

SCANTEAK

詩肯柚木

1114

ANNUAL
SHAREHOLDERS'
MEETING

**MEETING
AGENDA**
(Translation)

SCAN-D CORPORATION



Time: Jun.19, 2025 AM 09:00

Place: No. 69, Dinghu 1st St., Guishan Dist., Taoyuan City
(Our company's meeting room)

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Chapter 1. Meeting Procedure

Scan-D Corporation 2025 General Shareholders' Meeting Agenda

- I. Announcing the Commencement of the Meeting
- II. Chairman's Speech
- III. Reporting Matters
- IV. Proposals
- V. Discussion
- VI. Extempore Motions
- VII. Adjournment

Chapter 2. Meeting Agenda

Scan-D Corporation

2025 General Shareholders' Meeting Agenda

Time: 9AM, Thursday, June 19, 2025

Address: No. 69, Dinhu 1 St., Gueishan Dist., Taoyuan City (the Company's conference room)

Shareholders meeting will be held by means of :physical shareholders meeting

- I. Announcing the Commencement of the Meeting
- II. Chairman's Speech
- III. Reporting Matters
 - (I) The Company's 2024 Business Report.
 - (II) Audit Committee's Review Report on the 2024 Financial Statements
 - (III) Report on the Company's 2024 Employees' and Directors' Remuneration Distribution.
 - (IV) The Company's 2024 Earnings Distribution Report.
 - (V) Establishment of the Company's "Ethical Corporate Management Best Practice Principles" report.
 - (VI) Establishment of the Company's "Procedures for Ethical Management and Guidelines for Conduct" report.
 - (VII) Establishment of the Company's "Guidelines for the Adoption of Codes of Ethical Conduct" report.
- IV. Proposals
 - (I) The Company's 2024 Business Report and Final Statement.
 - (II) The Company's 2024 Earnings Distribution Statement.
- V. Discussion
 - (I) Amendments to of the Company's " Articles of Association ".
 - (II) Amendments to of the Company's " Procedures to grant loan and endorsement ".
- VI. Extempore Motions
- VII. Adjournment

Chapter 3. Reporting Matters

Proposal I Proposed by the Board of Directors

Subject: Report on the Company's 2024 business condition. Please review accordingly.

Description: Please refer to Annex I on page 8 to 9 of this manual for the Company's 2024 Business Report.

Proposal II Proposed by the Board of Directors

Subject: Audit Committee's Review Report on the 2024 Financial Statements.

Description: Please refer to Annex II on page 10 of Audit Committee's Review Report.

Proposal III Proposed by the Board of Directors

Subject: Report on the Company's 2024 Employees' and Directors' Remuneration Distribution. Please review accordingly.

Description: 1. Pursuant to the Articles of Association: In 2024, the Company's profit was NT\$106,274,924 (i.e. profit before tax less the benefits before distribution of employees', directors' and supervisors' remuneration less accumulated loss), employees' remuneration was NT\$4,463,547 and directors' remuneration was NT\$1,487,849, which were all paid in cash.

2. The proposal was reviewed by the Remuneration Committee and resolved by the Board of Directors.

3. There is no difference between the above distribution amount and the estimated amount of recognized expenses in 2024.

Proposal IV Proposed by the Board of Directors

Subject: Report on the Company's 2024 Earnings Distribution. Please review accordingly.

Description: 1. Article 25 of the Articles of Association of the Company stipulates The Company may authorize for all or part of dividends and bonus that shall be distributed or all or part of statutory surplus reserve and capital reserve as regulated under the Company Act to be distributed in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors and a report of such distribution shall be submitted to the

shareholders meeting.

2. The Company's surplus business in 2024 was approved by the 10th meeting of the 11th Board of Directors to allocate dividends of NT\$75,289,413 to be distributed in cash (cash allocation of NT\$1.5 per share). The Chairman was authorized to set a separate ex-dividend date and payment date for the distribution. The cash dividend is rounded down to NT\$1 based on the distribution ratio. The total amount of fraction cash dividends less than NT\$1 shall be recognized in other income of the Company.
3. In the event that the number of shares outstanding is affected by changes in the Company's share capital, resulting in the change of the dividend rate, the shareholders meeting is requested to authorize the Chairman to handle such change at its full discretion.

Proposal V Proposed by the Board of Directors

Subject: Establishment of the Company's "Ethical Corporate Management Best Practice Principles" Report. Please review accordingly.

Description: 1. In order to establish a corporate culture of integrity management and promote sound development, the Company has drafted its "Ethical Corporate Management Best Practice Principles" based on the "Code of Integrity Management for Listed and Over-the-Counter Companies" jointly issued by the Taipei Exchange, for adherence and compliance.

2. "Ethical Corporate Management Best Practice Principles", please refer to AnnexVI on pages 32 to 38 of this manual.

Proposal VI Proposed by the Board of Directors

Subject: Establishment of the Company's "Procedures for Ethical Management and Guidelines for Conduct" Report.. Please review accordingly.

Description: 1. In order to implement the integrity management policy and actively prevent dishonest behavior, the Company has drafted its "Procedures for Ethical Management and Guidelines for Conduct" by referring to the sample guidelines "○○Co., Ltd. Integrity Management Operating Procedures and Code of Conduct" jointly issued by the Taipei Exchange, for adherence and compliance.

2. "Procedures for Ethical Management and Guidelines for Conduct", please refer to AnnexVII on pages 39 to 46 of this manual.
- 3.

Proposal VII Proposed by the Board of Directors

Subject: Establishment of the Company's "Guidelines for the Adoption of Codes of Ethical Conduct" Report.. Please review accordingly.

Description: 1. To guide the behavior of the Company's directors and executives in accordance with ethical standards, the Company has drafted its "Guidelines for the Adoption of Codes of Ethical Conduct" by referring to the sample guidelines "Ethical Conduct Code for Listed and Over-the-Counter Companies" jointly issued by the Taipei Exchange, for adherence and compliance.

2. "Guidelines for the Adoption of Codes of Ethical Conduct", please refer to AnnexVIII on pages 47 to 49 of this manual.

Chapter4. Proposals

Proposal I Proposed by the Board of Directors

Subject: The Company's 2024 Business Report and Final Statement. Please review accordingly.

Description: 1. The Company's 2024 consolidated and individual financial statements have been audited by CPA Chen,Chung-Chen and Lee, Li-Huang from Deloitte & Touche.An unqualified audit report has been issued, and Business Report and Financial Statements have been approved by the Audit Committee,with the review report included in the meeting minute.
2. Please refer to Annex I on page 8 to 9 of this manual for the above-mentioned Business Report, and Annex III and IV on page 11 to 30 of this manual for the Final Statement.

Resolution:

Proposal II Proposed by the Board of Directors

Subject: The Company's 2024 Earnings Distribution. Please review accordingly.

Description: 1. The Company's 2024 profit distribution statement has been approved by the Board of Directors and audited by the Audit Committee.
2. Please refer to Annex V on Page 31 of the Handbook for the Company's distribution of 2024 earnings.

Resolution:

Chapter 5. Discussion

Proposal I: Proposed by the Board of Directors

Subject: Please vote on the amendment to certain articles of the " Articles of Association ".

Description: 1. According to the provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, listed and over-the-counter companies are required to specify in their Articles of Incorporation the allocation of a certain percentage of annual profits for adjusting the salaries or distributing compensation to base-level employees. Therefore, it is proposed to amend certain provisions of the Company's " Articles of Association ".

2. For a comparison table of the provisions before and after the amendments to the " Articles of Association ", please refer to Annex IX on pages 50 of this manual.

Resolution:

Proposal II: Proposed by the Board of Directors

Subject: Please vote on the amendment to certain articles of the " Procedures to grant loan and endorsement ".

Description: 1. In accordance with the Taipei Exchange internal control audit letter No. 1130202733, it is proposed to amend certain provisions of the Company's " Procedures to grant loan and endorsement ".

2. For a comparison table of the provisions before and after the amendments to the " Procedures to grant loan and endorsement ", please refer to Annex X on pages 51 to 53 of this manual.

Resolution:

Chapter 6. Extempore Motions

Adjournment

Business Report

Dear shareholders:

First of all, I would like to express our gratitude to all shareholders for attending the Company's 2024 Annual Shareholders' Meeting. Over the past year, the global economic environment has remained challenging. While the pace of interest rate hikes has slowed compared to 2023, inflationary pressures have not fully dissipated, and the escalation of geopolitical risks has further impacted the consumer market significantly.

In Taiwan, the government has implemented various regulatory policies to stabilize the housing market, including credit controls and tax adjustments, which have resulted in a noticeable slowdown in housing transactions, indirectly affecting the performance of the home industry. Fortunately, Taiwan's economic fundamentals remain sound, with the domestic market gradually recovering post-pandemic, providing support for the consumer market. However, consumers have become more cautious in their spending attitudes, placing greater emphasis on cost-effectiveness and product quality, presenting both new challenges and opportunities for us.

In response to market challenges, we have continued to optimize our brand and distribution channel strategies, actively adapting to changes:

1. **Brand Diversification:** In addition to our existing brands, Scanteak, Scanliving, and ScanKomfort, we launched the new Singapore-based NOVA Furniture brand last year, demonstrating the synergistic effects of our acquisitions and enriching our product line in Taiwan. In mid-2024, we are also planning to introduce the "FRANKEN German Frankfurt Beds" brand to further expand our market influence.
2. **Distribution Channel Strategy:** Revenue from department stores now accounts for 50%, matching the contribution of our street-side stores, which highlights the successful transformation of our channel strategy.
3. **Product Innovation:** We introduced several new products, including the 50th Anniversary commemorative mattress, the Danish Teak Series, and the fully electric leather sofa, to meet consumer demand for high-quality home furnishings and enhance our market competitiveness.

In 2024, the Scanteak Group achieved a total revenue of NT\$2.289 billion, a decrease of 2.85% year-on-year, yet still marking the fourth-highest record in company history. Among this, the performance of our investment in NOVA Singapore was adversely affected by severe inflation in the local market, which posed operational challenges. Excluding the impact of NOVA, our core business in Taiwan generated NT\$1.539 billion in revenue, demonstrating a nearly 1% growth against the trend, reflecting the resilience and growth momentum of the Taiwan market.

Looking ahead, we will continue to monitor market changes, actively adjust our operational strategies, and strengthen brand value to create long-term and stable returns for our shareholders. In 2024, the total revenue of our company reached NT\$2.289 billion, representing a 2.85% decrease compared to the previous year. The net profit after tax was NT\$80 million, reflecting a 21.99% decrease compared to the previous year. The 2024 operation results and 2025 business plan are reported as follows:

I. 2024 Business Report

(I) Implementation of Business Plan:

Unit: NT\$'000

Item \ Year	Amount in 2024	Amount in 2023	Increase (decrease)	Increase (decrease) ratio (%)
Operating revenue	2,288,631	2,355,820	(67,189)	(2.85)%
Gross profit	1,281,121	1,277,409	3,712	0.29%
Operating expenses	1,170,701	1,133,641	37,060	3.27%
Operating Profit	110,420	143,768	(33,348)	(23.20)%
Non-operating income (expenses)	(18,231)	(10,454)	(7,777)	(74.39)%
Net profit (loss) before tax	92,189	133,314	(41,125)	(30.85)%
Net profit (loss) after tax	80,713	103,465	(22,752)	(21.99)%

- (II) Budget performance: Not applicable.
 (III) Financial balance and profitability analysis:

Unit: NT\$'000

Item		Year	2024	2023	Increase (decrease) %
Financial Condition	Operating revenue		2,288,631	2,355,820	(2.85)%
	Gross profit		1,281,121	1,277,409	0.29%
	Interest income		3,423	4,621	(25.93)%
	Interest expenses		49,790	40,551	22.78%
	Net profit after tax		80,713	103,465	(21.99)%
Profitability	Return on assets (%)		3.40	4.18	(18.66)%
	Return on shareholders' equity (%)		6.09	7.62	(20.08)%
	Paid-in ratio (%)	Operating Profit	22.00	28.64	(23.18)%
		Net profit before tax	18.37	26.56	(30.84)%
	Net margin (%)		3.53	4.39	(19.59)%
	Earnings per share (net loss) (NT\$)		1.60	2.06	(22.33)%

- (IV) Research and development: Not applicable.

II. Summary of 2025 Business Plan

- (I) Business strategy:

1. In 2025, we will continue to expand our stores, with a focus on increasing the number of dual-brand group stores and department store locations to enhance synergies.
2. Make good use of channel advantages to continuously introduce new brands, implement multi-brand strategic operation.
3. Monitor market trends and introduce new products to enhance its market competitiveness.

- (II) Estimated Sales Volume and its Basis:

In the coming year, the Company will continue to establish more locations and expand the scale of operations. The revenue is expected to grow continuously in the coming year.

- (III) Important production and marketing policies

1. Multi-brand management as an enterprise development strategy to meet market demand.
2. Strengthen product design capabilities to provide warm, comfortable and ergonomic furniture.
3. Continue to increase brand penetration and consumer identity, in order to strengthen the sales of existing channels and expand the market share.

The above is the Company's current condition and future development direction. Scan-D will continue to uphold the business philosophy since its establishment "innovation, harmony, pragmatic, speed" and move towards corporate sustainable management. We also hope that our shareholders will continue to show support and encouragement. All employees of Scan-D shall try their best in achieving outstanding performance. Lastly, I wish you health and all the best.

Scan-D Corporation

Chairman: Lim, Pok-Chin

General Manager: Hsueh, Hsiu-Chu

Accounting Supervisor: Ho, San-Chuang

Audit Committee's Review Report

The Board of Directors has prepared and submitted the Company's 2024 Business Report, Consolidated and Individual Financial Statements, and earnings distribution proposal, of which the Consolidated and Individual Financial Statements have been audited and certified by the CPAs, Chen, Chung-Chen and Lee, Li-Huang, of Deloitte & Touche, and an unqualified audit report has been issued.

The above Business Report, Financial Statements, and earnings distribution proposal have been reviewed by the Audit Committee, and no mistakes were found. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is hereby submitted for approval.

TO

The Company's 2025 General Shareholders' Meeting

Scan-D Corporation

Convener of the Audit Committee: Wang, Chia-Cheng

March 13, 2025

2024 Consolidated Financial Statements Independent Auditors' Report

To Scan-D Corporation

Audit Opinion

We have audited the consolidated balance sheets of Scan-D Corporation and its subsidiaries (hereinafter referred to as "Scan-D Group") as of December 31, 2024 and 2023, and the Consolidated Comprehensive Income Statement, Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flow, and Notes to the Consolidated Financial Statement (including a summary of significant accounting policies) for January 1 to December 31, 2024 and 2023.

In our opinion, the above consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for January 1 to December 31, 2024 and 2023 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis of Auditors' Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section. We are independent of the Scan-D Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled 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, in our professional judgment, were of most significance in our audit of the financial statements for 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the 2024 Consolidated Financial Statements of Scan-D Group are as followings:

Authenticity of Sales Revenue

As Scan-D Group belongs to the furniture retail industry and sells products to non-specific consumers, where there are many miscellaneous transactions, There are significant risks inherent in revenue recognition based on the significance and audit criteria. Therefore the sales revenue incurred from the orders with prices higher than the average sales amount of orders is listed as one of the key audit matters. For accounting policies on revenue recognition, Please refer to Note 4(14) of the consolidated financial report.

We have conducted the following key auditing procedures for the sales revenue generated from the orders with prices higher than the average sales amount of the above orders:

1. Understand the design and implementation, as well as testing the effectiveness of the internal control system for the above sales revenue process.
2. Obtain details of the above sales revenue, conduct sample testing samples, check the shipment supporting documents and the collection of receivables to confirm the authenticity of the sales revenue incurred.

Other Matters

Scan-D Corporation has compiled the Individual Financial Statements for 2024 and 2023, and we have compiled an audit report with our unqualified opinion for reference.

Responsibilities of the Management and Governance Bodies on 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 of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management is responsible for assessing the Scan-D Group's ability to continue as a going concern, disclosure of related matters and the adoption of the going concern basis of accounting, unless the management either intends to liquidate Scan-D Group or cease operation, or has no other practicable solutions other than liquidation or cease of operation.

The governing bodies (including the Audit Committee) of Scan-D Group are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 Auditing Standards (GAAS) will always detect a material misstatement when it exists. There may still be material misstatements due to fraud or errors. If it could be reasonably anticipated that the misstated individual amounts or aggregated sums could influence the economic decisions made by the users of the consolidated financial statements, they will be deemed as material.

Professional judgment and skepticism are to be applied when conducting audits per the Standards of Auditing. We have also performed the following tasks:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform appropriate countermeasures for the risks evaluated, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. As fraudulence can involve conspiracy, forgery, intentional omissions, false statements or transgressions of internal control, the risk of failing to detect significant false contents resulting from fraudulence is higher than that resulting from errors.
2. Obtain an necessary understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Scan-D Group's internal control.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by the management.
4. Concluded on the appropriateness of the management's use of going concern basis of accounting, and determined whether there existed events or circumstances that might cast significant uncertainty over Scan-D Group's ability to continue as a going concern. If we are of the opinion that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Scan-D Group to no longer have the capacity to function as a going concern
5. Evaluate the overall presentation, structure and content of the consolidated financial statements (including relevant notes), and whether the financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities within the Group to express opinions on the consolidated financial statements. We are responsible for the guidance, supervision, and implementation of the Group's audit and responsible for forming audit opinions 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 identified during our audit.

We also provide those charged with governance with a statement that the staffs required to be independent of the accounting firms under us have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, including related protection measures.

We have determined the key audit matters to be audited in the consolidated financial statements for 2024 based on the matters communicated with those charged with governance. We have clearly described the said matters in the auditor's report except for certain matters that are prohibited from public disclosure by laws or regulations or certain matters we decided not to mention under some extremely rare circumstances because disclosure of such matters can be reasonably expected to result in adverse effects that would be greater than the public benefits gained.

Deloitte & Touche

CPA Chen, Chung-Chen

CPA Lee, Li-Huang

Financial Supervisory Commission
Approval Document No. Chin-Kuan-
Cheng-Shen-Tzu No. 1040024195

Securities and Futures Commission Approval
Document No.
Tai-Cai-Zheng-6 No. 0930128050

March 13, 2025

Notice to Readers

The translation is made according to the Chinese version of the annual financial statement and the translation has not been approved by certified accountant.

Scan-D corporation and its subsidiaries

Consolidated Balance Sheets

December 31, 2024 and 2023

Unit: NT\$'000

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 214,154	6	\$ 357,426	10
1136	Financial assets at amortized cost (Note 4, 7,8 and 30)	6,759	-	18,013	1
1170	Net accounts receivable (Note 4, 9, and 22)	108,994	3	115,776	3
1180	Receivables from related parties (Note 4, 9, 22 and 29)	282	-	566	-
130X	Inventories (Note 4 and 10)	529,523	14	481,080	14
1410	Advance payments (Note 11 and 29)	30,203	1	31,751	1
1470	Other current assets (Note 11 and 29)	19,525	1	15,643	1
11XX	Total current assets	909,440	25	1,020,255	30
	Non-current assets				
1600	Property, Plant & Equipment (Note 4, 13, and 30)	1,222,290	33	795,491	23
1755	Right-of-use assets (Note 4, 14, and 30)	1,238,198	34	1,344,422	39
1801	Net computer software (Note 4)	3,257	-	4,858	-
1805	Goodwill (Note 4 and 15)	168,254	5	162,397	5
1840	Deferred income tax assets (Note 4 and 24)	48,068	1	53,514	1
1915	Advance payment for equipment	240	-	124	-
1920	Refundable Deposits (Note 11 and Note 29)	59,739	2	64,501	2
15XX	Total non-current assets	2,740,046	75	2,425,307	70
1XXX	Total assets	\$ 3,649,486	100	\$ 3,445,562	100
	Liability and equity				
	Current liabilities				
2100	Short-term loans (Note 4 and 16 and Note 30)	\$ 148,333	4	\$ 99,167	3
2130	Contract liabilities - current (Note 22)	337,387	9	344,099	10
2150	Notes receivable (Note 4 and 17)	13,808	-	27,869	1
2170	Accounts payable (Notes 4 and 17)	59,870	2	63,216	2
2200	Other payables (Note 18)	112,128	3	103,115	3
2230	Income tax liabilities for the period (Note 4 and 24)	18,632	1	10,837	-
2280	Lease liabilities - current (notes 4, 14 and 29)	243,123	7	275,659	8
2300	Other current liabilities	11,850	-	2,994	-
2322	Long-term loans due within one year (notes 4, 16 and 30)	24,460	1	20,820	-
21XX	Total current liabilities	969,591	27	947,776	27
	Non-current liabilities				
2540	Long-term loans (notes 4, 16 and 30)	786,070	21	498,363	14
2550	Liabilities provision - non-current (Notes 4 and 19)	6,689	-	6,698	-
2570	Deferred income tax liabilities (Note 4 and 24)	65,838	2	89,873	3
2580	Lease liabilities - non-current (notes 4, 14 and 29)	499,618	14	573,246	17
2645	Guarantee deposited	247	-	503	-
25XX	Total non-current liabilities	1,358,462	37	1,168,683	34
2XXX	Total liabilities	2,328,053	64	2,116,459	61
	Equity (Note 21)				
	Equity attributable to owners of the Company				
3110	Capital - common stock	501,930	14	501,930	15
3200	Capital surplus	292,923	8	292,923	8
	Retained earnings				
3310	Statutory surplus reserve	274,692	7	264,185	8
3350	Undistributed earnings	218,302	6	248,785	7
3300	Total retained earnings	492,994	13	512,970	15
3400	Other equity	29,537	1	17,665	1
31XX	Total equity attributable to owners of the Company	1,317,384	36	1,325,488	39
36XX	Non-controlling interests (Note 21)	4,049	-	3,615	-
3XXX	Total equity	1,321,433	36	1,329,103	39
	Total liabilities and equity	\$ 3,649,486	100	\$ 3,445,562	100

The attached notes are part of the consolidated financial statements.

Chairman: Lim, Pok-Chin

Manager: Hsueh, Hsiu-Chu

Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation and its Subsidiaries
Consolidated Statements of Comprehensive Income
January 1 to December 31, 2024 and 2023

(Unit: NT\$'000, NT\$ for earnings per share)

Code		2024		2023	
		Amount	%	Amount	%
	Operating income (Note 22 and 29)				
4100	Net sales revenue	\$ 2,282,621	100	\$ 2,348,188	100
4800	Other operating revenue	<u>6,010</u>	<u>-</u>	<u>7,632</u>	<u>-</u>
4000	Total Operating Revenue	<u>2,288,631</u>	<u>100</u>	<u>2,355,820</u>	<u>100</u>
	Operating costs (notes 10, 20, 23, and 29)				
5110	Cost of sales	(1,003,170)	(44)	(1,072,822)	(46)
5800	Other operating costs	(<u>4,340</u>)	(<u>-</u>)	(<u>5,589</u>)	(<u>-</u>)
5000	Total operating expenses	(<u>1,007,510</u>)	(<u>44</u>)	(<u>1,078,411</u>)	(<u>46</u>)
5900	Gross profit	<u>1,281,121</u>	<u>54</u>	<u>1,277,409</u>	<u>54</u>
	Operating expenses (Notes 20, 23 and 29)				
6100	Marketing expenses	(1,044,039)	(46)	(1,013,574)	(43)
6200	Administrative expenses	(127,217)	(5)	(121,338)	(5)
6450	Expected credit loss recovery (Note 9)	<u>555</u>	<u>-</u>	<u>1,271</u>	<u>-</u>
6000	Total operating expenses	(<u>1,170,701</u>)	(<u>51</u>)	(<u>1,133,641</u>)	(<u>48</u>)
6900	Operating margin	<u>110,420</u>	<u>5</u>	<u>143,768</u>	<u>6</u>
	Non-operating income and expenses (Note 23 and 29)				
7100	Interest income	3,423	-	4,621	-
7010	Other income	27,574	1	24,293	1
7020	Other profit and loss	562	-	1,183	-
7050	Finance costs	(<u>49,790</u>)	(<u>2</u>)	(<u>40,551</u>)	(<u>1</u>)
7000	Total non-operating income and expenses	(<u>18,231</u>)	(<u>1</u>)	(<u>10,454</u>)	<u>-</u>
7900	Profit before tax of continuing operations	92,189	4	133,314	6

(Continued)

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Code		2024		2023	
		Amount	%	Amount	%
7950	Income tax expenses (Note 4 and 24)	(\$ 11,476)	-	(\$ 29,849)	(1)
8200	Net income	<u>80,713</u>	<u>4</u>	<u>103,465</u>	<u>5</u>
	Other comprehensive profit or loss				
8360	Items that might be reclassified to profit or loss:				
8361	Translation differences in financial statements from overseas operations	14,970	-	8,332	-
8399	Income tax relating to items that may be reclassified (Notes 24)	(2,967)	-	(1,654)	-
8300	Other comprehensive income for the period	<u>12,003</u>	<u>-</u>	<u>6,678</u>	<u>-</u>
8500	Total comprehensive income	<u>\$ 92,716</u>	<u>4</u>	<u>\$ 110,143</u>	<u>5</u>
	Net income attributable to:				
8610	Owners of parent company	\$ 80,410	4	\$ 103,250	4
8620	Non-controlling interest	<u>303</u>	<u>-</u>	<u>215</u>	<u>-</u>
8600		<u>\$ 80,713</u>	<u>4</u>	<u>\$ 103,465</u>	<u>4</u>
	Total comprehensive income attributable to:				
8710	Owners of parent company	\$ 92,282	4	\$ 109,867	5
8720	Non-controlling interest	<u>434</u>	<u>-</u>	<u>276</u>	<u>-</u>
8700		<u>\$ 92,716</u>	<u>4</u>	<u>\$ 110,143</u>	<u>5</u>
	Earnings per share (Note 25)				
	From continuing business				
9710	Basic	<u>\$ 1.60</u>		<u>\$ 2.06</u>	
9810	Diluted	<u>\$ 1.60</u>		<u>\$ 2.05</u>	

The attached notes are part of the consolidated financial statements.

Chairman: Lim, Pok-Chin

Manager: Hsueh, Hsiu-Chu

Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation and its Subsidiaries
Consolidated Statements of Changes in Equity
January 1 to December 31, 2024 and 2023

Unit: NT\$'000

Equity attributable to owners of the Company										
		Capital		Retained earnings			Translation differences in financial statements from other equity of overseas operations	Non-controlling interest (Note 20)	Total equity	
Code		Number of shares	Amount	Capital surplus	Statutory surplus reserve	Special capital reserve	Undistributed earnings			
A1	Balance as of January 1, 2023	\$ 50,193	\$ 501,930	\$ 292,923	\$ 242,600	\$ 10,871	\$ 326,905	\$ 11,048	\$3,339	\$ 1,389,616
	Appropriation and distribution of 2022 earnings									
B1	Statutory surplus reserve	-	-	-	21,585	-	(21,585)	-	-	-
B17	Reversal of special surplus reserve	-	-	-	-	(10,871)	10,871	-	-	-
B5	Cash dividend to shareholders of the Company	-	-	-	-	-	(170,656)	-	-	(170,656)
D1	Net profit in 2023	-	-	-	-	-	103,250	-	215	103,465
D3	Other comprehensive income in 2023	-	-	-	-	-	-	6,617	61	6,678
D5	Total comprehensive income in 2023	-	-	-	-	-	103,250	6,617	276	110,143
Z1	Balance as at December 31, 2023	50,193	501,930	292,923	264,185	-	248,785	17,665	3,615	1,329,103
	Appropriation and distribution of 2023 earnings									
B1	Statutory surplus reserve	-	-	-	10,507	-	(10,507)	-	-	-
B5	Cash dividend to shareholders of the Company	-	-	-	-	-	(100,386)	-	-	(100,386)
D1	Net profit in 2024	-	-	-	-	-	80,410	-	303	80,713
D3	Other comprehensive income in 2024	-	-	-	-	-	-	11,872	131	12,003
D5	Total comprehensive income in 2024	-	-	-	-	-	80,410	11,872	434	92,716
Z1	Balance as at December 31, 2024	\$ 50,193	\$ 501,930	\$ 292,923	\$ 274,692	\$ -	\$ 218,302	\$ 29,537	\$ 4,049	\$ 1,321,433

The attached notes are part of the consolidated financial statements.

Chairman: Lim, Pok-Chin

Manager: Hsueh, Hsiu-Chu

Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation and its Subsidiaries
Consolidated Statements of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: NT\$'000

Code		2024	2023
	Cash flows from operating activities		
A10000	Profit before tax for the year	\$ 92,189	\$ 133,314
A20010	Income and expense items		
A20100	Depreciation expenses	347,886	324,923
A20200	Amortization expenses	2,077	2,202
A20300	Gain on reversal of expected credit los	(555)	(1,271)
A20400	Net losses on financial liabilities at fair value through profit or loss	-	97
A20900	Finance costs	49,790	40,551
A21200	Interest income	(3,423)	(4,621)
A22500	Loss (gain) on disposal and scrapping of property, plant and equipment	1,420	502
A24100	Unrealized foreign exchange loss	2,200	-
A29900	Gain on lease modification	(4,437)	(6,176)
A30000	Changes in operating assets and liabilities		
A31150	Accounts receivable	6,978	(608)
A31160	Receivables from related parties	284	(239)
A31200	Inventory	(48,443)	147,592
A31230	Prepayments	1,548	(127)
A31240	Total current assets	(4,014)	(8,250)
A32125	Contract liabilities	(6,712)	96
A32130	Notes payable	(14,061)	9,870
A32150	Accounts payable	(3,346)	10,167
A32180	Other Payables	11,930	(6,353)
A32230	Other current liabilities	8,856	993
A33000	Cash from operating activities	440,167	642,662
A33300	Interest paid	(49,555)	(40,551)
A33500	Income tax paid	(25,253)	(56,073)
AAAA	Net cash inflow from operating activities	<u>365,359</u>	<u>546,038</u>
	Cash flow from investment activities		
B00050	Disposal of financial assets at amortized cost	11,254	9,573
B00200	Disposal of financial assets at fair value through profit or loss	-	7,225

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Code		2024	2023
B02700	Acquisition of property, plant and equipment	(463,063)	(\$ 19,749)
B02800	Disposal price of property, plant and equipment	10	1,108
B03800	Decrease in refundable deposits	4,460	47,577
B04500	Acquisition of intangible assets	(440)	(1,022)
B05350	Right-of-use asset Acquisition	-	(522,868)
B07100	Increase in prepayment for equipment	(116)	(601)
B07500	Interest received	<u>2,038</u>	3,636
BBBB	Net cash outflow from investing activities	(<u>445,857</u>)	(<u>475,121</u>)
	Cash flow from financing activities		
C00100	Increase in short-term loans	49,166	69,167
C01600	Proceeds from long-term loan	300,700	396,916
C01700	Repayment of long-term loan	(23,842)	(128,870)
C03100	Decrease in guarantee deposits received	(256)	(840)
C04020	Repayment of lease principal	(291,329)	(272,860)
C04500	Cash dividend distributed	(<u>100,386</u>)	(<u>170,656</u>)
CCCC	Net cash outflow from financing activities	(<u>65,947</u>)	(<u>107,143</u>)
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>3,173</u>	<u>3,131</u>
EEEE	Reduce in cash and cash equivalents, net	(143,272)	(33,095)
E00100	Cash and cash equivalents at beginning of the year	<u>357,426</u>	<u>390,521</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 214,154</u>	<u>\$ 357,426</u>

The attached notes are part of the consolidated financial statements.

Chairman: Lim, Pok-Chin Manager: Hsueh, Hsiu-Chu Accounting Supervisor: Ho, San-Chuang

2024 Individual Financial Statements Independent Auditors' Report

To Scan-D Corporation

Audit Opinion

We have audited the consolidated balance sheets of Scan-D Corporation as of December 31, 2024 and 2023, and the Individual Statements of Comprehensive Income, Individual Statements of Changes in Equity, Individual Statements of Cash Flows, and Notes to the Individual Financial Statement (including a summary of significant accounting policies) for January 1 to December 31, 2024 and 2023.

In our opinion, the above individual financial statements present fairly, in all material respects, the individual financial position of Scan-D Corporation as of December 31, 2024 and 2023, and its individual financial performance and its consolidated cash flows for January 1 to December 31, 2024 and 2023 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis of Auditors' Comments

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the individual financial statements section. We are independent of the Scan-D Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled 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, in our professional judgment, were of most significance in our audit of the financial statements for 2024 of Scan-D Corporation. These matters were addressed in the context of our audit of the individual financial statements as a whole, and forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the 2024 individual financial statements of Scan-D Corporation are as followings:

Authenticity of the Sales Revenue Incurred

As Scan-D Corporation belongs to the furniture retail industry and sells products to non-

specific consumers, There are significant risks inherent in revenue recognition based on the significance and audit criteria. Therefore the sales revenue incurred from the orders with prices higher than the average sales amount of orders is listed as one of the key audit matters. For accounting policies on revenue recognition, please refer to Note 4 (13) in the Parent Company Only Financial Statements.

We have conducted the following key auditing procedures for the sales revenue generated from the orders with prices higher than the average sales amount of the above orders:

1. Understand the design and implementation, as well as testing the effectiveness of the internal control system for the above sales revenue process.
2. Obtain details of the above sales revenue, conduct sample testing samples, check the shipment supporting documents and the collection of receivables to confirm the authenticity of the sales revenue incurred.

Responsibilities of the Management and Governance Bodies on the Individual Financial Statements

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

In preparing the individual financial statements, the management is responsible for assessing the Scan-D Corporation's ability to continue as a going concern, disclosure of related matters and the adoption of the going concern basis of accounting, unless the management either intends to liquidate Scan-D Corporation or cease operation, or has no other practicable solutions other than liquidation or cease of operation.

The governing bodies (including the Audit Committee) of Scan-D Corporation are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Individual Financial Statements

Our objectives are to obtain reasonable assurance about whether the individual 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 Auditing Standards (GAAS) will always detect a material misstatement when it exists. There may still be material misstatements due to fraud or errors. If it could be reasonably anticipated that the misstated individual amounts or aggregated sums could influence the economic decisions made by the users of the individual financial statements, they will be deemed as material.

Professional judgment and skepticism are to be applied when conducting audits per the Standards of Auditing. We have also performed the following tasks:

1. Identify and assess the risks of material misstatement of the individual financial statements,

whether due to fraud or error, design and perform appropriate countermeasures for the risks evaluated, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. As fraudulence can involve conspiracy, forgery, intentional omissions, false statements or transgressions of internal control, the risk of failing to detect significant false contents resulting from fraudulence is higher than that resulting from errors.

2. Obtain a necessary understanding of the internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Scan-D Corporation's internal control.
3. Evaluate the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by the management.
4. Concluded on the appropriateness of the management's use of going concern basis of accounting, and determined whether there existed events or circumstances that might cast significant uncertainty over Scan-D Corporation's ability to continue as a going concern. "If we are of the opinion that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the individual financial statements or, if such disclosures are inadequate, to modify our opinion." Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Scan-D Corporation to no longer have the capacity to function as a going concern.
5. Evaluate the overall presentation, structure and content of the individual financial statements (including relevant notes), and whether the financial statements represent the underlying transactions and events in a manner that achieves a fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities within the Scan-D Corporation to express opinions on the individual financial statements. We are responsible for the guidance, supervision, and implementation and forming audit opinions on Scan-D Corporation.

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 identified during our audit.

We also provide those charged with governance with a statement that the staffs required to be independent of the accounting firms under us have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, including related protection measures.

We have determined the key audit matters to be audited in the individual financial statements for 2024 of Scan-D Corporation based on the matters communicated with those charged with governance. We have clearly described the said matters in the auditor's report except for certain matters that are prohibited from public disclosure by laws or regulations or certain matters we decided not to mention under some extremely rare circumstances because disclosure of such matters can be reasonably expected to result in adverse effects that would be greater than the public benefits gained.

Deloitte & Touche
CPA Chen, Chung-Chen

CPA Lee, Li-Huang

Financial Supervisory Commission
Approval Document No. Chin-Kuan-
Cheng-Shen-Tzu No. 1040024195

Securities and Futures Commission Approval
Document No.
Tai-Cai-Zheng-6 No. 0930128050

March 13, 2025

Notice to Readers

The translation is made according to the Chinese version of the annual financial statement and the translation has not been approved by certified accountant.

Scan-D Corporation
Individual Balance Sheet
December 12, 2024 and 2023

Unit: NT\$'000

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalents (Note 4 and 6)	\$ 98,895	4	\$ 149,159	6
1170	Net accounts receivable (Note 4, 7, and 19)	106,498	4	110,133	4
1180	Receivables from related parties (Note 4, 7, 19, and 26)	-	-	441	-
130X	Inventories (Notes 4 and 8)	454,101	16	400,119	16
1470	Other non-current assets (Note 9 and 26)	27,308	1	36,827	2
11XX	Total current assets	686,802	25	696,679	28
	Non-current assets				
1550	Investment using equity method (Notes 4 and 10)	364,902	13	418,537	17
1600	Property, Plant & Equipment (Note 4, 11, and 27)	1,206,695	43	776,861	31
1755	Right-of-use assets (Note 4 and 12)	493,996	18	535,509	22
1801	Net computer software (Note 4)	3,257	-	3,719	-
1840	Deferred income tax assets (Note 4 and 21)	3,597	-	3,164	-
1915	Advance payment for equipment	240	-	124	-
1920	Refundable Deposits (Note 9 and 26)	39,419	1	42,465	2
15XX	Total Non-Current Assets	2,112,106	75	1,780,379	72
1XXX	Total Asset	\$ 2,798,908	100	\$ 2,477,058	100
	Liability and equity				
	Current liabilities				
2100	Short-term loans (Note 4, 13, and 27)	\$ 148,333	5	\$ 99,167	4
2130	Contract liabilities - current (Note 19)	233,608	8	196,629	8
2150	Notes receivable (Note 4 and 14)	13,808	1	27,869	1
2170	Accounts payable (Notes 4 and 14)	33,744	1	23,228	1
2200	Other payables (Note 15)	82,057	3	79,357	3
2230	Current income tax liabilities (Notes 4 and 19)	18,632	1	7,991	-
2280	Lease liabilities - current (notes 4, 12 and 26)	148,439	5	168,127	7
2300	Other current liabilities	3,230	-	2,995	-
2322	Long-term loans due within one year (Note 4, 13 and 27)	10,714	1	10,714	1
21XX	Total current liabilities	692,565	25	616,077	25
	Non-current liabilities				
2540	Long-term loans (Note 4, 13 and 27)	395,343	14	105,357	4
2550	Liability provision - non-current (Note 4 and 16)	5,000	-	5,300	-
2570	Deferred income tax liabilities (Notes 4 and 21)	27,601	1	38,338	1
2580	Lease liabilities - non-current (notes 4, 12 and 26)	360,768	13	386,001	16
2645	Guarantee deposited	247	-	497	-
25XX	Total non-current liabilities	788,959	28	535,493	21
2XXX	Total liabilities	1,481,524	53	1,151,570	46
	Equity (Note 18)				
3110	Capital stock - common stock	501,930	18	501,930	20
3200	Capital surplus	292,923	10	292,923	12
	Retained earnings				
3310	Statutory surplus reserve	274,692	10	264,185	11
3350	Undistributed earnings	218,302	8	248,785	10
3300	Total retained earnings	492,994	18	512,970	21
3400	Other equity	29,537	1	17,665	1
3XXX	Total equity	1,317,384	47	1,325,488	54
	Total liabilities and equity	\$ 2,798,908	100	\$ 2,477,058	100

The attached notes are part of the individual financial report.

Chairman: Lim, Pok-Chin Manager: Hsueh, Hsiu-Chu Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation
Individual Statements of Comprehensive Income
January 1 to December 31, 2024 and 2023

		(Unit: NT\$'000, NT\$ for earnings per share)			
Code		2024		2023	
		Amount	%	Amount	%
	Operating income (Note 4, 19 and 26)				
4100	Net sales revenue	1,533,368	100	1,518,245	100
4800	Other operating revenue	<u>6,010</u>	<u>-</u>	<u>7,632</u>	<u>-</u>
4000	Total Operating Revenue	<u>1,539,378</u>	<u>100</u>	<u>1,525,877</u>	<u>100</u>
	Operating costs (notes 11, 20 and 26)				
5110	Cost of sales	(651,647)	(43)	(676,877)	(44)
5800	Other operating costs	<u>(4,340)</u>	<u>-</u>	<u>(5,589)</u>	<u>-</u>
5000	Total operating expenses	<u>(655,987)</u>	<u>(43)</u>	<u>(682,466)</u>	<u>(44)</u>
5900	Gross profit	<u>883,391</u>	<u>57</u>	<u>843,411</u>	<u>56</u>
	Operating expenses (Notes 20 and 26)				
6100	Selling expense	(638,815)	(41)	(625,497)	(41)
6200	Administrative expense	<u>(77,949)</u>	<u>(5)</u>	<u>(75,128)</u>	<u>(5)</u>
6000	Total operating expenses	<u>(716,764)</u>	<u>(46)</u>	<u>(700,625)</u>	<u>(46)</u>
6900	Operating profit	<u>166,627</u>	<u>11</u>	<u>142,786</u>	<u>10</u>
	Non-operating income and expenses (Note 20 and 26)				
7100	Interest income	2,350	-	3,043	-
7010	Other income	14,420	1	19,488	1
7020	Other gains and losses	4,211	-	2,203	-
7050	Finance costs	(18,810)	(1)	(16,373)	(1)
7070	Shares of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method	<u>(68,474)</u>	<u>(5)</u>	<u>(20,177)</u>	<u>(1)</u>

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Code		2024		2023	
		Amount	%	Amount	%
7000	Total non-operating income and expenses	(<u>66,303</u>)	(<u>5</u>)	(<u>11,816</u>)	(<u>1</u>)
7900	Net income before tax	100,324	6	130,970	9
7950	Income tax expense (Note 4 and 21)	(<u>19,914</u>)	(<u>1</u>)	(<u>27,720</u>)	(<u>2</u>)
8200	Net profit for the year	<u>80,410</u>	<u>5</u>	<u>103,250</u>	<u>7</u>
	Other comprehensive gain or loss				
8360	Items that may be reclassified to profit or loss				
8361	Translation differences in financial statements from overseas operations (Note 18)	14,839	1	8,271	-
8399	Income tax relating to items that may be reclassified (Notes 18)	(<u>2,967</u>)	-	(<u>1,654</u>)	-
8300	Other comprehensive income for the year	<u>11,872</u>	<u>1</u>	<u>6,617</u>	-
8500	Total comprehensive income for the period	<u>\$ 92,282</u>	<u>6</u>	<u>\$ 109,867</u>	<u>7</u>
	Earnings per share (Note 22)				
	From continuing business				
9710	Basic	<u>\$ 1.60</u>		<u>\$ 2.06</u>	
9810	Diluted	<u>\$ 1.60</u>		<u>\$ 2.05</u>	

The attached notes are part of the individual financial report.

Chairman: Lim, Pok-Chin Manager: Hsueh, Hsiu-Chu Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation
Individual Statements of Changes in Equity
January 1 to December 31, 2024 and 2023

Unit: NT\$'000

Code		Capital		Retained earnings			Other equity items	Total equity
		Number of Shares	Amount	Capital surplus	Statutory surplus reserve	Special capital reserve	Undistributed earnings	
A1	Balance as at January 1, 2023	50,193	\$ 501,930	\$ 292,923	\$ 242,600	\$ 10,871	\$ 326,905	\$ 1,386,277
	Appropriation and distribution of 2022 earnings							
B1	Statutory surplus reserve	-	-	-	21,585	-	(21,585)	-
B17	Reversal of special surplus reserve	-	-	-	-	(10,871)	10,871	-
B5	Cash dividend to shareholders	-	-	-	-	-	(170,656)	(170,656)
D1	Net profit in 2023	-	-	-	-	-	103,250	103,250
D3	Other comprehensive income in 2023	-	-	-	-	-	-	6,617
D5	Total comprehensive income in 2023	-	-	-	-	-	103,250	109,867
Z1	Balance as at December 31, 2023	50,193	501,930	292,923	264,185	-	248,785	1,325,488
	Appropriation and distribution of 2023 earnings							
B1	Statutory surplus reserve	-	-	-	10,507	-	(10,507)	-
B5	Cash dividend to shareholders	-	-	-	-	-	(100,386)	(100,386)
D1	Net profit in 2024	-	-	-	-	-	80,410	80,410
D3	Other comprehensive income in 2024	-	-	-	-	-	-	11,872
D5	Total comprehensive income in 2024	-	-	-	-	-	80,410	92,282
Z1	Balance as at December 31, 2024	50,193	\$ 501,930	\$ 292,923	\$ 274,692	\$ -	\$ 218,302	\$ 1,317,384

The attached notes are part of the individual financial report.

Chairman: Lim, Pok-Chin Manager: Hsueh, Hsiu-Chu Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation
Individual Statements of Cash Flows
January 1 to December 31, 2024 and 2023

Unit: NT\$'000
2023

Code		2024	2023
	Cash flows from operating activities		
A10000	Profit Before Tax in this year	\$ 100,324	\$ 130,970
A20010	Income and expense items		
A20100	Depreciation expenses	193,327	193,516
A20200	Amortization expenses	902	841
A20900	Finance costs	18,810	16,373
A21200	Interest income	(2,350)	(3,043)
A22400	Shares of loss(profit) of subsidiaries, associates and joint ventures accounted for using the equity method	68,474	20,177
A22500	Loss (gain) on disposal and scraping of property, plant and equipment	1,324	554
A29900	Gain on lease modification	(4,437)	(3,638)
A30000	Changes in operating assets and liabilities		
A31150	Accounts receivable	3,635	(228)
A31160	Receivables from related parties	441	(114)
A31200	Inventory	(53,982)	121,516
A31240	Total current assets	9,387	(24,384)
A32125	Contract liabilities	36,979	3,775
A32130	Notes payable	(14,061)	9,870
A32150	Accounts payable	10,516	10,061
A32180	Other Payables	5,617	(7,177)
A32230	Other current liabilities	<u>235</u>	<u>995</u>
A33000	Cash from operating activities	375,141	470,064
A33300	Interest paid	(18,575)	(16,373)
A33500	Income tax paid	(<u>23,410</u>)	(<u>49,338</u>)
AAAA	Net cash inflow from operating activities	<u>333,156</u>	<u>404,353</u>

Cash flow from investment activities

(Continued)

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Code		2024	2023
B00050	Disposal of financial assets at amortized cost	-	\$ 21,497
B02700	Acquisition of property, plant and equipment	(457,562)	(13,649)
B02800	disposal of property, plants and equipment	-	957
B03700	Increase in Refundable deposits	-	(3,407)
B03800	Decrease in refundable deposits	2,725	-
B04500	Acquisition of intangible assets	(440)	(1,022)
B07100	Increase in prepayment for equipment	(116)	(601)
B07500	Interest received	<u>1,794</u>	<u>2,472</u>
BBBB	Net cash inflow from investing activities (outflow)	(<u>453,599</u>)	<u>6,247</u>
	Cash flow from financing activities		
C00100	Increase in short-term loans	49,166	69,167
C01600	Borrowing of long-term loan	300,700	-
C01700	Repayment of long-term loan	(10,714)	(126,869)
C03100	Decrease in guarantee deposits received	(250)	(840)
C04020	Repayment of lease principal	(168,337)	(165,176)
C04500	Cash dividend distributed	(<u>100,386</u>)	(<u>170,656</u>)
CCCC	Net cash inflow from financing activities (outflow)	<u>70,179</u>	(<u>394,374</u>)
EEEE	Increase (decrease) in cash and cash equivalents, net	(50,264)	16,226
E00100	Cash and cash equivalents at beginning of the year	<u>149,159</u>	<u>132,933</u>
E00200	Cash and cash equivalents at the end of the year	<u>\$ 98,895</u>	<u>\$ 149,159</u>

The attached notes are part of the individual financial report.

Chairman: Lim, Pok-Chin Manager: Hsueh, Hsiu-Chu Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation**2024 Earnings Distribution**

Unit: NT\$

Item	Amount	
	Subtotal	Total
Unappropriated earnings at the beginning of the period	137,892,170	
Plus: Net profit after tax for the period	80,409,774	
Less: Statutory surplus reserve	(8,040,977)	
Earnings available for appropriation for the period		210,260,967
Appropriation:		
Shareholders dividends (NT\$1.5 per share in cash)	75,289,413	
Unappropriated earnings at the end of the period	134,971,554	
Note: Based on the 50,192,942 ordinary shares issued on the previous day of Company's board meeting on March 12, 2025 Share-based The cash dividend is rounded down to NT\$1 based on the distribution ratio. The total amount of fraction cash dividends less than NT\$1 shall be recognized in other income of the Company.		

Chairman: Lim, Pok-Chin

Manager: Hsueh, Hsiu-Chu

Accounting Supervisor: Ho, San-Chuang

Scan-D Corporation

Ethical Corporate Management Best Practice Principles

Article 1(purpose of adoption and scope of application)

These Principles are adopted to assist companies listed on to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

Article 2 (ban on unethical behaviors)

When engaging in commercial activities, directors, managers, employees, and mandataries of the Companies or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

Article 3 (types of interests)

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4 (legal compliance)

The Company shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/TPEX listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5 (policy)

The Company shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6 (prevention programs)

The Company shall in their own ethical management policy clearly and thoroughly prescribe the specific ethical management practices and the programs to forestall unethical conduct ("prevention programs"), including operational procedures, guidelines, and training.

When establishing the prevention programs, the company shall comply with relevant laws and regulations of the territory where the companies and their business group are operating.

In the course of developing the prevention programs, the company are advised to negotiate with staff, labor unions members, important trading counterparties, or other stakeholders.

Article 7 (Scope for prevention programs)

The Company shall establish a risk assessment mechanism against unethical conduct, analyze and assess on a business activities within their business scope which are at a higher risk of being involved in unethical conduct, and establish prevention programs accordingly and review their adequacy and effectiveness on a regular basis.

It is advisable for the company to refer to prevailing domestic and foreign standards or guidelines in establishing the prevention programs, which shall at least include preventive measures against the following:

1. Offering and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donations or sponsorship.
4. Offering or acceptance of unreasonable presents or hospitality, or other improper benefits.
5. Misappropriation of trade secrets and infringement of trademark rights, patent rights, copyrights, and other intellectual property rights.
6. Engaging in unfair competitive practices.
7. Damage directly or indirectly caused to the rights or interests, health, or safety of consumers or other stakeholders in the course of research and development, procurement, manufacture, provision, or sale of products and services.

Article 8 (commitments and implementation)

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of in the employee code of conduct that employees comply with such policy.

The Company shall clearly specify in their rules and external documents the ethical corporate management policies and the commitment by the board of directors and senior management on rigorous and thorough implementation of such policies, and shall carry out the policies in internal management and in commercial activities.

The Company shall compile documented information on the ethical management policy, statement, commitment and implementation mentioned in the first and second paragraphs and retain said information properly.

Article 9 (business activities based on ethical corporate management)

The Company shall engage in commercial activities in a fair and transparent manner based on the

principle of ethical management.

Prior to any commercial transactions, the Company shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any of them are involved in unethical conduct, and advised avoid any dealings with persons so involved.

When entering into contracts with their agents, suppliers, clients, or other trading counterparties, the Company advised include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, the Company may at any time terminate or rescind the contracts.

Article 10 (forbidding bribing and bribe taking)

When conducting business, the Company and their directors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 11 (ban on provision of illegal political donations)

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, the Company and their directors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

Article 12 (ban on improper charitable donation or sponsorship)

When making or offering donations and sponsorship, the Company and their directors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 13 (ban on improper gifts, improper treatment, or other irregular benefits)

The Company and their directors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 14 (ban on infringing of the intellectual property rights)

The Company and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 15 (ban on unfair competing business)

The Company shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share

or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 16 (preventing the products and services from damaging stakeholders)

In the course of research and development, procurement, manufacture, provision, or sale of products and services, The Company and their directors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services, and carry out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.

Article 17 (organizations and duties)

The directors, managers, employees, mandataries, and substantial controllers of a The Company shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

To achieve sound ethical corporate management, The Company shall designate a dedicated unit responsible for formulating and supervising the implementation of ethical business policies and prevention measures. The dedicated unit shall be in charge of the following matters, and shall report to the board of directors on a regular basis .

Article 18 (legal compliance in business activities)

The Company and their directors, managers, employees, mandataries, and substantial controllers shall comply with laws and regulations and the prevention programs when conducting business.

Article 19 (avoidance of conflict of interests)

The Company shall adopt policies for preventing conflicts of interest to identify, monitor, and manage risks possibly resulting from unethical conduct, and shall also offer appropriate means for directors, managers, and other stakeholders attending or present at board meetings to voluntarily explain whether their interests would potentially conflict with those of the company.

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, managers, and other stakeholders attending or present at board meetings of a the Company, the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

The Company's directors, managers, employees, mandataries, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for

themselves, their spouses, parents, children or any other person.

Article 20 (accounting and internal control)

The Company advised establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and enforcement of the systems are showing results.

The internal audit unit of a the Company advised , based on the results of assessment of the risk of involvement in unethical conduct, devise relevant audit plans? including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal audit unit may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary.

The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated unit and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 21 (operational procedures and behavioral guidelines)

The company shall establish operational procedures and guidelines in accordance with Article 6 hereof to guide directors, managers, employees, and substantial controllers on how to conduct business. The procedures and guidelines should at least contain the following matters:

1. Standards for determining whether improper benefits have been offered or accepted.
2. Procedures for offering legitimate political donations.
3. Procedures and the standard rates for offering charitable donations or sponsorship.
4. Rules for avoiding work-related conflicts of interests and how they should be reported and handled.
5. Rules for keeping confidential trade secrets and sensitive business information obtained in the ordinary course of business.
6. Regulations and procedures for dealing with suppliers, clients and business transaction counterparties suspected of unethical conduct.
7. Handling procedures for violations of these Principles.
8. Disciplinary measures on offenders.

Article 22 (education, training, and evaluation)

The Company shall periodically organize training and awareness programs for directors, managers, employees, mandataries, and substantial controllers so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

The Company advised apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 23 (whistle-blowing system)

The Company shall adopt a concrete whistle-blowing system and scrupulously operate the system.

The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Dedicated personnel or unit appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to the the company comes to their awareness upon investigation, the dedicated personnel or unit handling the whistle- blowing system shall immediately prepare a report and notify the independent directors in written form.

Article 24 (disciplinary and appeal system)

The Company shall adopt and publish a well- defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 25 (information disclosure)

The Company shall disclose the implementation of its Ethical Corporate Management Best Practice Principles on its website, annual report, and prospectus.

Article 26 (review and revision of the guidelines)

The Company shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management policies and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 27

The ethical corporate management best practice principles of each the company shall be implemented after the board of directors grants the approval, and shall be sent to the reported at a shareholders'

meeting. The same procedure shall be followed when the principles have been amended.

When a the company submits its ethical corporate management best practice principles to the board of directors for discussion pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

The principles was established on August.12, 2024.

Scan-D Corporation

Procedures for Ethical Management and Guidelines for Conduct

Article 1(Purpose of adoption and scope of application)

This Corporation engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where this Corporation and its business operate, with a view to providing all personnel of this Corporation with clear directions for the performance of their duties.

Article 2(Applicable subjects)

For the purposes of these Procedures and Guidelines, the term "personnel of this Corporation" refers to any director, managerial officer, employee, mandatary or person having substantial control, of this Corporation.

Any provision, promise, request, or acceptance of improper benefits by any personnel of this Corporation through a third party will be presumed to be an act by the personnel of this Corporation.

Article 3(Unethical conduct)

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of this Corporation, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4(Types of benefits)

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5(Responsible unit and duties)

This Corporation shall designate the Sustainable Development Promotion Team as the solely responsible unit and provide it with sufficient resources and competent personnel to be in charge of

the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also submit regular reports (at least once a year) to the board of directors:

- 1.Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
- 2.Advised analysing and assessing the risks of unethical conduct within the business scope on a regular basis and accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.
- 3.Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
- 4.Promoting and coordinating awareness and educational activities with respect to ethics policy.
- 5.Developing a whistle-blowing system and ensuring its operating effectiveness.
- 6.Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.
- 7.Preparing and retaining properly documented information such as ethical management policy and compliance statements, situations concerning the performance of undertakings and enforcement etc.

Article 6(Prohibition against providing or accepting improper benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

- 1.The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
- 2.The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
- 3.Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
- 4.Attendance at folk festivals that are open to and invite the attendance of the general public.
- 5.Rewards, emergency assistance, condolence payments, or honorariums from the management.
- 6.Money, property, or other benefits offered to or accepted from a person other than relatives or friends, This should be in accordance with general societal norms or customary practices.
- 7.Property received due to engagement, marriage, maternity, relocation, assumption of a position,

promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative, Should comply with local social norms and customary practices.

8. Other conduct that complies with the rules of this Corporation.

Article 7(Procedures for handling the acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of this Corporation are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the head of the Management Department shall be notified if necessary.
2. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the head of the Management Department. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the head of the Management Department for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

1. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
2. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
3. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The head of the Management Department of this Corporation shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. To be implemented after being submitted for approval by the Chairman.

Article 8(Prohibition of and handling procedure for facilitating payments)

This Corporation shall neither provide nor promise any facilitating payment.

If any personnel of this Corporation provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the head of the Management Department.

Upon receipt of the report under the preceding paragraph, the head of the Management Department shall take immediate action and undertake. In a case involving alleged illegality, the head of the Management Department shall also immediately report to the relevant judicial agency and a review of relevant matters in order to minimize the risk of recurrence. .

Article 9(Procedures for handling political contributions)

The company's provision of political donations shall be handled in accordance with the following regulations and may only proceed after obtaining approval from the authorized responsible supervisor:

- 1.It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
- 2.Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
- 3.In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided.

Article 10(Procedures for handling charitable donations or sponsorships)

Charitable donations or sponsorships by this Corporation shall be provided in accordance with the following provisions , May proceed only after receiving approval from the responsible supervisor:

- 1.It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Corporation is doing business.
- 2.A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
- 3.The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest.
- 4.After a charitable donation or sponsorship has been given, it shall be ascertained that the destination to which the money flows is consistent with the purpose of the contribution.

Article 11(Recusal)

When a director , officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her

immediate supervisor and the Financial and Accounting Body, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.

Article 12(Special unit in charge of confidentiality regime and its responsibilities)

This Corporation The Management Department is responsible for handling this matter, charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Corporation's trade secrets, trademarks, patents, works and other intellectual properties and should irregularly review the implementation results to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of this Corporation shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of this Corporation of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of this Corporation unrelated to their individual duties.

Article 13(Prohibition against unfair competition)

This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14(Prevention of damage caused by products and services to stakeholders)

This Corporation shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of this Corporation to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

This Corporation shall adopt a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that this Corporation's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, The Company should, in principle, immediately recall the product batch or suspend its service, recall those products or suspend the services, verify the facts and present a review and improvement plan.

The responsible unit of this Corporation shall report the event as in the preceding paragraph, actions taken, and subsequent reviews and corrective measures taken to the board of directors.

Article 15(Prohibition against insider trading and non-disclosure agreement)

All personnel of this Corporation shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Any organization or person outside of this Corporation that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Corporation shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation acquired as a result, and that they may not use such information without the prior consent of this Corporation.

Article 16(Compliance and announcement of policy of ethical management)

This Corporation shall request its directors and senior management to issue a statement of compliance with the ethical management policy and Furthermore, the employee code of conduct requires all employees to comply with the Company's business integrity practices.

This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17(Statement of ethical management policy to counterparties in commercial dealings)

Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 18(Avoidance of commercial dealings with unethical operators)

All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Corporation's ethical management policy.

Article 19(Stipulation of terms of ethical management in contracts)

1. Before entering into a contract with another party, this Corporation shall gain a thorough knowledge of the status of the other party's ethical management.
2. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.

Article 20(Handling of unethical conduct by personnel of this Corporation)

As an incentive to insiders and outsiders for informing of unethical or unseemly conduct, Insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

This Corporation shall internally establish and publicly announce on its website and the intranet, for insiders and outsiders of this Corporation to submit reports. A whistleblower shall at least furnish the following information:

1. the whistleblower's name and I.D. number, and an address, telephone number and e-mail address where it can be reached.
2. the informed party's name or other information sufficient to distinguish its identifying features.
3. specific facts available for investigation.

Personnel of this Corporation handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The Management Department of this Corporation shall observe the following procedure in handling whistleblowing matters:

1. An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.
2. The Management Department of this Corporation and the department head or personnel being reported to in the preceding subparagraph shall immediately verify the facts and, where necessary, with the assistance of the legal compliance or other related department.
3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. With respect to a confirmed information, this Corporation shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
6. The Management Department of this Corporation shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

Article 21(Actions upon event of unethical conduct by others towards this Corporation)

If any personnel of this Corporation discovers that another party has engaged in unethical conduct towards this Corporation, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-

corruption agency.

Article 22 (Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)

The Management Department should conduct annual internal awareness sessions, to communicate the importance of ethics to its directors, senior management, employees, and mandataries.

This Corporation advised link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of this Corporation seriously violates ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.

Article 23 This procedure and code of conduct shall be implemented upon approval by the Board of Directors and reported to the shareholders' meeting; the same applies to any amendments.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

The principles were established on August 12, 2024.

Scan-D Corporation

Guidelines for the Adoption of Codes of Ethical Conduct

Article 1 、 Establish objectives and basis

These Guidelines are adopted for the purpose of encouraging directors, and managerial officers of this corporation (including general managers or their equivalents, assistant general managers or their equivalents, deputy assistant general managers or their equivalents, chief financial and chief accounting officers, and other persons authorized to manage affairs and sign documents on behalf of a company) to act in line with ethical standards. To actively pursue the greatest benefit for shareholders, this guideline is established, in addition to the "Ethical Corporate Management Best Practice Principles," to create a positive model for ethical and trustworthy professional conduct.

Article 2 、 Prevention of conflicts of interest

Directors and managers should avoid conflicts of interest or is likely to intervene in the overall interest of the corporation, as for example when a director, or managerial officer of this Company is unable to perform their duties in an objective and efficient manner, or when a person in such a position takes advantage of their position in this corporation to obtain improper benefits for either themselves or their spouse, parents, children, or relatives within the second degree of kinship. this corporation shall pay special attention to loans of funds, provisions of guarantees, and major asset transactions or the purchase (or sale) of goods involving the affiliated enterprise at which a director or managerial officer works. If any director or manager of this Corporation encounters the aforementioned circumstances, they should immediately and proactively disclose any potential conflicts of interest and prioritize the best interests of this Corporation.

Article 3 、 Minimizing incentives to pursue personal gain:

This Corporation directors or managers of this Company should avoid the following matters:

- (1) Seeking an opportunity to pursue personal gain by using company property or information or taking advantage of their positions.
- (2) Obtaining personal gain by using company property or information or taking advantage of their positions.
- (3) Competing with this corporation.

When this Company has an opportunity for profit, it is the responsibility of the directors, and managerial officers to maximize the reasonable and proper benefits that can be obtained by this corporation.

Article 4 、 Confidentiality:

This Corporation directors, and managerial officers of this corporation shall be bound by the obligation to maintain the confidentiality of any information regarding this corporation itself or its suppliers and customers, except when authorized or required by law to disclose such information. Confidential information includes any undisclosed information that, if exploited by a competitor or disclosed, could result in damage to this corporation or the suppliers and customers.

Article 5 、 Fair trade:

This Corporation directors, and managerial officers shall treat all suppliers and customers, competitors, and employees fairly, and may not obtain improper benefits through manipulation, nondisclosure, or misuse of the information learned by virtue of their positions, or through misrepresentation of important matters, or through other unfair trading practices.

Article 6 、 Safeguarding and proper use of company assets:

This Corporation directors, and managerial officers have the responsibility to safeguard company assets and to ensure that they can be effectively and lawfully used for official business purposes; any theft, negligence in care, or waste of the assets will all directly impact this corporation's profitability.

Article 7 、 Legal compliance:

This Corporation shall strengthen its compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.

Article 8 、 Encouraging reporting on illegal or unethical activities:

This Corporation shall raise awareness of ethics internally and encourage employees to report upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. Relevant evidence should be presented to the Audit Committee, managers, internal audit supervisors, or other appropriate personnel. To encourage employees to report illegal conduct, The Company shall appropriately handle the aforementioned reported data in a manner that ensures confidentiality and responsibility and make employees aware that this corporation will use its best efforts to ensure the safety of informants and protect them from reprisals.

Article 9 、 Disciplinary measures:

If any director or manager of this Corporation violates this code, the severity of the situation will determine whether it is reported to the Board of Directors in accordance with legal regulations, and it will be handled according to this Corporation relevant disciplinary measures, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. Those who violate this code may seek

remedies through this Corporation complaint channels.

Article 10 、Procedures for exemption

The code of ethical conduct adopted by a this Corporation must require that any exemption for directors, or managerial officers from compliance with the code be adopted by a resolution of the board of directors, and that information on the date on which the board of directors adopted the resolution for exemption, objections or reservations of independent directors, and the period of, reasons for, and principles behind the application of the exemption be disclosed without delay on the MOPS, in order that the shareholders may evaluate the appropriateness of the board resolution to forestall any arbitrary or dubious exemption from the code, and to safeguard the interests of this corporation by ensuring appropriate mechanisms for controlling any circumstance under which such an exemption occurs.

Article 11 、Method of disclosure

The Company shall disclose the code of ethical conduct it has adopted, and any amendments to it, in its annual reports and prospectuses and on the MOPS.

Article 12 、The Company's code of ethical conduct, and any amendments to it, shall enter into force after it has been adopted by the board of directors and submitted to a shareholders meeting. The principles was established on August.12, 2024.

Scan-D Corporation

Articles of Association

Comparison table of the articles before and after the amendments

Amended articles	Articles after the amendment	Articles before the amendment	Description
Chapter 6 Article 24	Article 24.If the Company records a profit for the year, it shall allocate no less than 4% as employees' remuneration. <u>Among the total amount allocated for employee compensation, no less than 25% should be allocated as compensation for grassroots employees.</u> The Board of Directors shall decide whether it shall be distributed by shares or cash. The distribution target includes employees of subsidiaries that meet certain conditions. The Board of Directors of the Company shall resolve to allocate no more than 2% for directors' and supervisors' remuneration in accordance with the aforementioned amount. Proposals for the distribution of employees' remuneration and directors' remuneration shall be reported at the shareholders meeting. In the case of accumulated loss, the Company shall reserve an indemnity amount, which shall then be allocated to employees' remuneration and directors' remuneration according to the aforementioned ratios.	Article 24.If the Company records a profit for the year, it shall allocate no less than 4% as employees' remuneration. The Board of Directors shall decide whether it shall be distributed by shares or cash. The distribution target includes employees of subsidiaries that meet certain conditions. The Board of Directors of the Company shall resolve to allocate no more than 2% for directors' and supervisors' remuneration in accordance with the aforementioned amount. Proposals for the distribution of employees' remuneration and directors' remuneration shall be reported at the shareholders meeting. In the case of accumulated loss, the Company shall reserve an indemnity amount, which shall then be allocated to employees' remuneration and directors' remuneration according to the aforementioned ratios.	This is in compliance with the amendments to the Securities and Exchange Act.
Chapter 7 Article 28	Article 28.The Articles of Association was drawn up on October 3, 1995, (omitted) The 21st amendments were made on June 22, 2017. The 22nd amendments were made on June 17, 2020. The 23rd amendments were made on June 23, 2022. <u>The 24th amendments were made on June 19, 2025.</u>	Article 28.The Articles of Association was drawn up on October 3, 1995, (omitted) The 21st amendments were made on June 22, 2017. The 22st amendments were made on June 17, 2020. The 23rd amendments were made on June 23, 2022.	Add amending date.

Scan-D Corporation

Procedures to grant loan and endorsement

Comparison table of the articles before and after the amendments

Amended articles	Articles after the amendment	Articles before the amendment	Description
<p>Chapter 2</p> <p>Section 1</p> <p>Article 7</p>	<p>The company's funds and others shall be handled in accordance with the following operating procedures:</p> <p>I 、the object of loans and funds: should be in accordance with the provisions of this procedure Article III.</p> <p>II 、criteria for the evaluation of financial loans and others:</p> <p>(I) Engaged in the loan of funds due to business relations.</p> <p>(II) To engage in financial loans due to the need for short-term financing Shall be limited to the following circumstances:</p> <p>1. The company has a stake of more than 50% of the company, because of business needs and have the necessary short-term financing.</p> <p>2. his company or line number due to the purchase of materials or operational turnover needs and have the necessary short-term financing.</p> <p>3. ther by the company's board of directors agreed to fund loans.</p> <p>III 、limits on the loan and total amount of funds and individual objects:</p> <p>The total amount of funds credited to the company is limited to 40% of the company's most recent net financial statements.</p> <p>(I) company or line number that does business with the company:</p> <p>1. the loan and total amount shall</p>	<p>The company's funds and others shall be handled in accordance with the following operating procedures:</p> <p>I 、the object of loans and funds: should be in accordance with the provisions of this procedure Article III.</p> <p>II 、criteria for the evaluation of financial loans and others:</p> <p>(I) Engaged in the loan of funds due to business relations.</p> <p>(II) To engage in financial loans due to the need for short-term financing Shall be limited to the following circumstances:</p> <p>1. The company has a stake of more than 50% of the company, because of business needs and have the necessary short-term financing.</p> <p>2. his company or line number due to the purchase of materials or operational turnover needs and have the necessary short-term financing.</p> <p>3. ther by the company's board of directors agreed to fund loans.</p> <p>III 、limits on the loan and total amount of funds and individual objects:</p> <p>The total amount of funds credited to the company is limited to 40% of the company's most recent net financial statements.</p> <p>(I) company or line number that does business with the company:</p> <p>1. the loan and total amount</p>	<p>In accordance with the internal control audit letter No. 1130202733 issued by the Taipei Exchange, the Company has revised the total lending amount and individual lending limit for funds extended between its wholly-owned foreign subsidiaries or from a wholly-owned foreign subsidiary to the Company. The lending limits are determined based on the "lending entity" as the basis for calculation.</p>

Amended articles	Articles after the amendment	Articles before the amendment	Description
	<p>be limited to 20% of the company's most recent net financial statements.</p> <p>2. individual loans and amounts shall be limited to the amount of business transactions between the two parties in the most recent year. The amount of business transaction referred to is the higher the amount of goods purchased or sold between the two parties.</p> <p>(II) company or line number necessary for short-term financing:</p> <p>1. The loan and total amount shall be limited to 20% of the company's most recent net financial statements.</p> <p>2. individual loans and amounts are limited to 10% of the company's most recent net financial statements.</p> <p>(III) This Public Division directly and indirectly holding voting shares 100% of foreign countries Inter-firm engaged in funds Loan and, Or This The company directly and indirectly holds voting rights Shares of 100% Foreign companies to This Companies engaged in capital loans and, Loan and total amount to no more than <u>"lending entity"</u> Most recent financial statements Net value 40% Limited to the amount of individual loans and amounts not exceeding <u>"lending entity"</u> Most recent financial statements Net value 20% Limited to.</p> <p>Omitted below.</p>	<p>shall be limited to 20% of the company's most recent net financial statements.</p> <p>2. individual loans and amounts shall be limited to the amount of business transactions between the two parties in the most recent year. The amount of business transaction referred to is the higher the amount of goods purchased or sold between the two parties.</p> <p>(II) company or line number necessary for short-term financing:</p> <p>1. The loan and total amount shall be limited to 20% of the company's most recent net financial statements.</p> <p>2. individual loans and amounts are limited to 10% of the company's most recent net financial statements.</p> <p>(III) This Public Division directly and indirectly holding voting shares 100% of foreign countries Inter-firm engaged in funds Loan and, Or This The company directly and indirectly holds voting rights Shares of 100% Foreign companies to This Companies engaged in capital loans and, Loan and total amount to no more than <u>the company</u> Most recent financial statements Net value 40% Limited to the amount of individual loans and amounts not exceeding <u>the company</u> Most recent financial statements Net value 20% Limited to.</p> <p>Omitted below.</p>	
Chapter 5 Article 24	<p>The procedure was made on Jul.2, 2001.</p> <p>2nd amendement was made on Jun.3, 2003.</p> <p>3rd amendement was made on</p>	<p>The procedure was made on Jul.2, 2001.</p> <p>1st amendement was made on Jun.3, 2003.</p> <p>2nd amendement was made on</p>	Add amending date.

Amended articles	Articles after the amendment	Articles before the amendment	Description
	Jun.9, 2006. 4th amendemant was made on Jun.29, 2009. 5th amendemant was made on Jun.29, 2009. 6th amendemant was made on Jun.13, 2013. 7th amendemant was made on Jun.20, 2019. 8th amendemant was made on Jun.19, 2023. <u>9th amendemant was made on Jun.19, 2025.</u>	Jun.9, 2006. 4th amendemant was made on Jun.29, 2009. 4th amendemant was made on Jun.29, 2009. 6th amendemant was made on Jun.13, 2013. 7th amendemant was made on Jun.20, 2019. 8th amendemant was made on Jun.19, 2023.	

Scan-D Corporation

Articles of Association(Before amendment)

Chapter 1 General Provisions

- Article 1. The Company is incorporated in accordance with the regulations of the Company Act and registered under the name of SCAN-D CORPORATION.
- Article 2. The Company is engaged in the following business:
- I. CN01010 Furniture and Fixtures Manufacturing.
 - II. E801010 Building Maintenance and Upholstery.
 - III. F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures.
 - IV. F111090 Wholesale of Building Materials.
 - V. F205040 Retail Sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures.
 - VI. F211010 Retail Sale of Building Materials.
 - VII. I503010 Landscape and Interior Designing.
 - VIII. F113030 Wholesale of Precision Instruments.
 - IX. F113070 Wholesale of Telecom Instruments.
 - X. F118010 Wholesale of Computer Software.
 - XI. F119010 Wholesale of Electronic Materials.
 - XII. F199990 Other Wholesale Trade.
 - XIII. F299990 Other Retail.
 - XIV. F399990 Others Consolidated Retail.
 - XV. F401010 International Trade.
 - XVI. G801010 Warehousing and Storage.
 - XVII. I103060 Management Consulting Services.
 - XVIII. I301010 Software Design Services.
 - XIX. I301030 Digital Information Supply Services.
 - XX. I501010 Product Designing.
 - XXI. F399040 Retail without stores.
 - XXII. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3. The Company is headquartered in Taoyuan City. If necessary, the Company may establish domestic or overseas subsidiaries after the resolution from the Board.
- Article 4. Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.
- Article 5. The Company may re-invest as a shareholder with limited liability of other companies, and the total re-investment amount is not limited by the amount as regulated in Article 13 of the company Act.

Article 5-1. The Company may make guarantees to others for business needs.

Chapter 2 Shares

- Article 6. The total capital of the Company is NT\$800 million, divided into \$80 million shares with a nominal value of NT\$10 per share. The Board is authorized to issue outstanding shares in installments.
Of the abovementioned total capital, NT\$50 million is reserved for the exercise of stock options, such as employee stock options, corporate bonds with stock options, and special stocks with stock options, which may be issued in installments in accordance with the resolution of the Board of Directors.
- Article 7. The treasury shares bought back by the Company shall be transferred to the employees at a price lower than the actual average price for purchasing the shares. The resolution for transfer may be adopted with the concurrence of over two-thirds of votes exercised by the shareholders present at the shareholders meeting who represent a majority of the issued shares of the Company.
- Article 8. If the Company intends to issue employee stock options at a stock price lower than the market price, the issuance is subject to the resolution of the general shareholders meeting in accordance with Article 56-1 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers.
- Article 9. The shares of the Company shall be numbered and signed or sealed by the Company's representative as well as attested by the bank that should be the attestor according to the laws before issuance.
The shares of the Company shall be issued in non-printed certificates or printed together based on the total amount of shares issued each time, which, however, shall be registered by the centralized securities depository institution.
- Article 10. Shares shall not be transferred within 60 days prior to the convening of each general shareholders' meeting, or within 30 days prior to the convening date of a general shareholders' meeting, or within 5 days prior to the base day in which the Company decides to distribute dividends, bonus or other benefits.

Chapter 3 Shareholder Meetings

- Article 11. Shareholders' meetings can be classified into general shareholders meetings and extraordinary general meetings. General shareholders meetings are convened once per year, which shall be convened within six months after the close of each fiscal year. Extraordinary general meetings are convened when necessary.
General shareholders meetings shall be convened 30 days in advance and extraordinary shareholders meeting shall be convened 15 days in advance by notifying shareholders in writing, which shall be made by way of electronic with the consent of the shareholders. For shareholders holding less than 1,000 registered shares, notification shall be made by announcements.
The Company's shareholders meeting may be held by video conference or other means as announced by the central competent authority.

- Article 12. When a shareholder is unable to attend a shareholders' meeting, the shareholder shall appoint a proxy to attend by to attend the meeting by issuing a power of attorney published by the Company and specified its authorized rights. In addition to the provisions of Article 177 of the Company Law, the measures for appointing proxy by shareholders shall be handled in accordance with the requirements of the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.
- Article 13. Shareholders are entitled to one vote for each share held, except those restricted or without voting rights in accordance with Article 179 of the Company Act.
- Article 14. The resolutions of the shareholders meeting shall be attended by shareholders representing more than half of the total number of issued shares, unless otherwise provided by the Company Law, with the consent of more than half of the voting rights of the shareholders present.
- According to the regulations of the competent authority, if the Company adopts an electronic voting system, shareholders shall exercise their voting rights by electronic means. Shareholders who exercise their voting rights by electronic means are deemed to be present in person, and their exercise method should include a notice of the shareholders meeting.
- Resolutions resolved at a shareholders' meeting shall be recorded in the minutes and shall be signed and sealed by the chairman. The preparation and issuance of the minutes shall be handled in accordance with Article 183 of the Company Act.

Chapter 4: Directors and Audit Committee

- Article 15. The Company shall appoint 7-9 directors , candidates with sufficient capabilities are elected at the shareholders meeting. The tenure is three years and the directors are subject to re-election.
- Among the aforementioned number of directors, the number of independent directors shall be no less than 3 and one-fifth of the number of directors. The election of independent directors and directors adopts a candidate nomination system. The shareholders shall elect the directors from the list of candidates. Independent directors and non-independent directors are elected concurrently, in which votes are calculated separately.
- The professional qualifications of independent directors, restrictions on shareholding and part-time employment, determination of independence, nomination methods and other matters to be complied with shall be handled in accordance with the relevant regulations of the securities competent authority.
- Article 16. The chairman is elected by two-thirds of the directors present at the meeting and representing one-half or more of the number of directors present at the meeting. The Vice-Chairman is elected depending on actual needs. The chairman represents the Company externally. When the chairman of the Board is on leave or unable to exercise its powers, the proxy shall handle in accordance with Article 208 of the Company Act.

- Article 17. The reason for convening the Board meeting shall be stated and notified to the directors 7 days in advance. In case of emergency, however, a board meeting may be convened at any time. The above notice in respect of convening a meeting shall be made in writing, by email, or facsimile.
- Article 18. When a director is unable to attend a shareholders' meeting, the director shall appoint other directors to attend the shareholders meeting by issuing a power of attorney and specified its authorized rights of the convening reason. However, the proxy shall be only appointed by one person.
- Article 19. The Board of Directors is authorized to determine the remuneration of the Company's directors based on their participation in and contribution to the operation of the Company, with reference to the domestic industry standard, regardless of the gain or loss of the Company's business.
A director holding a position as an employee shall be remunerated as regular staff.
The Company shall purchase liability insurance during the term of office of its directors and key staff in respect of their indemnity liabilities in the scope of performing duties in accordance with the laws.

Chapter 5 Managers

- Article 20. The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall consist of all independent directors, the number of which shall be no less than three, one of whom shall be the convener, and at least one of whom shall possess accounting or financial expertise.
The composition, functions and powers, rules of procedure and other matters to be complied with by the Company's audit committee shall be handled in accordance with the relevant regulations of the securities competent authority.
- Article 21. The Company shall establish various functional committees, each of which shall establish rules and regulations for exercising their powers, and shall be implemented after being approved at the Board meeting.
- Article 22. The Company shall appoint numerous managers, whose appointment, discharge and remuneration shall be handled in accordance with Article 29 of the Company Act. The manager is authorized to manage affairs and apply signatures for the Company within the scope of the Articles of Association or the agreed scope of authority.

Chapter 6 Accounting

- Article 23. The fiscal year of the Company starts on the January 1 and ends on December 31 every year. At the end of each fiscal year, a final account shall be made. The Board of Directors shall compile the following statements in accordance with the Company Act and file to the general shareholders meeting for recognition:
- I. Business report.
 - II. Financial statements.
 - III. Resolutions related to earnings distribution or loss provision.
- Article 24. If the Company records a profit for the year, it shall allocate no less than 4% as

employees' remuneration. The Board of Directors shall decide whether it shall be distributed by shares or cash. The distribution target includes employees of subsidiaries that meet certain conditions. The Board of Directors of the Company shall resolve to allocate no more than 2% for directors' and supervisors' remuneration in accordance with the aforementioned amount. Proposals for the distribution of employees' remuneration and directors' remuneration shall be reported at the shareholders meeting. In the case of accumulated loss, the Company shall reserve an indemnity amount, which shall then be allocated to employees' remuneration and directors' remuneration according to the aforementioned ratios.

- Article 25. If there is a surplus in the annual accounts of the Company, taxes shall be paid in accordance with the laws. After making up for the accumulated losses, 10% will be provided in the statutory surplus reserve. However, the statutory surplus reserve shall not be provided once it has reached the Company's paid-in capital. If there is a balance, together with the unappropriated earnings, the Board of Directors shall compile an earning distribution resolution and submit to the shareholders meeting to resolve whether to distribute dividends to shareholders.
- The Company may authorize for all or part of dividends and bonus that shall be distributed or all or part of statutory surplus reserve and capital reserve as regulated under the Company Act to be distributed in cash after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors and a report of such distribution shall be submitted to the shareholders meeting. The aforementioned requirement for shareholders resolution is not applicable.
- The Company's dividend policy is based on current and future development plans, considers investment environment, capital requirements, and domestic and foreign competition, and takes into account factors such as shareholders' interests. No less than 20% of the distributable earnings is allocated for share dividends to shareholders each year. Dividends are distributed primarily by way of cash or shares, of which cash dividends will be no less than 30% of the total dividend.

Chapter 7 Supplemental Provisions

- Article 26. The Company's organization regulations and operation rules shall be otherwise formulated.
- Article 27. All matters not specified in the Articles of Association shall be handled in accordance with the Company Act and other laws and regulations.
- Article 28. The Articles of Association was drawn up on October 3, 1995, (omitted)
The 21st amendments were made on June 22, 2017.
The 22nd amendments were made on June 17, 2020.
The 23rd amendments were made on June 23, 2022.

Scan-D Corporation

Rules and Procedures of shareholders meeting

Article 1

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders 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.

Article 2

The rules of procedures for the Company's shareholders meetings, except as otherwise provided by law, regulation, or the Articles of Association, shall be as provided in these Rules.

Article 3 (Convention and Notice of shareholders meeting)

Unless otherwise required by regulations, the shareholders meeting of the Company is convened by the Board of Directors.

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

The Company shall compile the notice for shareholders meeting, the power of attorney, resolutions to be recognized, resolutions to be discussed and resolution regarding appointment or dismissal of directors in electronic form and deliver them to the Market Observation Post System 30 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting. In addition, the Company shall compile the shareholders meeting Agenda and supplemental information of the meeting in electronic form and deliver them to the Market Observation Post System 21 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting. However, in the case of the Company with paid-in capital reaching NT\$10 billion or more as of the end of the most recent fiscal year, or in which the aggregate shareholding ratio of foreign and Mainland Chinese investors listed in the shareholders register to exceed 30% at the annual shareholders' meeting held in the recent fiscal year, the transmission of the aforementioned electronic files shall be completed no later than 30 days prior to the annual shareholders' meeting. The meeting agenda handbook and supplemental materials of the current shareholders' meeting shall be prepared for the shareholders to review at any time and displayed at the Company and its designated stock affairs agency 15 days before the scheduled shareholders' meeting.

The meeting agenda handbook and supplemental materials referred to in the preceding

paragraph shall be made available to shareholders on the day of the shareholders' meeting by the Company in the following manner:

- I 、 When holding a physical shareholders' meeting, materials shall be distributed on-site at the shareholders' meeting.
- II 、 When holding a hybrid shareholders' meeting, materials shall be distributed on-site at the shareholders' meeting and transmitted to the video conferencing platform as an electronic file.
- III 、 When holding a virtual-only shareholders' meeting, materials shall be transmitted to the video conferencing platform as an electronic file.

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

Matters pertaining to the election or discharge of directors, the amendment to the Articles of Incorporation, capital reduction, application for the approval of ceasing its status as a public company, permission for competing with the company by directors, capitalization of earnings, capitalization of capital reserves, company dissolution, merger, split-up, or matters set out in Article 185, paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and matters under Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, shall be listed in the cause of convocation as well as the main contents thereof, and shall not be brought up as extemporary motions.

The reasons for convening the shareholders meeting has stated the full re-election of directors and the date of appointment. After the re-election of the shareholders meeting, the appointment date shall not be changed by extempore motions or other means in the same meeting.

Shareholders who hold more than one percent of the total number of issued shares shall submit a general shareholders meeting resolution to the Company, which is limited to one only. Resolutions beyond the limitation shall not be included. However, In addition, if the proposed shareholders' resolution fulfills the circumstances mentioned in paragraph 4, Article 172-1 of the Company Act, the Board of Directors shall exclude it from the agenda. Shareholders may put forward proposals urging the Company to promote public interests or fulfill its social responsibilities. The procedure shall be limited to one proposal according to the relevant provisions of Article 172-1 of the Company Act. If there is more than one proposal, they shall not be included in the agenda.

Prior to the book closure date before a general shareholders meeting is held, the Company shall announce the accepted resolutions proposed by shareholders, the written and electronic acceptance method, the acceptance location and acceptance period. The acceptance period shall be no less than 10 days.

The resolution proposed by shareholders is limited to 300 words. Resolutions exceeding 300 words shall not be included in the agenda. The shareholders proposing a resolution shall attend the general shareholders meeting in person or by proxy, and participate in the

resolution discussion.

The Company shall, prior to the date of the shareholders meeting notice, inform the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders meeting notice the proposals conforming to the requirements set out in this Article. The Board of Directors shall explain the reasons for excluding any shareholder resolutions at the shareholders meeting for resolutions not included in the agenda.

Article 4

For each shareholders meeting, the shareholder shall appoint a proxy to attend by to attend the meeting by issuing a power of attorney published by the Company and specified its authorized rights.

A shareholder may only execute one power of attorney and appoint one proxy only, and shall serve such written proxy to the Company no later than 5 days prior to the date of the shareholders meeting. In case two or more written proxies are received from one shareholder, the first one received by the Company shall prevail, provided that this does not apply to a declaration made to cancel the previous proxy appointment.

After the delivery of the power of attorney of a proxy to the Company, in case the shareholder issuing the said proxy intends to attend the shareholders meeting in person or to exercise his/her/its voting power in writing or by electronic means, a proxy rescission notice shall be filed to the Company 2 days in writing prior to the date of the shareholders meeting as scheduled in the shareholders meeting notice so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

Upon delivery of the proxy to the Company, in case the shareholder issuing the said proxy wishes to attend the shareholders' meeting via video conference, the shareholder shall issue a proxy rescission notice in writing to the Company two days prior to the scheduled date of the shareholders' meeting. In the absence of a timely rescission, the voting power exercised by the authorized proxy agent at the meeting shall prevail.

Article 5 (Principles determining time and place of shareholders meeting)

The venue where a shareholder meeting is held shall be the premises of this Company or a location easy for shareholders to access and appropriate for holding meetings. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent directors shall be fully taken into consideration for the location and time of a shareholder meeting.

When the Company holds a virtual-only shareholders' meeting, it is not subject to the restriction on the venue of the preceding paragraph.

Article 6 (Preparation of attendance logs and other documents)

In the shareholders' meeting notice, the Company shall specify the time and place for accepting the registration of shareholders, proxy solicitors, or proxy agents (hereinafter

referred to as shareholders) and other matters for attention.

The time for accepting shareholders' registration in the preceding paragraph shall be processed at least 30 minutes before the commencement of the meeting. The registration counter shall be clearly indicated and staffed by adequate and competent personnel to handle the check-in. For a virtual shareholders' meeting, registration shall be accepted on the video conferencing platform 30 minutes before the commencement of the meeting. Shareholders who have completed registration are deemed as attending the shareholders' meeting in person.

Shareholders shall attend shareholders meetings with their meeting pass, sign-in cards, or other certificates that validate the attendance. The Company may not arbitrarily add requirements demanding for other documents beyond those showing eligibility presented by shareholders. Those seeking the power of attorney shall also bring along their identity document(s) for verification.

The Company shall prepare an attendance book for shareholders to sign in, or the shareholder present may present an attendance card in lieu of signing on the attendance book.

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

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

For shareholders' meetings held via video conference, shareholders who wish to attend by means of video conference shall register with the Company two days before the meeting.

For shareholders' meetings held via video conference, the Company shall upload the meeting agenda handbook, annual report, and other relevant materials to the video conferencing platform of the shareholders' meeting at least 30 minutes before the meeting starts and continue to disclose them until the end of the meeting.

Article 6-1 (Convening of a virtual shareholders' meeting and matters to be specified in the meeting notice)

When the Company convenes a virtual-only shareholders' meeting, it shall specify the following matters in the meeting notice:

- I. The means for shareholders to take part in a virtual-only meeting and exercise their rights.
- II. In the event of natural disasters, unforeseen events, or other force majeure circumstances that result in any disruptions to the video conferencing platform or participation via video conference, measures to be taken shall include at least the following particulars:
 - (I) If the above disruptions persist and cannot be resolved, resulting in the need to

postpone or reconvene the meeting, the time and date for the postponed or reconvened assembly shall be determined.

- (II) Shareholders who have not registered to attend the original scheduled shareholders' meeting via video conference may not take part in the postponed or reconvened meeting.
- (III) When convening a hybrid shareholders' meeting, if the virtual meeting cannot proceed, and the total number of shares represented at the meeting, after deducting those represented by shareholders attending the meeting via video conference, meets the legal quorum required for holding a shareholders' meeting, the meeting shall continue in session. For shareholders who take part via video conference, their shares represented shall be counted toward the total shares represented by the attending shareholders and shall be deemed to have abstained from voting on all motions at that meeting.
- (IV) Measures to be taken where the outcome of all motions have been announced and extemporary motions have not been proceeded with.

When convening a virtual-only shareholders' meeting, it shall specify appropriate alternative measures made available to shareholders who have difficulty taking part in the shareholders' meeting via video conference.

Article 7 (Chairman of the shareholders meeting and Participants)

When a shareholders meeting is convened by the Board of Directors, the meeting shall be chaired by the chairman of the Board. In case the chairperson of the Board is on leave or unable to exercise its powers as a chairman, the vice-chairman shall act in place of the chairperson. If the Board has not appointed a vice-chairman or the vice-chairman is also on leave or unable to exercise its powers as a vice-chairman, the chairman shall appoint one of the managing directors to act as the chairman, or, if managing directors have not been appointed, one of the directors shall be appointed to act as the chairman. Where the chairman does not make such an appointment, the managing directors or the directors shall elect one person from among themselves to serve as the chairman.

When electing the chairman from managing directors or directors, those who have held the positions for six months or longer and understand the financial and business operations of the Company shall be prioritized. The same shall apply for a representative of a juristic person director that serves as the chairman.

The shareholders meeting convened by the Board of Directors shall be presided over by the Chairman in personal and attended by more than half of the Board of Directors, and at least one member of each functional committee. The attendance shall be recorded in the shareholders meeting minutes.

If a shareholders meeting is convened by a party with the power to convene a meeting other than the Board of Directors, the convening party shall chairman the meeting. When there are two or more convening parties, they shall elect one person from among themselves to serve as the chairman.

The Company may designate its attorneys, certified public accountants (CPA) or other relevant persons to attend the shareholder's meeting.

Article 8 (Documentation of shareholders meeting by audio or video)

The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

For shareholders' meetings held via video conference, the Company shall keep records of information on matters including shareholder enrollment, registration, sign-in, inquiry, voting, and vote counting results and shall make uninterrupted audio and video recordings of the entire virtual meeting.

The information and audio-visual recordings mentioned in the preceding paragraph shall be properly preserved by the Company throughout its entire existence. Additionally, copies of the audio and video recordings shall be provided to the designated parties responsible for managing video conference affairs for safekeeping.

For shareholders' meetings held via video conference, the Company is recommended to make audio and video recordings on the operation interface of the video conferencing platform.

Article 9

Attendance at shareholders 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 and sign-in cards and the number of shares reported on the video conference platform, handed in plus the number of shares whose voting rights are exercised in writing or by electronic means.

The chair shall call the meeting to order immediately at the time scheduled for the meeting and announce the number of non-voting rights shares, the number of shares represented, etc.

When the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one-third of the total number of issued shares, the chairman shall declare the meeting adjourned ; For shareholders' meetings held via video conference, the Company shall also declare the failure to convene a meeting on the shareholders' virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number

of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within 1 month : For shareholders' meetings held via video conference, shareholders who wish to attend by means of video conference shall re-register with the Company in accordance with Article 6.

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

Article 10 (Resolution Discussion)

If the shareholders meeting is convened by the Board of Directors, its agenda shall be determined by the Board of Directors. Relevant motions (including extempore motions and amendments to original motions) shall be decided on a case-by-case basis. The meeting shall be conducted according to the scheduled agenda and shall not be changed without the resolution of the shareholders meeting.

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

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

The chairman shall provide sufficient explanation and discussion of resolutions or resolutions of amendments or extempore motions proposed by the shareholders. When the chairman is of the opinion that a resolution has been discussed sufficiently to put it to a vote, the chairman may announce the close of the discussion, call for a vote and arrange sufficient time for the vote.

Article 11 (Shareholders' speech)

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

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 chairman, 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 chairman 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 chairman and the shareholder that has the floor; the chairman shall stop any violation.

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

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

Shareholders who participate in a virtual-only shareholders' meeting via video conference may submit questions using the text feature on the video conferencing platform from the chair calling the meeting to order until the adjournment. For each motion, shareholders may submit up to two questions, and each question is limited to 200 words, not applicable to the provisions outlined in paragraphs 1 to 5.

If the preceding question does not violate the rules or fall outside the scope of the motion, it is recommended to disclose the question on the video conferencing platform of the shareholders' meeting for public information.

Article 12 (Calculation of voting shares and recusal system)

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

With respect to resolutions of shareholders 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 is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as a 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 a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent 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 deemed non-voting shares under paragraph 2, Article 179 of the

Company Act.

When the Company convenes a shareholder meeting, voting rights shall be exercised in writing or by electronic means. When voting rights are exercised in writing or by electronic means, the method shall be set out in the shareholders meeting notice. A shareholder exercising voting rights in writing or by electronic means will be deemed to have attended the meeting in person. However, to waive his/her rights with respect to the extempore motions and revisions to the original resolutions of that meeting, the Company shall avoid submission of extempore motions and revision to the original proposals.

A shareholder intended to exercise voting rights in writing or by electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights in writing or by electronic means, in the event the shareholder intends to attend the shareholders meeting in person, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made, by the same means by which the voting rights were exercised 2 days before the date of the shareholders meeting. For overdue retraction, the voting rights already exercised in writing or by electronic means shall prevail. When a shareholder has exercised voting rights both in writing or by electronic means and by appointing a proxy to attend a shareholders 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 Association, the passage of a proposal requires the majority voting rights of the attending shareholders. At the time of a vote, for each proposal, the Chairman or a person designated by the Chairman shall first announce the total number of voting rights represented by the attending shareholders, followed by a vote of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, including the numbers of votes for and against and the number of absent votes, shall be submitted into the Market Observation Post System.

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

Vote monitoring and counting personnel for the voting on a resolution shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for voting on motions or elections shall be conducted at an open space in the shareholder meeting venue and the results, including weights, shall be announced immediately after counting and recorded.

Shareholders who take part in the Company's virtual-only shareholders' meeting via video conference shall cast votes on motions and elections through the video conferencing platform after the chair called the meeting to order and shall complete the casting of their votes before the chair announces the close of voting, or will be deemed to have abstained from voting.

For shareholders' meetings held via video conference, votes shall be counted at once after the chair announces the close of voting, and voting and election outcomes shall be announced immediately.

In the event of a hybrid shareholders' meeting convened by the Company, if shareholders, who have registered to take part via video conference under Article 6, wish to attend the physical shareholders' meeting in person, they shall rescind the registration in the same manner previously used to register two days prior to the shareholders' meeting. In the absence of a timely rescission, they may take part in the shareholders' meeting only by means of video conferencing.

If shareholders have exercised voting rights in writing or by electronic means without rescinding their declaration of intention and participate in the shareholders' meeting by videoconferencing, they may not, with the exception of on extempore motions, further exercise any voting rights on the original motions or propose any amendments to the original motions or exercise voting rights on amendments to the original motions.

Article 14 (Election)

When there is a director election during the shareholders' meeting, it shall be carried out in accordance with the relevant election rules set by the Company. The election outcomes shall be declared on the spot, including the list of elected directors and their numbers of elected votes, as well as the list of unelected candidates and their number of votes 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 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairman and a copy shall be distributed to each shareholder within 20 days of the meeting. The preparation and distribution of the meeting minutes shall be made by electronic means. The distribution of the meeting minutes described in the preceding paragraph shall be announced by submitting to the Market Observation Post System.

The proceedings shall be recorded in accordance with the year, month, day, place, name of the chairman, method of resolution, key points of the meeting, and voting results (including statistical weights). When there is an election of directors, the votes of each

candidate shall be disclosed. During the existence of the Company, it should be kept permanently.

For shareholders' meetings held via video conference, the meeting minutes shall not only include the matters required to be recorded as per the previous provision but also the start and end time of the meeting, the method of convening the meeting, the names of the chair and the minutes taker, the measures to be taken in the event of natural disasters, unforeseen events, or other force majeure circumstances that result in any disruptions to the video conferencing platform or participation via video conference, as well as the outcome of the handling of such disruptions.

When convening a virtual-only shareholders' meeting, in addition to complying with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes the alternative measures made available to shareholders who have difficulty taking part in the shareholders' meeting via video conference.

Article 16 (Public Announcement)

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 and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

In the event of a virtual-only shareholders' meeting convened by the Company, the total number of shares represented by attending shareholders shall be disclosed on the video conferencing platform when the meeting is called to order. The same shall apply in cases where the total number of shares and voting rights represented by attending shareholders are recalculated during the meeting.

If the shareholders meeting resolutions involve major information required by regulations or competent authority, the Company shall announce the content on the Market Observation Post System within the prescribed time limit.

Article 17 (Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 18 (Recess and resumption of a shareholders meeting)

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

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

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

Article 19 (Disclosure of information in video conference)

For shareholders' meetings held via video conference, the Company shall disclose the voting and election outcomes of each motion on the video conferencing platform of the shareholders' meeting immediately after the close of voting in accordance with the regulations and shall continue to do so for at least 15 minutes after the adjournment called by the chair.

Article 20 (Location of the chair and minutes taker of a virtual shareholders' meeting)

When the Company holds a virtual-only shareholders' meeting, the meeting chair and minutes taker shall be present at the same location within the country, and the chair shall announce the address of the said at the start of the meeting.

Article 21 (Handling of network disconnection)

For shareholders' meetings held via video conference, the Company may provide shareholders with a simple connectivity test before the meeting and offer related services immediately before and during the meeting to assist in addressing any communication-related technical issues.

For shareholders' meetings held via video conference, the chair shall make a separate announcement at the opening of the meeting that, except for the circumstance that does not require a postponement or reconvene of the meeting as stipulated in Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the meeting shall be postponed or reconvened within five days if there are any disruptions to the video conferencing platform or participation via video conference due to natural disasters, unforeseen events, or other force majeure circumstances that last for more than thirty minutes before the adjournment called by the chair, and Article 182 of the Company Act shall not apply.

When a postponement or reconvene of the meeting under the preceding paragraph, shareholders who did not register to take part in the original scheduled shareholders' meeting via video conference may not take part via video conference in the postponed or reconvened meeting.

In the event of a postponed or reconvened meeting, as described in paragraph 2, for shareholders who registered for and completed the sign-in to participate via video conference in the originally scheduled meeting but who do not take part in the postponed or reconvened meeting, their number of shares represented, exercised voting rights and election rights at the original shareholders' meeting shall be counted toward the total number of shares, number of voting rights, and number of election rights of shareholders represented at the postponed or reconvened meeting.

In the event of a postponed or reconvened shareholders' meeting, as described in paragraph 2, there is no need for redundant discussion or resolution on motions that have already been voted on, counted, and announced as the voting results or the list of elected directors and supervisors.

In the event of a hybrid shareholders' meeting convened by the Company, if the video conference cannot proceed as described in paragraph 2, and the total number of shares represented at the meeting, after deducting those represented by shareholders attending the meeting via video conference, still meets the legal quorum required for holding a shareholders' meeting, the meeting shall continue without being postponed or reconvened as specified in paragraph 2.

If the meeting is to proceed as outlined in the preceding paragraph, shareholders who take part via video conference will have their represented shares counted towards the total shares represented by the attending shareholders. However, they shall be deemed as having abstained from voting on all motions during the meeting.

In case of a postponement or reconvening of the meeting as per paragraph 2, the Company shall comply with the provisions stated in Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and carry out the relevant preparatory work following the original shareholders' meeting date and the provisions listed.

With respect to the periods specified in the latter part of Article 12, and Article 13, paragraph 3, of Rules Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17 paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall conduct the postponed or reconvened meeting date as per paragraph 2.

Article 22 (Handling of the digital divide)

When the Company holds a virtual-only shareholders' meeting, appropriate alternative measures shall be provided for shareholders who have difficulty participating in the meeting via video conference.

Article 23 (Supplementary Provisions)

The rules, along with any amendments, shall be implemented after it is resolved by shareholders meetings.

The rules were made on March 20, 2000. (Omitted).

1st amendment was made on May 10, 2002.

2nd amendment was made on June 6, 2008.

3rd amendment was made on June 28, 2012.

4th amendment was made on June 13, 2013.

5th amendment was made on June 20, 2018.

6th amendment was made on June 17, 2020.

7th amendment was made on June 19, 2023.

SCAN-D CORPORATION

Procedures to grant loan and endorsement (Before amendment)

Chapter 1 General Rules

- Article 1 、 These Regulations are promulgated pursuant to Article 36-1 of the Public Company Loan and Guarantee Act.
- Article 2 、 The Company shall comply with the operational procedures when making loans to and endorsements/guarantees for others; provided that where another act or regulation provides otherwise, the provisions of such act or regulation shall prevail.
- Article 3 、 The funds of the Company shall not be lent to shareholders or any other person except in the following cases:
- I 、 A company or line number that does business with the company.
 - II 、 There is a short-term financing of the necessary company, hereinafter referred to as short-term, refers to a year.
- The loan from foreign company of which the voting right is directly or indirectly 100% hold by the company.
- Article 4 、 The term "endorsements/guarantees" as used in the operational procedures refers to the following:
- I 、 Financing endorsements/guarantees, including:
 - (I) Bill discount financing
 - (II) Endorsement or guarantee made to meet the financing needs of another Taiwan Mobile Co., Ltd. company
 - (III) Issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company itself.
 - II 、 Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the Company itself or another company with respect to customs duty matters.
 - III 、 Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs
 - IV 、 Any creation by the Company of a pledge or mortgage on its chattel or real property

as security for the loans of another company shall also comply with the operational procedures.

Article 5 、 The Company may make endorsements/guarantees for the following companies:

- I 、 A company which has a business relationship with the Company.
- II 、 A company in which the Company directly and indirectly holds more than 50.percent of the voting shares
- III 、 Company with over 50% vote right to our Company.
- IV 、 Company 90% owned by the Company.

Article 6 、 "Subsidiary" and "parent company" as referred to in these Regulations shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

"Net worth" provided herein means the balance sheet equity attributable to the owners of the parent company under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

The term "Announcement and Report" as used in the Procedures means the process of entering data to the information reporting website designated by the Financial Supervisory Commission of Taiwan. The term "date of occurrence of the fact" as used in the Procedures refers to the date of contract signing, date of payment, dates of Board of Directors' resolutions, or other date that can confirm the counterpart and monetary amount of the loan and guarantee transaction, whichever date is earlier.

Chapter 2 Working procedures

Section 1 Loan to others

Article 7 、 the company's funds and others shall be handled in accordance with the following operating procedures:

- I 、 the object of loans and funds: should be in accordance with the provisions of this procedure Article III.
- II 、 criteria for the evaluation of financial loans and others:
 - (I) Engaged in the loan of funds due to business relations.
 - (II) To engage in financial loans due to the need for short-term financing Shall be limited to the following circumstances:
 - 1. The company has a stake of more than 50% of the company, because of business needs and have the necessary short-term financing.

2. his company or line number due to the purchase of materials or operational turnover needs and have the necessary short-term financing.

3. then by the company's board of directors agreed to fund loans.

III 、 limits on the loan and total amount of funds and individual objects:

The total amount of funds credited to the company is limited to 40% of the company's most recent net financial statements.

(I) company or line number that does business with the company:

1. the loan and total amount shall be limited to 20% of the company's most recent net financial statements.

2. individual loans and amounts shall be limited to the amount of business transactions between the two parties in the most recent year. The amount of business transaction referred to is the higher the amount of goods purchased or sold between the two parties.

(II) company or line number necessary for short-term financing:

1. The loan and total amount shall be limited to 20% of the company's most recent net financial statements.

2. individual loans and amounts are limited to 10% of the company's most recent net financial statements.

(III) This Public Division directly and indirectly holding voting shares 100% of foreign countries Inter-firm engaged in funds Loan and, Or This The company directly and indirectly holds voting rights Shares of 100% Foreign companies to This Companies engaged in capital loans and, Loan and total amount to no more than the company Most recent financial statements Net value 40% Limited to the amount of individual loans and amounts not exceeding the company Most recent financial statements Net value 20% Limited to.

IV 、 Financial Loan and duration and interest-bearing methods:

Each fund shall be credited with a term of not more than one year, in case of special circumstances, with the consent of the Board of Directors, in accordance with the actual situation needs to extend the loan and period.

The loan and interest rate shall not be lower than the maximum interest rate of the company's short-term borrowing from financial institutions. The collection of interest on the loan shall be settled on a monthly or due basis, in case of special circumstances, with the consent of the Board of Directors, in accordance with the actual situation.

V 、 Financial loan and review and handling procedures:

(I) Funds Loan and review procedures:

When the company handles funds and other persons, the borrower shall first attach the necessary company and financial data to apply in writing to the company for the amount of financing, and the accounting unit shall carefully assess whether it complies with the " The guidelines for the handling of funds and endorsement guarantees for the public offering company and the provisions of this procedure and the review and assessment of the following matters:

- 1.The necessity and rationality of capital loan and others.
- 2.Credit and object of credit and risk assessment.
- 3.the company's operating risks, financial conditions and shareholders ' equity impact.
- 4.Whether the valuation value of the collateral and the collateral should be obtained.

(II) Funds loan and processing procedures:

1. After evaluation, by the accounting unit to send a written report, submitted to the general manager and the chairman for approval, and reported to the Board of directors after the adoption of the resolution, may not authorize others to decide.
- 2.In addition to the company directly and indirectly holding voting shares of more than 50% of the sub-company, The company shall obtain the same amount of guaranteed promissory notes, if necessary, and handle the mortgage creation of movable or immovable property. If the security of a creditor 's right is to be accepted by the company as a guarantee in lieu of the provision of collateral , the board of directors may take care of the Letter report, and the Company shall be aware of whether its statutes are A clause that is set as a guarantee.
3. the funds and loans between the company and its subsidiaries, or between its subsidiaries, shall be subject to a resolution of the Board of directors in accordance with the provisions and may authorize the Chairman to make a sub-loan or recycling of the same loan and object in a certain amount of the resolution of the Board of directors and for a period not exceeding one year,
However, the authorized amount shall not exceed 10% of the net value of the funds and the company's most recent financial statements.
4. When the company has set up independent directors, It shall give full consideration to the opinions of the independent directors when lending funds to others . If the independent director has any objection or reservation, he shall set out in the proceedings of the Board.

VI、Subsequent management measures for loans and amounts and procedures for the processing of overdue claims:

(I) If the board of Directors adopts the loan and funds to others, the relevant departments of the Company shall, at the time of appropriations and loans and matters, log in to the memorandum book and collect the interest on the loan on a regular basis in accordance with the contracts of both parties.

(II) Regular inventory of collateral to ensure the validity of claims and collateral.

(III) The borrowing Company shall provide financial statements to the relevant departments of the company on a regular basis to supervise its operating conditions and business results.

(IV) The borrower shall first calculate the interest payable when the loan is due or due before it expires, and after the principal has been liquidated, it may return the promissory note, the loan, etc., to the borrower or apply the mortgage right..

(V) Procedures for the processing of overdue claims: If an extension is required due to failure to repay, the request must be made in advance, After approval by the general Manager and Chairman, and report to the Board of directors after the adoption of the resolution; Each extension may not exceed six months and shall be limited to one time. Violators, the company may in respect of the collateral or guarantor provided by it, in accordance with the law to dispose of and recover.

(VI) The Company shall assess the loan and circumstances of the funds and make adequate provision for bad debts, and properly disclose the relevant information in the financial report, and provide relevant data to the visa accountant to carry out the necessary verification procedures.

Article 8、The subsidiary funds loan and others control procedures:

I、the company 's son company intends to lend funds to others, should also be in accordance with this procedure to set the company's funds to deal with other people's procedures, And according to the implementation of the processing.

II、the subsidiary should be on the 5th of each month (excluding) before the preparation of the previous month, "funds and other people's Reference book".

Section 2 Grant endorsement to others

Article 9、The company endorsement guarantee Operating procedures:

- I 、 The object of endorsement guarantee: shall be handled in accordance with the provisions of article fifth of this procedure.
- II 、 Because of business relations to engage in endorsement guarantee evaluation criteria:
The company shall, in accordance with the provisions of this procedure, handle the endorsement guarantee for business needs , and the amount of the endorsement guarantee may not exceed the amount of business transaction between the two parties.
- III 、 The degree of endorsement guarantee:
- (I) The amount of the company's endorsement guarantee:
1. The total amount of endorsement guarantees is not more than 50 of the company 's net financial statements in the most recent period.
 2. The amount of the endorsement guarantee for a single enterprise shall be limited to 20% of the net value of the company's most recent financial statements , provided that the company does not exceed 40% of the net value of the company's most recent financial statements.
- (II) The amount of endorsement guaranteed by the company and its subsidiaries as a whole
1. The total amount of endorsements/guarantees shall not exceed 50% of the Company's net worth as stated in the latest financial statement. Where the total amount of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth, its necessity and reasonableness shall be explained at the Shareholders' Meeting.
 2. The amount guaranteed for a single business endorsement shall not exceed 20% of the net value of the company's most recent financial statements. In the case of an endorsement guarantee arising out of a business relationship, the amount of business transaction between the two parties in the most recent year is Limited. The amount of business transaction referred to is the higher the amount of goods purchased or sold between the two parties.
- (III) For companies in which the Company directly and indirectly holds more than 90% of the voting shares, the total amount of endorsements/guarantees and the limit of endorsements/guarantees for a single enterprise shall not exceed 10% of the Company's net worth as stated in the latest financial statement. However, for companies in which the Company holds directly and indirectly 100% of the voting shares, the amount of endorsements/guarantees shall be limited to the Company's net worth.
- IV. Endorsement guarantee review and handling procedures

(I)Endorsement Guarantee Review procedure:

When the company handles the endorsement guarantee, the Company shall first attach the necessary company and financial data to the company in writing, and the accounting unit shall carefully assess whether it complies with the "Guidelines for the handling of funds and endorsement guarantees of the public offering company" and the provisions of this procedure and examine and evaluate the following matters:

1. The necessity and rationality of endorsement guarantee.
2. Endorsement guarantee object credit and risk assessment.
3. The company's operating risks, financial conditions and shareholders ' equity impact.
4. Whether the valuation value of the collateral and the collateral should be obtained.

(II)Endorsement Guarantee Processing procedure:

1. After evaluation, by the accounting unit to send a written report, submitted to the general manager and the Chairman for approval.
2. If the endorsement is guaranteed to be written off by the end of the endorsement guarantee,the liquidation of the debt or the renewal of the extension, theAccounting unit shall complete a written report and take the initiative to notify the endorsed guarantor, To recover the guarantee of its retained bank or creditor institution and to cancel the endorsement to guarantee the deed in question.
- 3.The Company shall obtain an endorsement to ensure that, due to business needs, there is a need for more than the amount prescribed in subsection three and meets the conditions set out in this procedure, Shall, with the consent of the Board of directors and by more than half of the directors, be named in respect of losses that may arise from the company's excess limits, and amend this procedure to report to the shareholders ' meeting for recognition; When the shareholders ' meeting does not agree, it shall set a plan to remove the excess part within a certain period of time .
4. If the object of endorsementis a sub-company with a net value of less than One-second of the amount of capital received, it shall report the resolution of the company's board of directors in advance, and the accounting unit will periodically evaluate the implementation situation and make a written record . Ifthe shares of a subsidiary are non-denomination or a denomination of NT \$10 per share, the calculation of the amount of capital received shall be based on The sum of the capital equity plus the premium of the issue.

5 . The Company shall evaluate or recognize the loss of endorsement guarantees and properly disclose the endorsement guarantee information in the financial report, and provide the visa accountant with the necessary verification procedures.

6. When the company has set up an independent director, it shall give full consideration to the opinions of the independent directors when endorsing the guarantee, and the independent director shall include in the proceedings of the Board of Directors any objection or reservation.

V 、 The seal use and custody procedure of the endorsement guarantee:

The company shall apply to the Ministry of Economy for Registration of the company Seal as the exclusive seal of the endorsement guarantee, the seal shall be kept by a special officer with the consent of the Board of directors, and in accordance with the procedures laid down by the seal printing or issuing the bill; In order to ensure the conduct of foreign companies, the guarantee letter issued by the Company shall be signed by

VI 、 Decision-making and authorization level of endorsement guarantee:

(I)The company to handle endorsement guarantee matters Shall be dealt with after adoption by a resolution of the Board of Trustees. The Board of Directors shall authorize the Chairman to decide within the limit of a single NT 30 Million, after which it shall be reported to the most recent board of directors for recognition.

(II)Before the company directly and indirectly holds the voting shares of more than 90% of the subsidiaries between the original guarantee, should be reported to the company 's board of directors after the resolution began to be processed. However , the company directly and indirectly holds 100% of the voting shares of the Inter-company endorsement guarantee, not within this limit.

Article 10 、 To the subsidiary to handle the endorsement guarantee of the control procedures:

I 、 If the child company of the company intends to endorse the guarantor for others, It shall also make an endorsement guarantee for the company in accordance with this procedure Procedures, according to the implementation of the processing.

II 、 The subsidiary should be on the 5th of each month (excluding) before the preparation of the previous month "endorsement guarantee book".

Chapter 3 Information Disclosure

Section 1 Loan to others

Article 11 、 The company to handle funds and matters, should establish a reference book, on the loan and the object, the amount, the date of adoption of the Board of Directors, the date of the loan and the matter should be carefully assessed, detailed to be published For reference in the memorandum book..

Internal auditors shall, at least quarterly, audit funds and other operating procedures of other persons and their implementation, and make written records, and shall notify the monitors in writing if significant irregularities are found.

Article 12 、 The company due to changes in the circumstances, to the loan and the object does not conform to the provisions of this procedure or the balance is over time, should set up a improvement plan, the relevant improvement plan to the monitoring people, and the improvement is completed according to the planned time schedule.

Article 13 、 The manager of the company and the organizer to undertake funds loans and operations, if there is a violation of the provisions of this procedure, in accordance with the Company's personnel management methods and work rules of regular reporting assessment, according to its circumstances and severity of punishment.

Article 14 、 The head of the company violated the "Public offering company funds loan and endorsement guarantee processing guidelines" Article 3 when the first proviso is stipulated, Shall be jointly and severally liable for the return of the borrower, who shall also be liable for damages if the company is injured.

Section 2 Provide endorsement to others

Article 15 、 The company to handle the endorsement guarantee matters, shall establish a reference book, on the endorsement guarantee Object, the amount, the board pass or the Chairman's decision date, the endorsement guarantee date and Matters that should be carefully assessed, details of the publication for reference.

The internal auditor of the Company shall, at least quarterly, audit endorsement to ensure the operating procedures and their implementation, and make a written record, and shall notify the monitors in writing if significant irregularities are found .

Article 16 、 The company due to changes in the circumstances, to the endorsement of the object does not conform to the provisions of this procedure or the amount of time, should be set up a improvement plan, the relevant improvement plan to the monitoring people And complete the improvement according to the planned time schedule.

Article 17 、 The manager of the company and the organizer to undertake the endorsement of the guarantee operation, if there is a violation of the provisions of this procedure, in accordance with the Company's personnel management methods and work rules on a regular basis to report the assessment, according to its circumstances and severity of punishment.

Chapter 4 Annex

Section 1 Loan to others

Article 18 、 The Company shall, by 10th of each month, declare the funds and balances of the company and its subsidiaries for the previous month in accordance with the relevant provisions of the competent authorities.

Article 19 、 the Company's funds and balances in one of the following criteria, shall be announced within 2nd of the date of fact of the declaration:

I 、 the company and the subsidiary funds and the balance of others up to the company's most recent financial statements net value of more than 20% people.

II 、 the company and its subsidiaries to the single enterprise capital loan and balance up to the company's most recent financial statements net value of more than 10% .

III 、 the company or subsidiary of the new funds loans and amounts up to NT \$10 million and up to the Company's most recent financial statements net value of 2%.

The company's son company is not a domestic public offering company, the subsidiary has the preceding paragraph III should be announced to declare the matter, should be the company on behalf of the subsidiary.

Section 2 Provide endorsement to others

Article 20 、 The Company shall, by 10th of each month, declare the balance of the endorsement guarantee of the company and its subsidiaries in the previous month in accordance with the relevant provisions of the competent authorities.

Article 21 、Where the total loan amount and balance of the granted loans of the Company reach one of the following thresholds, the Company shall make the relevant declaration within two days commencing immediately from the day of such occurrence:

I 、The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement.

II 、The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement..

III 、The balance of endorsements / guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements / guarantees for, long-term investment assessed by equity method in, and balance of loans to, such enterprise reaches 30% or more of Company's net worth as stated in its latest financial statement.

IV 、The amount of new endorsements or guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.

As the company 's subsidiary is not a domestic public offering company, the subsidiary has the preceding paragraph fourth should be announced to declare the matter, should be by the company.

Chapter 5 Annex

Article 22 、Other matters:

I 、after the adoption of this procedure by the Board of Directors, send the monitors and report to the shareholders ' meeting to agree that if a Director objects and has a record or written statement, the Company shall challenge it and send it to the monitors and to the shareholders ' meeting for discussion and amendment.

II 、the company has set up independent directors, in accordance with the provisions of the preceding paragraph to refer this procedure to the Board for discussion, should take full account of the views of the independent directors, independent directors if they have objections or reservations, should be set out in the proceedings of the Board of Directors .

- III 、 the company has set up audit Committee, the establishment or amendment of this processing procedures, should be approved by all members of the audit committee more than one-second, and refer to the Board of Directors resolution, do not apply the provisions of the second paragraph.
- IV 、 If the preceding paragraph does not agree with more than one-second per cent of all members of the Board of Auditors, it shall be agreed by more than two-thirds per cent of all directors, and the resolutions of the Board of Auditors should be included in the proceedings of the Board.
- V 、 All members of the Board of Auditors referred to in section III and all directors referred to in the preceding paragraph are calculated in the actual incumbent.

Article 23 、 The company has established independent directors. In accordance with the provisions of Article 11, paragraph II or Article 15, paragraph II, notify the supervisors of the matter, The Notification to independent directors in writing shall be sent to independent directors together.

The company has set up audit committee. Articles 11, 12 , 15 and 16 of the regulations for supervisors.

The requirements for the Ombudsman shall be used by the Board of Auditors.

Article 24 、 The procedure was made on Jul.2, 2001.

2nd amendement was made on Jun.3, 2003.

3rd amendement was made on Jun.9, 2006.

4th amendement was made on Jun.29, 2009.

5th amendement was made on Jun.29, 2009.

6th amendement was made on Jun.13, 2013.

7th amendement was made on Jun.20, 2019.

8th amendement was made on Jun.19, 2023.

Scan-D Corporation

Shareholding of Directors

(Information as of the closing date of share transfer on April 21, 2025)

Title	Name	Representative	Number of Shares Held	Share Holding %
Chairman	NOBLE LINK MANAGEMENT LTD.	Lim, Pok-Chin	15,049,125	29.98%
Director	Neo, Khay-Pin		0	0.00%
Director	Lim, Jie-Ren		2,028,200	4.04%
Director	Lim, Jie-Min		0	0.00%
Director	Wang, I-Yao		133,118	0.27%
Independent Director	Lin, Hui-Ping		0	0.00%
Independent Director	Wang, Chia-Cheng		83,525	0.17%
Independent Director	Hung, Da-Feng		0	0.00%
Total			17,293,968	34.46%

1. The current paid-in capital of the Company is NT\$501,929,420, and the number of issued shares is 50,192,942 shares.
2. According to Article 26 of the Securities and Exchange Act, the minimum shareholding of all directors and supervisors is 4,015,435 shares. (Note)
3. As of the closing date of the share transfer at the general shareholders meeting in 2025, shareholding if individual and all directors recorded in the shareholder's register is the same as described above.

Note: According to Article 2 of the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies, if two or more independent directors are to be elected, the shareholding of all directors and supervisors other than the independent directors calculated at the rates set forth in the preceding paragraph shall be decreased to 80%.

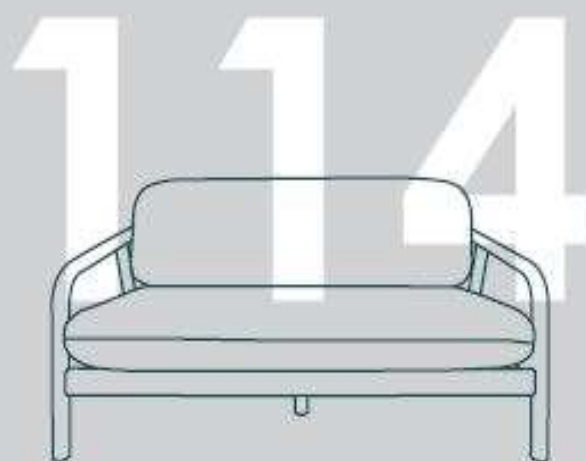
Scan-D Corporation

The effect of dividend distributions on the Company's operating performance, earnings per share, and return on equity

Unit: Except for earnings per share expressed in dollar, the remainings are NT\$ and %

Item		Year	2025 (estimate)
Paid-in capital at the beginning of the period			NT\$501,929,420
Distribution of dividends for the year (Note 1)	Cash dividends per share (dollar)		1.5 dollar
	Surplus to capital increase share dividend per share		0 share
	Capital increase by capital reserve to share dividend per share		0 share
Change in operating performance	Operating Profit		Not applicable, as the Company did not disclose financial forecast information in 2025.
	Increase and decrease ratio of net operating profit compared to the same period of last year		
	Net profit before tax		
	Increase and decrease ratio of net profit compared to the same period of last year		
	Earnings per share		
	Increase and decrease ratio of earnings per share compared to the same period of last year		
	Average annual return on investment (annual average PE ratio)		
Pro forma earnings per share and P/E ratio	If capital increase by earnings is replaced by cash dividend distribution	Pro forma earnings per share	
		Pro forma average annual rate of return	
	If capital reserve is not used for capital increase	Pro forma earnings per share	
		Pro forma average annual rate of return	
	If capital increase by capital reserve has not yet been undertaken and capital increase by earnings is replaced by cash dividend distribution	Pro forma earnings per share	
		Pro forma average annual rate of return	

Note 1: Pending resolution at the 2025 general shareholders meeting.



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