 0.1% thereof shall be appropriated as the remuneration of directors. However, if the Company still has accumulated losses, profits shall be reserved for making up the accumulated losses first.

The employee remuneration may be made in the form of shares or cash, and the subjects for receiving the shares or cash may include employees of the affiliated companies meeting certain specific criteria and the board of directors shall be authorized to establish said specific criteria.

The preceding two paragraphs shall be executed in accordance with the resolution of the Board of Directors meeting and shall be reported to the shareholder meeting.

The distribution of earnings or covering of losses of the Company may be executed at the end of each semi-annual fiscal year. Where there are surplus earnings after account closure at the end of each semi-annual fiscal year, an

amount shall first be appropriated to pay taxes, make up accumulated losses and to estimate and reserve the remuneration of employees, followed by setting aside 10% thereof as the legal reserve; however, when the legal reserve has reached the total amount of the capital of the Company, such restriction shall not apply. The special surplus reserve shall be allocated or converted according to the laws, decrees, or regulations of the competent authority. If there is any surplus, the balance plus the accumulated undistributed surplus in the first half of the fiscal year shall be used as shareholder dividends. The board of directors shall draft a distribution proposal; if it is executed in the form of new share issuance, it shall submit the proposal to the shareholders meeting for resolution after which it shall be distributed; if the dividend is issued in cash, the case shall be resolved by the board of directors.

If there is a surplus in the Company's annual final accounts, the Company shall first pay off the taxes, make up for the accumulated losses and allocate 10% as statutory surplus reserve. However, this provision shall not apply if the statutory surplus reserve has reached the total capital of the Company. The special surplus reserve shall be allocated or converted according to the laws, decrees or regulations of the competent authority. If there is any surplus, the balance plus the accumulated undistributed surplus in the first half of the fiscal year shall be used as shareholder dividends. The board of directors shall draft a distribution proposal; if it is executed in the form of new share issuance, it shall submit the proposal to the shareholders' meeting for resolution after which it shall be distributed.

If the Company intends to distribute all or part of the dividends, bonuses, statutory surplus reserve or capital reserve in cash, the proposal shall be authorized by a board of directors meeting with over 2/3 of the entire board members attending and approval of over half of those present at the meeting and then submit the proposal to the shareholders' meeting for resolution.

The Company is currently in a growing phase and will strive for business development and expansion in the future. The Company's surplus distribution shall be made based on its future capital expenditure budget and capital needs. However, the distribution of shareholders' dividends shall not be less than 20% of the lower value of the earnings after tax or distributable earnings of the current period. Among the dividends distributed in the current year, the cash dividends shall not be less than 50%.

Chapter 7 Supplementary Provisions

- Article 20: With the consent of more than two thirds of voting rights in a shareholder meeting where more than half of the outstanding shares are represented by the attending shareholders, the Company may transfer shares to employees at a price lower than the average buyback price, or may issue employee share subscription warrants at a price lower than the closing price of common shares of the Company on the day of issuance.
- Article 21: Any matter not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.
- Article 21-1: The organizational charters and operational rules of the Company shall be further established by the Board of Directors.
- Article 22: These Articles of Incorporation were duly enacted on June 25, 1996.
The first amendment was made on November 8, 1999.
The second amendment was made on April 17, 2000.
The third amendment was made on July 14, 2000.
The fourth amendment was made on September 23, 2000.
The fifth amendment was made on December 29, 2000.

The sixth amendment was made on December 29, 2000.
The seventh amendment was made on March 30, 2001.
The eighth amendment was made on June 25, 2002.
The ninth amendment was made on November 12, 2003.
The tenth amendment was made on June 27, 2006.
The eleventh amendment was made on October 11, 2006.
The twelfth amendment was made on June 29, 2007.
The thirteenth amendment was made on September 26, 2007.
The fourteenth amendment was made on December 19, 2007.
The fifteenth amendment was made on May 30, 2008.
The sixteenth amendment was made on February 23, 2010.
The seventeenth amendment was made on June 12, 2012.
The eighteenth amendment was made on June 14, 2013.
The nineteenth amendment was made on November 7, 2013.
The twentieth amendment was made on June 17, 2014.
The twenty first amendment was made on June 28, 2016.
The twenty second amendment was made on June 14, 2017.
The twenty third amendment was made on June 24, 2019.
The twenty fourth amendment was made on June 18, 2020.
The twenty fifth amendment was made on June 21, 2023.

Appendix 2

G-TECH Optoelectronics Corporation

Rules of Procedure for Shareholder Meetings

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company's shareholder meetings, and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies" jointly established by the Taiwan Stock Exchange Corporation and the Taipei Exchange.
- Article 2 The rules of procedures for shareholder meetings of the Company, except as otherwise provided by law, regulation or the Articles of Incorporation, shall be as provided in these Rules.
- Article 3 Unless otherwise provided by law or regulation, the shareholder meetings of the Company shall be convened by the Board of Directors.
- Unless otherwise provided in the Regulations Governing the Administration of Shareholders Service of Public Companies, the Company's organization of a shareholders' meeting by means of visual communication network shall be expressly defined in the articles of incorporation and subject to resolution by the Board of Directors. Meanwhile, the organization of a shareholders' meeting by means of visual communication network shall be adopted per the resolution rendered by a majority of directors at a meeting attended by two-third or more of the total number of directors. Changes to the method of convening the shareholders' meeting shall be subject to a resolution by the Board of Directors and shall be made no later than before the notice of the shareholders' meeting is sent.
- The Company shall prepare electronic versions of the shareholder meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) thirty days before the date of a general shareholder meeting or fifteen days before the date of an extraordinary shareholder meeting. The Company shall prepare electronic versions of the shareholder meeting handbook and supplemental meeting materials and upload them to the MOPS twenty one days before the date of the general shareholder meeting or fifteen days before the date of the extraordinary shareholder meeting. In addition, fifteen days prior to the date of the shareholder meeting, the Company shall also have prepared the shareholder meeting handbook and supplemental meeting materials and made them available for review by shareholders at any time. The meeting handbook and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.
- The handbook and supplementary information referred to in the preceding paragraph shall be made available to the shareholders for reference by the Company on the day of the meeting in the following manners:
- I. When a physical shareholders' meeting is convened, such materials shall be distributed on-site at the shareholders' meeting.
 - II. When a physical shareholders' meeting is convened, along with a video conference, such materials shall be distributed on-site at the shareholders' meeting, and an electronic file of such materials shall be uploaded to the video conference platform.

III. When a shareholders' meeting is convened by video conference, an electronic file of such materials shall be sent to the video conference platform.

The reasons for convening a shareholder meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for cessation of public offering, approval of directors' competition with the Company, capitalization of retained earnings and capital reserve, company dissolution, merger, spin-off, or the conditions set forth in Paragraph 1, Article 185 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out, with the essential contents explained, in the notice of the reasons for convening the meeting. None of the above matters may be raised as an extraordinary motion.

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

Shareholders holding 1% or more of the total number of outstanding shares may propose to the Company a proposal in writing for discussion at a general shareholder meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. In addition, when any proposal put forward by a shareholder violates the provisions of Article 172-1 of the Company Act, the Board of Directors may exclude it from the agenda.

Prior to the book closure date before a general shareholder meeting is held, the Company shall publicly announce the receipt of shareholder proposals, acceptance method in writing, location and the time period for accepting submissions; the period for accepting submissions of shareholder proposals shall not be less than ten days.

The shareholder making the proposal shall be present in person or by proxy at the annual general meeting and take part in the discussion of the proposal.

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

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholder meeting, and shall deliver the proxy form to the Company five days before the date of the shareholder meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail, unless a declaration is made to cancel the previous proxy appointment.

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

Once the proxy form is received by the Company, in the case that the shareholder intends to attend the shareholders' meeting by video conference, a written proxy rescission notice shall be filed with the Company two days prior to the date of the

shareholders' meeting; otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Article 5

The venue for a shareholder meeting shall be at the operation location of the Company, or a place easily accessible to shareholders and suitable for a shareholder meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. The venue and time for a shareholder meeting shall take the opinions of the independent director into full account.

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

Article 6

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

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

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

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

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

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

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

Article 6-1:

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

- I. Methods for shareholders to participate in the meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed, if required, or on which the meeting will resume.
 - (II) Shareholders not registering to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - (III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after

deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

(IV) Actions to be taken if the outcome of all proposals have been announced while extempore motions have not been carried out.

III. When the Company convenes a virtual-only shareholders' meeting, it shall also specify appropriate alternative measures available to shareholders who have difficulty taking part in the virtual-only shareholders' meeting. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.

Article 7

Shareholder meetings that are convened by the Board of Directors shall be chaired by the Chairperson. If the Chairperson is unable to perform duty due to leave of absence or any reasons, the Chairperson will appoint one of the directors to act on their behalf. If no one is appointed, the directors shall elect one person from among themselves to act as the proxy for the Chairperson.

If the chairperson referred to in the preceding Item is acted by a director, the director shall be in office for more than six months and fully understands the financial status of the Company. If the chairperson is acted by the representative of the corporate entity, the situation shall be the same as above.

It is advisable that shareholder meetings convened by the Board of Directors be chaired by the Chairperson in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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

Article 8

The Company shall make an uninterrupted audio and video recording of the entire process of the shareholders' meeting from shareholders' sign-in, the proceedings of the meeting, as well as the process of voting and vote counting.

The audio and video recording in the preceding paragraph shall be kept for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

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

The above-mentioned materials and audio and video recordings shall be properly kept by the Company during the period of its existence, and the audio and video recordings shall be provided to those who are entrusted to handle the video conference affairs for storage.

In case of a virtual shareholders' meeting, the Company is advised to audio and

video record the back-end operation interface of the virtual meeting platform.

Article 9

Attendance at shareholder meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book or sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairperson shall call the meeting to order at the appointed meeting time, and at the same time announce the number of non-voting shares and the number of shares attending the meeting.

However, the chair may have the meeting postponed if the attending shareholders do not represent more than half of the total shares issued. The meeting postponement is limited to 2 times for a total of less than 1 hour. If attending shareholders still represent less than one third of the total number of issued shares after two postponements, the chair shall declare the meeting adjourned. If a shareholders' meeting is convened by video conference, the Company shall also declare the meeting adjourned on the video conference platform.

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

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

Article 10

Where a shareholder meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholder meeting. The provisions of the preceding paragraph apply mutatis mutandis to a shareholder meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting.

The chair shall allow ample opportunity during the meeting for explanation of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may call for a vote, and schedule sufficient time for voting.

Article 11

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's

speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

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

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

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

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

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

Article 12 Voting at a shareholder meeting shall be calculated based on the number of shares.

With respect to resolutions of shareholder meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder has a personal interest in relation to an agenda item, and there is the likelihood that such a relationship would harm the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Paragraph 2 of Article 179 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt the exercise of voting rights by electronic means and may adopt the exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholder meeting notice.

A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived their rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

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

After shareholders exercise their voting rights in writing or by electronic means, if they wish to attend the shareholders' meeting in person or by video conference, they shall serve a declaration of intent to retract the voting rights already exercised under the preceding paragraph two days before the shareholders' meeting in the same manner in which the voting rights were exercised; otherwise the voting rights exercised in writing or by electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholder meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or 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 of them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Motion and election votes are to be counted openly at the shareholders' meeting. Results of the vote, including the final tally, shall be announced on-site and recorded in minutes.

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

When a shareholders' meeting is convened by video conference, after the chair declares the voting closed, the votes shall be counted at one go, and the voting and election results shall be announced.

If a shareholders' meeting is convened, along with a video conference held at the same time, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6, intend to attend the physical shareholders' meeting in person, shall rescind the registration in the same manner as the registration two days before the shareholders' meeting, otherwise they can only attend the shareholders' meeting by video conference.

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

Article 14

When the shareholders' meeting elects directors, it shall proceed in accordance with the regulations for election of directors established by the Company, and shall announce the results of the election on the spot, including the name list of elected directors and the number of votes with which they were elected, and the name list of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Article 15

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

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

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

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

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

Article 16 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

If matters put to a resolution at a shareholder meeting constitute material information under applicable laws or regulations or under the regulations of the Taiwan Stock Exchange Corporation, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 Staff handling administrative affairs of a shareholder meeting shall wear identification cards.

The chair may direct proctors or security personnel to help maintain order at the meeting place.

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

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

Article 18 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting

temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

Article 19 When a shareholders' meeting is convened by video conference, the Company shall immediately disclose the voting results and election results of various motions on the video conference platform in accordance with the regulations and shall continue to disclose for at least 15 minutes after the chair declares the meeting adjourned.

Article 20 When a shareholders' meeting is convened by video conference, the chair and the minute taker shall be at the same location in Taiwan, and the chair shall disclose the address of the place when calling the meeting to order.

Article 21 When a shareholders' meeting is convened by video conference, the Company may allow shareholders to perform a simple test of the connection before the meeting commences and provide relevant services immediately before and during the meeting to assist with any technical communication problems.

In the event of a virtual shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned. The obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within next 5 days, in which case Article 182 of the Company Act shall not apply.

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

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

During a postponed or resumed session of a shareholders' meeting held under Paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or the name list of elected directors.

When the Company convenes a shareholder's meeting, supplemented by a video conference, if the video conference cannot continue as under paragraph 2, after the number of shares in attendance through the video conference is deducted, the total number of shares in attendance at the physical shareholders' meeting reaches the number as required by law, the shareholders' meeting shall continue. There is no need to postpone or resume the meeting in accordance with paragraph 2.

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

When postponing or resuming a meeting according to Paragraph 2, the Company shall handle the lead-time work based on the date of the original shareholders' meeting in accordance with the requirements listed under Paragraph 7, Article 44-20 of the

Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under the latter part of Article 12, and Paragraph 3, Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Paragraph 2, Article 44-5, Article 44-15, and Paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under Paragraph 2.

Article 22 When a shareholders' meeting is to be convened by video conference, appropriate alternatives to shareholders who have difficulty participating in the meeting by video means shall be provided. Except for the situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall at least provide said shareholders with connection facilities and necessary assistance, and shall specify the period during which shareholders may file applications with the Company and other related matters to be attended.

Article 23 These Rules shall take effect after having been submitted to and approved by a shareholder meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3

G-TECH Optoelectronics Corporation

Shareholding of Directors

- I. Up to the book closure date of the present annual general meeting, the total number of outstanding shares of the Company is 144,605,604.
- II. The number of independent directors of the Company exceeds half of the total Board of Directors, and the Company has established an audit committee, so the number of shares to be held by all directors pursuant to laws is not applicable.
- III. The number of shares held by the Company's directors is detailed in the following table:

Book Closure Date: March 29, 2024

Title	Name	Shareholding
Chairperson	Chung, Chih-Ming	2,808,038
Director	Hsiao, Jen-Liang	650,963
Director	Wang, Kuo-Hung	154,411
Independent director	Wu, Chun-Feng	-
Independent director	Huang, Kuo-Shih	-
Independent director	Yang, Ming-Szu	-
Independent director	Wen-He Chen	-