

DARWIN PRECISIONS CORPORATION

2025 Annual General Shareholders' Meeting

Meeting Agenda (Translation)

Date: June 11, 2025

Table of Contents

I. Meeting Procedure

II. Meeting Agenda

III. Attachments

1. 2024 Business Report
2. 2024 Audit Committee's Review Report
3. List of Director Candidates
4. Independent Auditors' Report and 2024 Parent Company Only Financial Statements
5. Independent Auditors' Report and 2024 Consolidated Financial Statements
6. 2024 Earnings Distribution Proposal
7. Comparison Table for the Articles of Incorporation Before and After Amendment
8. Comparison Table for the Rules for the Election of Directors Before and After Amendment
9. List of the non-competition restrictions on directors and their representatives proposed to be lifted

IV. Appendices

1. Articles of Incorporation (Before the amendments)
2. Rules and Procedures for Shareholders' Meeting
3. Rules for the Election of Directors (Before the amendments)
4. Shareholding of Directors

-----Disclaimer-----

THIS IS A TRANSLATION OF THE AGENDA FOR THE 2025 ANNUAL GENERAL SHAREHOLDERS' MEETING OF DARWIN PRECISIONS CORPORATION THE TRANSLATION IS FOR REFERENCE ONLY. IF THERE IS ANY DISCREPANCY BETWEEN THE ENGLISH VERSION AND CHINESE VERSION, THE CHINESE VERSION SHALL PREVAIL.

I. Meeting Procedure

DARWIN PRECISIONS CORPORATION

2025 Annual General Shareholders' Meeting Procedure

- Call Meeting to Order
- Chairman's Address
- Report Items
- Election Item
- Recognition and Discussion Items
- Extraordinary Motions
- Meeting Adjourn

II. Meeting Agenda

DARWIN PRECISIONS CORPORATION 2025 Annual General Shareholders' Meeting Agenda

Time: 9:00 a.m., June 11, 2025, Wednesday

Means: Physical Shareholders Meeting

Place: Meeting Room in GIS HSP Convention Center EINSTIEN Room
(2F, No.1, Gongye E. 2nd Rd., East Dist., Hsinchu City, Taiwan)

1 、 Call Meeting to Order

2 、 Chairman's Address

3 、 Report Items

- (1) To report the business of 2024
- (2) Audit Committee's Review Report of 2024
- (3) To report the distribution of employees' and directors' remuneration of 2024
- (4) To report the cash dividend distribution of 2024 earnings

4 、 Election Item

By-election of two directors (including one independent director) for the thirteenth term directors

5 、 Recognition and Discussion Items

- (1) To accept 2024 Business Report and Financial Statements
- (2) To accept the proposal for the distribution of 2024 earnings
- (3) To conduct the proposal of Capital Reduction in cash
- (4) To amend the Articles of Incorporation
- (5) To amend the Rules for the Election of Directors
- (6) To lift the non-competition restrictions on directors and their representatives

6 、 Extraordinary Motions

7 、 Meeting Adjourn

Report Items

1.To report the business of 2024

Explanation: The 2024 Business Report is attached hereto as Attachment 1 (pages 10~13).

2.Audit Committee's Review Report of 2024

Explanation: The Audit Committee's Review Report is attached hereto as Attachment 2 (page 14).

3.To report the distribution of employees' and directors' remuneration of 2024

Explanation :

Distribution of NT\$16,486,084 and NT\$1,648,608 in cash as remunerations to employees and directors, respectively, have been approved by the meeting of the Board of Directors held on February 11, 2025.

4.To report the cash dividend distribution of 2024 earnings

Explanation:

- (1) In accordance with Article 18-2 of the Articles of Incorporation of the Company, where the Company has a profit at the end of each fiscal year, the Board of Directors shall prepare an earnings distribution proposal. Dividend distribution in the form of cash shall be approved by the Board of Directors and a report of such distribution shall be submitted to the shareholders' meeting.
- (2) The proposed distribution is allocated from the available earnings for distribution at the end of the 2024 period, and cash dividends amounting to NT\$166,388,779 were distributed to shareholders at NT\$0.25 per common share, have been approved by the meeting of

Board held on April 28, 2025, and approved that the Chairman of the Board of Directors is authorized to determine the ex-dividend date and payment date for the cash dividend distribution and other related matters.

- (3) If the dividend distribution ratio is adjusted due to a change in the Company's total number of outstanding common shares, it is proposed to authorize the Chairman of the Board of Directors to adjust the ratio of dividend to be distributed to each common share based on the total amount of cash dividends and the actual number of common shares outstanding on the record date for distribution.
- (4) The cash dividend is calculated according to the distribution ratio up to the nearest NT Dollar with amounts less than one dollar will be discarded based on the names of shareholders and their shareholdings as recorded in the stockholders' register on the record date for distribution. The cash distribution under one whole NT Dollar will be recognized as "Other Income" of the Company.

Election Item

By- election of two directors (including one independent director) for the thirteenth term directors

(Proposed by the Board of Directors)

Explanation:

- (1) There are two vacancies in the thirteenth-term Board of Directors of the Company. According to the Company Act, the Securities and Exchange Act and Article 12 of the Company's Articles of Incorporation, the by-election of two directors (including one independent director) should be conducted at the present Shareholders' Meeting.
- (2) The by-election of the thirteenth-term directors will take office immediately upon election in this Shareholders' Meeting. The term of the office will be from June 11, 2025 to June 13, 2026 to make up for the original term.
- (3) According to Article 12 of the Company's Article of Incorporation, directors shall be elected by adopting candidate nomination system and shareholders shall elect the directors from the nominated candidates.
The list of Director Candidates, please refer to Attachment 3 (page 15).
- (4) The Company's Rules for the Election of Directors, please refer to Appendice 3 (pages 51-52).

Election Result:

Recognition and Discussion Items

1.To accept 2024 Business Report and Financial Statements (Proposed by the Board of Directors)

Explanation:

- (1) The 2024 Financial Statements were audited by the independent auditors, Yen-Hui Chen and Shyh-Huar Kuo of KPMG.
- (2) For the 2024 Business Report, Independent Auditors' Report, and Financial Statements thereto, please refer to Attachment 1 (pages 10~13) and Attachments 4-5 (pages 16~32).

Resolution:

2.To accept the proposal for the distribution of 2024 earnings (Proposed by the Board of Directors)

Explanation: For the Proposal for 2024 Earnings Distribution, please refer to Attachment 6 (page 33).

Resolution:

3.To conduct the proposal of Capital Reduction in cash (Proposed by the Board of Directors)

Explanation:

- (1) In order to adjust the capital structure, the Board of the Company resolved to reduce capital and refund cash to shareholders.
- (2) The cash capital reduction amount for this transaction is NT\$665,555,120, with 66,555,512 shares to be canceled. This is based on the current total number of outstanding shares of the Company, which is 665,555,114 common shares. The capital reduction ratio is approximately 10%, with a cash refund of about NT\$1 per share, rounded-down to the nearest dollar (with amounts below one dollar being discarded). After the reduction, the capital will be

NT\$5,989,996,020, corresponding to 598,999,602 shares. However, the actual paid-in capital and the effective capital reduction ratio will be calculated based on the total number of outstanding shares on the capital reduction record date.

- (3) According to the total number of outstanding shares calculated in the preceding paragraph, approximately 100 shares will be reduced for every 1,000 shares (i.e., approximately 900 new shares will be issued for every 1,000 shares). After capital reduction, shareholders may combine shares of common stock less than 1 share into whole shares with the stock transfer agency of the Company between 5 days prior to the book closure date of replacement of shares upon capital reduction and the day before the date of book closure. The fractional shares of common stock that are still less than 1 share after combination or not processed within the deadline will be converted into cash for payment based on the closing price on the last trading day in the centralized stock exchange market before the capital reduction record date, with the amount rounded-down to the nearest dollar (amounts less than one dollar will be discarded). The payment will also offset any securities depository fees or the cost of non-physical registration. The chairman is authorized to appoint a specific party to purchase such fractional shares at the closing price.
- (4) The new shares to be issued under the capital reduction will be issued without any entity, and the rights and obligations of the new shares will be the same as those of the original shares.
- (5) After the approval of this capital reduction from the shareholders' meeting and the authorities, the chairman will be authorized to determine the plan for capital reduction and replacement of shares, the record date of the capital reduction and replacement of shares.
- (6) If, prior to the record date for this cash capital reduction, there is any change in the Company's capital that affects the number of outstanding shares, resulting in the need to adjust the capital reduction ratio and the cash refund per share, or if this capital reduction plan needs to be revised due to amendments in laws, approvals from the

competent authorities, or other changes in the external environment, it is proposed that the shareholders' meeting authorize the chairman to handle such matters at their discretion.

Resolution:

4.To amend the Articles of Incorporation (Proposed by the Board of Directors)

Explanation:

- (1) To comply with the operational needs and the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act. It is proposed to amend certain articles of the Articles of Incorporation of the Company.
- (2) Comparison table for before and after the amendments of the Articles of Incorporation, please refer to Attachment 7 (pages 34~36).

Resolution:

5.To amend the Rules for the Election of Directors (Proposed by the Board of Directors)

Explanation:

- (1) To comply with relevant laws and regulations and the operational needs. It is proposed to amend certain articles of the Rules for the Election of Directors of the Company.
- (2) Comparison table for before and after the amendments of the Rules for the Election of Directors, please refer to Attachment 8 (pages 37~40).

Resolution:

**6.To lift the non-competition restrictions on directors and their representatives
(Proposed by the Board of Directors)**

Explanation:

- (1) According to Article 209 of the Company Act, any Director conducting business for himself/herself/itself or on behalf of other people that is within the Company's business scope, shall provide explanation for the essential contents of such conduct at the Shareholders' Meeting, and obtain approval therefrom.
- (2) List of the non-competition restrictions on directors and their representatives proposed to be lifted in the 2025 Annual General Shareholders' Meeting is as Attachment 9 (pages 41).

Resolution:

Extraordinary Motions

Meeting Adjourn

Attachment I

2024 Annual Business Report

Looking back to 2024, the unfavorable factors such as war, inflation, and interest rate hikes still lingered in the international market, and continued to affect the momentum of end-consumption. Given the challenging business environment, the global personal computer (PC) market exhibited moderate recovery. According to IDC, worldwide PC shipments reached 260 million units in 2024, up 1% from 2023. Due to the optimization of the product portfolio and significant improvement in operational structure, Darwin Precision's shipments of MNT and NB display modules have increased by 5% year-over-year, and the overall revenue grew significantly.

In 2024, the consolidated revenue was NT\$20.87 billion, up 17% from 2023. The operating net loss was NT\$148 million, the net profit after tax was NT\$187 million, and the basic earnings per share was NT\$0.28.

Looking back at 2024, important achievements and progresses are as follows:

- **Manufacturing:**
 - In Q3, the MNT of Xiamen Plant made a breakthrough of IKK. In Q4, the high-precision printing LGP and high scattering ink development technology of the high-end model's 4-sided frameless verification were completed.
 - Wujiang Plant: Successfully developed the design and development of NB iron-plastic frame, and is leading our industry peers in terms of quality and technology; successfully developed the high-end display automated color production capacity, and has been recognized by customers, with new projects given; backlight assembly automation has been upgraded for high-end backlight module assembly precision <0.1mm.
 - The Company has obtained the VDA 6.3 certification for international automotive customers and is qualified as a management system for international suppliers.
 - Automotive ODM Mini-LEDs Backlight 9.9"/16"/17"/41.7" with MLP & Cavity and other new technologies can effectively improve product light efficiency and reduce the Halo Effect.
 - Auto privacy BLU: The special double-layer backlight structure achieves the viewing angle switching effect. It has been awarded orders from foreign first-tier manufacturers, and the relevant left/right driving products are now in the verification stage.
- **System Integration:**
 - Official launch of self-developed On Camera MNT ODM product in Q4.
 - The entire 43"/50"/55"C & J type series have entered mass production.
 - The first mass production of LED Wall MIT was completed.
 - The first batch of new customers for IWB's OEM has been shipped, and the Company will continue to expand its new customers.
 - The high luminance 65"/75"Outdoor Signage (4000 nits) entered mass production.
- **Diversified deployment:**
 - UFO TOUCH product development: The product won the Taiwan Quality Award, Outstanding Technology Award, and Central Taiwan Science Innovative Product Award 2024, which has been introduced to hospitals, luxury houses, and other fields. Participated in TOUCH Taiwan, Tokyo Content, and CEATEC show to increase brand exposure.

- **Microstructure technology development:** The mass production of microneedle patches was launched in Q3. The Company participated in the 27th Cosmopack Asia, Hong Kong Exhibition, to display its microneedle eye masks, microneedle acne patches, and Combo Mask, demonstrating its R&D capabilities on the international stage. In addition, the Company has introduced related technologies and cooperated with biotechnology manufacturers to develop water supply, chemical control, and gas exposure systems.
- **Development of smart field system:** Combining a variety of display devices (LCD, EPD...) with the front-end device and back-end management system equipped with the operating system, and integrating various functional sensing devices and AI technology (ToF, face recognition, AI,...) to provide a complete solution.
 - Completed the large-scale display and AI application integration solutions, integrating smart signage, shelf labels, ultra-thin LED screens, combining multi-modality and generating display AI to provide a complete smart retail solution to increase sales volume at Hands Tailung, Miramar.
 - A large language model (LLM) and transparent display were combined to develop translation and two-way customer service, and were used in important transportation areas such as Taoyuan Airport, Songshan Airport, Xiaogang Airport, Taipei Main Station, and Taoyuan MRT.
 - The large-scale integration project was completed at Kaohsiung Port Warehouse No.2. Based on the characteristics of the site, it included a large curved LED display interactive program, installation art made with electronic paper, electronic signage and corridors, transparent displays, and long outdoor rigid displays, as well as charging points and a Line push system, enhancing the experience of the tourists.

Overall Business Environment and Industry Trends:

The global economic growth forecast of all institutions is between 2.7% and 3.3% in 2025. However, it is generally expected that the growth will be maintained at 3%, lower than the average of 3.7% from 2000 to 2019. The main risk factors include trade tensions, geopolitical uncertainties, and inflationary pressure. According to the forecast of TrendForce, a market research institution, the global shipment of notebooks (NB) will reach 183 million units in 2025, growing by 5.2% from the 174 million units in 2024. This growth is mainly due to the increase in commercial demand and the increase in AI penetration rate. Although the contribution of AI laptops is relatively limited, the added functions of AI is a trend of specification upgrades. It is expected that the penetration rate of AI laptops will naturally increase during the process of integrating AI functions by brands.

The popularity of AI PCs is expected to increase the demand for high-resolution and high-speed display. AI PCs require stronger computing and visual presentation capabilities. Therefore, the demand for panels is to increase significantly in the second half of 2025. With the growing popularity of smart cockpits and the increasing level of automotive electronics, the demand for automotive display continues to grow, and the size is gradually increasing. The demand for displays with a size of 9 inches or more is particularly significant. In addition to the demand for the control panel, the head-up display (HUD) and the back view display are also increasing. These applications will further promote the market growth. It is expected that the compound annual growth rate (CAGR) of the 9-inch and above automotive display will reach 10.7% from 2024 to 2029.

Business Strategy and Outlook

Looking ahead to 2025, the Company will optimize its core business and diversify its development, and will also:

Optimize core business

- Continue to optimize the business operation and innovative technology capability of notebook/monitor/vehicle panel modules and light guide panels, as well as the related business of backlight modules, and enhance the automated and high-precision production capacity through equipment modification, to improve the market competitiveness of products.
 - MNT: Enhance the mass production capacity of high-end models, and the mass production of frameless products.
 - NB: Expand the backlighting capacity of the industrial control display, strengthen the structure of high-end NB products, and reinforce the lean production capacity of Wujiang Plant.
 - Car: Concentrate on advanced ODM promotion, such as GLP & Privacy, China car and other high-end models.
 - Automotive ultra-thin Mini-LEDs backlight: Using the self-owned patented light guide technology, the ultra-thin Mini-LEDs backlight can be designed for the standalone automotive display. Verification with the customers.
 - In view of the continued rise of display energy saving issues, the second generation high-efficiency MNT LGP will be introduced into high-end frameless products in 2025/Q2.
- Continue to expand the system integration service business, provide customers with professional display, outdoor high brightness, energy-saving design and system manufacturing solutions.
 - Camera monitor (On Camera Monitor) products: Features HDR display, photography assistance... and other functions to meet the needs of real-time confirmation of the quality of photography. The Company has also developed specialized accessories, battery UPS devices, and image wireless transmission modules, providing customers with comprehensive solutions.
 - Development of high luminance and energy-saving outdoor display technology: Develop full-size outdoor/high brightness display applications by combining ultra-high brightness, energy-saving area backlight control technology with high-resolution displays that are highly efficient in heat dissipation, waterproof, dustproof, weatherproof, and sunlight-resistant.
 - For special fields (such as military grade, navigation, transportation, medical care, etc.), the Company cooperates with customers to develop new applications for specialized displays, such as salt spray resistance, vibration resistance, and ruggedness.

Diversified development

- Through microstructure technology, the Company has entered the biotechnology application fields of medicine and healthcare, and expanded the application of microstructure technology, developed microneedle patches and rollers, and entered the medical and aesthetic fields. The Company has also invested in R&D of anti-aging products for whitening and anti-wrinkle skin care products, and will move on to the development of the medical and pharmaceutical fields.
- Combining the core capabilities of microstructure and system integration, the Company invests in the development of biomedical and organ chip inspection components,

inspection instruments and system integration. The Company deeply cultivates different types of application areas, and simultaneously integrates the development of chip and system observation equipment, hoping to provide a one-stop service for downstream customers and shorten the time for customers to develop new products.

- With the floating image touch technology, the Company has the market of non-contactless elevator buttons in the post-pandemic era. The Company leads a new blue ocean for innovative public health applications, actively expanding to more end-users such as hospitals, department stores, construction companies, and other public venues. The UFO TOUCH can effectively reduce the risk of cross-contamination to further improve the safety standards of the medical environment. In the future, UFO TOUCH technology can be applied to ticket machines and POS cash registers in the future, bringing a new experience for public health and technology innovation.
- Smart field: Focus on smart medical care, smart transportation, smart retail, smart customer service, and smart entertainment; build high-end display products and management systems; and apply market verification for technology and applications, further deploying overseas market sales
 - Smart transportation: Multi-Camera Multi-Object Tracking (MCMT): The MCMT technology is used to track ships, solve ship management issues in the port, and monitor the port's navigation safety. In terms of road traffic, the traffic flow can be analyzed to solve safety and traffic congestion problems.
 - Smart link: The Company has developed a multi-mode AI recognition smart link modular design for easy expansion and maintenance, with no additional equipment to affect the functionality and aesthetics, establishing a camera cluster effect, protecting the city and ensuring traffic safety.
 - Continue to optimize the solution blocks of the field, promote the domestic market and enter overseas markets.

The global economy is at the stage of slight growth, but there are still challenges of economic black swans. The increase in tariffs in the US may drive global inflation. The rapid development of AI chips will drive a new wave of application demand and industrial reform. Our team will continue to strengthen the advantages of technology and high-end manufacturing, to overcome the challenges and embrace opportunities. Meanwhile, we will actively promote the development of new business, and strive to achieve the Company's goal of continuous profitability and long-term development.

Kuo-Hsin (Michael) Tsai,
Chairman

Sheng-Kai (SK) Huang,
President

Kuo-Tai Ching,
Chief Accounting Officer

Attachment 2

Audit Committee's Review Report

The Board of Directors has prepared the Company's Business Report, Financial Statements, and Earnings Distribution Proposal for the year of 2024. Yen-Hui Chen and Shyh-Huar Kuo, Certified Public Accountants of KPMG, have audited the Financial Statements. The 2024 Business Report, Financial Statements, and Earnings Distribution Proposal have been reviewed and determined to be correct and accurate by the Audit Committee of DARWIN PRECISIONS CORPORATION. I, as the Chair of the Audit Committee, hereby submit this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

DARWIN PRECISIONS CORPORATION

Chair of the Audit Committee meeting

I-Shih Chen
April 28, 2025

Attachment 3

List of Director Candidates (Nominated by the Company's Board of Directors)

No.	Types of Nominee	Name	Gender	Shareholding (Note)	Major Education & Experience	Major Current Positions
1	Director	Sheng-Kai (SK) Huang	Male	622,869	<ul style="list-style-type: none"> - Master of Business Administration EMBA, National Taiwan University - Master of Physics, National Cheng Kung University - Vice President, Manufacturing Business, AUO Corporation - Chairman and President, AUO Envirotech Inc. 	- President, DARWIN PRECISIONS CORPORATION
2	Independent Director	Maggie Lu	Female	0	<ul style="list-style-type: none"> - Ph.D., Institute of Food Science and Technology, National Taiwan University - Deputy General Director of Biomedical Technology and Device Research Laboratories, Industrial Technology Research Institute - President, Metagone Biotech Inc. 	- Deputy General Director of Biomedical Technology and Device Research Laboratories, Industrial Technology Research Institute

Note: The collective shareholdings were shown as of April 13, 2025, the first date of local book closure period for the 2025 Annual General Shareholders' Meeting.

Attachment 4

Independent Auditors' Report

To the Board of Directors of Darwin Precisions Corporation.:

Opinion

We have audited the financial statements of Darwin Precisions Corporation. ("the Company"), which comprise the balance sheet as of December 31, 2024 and 2023, the statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

I. Revenue recognition

Refer to Note 4(14) "Revenue from contracts with customers" and Note 6(16) "Revenue from Contracts with Customers" to the parent company only financial statements.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Company recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; verifying invoices and forms to confirm that revenue recognition has been recorded in an appropriate period.

2. Sale of Equipment and Equity Investment Transactions and Fair Value Evaluation of Financial Assets

For accounting policies related to the fair value evaluation of financial assets and the disposal of real estate, plant, and equipment, please refer to Note 4(6) and 4(10) of the financial statements. For uncertainties in the estimates and assumptions of the fair value evaluation of financial assets, please refer to Note 5 of the financial statements. For explanations on the disposal of real estate, plant, and equipment, please refer to Note 6(7) of the financial statements.

To meet operational planning needs, the Company sold a batch of equipment used in production lines to a third party to improve operational efficiency. Additionally, it decided to participate in the cash capital increase of the buyer's parent company. The Company completed the equipment delivery and equity investment transaction in October 2024. Since the aforementioned transaction is a related party transaction and involves complex accounting treatment, if the sale price of the equipment does not reflect the fair value of the transaction, it will result in incorrect recording of the sale transaction, affecting the balance of assets sold and the amount of gain or loss on disposal in the financial statements. The fair value evaluation of the financial assets generated from the equity investment transaction is a highly uncertain accounting estimate. Therefore, the auditor has identified the aforementioned transaction as a key audit matter for the current year.

How the matter was addressed in our audit:

In relation to key audit matter above, our principal audit procedures include reviewing the signed equipment sale contract and equity investment transaction agreement and evaluating the appropriateness of their accounting treatment based on the contract terms.

Reviewing the board meeting minutes to confirm whether the asset disposal proposal has been properly evaluated and approved.

Obtaining proof of equipment delivery and acceptance by the buyer, and verifying the transaction records and payment receipts for the sale of equipment.

Reviewing the remittance proof for the cash capital increase participation.

Examining the basis and reasonableness of the fair value evaluation of financial assets (equity) and verifying the accuracy of the gain or loss on disposal and its recognition at the correct time.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

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

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on this financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Chen, Yen-Hui and Kuo, Shyh-Huar.

KPMG

Taipei, Taiwan (Republic of China)
February 11, 2025

Notes to Readers

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

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

Parent Company Only Financial Statements and Report Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Balance Sheets
December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 2,242,175	14	3,499,330	20	2130	Contract liabilities—current(Notes 6(16) and 7)	\$ 5,133	-	1,983	-
1150	Notes receivable (Note 6(3))	5	-	-	-	2170	Accounts payable	103,383	1	184,397	1
1170	Accounts receivable(Note 6(3))	196,773	1	422,542	3	2180	Accounts payable to related parties(Note 7)	1,801,481	11	2,099,969	12
1180	Accounts receivable from related parties (Notes 6(3) and 7)	1,700,606	11	1,758,607	10	2200	Other payables	431,368	3	421,777	2
1200	Other receivables (Note 6(4))	20,463	-	5,856	-	2220	Other payables to related parties (Note 7)	1,303,059	8	1,863,900	11
1210	Other receivables from related parties (Notes 6(4) and 7)	1,059,689	7	1,385,115	8	2250	Provisions—current (Note 6(11))	31,547	-	26,762	-
1310	Inventories (Note 6(5))	101,397	1	237,407	1	2320	Long-term borrowings, current portion (Notes 6(10) and 8)	525,072	3	490,362	3
1476	Other financial assets—current (Note 8)	327,170	2	307,180	2	2399	Other current liabilities (Notes 6(9) and 7)	197,972	1	213,534	1
1479	Other current assets (Note 6(8))	34,651	-	25,076	-			4,399,015	27	5,302,684	30
		5,682,929	36	7,641,113	44						
Noncurrent assets:						Noncurrent liabilities:					
1517	Financial assets at fair value through other comprehensive income—noncurrent (Note 6(2))	492,982	2	58,331	-	2540	Long-term borrowings (Notes 6(10) and 8)	1,221,307	8	2,021,392	12
1550	Investments in equity—accounted investees (Note 6(6))	7,720,827	47	6,840,077	39	2550	Provisions-noncurrent(Note 6(11))	6,325	-	7,864	-
1600	Property, plant and equipment (Notes 6(7), 7 and 8)	2,168,408	13	2,348,612	14	2570	Deferred tax liabilities (Note 6(13))	1,022,430	7	902,047	5
1840	Deferred tax assets (Note 6(13))	123,056	1	177,949	1	2600	Other noncurrent liabilities	10,000	-	30	-
1915	Prepayments for business facilities	1,968	-	3,726	-			2,260,062	15	2,931,333	17
1980	Other financial assets—noncurrent(Note 8)	84,043	1	385,980	2			6,659,077	42	8,234,017	47
		10,591,284	64	9,814,675	56						
Total assets		\$ 16,274,213	100	17,455,788	100	Total liabilities					
						Equity attributable to owners of parent (Notes 6(2) and(14)):					
						3100	Common Stock	6,655,551	40	6,655,551	38
						3200	Capital surplus	2,770,911	17	2,837,442	16
						3300	Retained earnings	1,131,974	7	944,953	6
						3400	Other components of equity	(943,300)	(6)	(1,216,175)	(7)
								9,615,136	58	9,221,771	53
						Total equity					
						Total liabilities and equity		\$ 16,274,213	100	17,455,788	100

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION
Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars , Except for Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
4000 Operating revenue (Notes 6(16) and 7)	\$ 7,719,577	100	8,027,530	100
5000 Operating costs (Notes 6(5), (12), (17) and 7)	7,661,731	99	8,111,200	101
Gross profit (loss) from operations	57,846	1	(83,670)	(1)
6000 Operating expenses (Notes 6(12), (17) and 7):				
6100 Selling expenses	138,213	2	138,739	2
6200 Administrative expenses	371,603	5	316,640	4
6300 Research and development expenses	398,901	5	351,346	4
	908,717	12	806,725	10
Loss from Operations	(850,871)	(11)	(890,395)	(11)
7000 Non-operating income and expenses:				
7100 Interest income (Note 6(18))	94,481	1	108,294	1
7010 Other income (Notes 6(2), (18) and 7)	253,678	3	127,878	2
7020 Other gains and losses (Notes 6(7), (18) and 7)	246,206	3	(39,803)	-
7050 Finance costs (Note 6(18))	(27,753)	-	(39,494)	-
7370 Share of profit of subsidiaries, associates and joint ventures accounted for using the equity method, net (Note 6(6))	595,846	8	901,224	11
	1,162,458	15	1,058,099	14
7900 Profit before income tax	311,587	4	167,704	3
7950 Less: Income tax expenses (Note 6(13))	124,566	2	53,045	1
8200 Profit for the period	187,021	2	114,659	2
Other comprehensive income:				
8310 Items that will not be reclassified subsequently to profit or loss				
8316 Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (Note 6(2))	70,036	1	13,830	-
8360 Items that may be reclassified subsequently to profit or loss (Note 6(14))				
8361 Exchange differences on translation of foreign financial statements	253,549	2	(165,691)	(2)
8399 Income tax related to items that may be reclassified subsequently (Note 6(13))	(50,710)	(1)	33,145	-
Total items that may be reclassified subsequently to profit or loss	202,839	3	(132,546)	(2)
8300 Other comprehensive income (loss), net of tax	272,875	4	(118,716)	(2)
8500 Total comprehensive income (loss) for the year	\$ 459,896	6	(4,057)	-
Earnings per share (NT dollars) (Note 6(15))				
9750 Basic earnings per share	\$ 0.28		0.17	
9850 Diluted earnings per share	\$ 0.28		0.17	

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

DARWIN PRECISIONS CORPORATION
Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Retained earnings				Total other equity interest			
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Total equity
Balance at January 1, 2023	\$ 6,655,551	2,837,438	-	795,270	125,664	920,934	(1,083,629)	(2,500)	(1,086,129)	9,327,794
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	12,566	-	(12,566)	-	-	-	-	-
Special reserve	-	-	-	11,128	(11,128)	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(101,970)	(101,970)	-	-	-	(101,970)
	-	-	12,566	11,128	(125,664)	(101,970)	-	-	-	(101,970)
Profit for the year	-	-	-	-	114,659	114,659	-	-	-	114,659
Other comprehensive income (loss) for the year	-	-	-	-	-	-	(132,546)	13,830	(118,716)	(118,716)
Total comprehensive income (loss) for the year	-	-	-	-	114,659	114,659	(132,546)	13,830	(118,716)	(4,057)
Changes in equity of associates accounted for using equity method	-	4	-	-	-	-	-	-	-	4
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	11,330	11,330	-	(11,330)	(11,330)	-
Balance at December 31, 2023	\$ 6,655,551	2,837,442	12,566	806,398	125,989	944,953	(1,216,175)	-	(1,216,175)	9,221,771
Balance at January 1, 2024	\$ 6,655,551	2,837,442	12,566	806,398	125,989	944,953	(1,216,175)	-	(1,216,175)	9,221,771
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	12,599	-	(12,599)	-	-	-	-	-
Special reserve	-	-	-	113,390	(113,390)	-	-	-	-	-
	-	-	12,599	113,390	(125,989)	-	-	-	-	-
Profit for the year	-	-	-	-	187,021	187,021	-	-	-	187,021
Other comprehensive income for the year	-	-	-	-	-	-	202,839	70,036	272,875	272,875
Total comprehensive income for the year	-	-	-	-	187,021	187,021	202,839	70,036	272,875	459,896
Changes in equity of associates accounted for using equity method	-	24	-	-	-	-	-	-	-	24
Cash dividends from capital surplus	-	(66,555)	-	-	-	-	-	-	-	(66,555)
Balance at December 31, 2024	\$ 6,655,551	2,770,911	25,165	919,788	187,021	1,131,974	(1,013,336)	70,036	(943,300)	9,615,136

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

DARWIN PRECISIONS CORPORATION

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities:		
Profit before income tax	\$ 311,587	167,704
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	181,703	258,587
Interest expense	27,753	39,494
Interest income	(94,481)	(108,294)
Dividend income	(351)	(178)
Share of gain of subsidiaries, associates and joint ventures accounted for using equity method	(595,846)	(901,224)
Gains on disposal of investment	-	(11,470)
Property, plant and equipment transferred to expense	-	343
(Gains) loss on disposal of property, plant and equipment, net	(205,445)	1,334
Total adjustments to reconcile loss	(686,667)	(721,408)
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in accounts receivable	226,398	(110,653)
Decrease (increase) in accounts receivable from related parties	58,001	(344,802)
Increase in other receivables	(14,607)	(967)
Decrease in other receivable from related parties	325,426	35,543
Decrease (increase) in inventories	136,010	(5,028)
(Increase) decrease in prepayments	(7,160)	5,078
Decrease (increase) in other current assets	2,597	(5,183)
Total changes in operating assets	726,665	(426,012)
Changes in operating liabilities:		
Decrease in accounts payable	(81,014)	(24,035)
(Decrease) increase in accounts payable to related parties	(298,488)	435,792
Increase (decrease) in other payables	25,633	(60,357)
(Decrease) increase in other payable to related parties	(560,841)	125,722
Increase (decrease) in provisions	3,246	(2,948)
Decrease in other current liabilities	(12,410)	(15,250)
Total changes in operating liabilities	(923,874)	458,924
Total changes in operating assets and liabilities	(197,209)	32,912
Total adjustments	(883,876)	(688,496)
Cash generated from operations	(572,289)	(520,792)
Interest received	94,481	108,294
Dividends received	351	851,081
Interest paid	(28,616)	(39,211)
Income taxes paid	(6,514)	(61,469)
Net cash (used in) provided by operating activities	(512,587)	337,903
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(419,268)	-
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	53,762
Acquisition of investments accounted for using equity method	(31,331)	(36,720)
Return of capital of investments in equity-accounted investees	-	472,965
Acquisition of property, plant and equipment	(61,974)	(26,344)
Proceeds from disposal of property, plant and equipment	319,102	10
Increase in refundable deposits	(246)	(337)
Decrease in other receivables	-	2,231,952
Decrease in other financial assets	321,034	234,905
Increase in prepayments for business facilities	(11,084)	(36,303)
Net cash provided by investing activities	116,233	2,893,890
Cash flows from financing activities:		
Proceeds from long-term borrowings	910,000	3,001,000
Repayments of long-term borrowings	(1,714,216)	(4,155,327)
Increase (decrease) in guarantee deposits received	9,970	(62)
Cash dividends paid	(66,555)	(101,970)
Net cash used in financing activities	(860,801)	(1,256,359)
Net (decrease) increase in cash and cash equivalents	(1,257,155)	1,975,434
Cash and cash equivalents at January 1	3,499,330	1,523,896
Cash and cash equivalents at December 31	\$ 2,242,175	3,499,330

Attachment 5

Independent Auditors' Report

To the Board of Directors of Darwin Precisions Corporation:

Opinion

We have audited the consolidated financial statements of Darwin Precisions Corporation (“the Company”) and its subsidiaries (together referred to as “the Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

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

I. Revenue recognition

Refer to Note 4(14) “Revenue from contracts with customers” and Note 6(17) “Revenue from Contrasts with Customers” to the consolidated financial statements.

Description of key audit matter:

Revenue is recognized when the control over a product has been transferred to the customer as specified in each individual contract with customers. The Group recognizes revenue depending on the various sales terms in each individual contract with customers to ensure the performance obligation has been satisfied by transferring control over a product to a customer. Therefore, revenue recognition is one of the key areas our audit focused on.

How the matter was addressed in our audit:

In relation to the key audit matter above, our principal audit procedures include ensuring the transaction conditions and revenue of the sale contracts have been properly recorded; random sampling of sales transactions within a certain period before and after the financial reporting date; verifying invoices and forms to confirm that revenue recognition has been recorded in an appropriate period.

2. Sale of Equipment and Equity Investment Transactions and Fair Value Evaluation of Financial Assets

For accounting policies related to the fair value evaluation of financial assets and the disposal of real estate, plant, and equipment, please refer to Note 4(7) and Note 4(10) of the consolidated financial statements. For uncertainties in the estimates and assumptions of the fair value evaluation of financial assets, please refer to Note 5 of the consolidated financial statements. For explanations on the disposal of real estate, plant, and equipment, please refer to Note 6(7) of the consolidated financial statements.

To meet operational planning needs, the Group sold a batch of equipment used in production lines to a third party to improve operational efficiency. Additionally, it decided to participate in the cash capital increase of the buyer's parent company. The Group completed the equipment delivery and equity investment transaction in October 2024. Since the aforementioned transaction is a related party transaction and involves complex accounting treatment, if the sale price of the equipment does not reflect the fair value of the transaction, it will result in incorrect recording of the sale transaction, affecting the balance of assets sold and the amount of gain or loss on disposal in the financial statements. The fair value evaluation of the financial assets generated from the equity investment transaction is a highly uncertain accounting estimate. Therefore, the auditor has identified the aforementioned transaction as a key audit matter for the current year.

How the matter was addressed in our audit:

In relation to key audit matter above, our principal audit procedures include reviewing the signed equipment sale contract and equity investment transaction agreement and evaluating the appropriateness of their accounting treatment based on the contract terms.

Reviewing the board meeting minutes to confirm whether the asset disposal proposal has been properly evaluated and approved.

Obtaining proof of equipment delivery and acceptance by the buyer, and verifying the transaction records and payment receipts for the sale of equipment.

Reviewing the remittance proof for the cash capital increase participation.

Examining the basis and reasonableness of the fair value evaluation of financial assets (equity) and verifying the accuracy of the gain or loss on disposal and its recognition at the correct time.

Other Matter

The Company has additionally prepared its parent-company-only financial statements as of and for the years ended December 31, 2024 and 2023, on which we have issued an unmodified audit opinion.

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

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

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

Those charged with governance (inclusive of the Audit Committee) are responsible for overseeing the Group'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 the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audit resulting in this independent auditors' report are Chen, Yen-Hui and Kuo, Shyh-Huar.

KPMG

Taipei, Taiwan (Republic of China)
February 11, 2025

Notes to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023				December 31, 2024		December 31, 2023				
		Amount	%	Amount	%			Amount	%	Amount	%			
Assets														
Current assets:														
1100	Cash and cash equivalents (Note 6(1))	\$	5,871,695	33	5,332,533	29	2130	Contract liabilities—current (Notes 6(17) and 7)	\$	14,715	-	11,774	-	
1110	Financial assets at fair value through profit or loss—current (Note 6(2))		7,304	-	11,864	-	2170	Accounts payable		3,837,550	21	3,531,586	19	
1136	Financial assets at amortized cost— current (Note 6(2))		469,685	3	562,333	3	2180	Accounts payable to related parties(Note 7)		126,633	1	146,128	1	
1150	Notes receivable (Note 6(3))		5	-	-	-	2200	Other payables		1,095,762	6	1,116,924	6	
1170	Accounts receivable (Note 6(3))		1,576,361	9	2,323,443	13	2220	Other payables to related parties(Note 7)		18,051	-	18,104	-	
1180	Accounts receivable from related parties (Notes 6(3) and 7)		1,729,557	9	1,720,598	9	2230	Current tax liabilities		181,866	1	119,820	1	
1200	Other receivables (Note 6(4))		43,896	-	29,290	-	2250	Provisions—current(Note 6(12))		52,569	-	45,092	-	
1210	Other receivables from related parties (Notes 6(4) and 7)		31,679	-	475	-	2320	Long-term borrowings, current portion (Notes 6(11) and 8)		525,072	3	907,211	5	
1310	Inventories (Note 6(5))		1,271,819	7	1,318,803	7	2399	Other current liabilities(Notes 6(10) and 7)		125,712	1	70,200	-	
1476	Other financial assets—current (Note 8)		327,170	2	307,180	2				5,977,930	33	5,966,839	32	
1479	Other current assets (Note 6(9))		102,691	1	81,639	1								
			11,431,862	64	11,688,158	64								
Noncurrent assets:														
1517	Financial assets at fair value through other comprehensive income – noncurrent (Note 6(2))		492,982	3	58,331	-	2540	Long-term borrowings (Notes 6(11) and 8)		1,221,307	7	2,021,392	11	
1535	Financial assets at amortized cost— noncurrent (Note 6(2))		568,848	3	356,567	2	2550	Provisions-noncurrent (Note 6(12))		41,891	-	15,210	-	
1550	Investments in equity-accounted investees (Note 6(6))		59,761	-	49,138	-	2570	Deferred tax liabilities (Note 6(13))		1,024,256	6	905,013	5	
1600	Property, plant and equipment (Notes 6(7),7 and 8)		4,711,712	26	5,028,776	28	2600	Other noncurrent liabilities		114,108	1	95,170	1	
1755	Right-of-use assets (Notes 6(8) and 8)		193,496	1	196,767	1				2,401,562	14	3,036,785	17	
1840	Deferred tax assets (Note 6(13))		448,255	3	456,009	3				8,379,492	47	9,003,624	49	
1915	Prepayments for business facilities		1,968	-	3,726	-								
1980	Other financial assets—noncurrent (Note 8)		85,744	-	387,560	2								
1995	Other noncurrent assets		-	-	363	-								
			6,562,766	36	6,537,237	36								
Total assets		\$	17,994,628	100	18,225,395	100				\$	17,994,628	100	18,225,395	100
		</												

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Share)

		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(17) and 7)	\$ 20,872,571	100	17,769,982	100
5000	Operating costs (Notes 6(5), (13), (18) and 7)	19,806,768	95	16,917,772	95
	Gross profit from operations	1,065,803	5	852,210	5
6000	Operating expenses (Notes 6(3), (13), (18) and 7):				
6100	Selling expenses	171,198	1	178,879	1
6200	Administrative expenses	643,784	3	599,406	3
6300	Research and development expenses	398,476	2	351,346	2
		1,213,458	6	1,129,631	6
	Loss from Operations	(147,655)	(1)	(277,421)	(1)
7000	Non-operating income and expenses:				
7100	Interest income (Note 6(19))	196,372	1	203,873	1
7010	Other income (Notes 6(19) and 7)	162,698	1	115,821	-
7020	Other gains and losses (Note 6(19))	312,970	1	(8,022)	-
7050	Finance costs (Note 6(19))	(39,710)	-	(57,204)	-
7370	Share of profit (losses) of associates and joint ventures accounted for using the equity method, net (Note 6(6))	(6,559)	-	818	-
		625,771	3	255,286	1
7900	Profit (loss) before income tax	478,116	2	(22,135)	-
7950	Less: Income tax expenses (benefit) (Note 6(14))	291,095	1	(136,794)	(1)
8200	Profit for the period	187,021	1	114,659	1
	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8316	Unrealized gains from investments in equity instruments measured at fair value through other comprehensive income (Note 6(2))	70,036	-	13,830	-
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	253,549	1	(165,691)	(1)
8399	Income tax related to items that may be reclassified subsequently (Note 6(14))	(50,710)	-	33,145	-
	Total items that may be reclassified subsequently to profit or loss	202,839	1	(132,546)	(1)
8300	Other comprehensive income (loss), net of tax	272,875	1	(118,716)	(1)
8500	Total comprehensive income (loss) for the year	\$ 459,896	2	(4,057)	-
	Earnings per share (NT dollars) (Note 6(16))				
9750	Basic earnings per share	\$ 0.28		0.17	
9850	Diluted earnings per share	\$ 0.28		0.17	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Equity attributable to owners of parent						Other components of equity			
	Share capital		Retained earnings				Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total				
Balance at January 1, 2023	\$ 6,655,551	2,837,438	-	795,270	125,664	920,934	(1,083,629)	(2,500)	(1,086,129)	9,327,794
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	12,566	-	(12,566)	-	-	-	-	-
Special reserve	-	-	-	11,128	(11,128)	-	-	-	-	-
Cash dividends on ordinary share	-	-	-	-	(101,970)	(101,970)	-	-	-	(101,970)
	-		12,566	11,128	(125,664)	(101,970)	-	-	-	(101,970)
Profit for the year	-	-	-	-	114,659	114,659	-	-	-	114,659
Other comprehensive income (loss) for the year	-	-	-	-	-	-	(132,546)	13,830	(118,716)	(118,716)
Total comprehensive income (loss) for the year	-	-	-	-	114,659	114,659	(132,546)	13,830	(118,716)	(4,057)
Changes in equity of associates accounted for using equity method	-	4	-	-	-	-	-	-	-	4
Disposal of investments in equity instruments measured at fair value through other comprehensive income	-	-	-	-	11,330	11,330	-	(11,330)	(11,330)	-
Balance at December 31, 2023	\$ 6,655,551	2,837,442	12,566	806,398	125,989	944,953	(1,216,175)	-	(1,216,175)	9,221,771
Balance at January 1, 2024	\$ 6,655,551	2,837,442	12,566	806,398	125,989	944,953	(1,216,175)	-	(1,216,175)	9,221,771
Appropriation and distribution of retained earnings:										
Legal reserve	-	-	12,599	-	(12,599)	-	-	-	-	-
Special reserve	-	-	-	113,390	(113,390)	-	-	-	-	-
	-	-	12,599	113,390	(125,989)	-	-	-	-	-
Profit for the year	-	-	-	-	187,021	187,021	-	-	-	187,021
Other comprehensive income for the year	-	-	-	-	-	-	202,839	70,036	272,875	272,875
Total comprehensive income for the year	-	-	-	-	187,021	187,021	202,839	70,036	272,875	459,896
Changes in equity of associates accounted for using equity method	-	24	-	-	-	-	-	-	-	24
Cash dividends from capital surplus	-	(66,555)	-	-	-	-	-	-	-	(66,555)
Balance at December 31, 2024	\$ 6,655,551	2,770,911	25,165	919,788	187,021	1,131,974	(1,013,336)	70,036	(943,300)	9,615,136

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash flows from operating activities:		
Loss (profit) before income tax	\$ 478,116	(22,135)
Adjustments:		
Adjustments to reconcile profit :		
Depreciation expense	896,687	925,915
Expected credit (profit) loss	(1,402)	4,507
Net (profit) loss on financial instruments at fair value through profit or loss	(29,881)	16,704
Interest expense	39,710	57,204
Interest income	(196,372)	(203,873)
Dividend income	(351)	(178)
Share of (gain) loss of associates and joint ventures accounted for using equity method	6,559	(818)
Gains on disposal of investment	-	(41,567)
Property, plant and equipment transferred to expense	-	343
Gains on disposal of property, plant and equipment, net	(232,348)	(8,964)
Total adjustments to reconcile profit	482,602	749,273
Changes in operating assets and liabilities:		
Changes in operating assets:		
Decrease (increase) in financial assets at fair value through profit or loss	34,441	(18,816)
Increase in notes receivable	(5)	-
Decrease (increase) in accounts receivable	748,961	(1,302,590)
Increase in accounts receivable from related parties	(8,959)	(315,871)
Increase in other receivables	(15,139)	(1,043)
(Increase) decrease in other receivables from related parties	(31,204)	82
Increase in inventories	(20,770)	(339,481)
(Increase) decrease in prepayments	(10,608)	6,012
Increase in other current assets	(3,876)	(4,889)
Decrease in other noncurrent assets	363	2,138
Total changes in operating assets	693,204	(1,974,458)
Changes in operating liabilities:		
Increase in accounts payable	305,964	1,436,356
Decrease (increase) in accounts payable to related parties	(19,495)	52,015
Increase in other payables	546	77,542
Increase in other payable to related parties	508	2,553
Increase (decrease) in provisions	33,218	(2,778)
Increase (decrease) in other current liabilities	55,581	(9,541)
Increase in other noncurrent liabilities	6,409	7,308
Total changes in operating liabilities	382,731	1,563,455
Total changes in operating assets and liabilities	1,075,935	(411,003)
Total adjustments	1,558,537	338,270

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
DARWIN PRECISIONS CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Continued)
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	2024	2023
Cash generated from operations	2,036,653	316,135
Interest received	172,967	196,904
Dividends received	351	178
Interest paid	(41,036)	(56,908)
Income taxes paid	(151,826)	(138,501)
Net cash provided by operating activities	2,017,109	317,808
Cash flows from investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	(419,268)	-
Acquisition of financial assets at amortized cost	(651,818)	(532,470)
Proceeds from disposal of financial assets at amortized cost	587,665	767,634
Proceeds from disposal of financial assets at fair value through other comprehensive income	-	53,762
Acquisition of investments accounted for using equity method	(16,331)	(36,720)
Acquisition of property, plant and equipment	(474,429)	(381,149)
Proceeds from disposal of property, plant and equipment	348,794	22,974
Increase in refundable deposits	(367)	(304)
Decrease in other receivables	-	2,231,952
Decrease in other financial assets	321,034	234,905
Increase in prepayments for business facilities	(11,084)	(36,303)
Net cash (used in) provided by investing activities	(315,804)	2,324,281
Cash flows from financing activities:		
Proceeds from long-term borrowings	910,000	3,001,000
Repayments of long-term borrowings	(2,146,336)	(4,156,191)
Increase (decrease) in guarantee deposits received	12,529	(923)
Cash dividends paid	(66,555)	(101,970)
Net cash used in financing activities	(1,290,362)	(1,258,084)
Effect of exchange rate changes on cash and cash equivalents	128,219	(109,794)
Net increase in cash and cash equivalents	539,162	1,274,211
Cash and cash equivalents at January 1	5,332,533	4,058,322
Cash and cash equivalents at December 31	\$ 5,871,695	5,332,533

Attachment 6

DARWIN PRECISIONS CORPORATION

2024 Earnings Distribution Proposal

Amount in NT\$

Items	Amount
Net income of 2024	187,021,497
Less : Provisioned as legal reserve <small>(Note 1)</small>	(18,702,150)
Retained earnings available for distribution as of December 31, 2024	168,319,347
Distribution item : Cash dividends to shareholders <small>(Note 2)</small> (NT\$0.25 per share)	(166,388,779)
Unappropriated retained earnings, ending balance	1,930,568

Note1: According to Article 237 of the Company Act and the letter issued by the Ministry of Economic Affairs (Jing Shang-Tze No. 10802432410) on January 9, 2020.

Note2: The above dividend per share is calculated based on the number of common shares outstanding shares on the date of local book-closure period for the 2025 Annual General Shareholders' Meeting (April 13, 2025). The actual dividend per share will be based on the actual number of common shares outstanding on the record date for distribution and the total amount of cash dividends.

Kuo-Hsin (Michael) Tsai,
Chairman

Sheng-Kai (SK) Huang,
President

Kuo-Tai Ching,
Chief Accounting Officer

Attachment 7

Comparison Table for the Articles of Incorporation Before and After the Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 2: The scope of business of the Company shall be as follows:</p> <ol style="list-style-type: none"> 1. CC01080 Electronics Components Manufacturing 2. CQ01010 Mold and Die Manufacturing 3. C805010 Manufacture of Plastic Sheets, Pipes and Tubes 4. F401010 International Trade 5. I501010 Product Designing 6. CC01040 Lighting Equipment Manufacturing 7. CC01120 Data Storage Media Manufacturing and Duplicating 8. C805050 Industrial Plastic Products Manufacturing 9. C805990 Other Plastic Products Manufacturing 10. CA02990 Other Metal Products Manufacturing 11. CE01990 Other Optics and Precision Instrument Manufacturing 12. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing 13. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing 14. I301030 Electronic Information Supply Services 15. <u>CF01011 Medical Devices Manufacturing</u> 16. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval. 	<p>Article 2: The scope of business of the Company shall be as follows:</p> <ol style="list-style-type: none"> 1. CC01080 Electronics Components Manufacturing 2. CQ01010 Mold and Die Manufacturing 3. C805010 Manufacture of Plastic Sheets, Pipes and Tubes 4. F401010 International Trade 5. I501010 Product Designing 6. CC01040 Lighting Equipment Manufacturing 7. CC01120 Data Storage Media Manufacturing and Duplicating 8. C805050 Industrial Plastic Products Manufacturing 9. C805990 Other Plastic Products Manufacturing 10. CA02990 Other Metal Products Manufacturing 11. CE01990 Other Optics and Precision Instrument Manufacturing 12. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing 13. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing 14. I301030 Electronic Information Supply Services 15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval. 	<p>To comply with the Company's operation needs and adjust the serial number</p>
<p>Article 18: Where the Company has a profit before tax for each fiscal year, the Company shall first reserve certain amount of the profit to recover losses for preceding years, and then set aside no less than 1% of the remaining profit for distribution to employees as remuneration and no more than 1% of the remaining profit for distribution to directors as remuneration.</p>	<p>Article 18: Where the Company has a profit before tax for each fiscal year, the Company shall first reserve certain amount of the profit to recover losses for preceding years, and then set aside no less than 1% of the remaining profit for distribution to employees as remuneration and no more than 1% of the remaining profit for distribution to directors as remuneration.</p>	<p>To comply with the amendment of Article 14, Paragraph 6 of the Securities and Exchange Act on August 7, 2024</p>

After amendment	Before amendment	Reason of amendment
<u>Of the employees remuneration mentioned in the preceding paragraph, not less than 5% shall be allocated for the distribution of remuneration to non-executive employees.</u>		
<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. The thirtieth amendment was made on June 15, 2022.</p>	<p>Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16, 1997. The sixth amendment was made on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. The thirtieth amendment was made on June 15, 2022.</p>	<p>To add date of revision</p>

After amendment	Before amendment	Reason of amendment
The thirty-first amendment was made on June 14, 2024. <u>The thirty-second amendment was made on June 11, 2025.</u>	The thirty-first amendment was made on June 14, 2024.	

Attachment 8

Comparison Table for the Rules for the Election of Directors Before and After the Amendment

After amendment	Before amendment	Reason of amendment
<p>Article 4:</p> <p>The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. The candidates who receive the most voting rights for the position of director shall win the election and the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.</p> <p>If two or more candidates receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.</p> <p><u>The election of independent directors and non-independent directors shall be held together, but the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.</u></p>	<p>Article 4:</p> <p>The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. The candidates who receive the most voting rights for the position of director shall win the election and the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.</p> <p>If two or more candidates receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.</p> <p><u>If the elected director in accordance with the procedure above is confirmed that the personal information of an elected Director is not correct or that the election of an elected director shall be null pursuant to the Applicable Law, the candidate receiving second most voting rights to such director in the same Shareholders' Meeting shall be elected to fill the vacancy.</u></p>	To comply with the Company's operation needs
(delete)	<p>Article 4-I:</p> <p><u>The election of independent directors and non-independent directors shall be held together, but the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.</u></p>	Incorporated into the provisions of the Article 4
<p>Article 5:</p> <p><u>The convener shall prepare separate ballots for directors in numbers corresponding to the directors or supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which</u></p>	<p>Article 5:</p> <p><u>The board of directors shall prepare the voting ballots, which shall not only be stamped with the company's seal, but also noted the number of electors' voting rights.</u></p>	To comply with the Company's operation needs

After amendment	Before amendment	Reason of amendment
<u>shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.</u>		
(delete)	<p><u>Article 6:</u></p> <p><u>If the candidate is a shareholder of this Company, voters shall fill the candidate's name and shareholder's number in the "candidate" column of the ballot. If the candidate is not a shareholder of this Company, voters shall fill the candidate's name, the candidate's ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled. In the event that several candidates represent a government agency or a legal entity, the names of the representatives shall be filled separately in the column.</u></p>	<p>In accordance with the document number No.1120386116 issued by the Financial Supervisory Commission R.O.C. (Taiwan), an Act to amend the Rules for the Election of Directors of companies listed on TWSE and TPEX, the candidate nomination system shall be adopted for the election of directors. Shareholders are required to elect directors from the list of nominees provided in the roster of candidates. Shareholders will be provided information regarding the names, education, and experience of each candidate prior to the shareholders' meeting. It is not necessary to indicate the candidate by shareholders' account number or ID number, and such information</p>

After amendment	Before amendment	Reason of amendment
		should be deleted.
<p>Article <u>6</u>:</p> <p>At the beginning of the election, the chair shall appoint a number of monitoring persons with shareholder status and a number of counting persons to perform the respective duties of votes.</p>	<p>Article <u>7</u>:</p> <p>At the beginning of the election, the chair shall appoint a number of monitoring persons with shareholder status and a number of counting persons to perform the respective duties of votes.</p>	In accordance with Article 6, deletion is to be made and revise Article number
<p>Article <u>7</u>:</p> <p>The ballot boxes shall be prepared by the <u>convener</u> and publicly checked by the vote monitoring personnel before voting commences.</p>	<p>Article <u>8</u>:</p> <p>The ballot boxes shall be prepared by the <u>board of directors</u> and publicly checked by the vote monitoring personnel before voting commences.</p>	To comply with the Company's operation needs and delete Article 6, revise the article number
<p>Article <u>8</u>:</p> <p>A ballot is invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> 1. <u>The ballot was not prepared by a person with the right to convene.</u> 2. A blank ballot is placed in the ballot box. 3. The writing is unclear and indecipherable or has been altered. 4. <u>The candidate whose name is entered in the ballot does not conform to the director candidate list.</u> 5. <u>Other words or marks are entered in addition to the number of voting rights allotted.</u> 6. When two or more candidates are filled on the same ballot. 	<p>Article <u>9</u>:</p> <p>A ballot is invalid under any of the following circumstances:</p> <ol style="list-style-type: none"> 1. <u>is not provided under the Rules;</u> 2. is placed into the ballot box blank; 3. contains illegible words or corrections; 4. <u>If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect;</u> 5. <u>contains any words or marks in addition to candidate's name or shareholder's number (ID number) and the number of voting rights cast for the candidate;</u> 6. <u>is not filled in candidate's name or shareholder's number (ID number);</u> 7. contains two or more candidates. 	In accordance with Article 6, deletion and the Company's operation needs are to be made and revise Article number and relevant content
<p>Article <u>9</u>:</p> <p>When the total number of voting rights casted for the candidates is less than the number of voting rights held by the electors, the reduced number shall be regarded as abstention.</p>	<p>Article <u>10</u>:</p> <p>When the total number of voting rights casted for the candidates is less than the number of voting rights held by the electors, the reduced number shall be regarded as abstention.</p>	In accordance with Article 6, deletion is to be made and revise Article number
<p>Article <u>10</u>:</p> <p>The voting rights shall be calculated on site immediately after the end of the poll and the results of the election shall be announced by the chair.</p>	<p>Article <u>11</u>:</p> <p>The voting rights shall be calculated on site immediately after the end of the poll and the results of the election shall be announced by the chair.</p>	In accordance with Article 6, deletion is to be made and revise Article number

After amendment	Before amendment	Reason of amendment
The Company shall issue notifications to the persons elected as directors separately after the shareholders' meeting.	The Company shall issue notifications to the persons elected as directors separately after the shareholders' meeting.	
(delete)	<u>Article 11-1:</u> <u>When a person serving as director is in violation of the provisions of Article 26-3, paragraph 3 or paragraph 4 of the Securities and Exchange Act, the qualification of director becomes invalid.</u>	Incorporated into the provisions of the revised Article 11
<u>Article 11</u> The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting. The Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.	<u>Article 12</u> The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting. The Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner. Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.	In accordance with Article 6, deletion is to be made and revise Article number

Attachment 9

List of the non-competition restrictions on directors and their representatives proposed to be lifted

Name	Released restriction items
AUO Corporation	<ul style="list-style-type: none">- Director,AUO Power Corporation- Director,AUO Mobility Solution Corporation- Director,Yenrich Technology Corporation
Kuo-Hsin (Michael) Tsai	<ul style="list-style-type: none">- Chairman, MicroDoctor Biomedical Corporation- Chairman, UFO Touch Technology Corporation- Chairman, OneSmart Solution Corporation- Director, Shine Biomedical Technology Corporation
Frank Ko	<ul style="list-style-type: none">- Chairman,AUO (L) Corp.- Chairman,AUO Manufacturing (Shanghai) Co., Ltd.- Chairman,AUO (Suzhou) Co., Ltd.- Chairman,AUO (Kunshan) Co., Ltd.- Chairman,AUO (Xiamen) Co., Ltd.- Chairman,AUO (VIETNAM) COMPANY LIMITED- Chairman,AUO Mobility Solution Corporation- Chairman, BHTC GmbH- Director,AUO Digitech Holding Limited
Feng-Cheng Su	<ul style="list-style-type: none">- Chairman, TYNTEK CORPORATION- Chairman, Long Benefit Investment Co., Ltd.- Chairman, Hexawave, Inc.- Director, GCS HOLDINGS, INC.- Director, TEK HOLDING CO.,LTD- Executive Vice President, Ennostar Inc.
Sheng-Kai (SK) Huang	<ul style="list-style-type: none">- Director, Darwin Precisions (L) Corp.- Director, FORHOUSE INTERNATIONAL HOLDING LTD.- Director, FORTECH INTERNATIONAL CORP.- Director, FORWARD OPTRONICS INTERNATIONAL CORPORATION- Director, FOREFRONT CORPORATION- Chairman, Darwin Precisions (Xiamen) Corp.- Chairman, Fortech Electronics (Suzhou) Co., Ltd.- Chairman, Suzhou Forplax Optronics Co., Ltd.- Chairman, Forhouse Electronics (Suzhou) Co., Ltd.- Director, Chengdu TOPWAY High-Tech Photoelectric Technology Co.,LTD.
Maggie Lu	<ul style="list-style-type: none">- Deputy General Director of Biomedical Technology and Device Research Laboratories, Industrial Technology Research Institute

Appendix I

DARWIN PRECISIONS CORPORATION **Articles of Incorporation (Before the amendments)**

Chapter I General Rules

Article 1: The Company shall be incorporated under the Company Act, and its name shall be 達運精密工業股份有限公司 in the Chinese language, and DARWIN PRECISIONS CORPORATION in the English language.

Article 2: The scope of business of the Company shall be as follows:

1. CC01080 Electronics Components Manufacturing
2. CQ01010 Mold and Die Manufacturing
3. C805010 Manufacture of Plastic Sheets, Pipes and Tubes
4. F401010 International Trade
5. I501010 Product Designing
6. CC01040 Lighting Equipment Manufacturing
7. CC01120 Data Storage Media Manufacturing and Duplicating
8. C805050 Industrial Plastic Products Manufacturing
9. C805990 Other Plastic Products Manufacturing
10. CA02990 Other Metal Products Manufacturing
11. CE01990 Other Optics and Precision Instrument Manufacturing
12. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
13. CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
14. I301030 Electronic Information Supply Services
15. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall have its head office in Hsinchu County, and when it is determined to be necessary, upon the approval of the Board of Directors, branch offices may be established domestically or overseas.

Article 4: The Company may provide external endorsements and guarantees within the same industry or between affiliated enterprises depending upon the business needs and based on the principle of reciprocity. The operation procedure thereof shall be handled according to the Procedures for Endorsement and Guarantee of the Company.

Article 4-1: Upon the approval of the Board of Directors of the Company, the reinvestment amount of the Company in other enterprises may exceed the limit of forty percent of the paid-in capital.

Chapter 2 Shares

Article 5: The total capital of the Company shall be NTD 8,500,000,000, divided into 850,000,000 shares, at a par value of NTD 10, and the Board of Directors is authorized to perform share issuance at discrete times. An amount of NTD 200,000,000 of the total capital described in Paragraph 1 shall be reserved for the issuance of share subscription warrants, preferred shares with warrants or corporate bonds with warrants, for a total of 20,000,000 shares at a par value of NTD 10, which may be issued in discrete times according to the resolution of the Board of Directors.

In the event that the Company's shares can be bought back by the Company according to the law, the Board of Directors is authorized to execute such buyback according to the laws and regulations.

Article 6: The share certificates of the Company shall be in registered form, signed or sealed by the Directors representing the Company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance. For the shares issued by the Company, the printing of share certificates may be exempted; however, the shares shall be registered with a centralized securities depository enterprise.

Article 7: The shareholder services of the Company shall be handled according to the Company Act and the "Regulations Governing the Administration of Shareholder Services of Public Companies" and relevant laws and regulations announced by the competent authorities.

Chapter 3 Shareholders' Meeting

Article 8: The Shareholders' meeting of the Company shall be classified into two types of regular Shareholders' meeting and extraordinary Shareholders' meeting. The regular Shareholders' meeting shall be convened at least once annually, which shall be convened within six months after the end of each fiscal year by the Board of Directors. The extraordinary Shareholders' meeting shall be convened whenever necessary according to relevant laws and regulations.

Article 8-1: The scheduled meeting date, location, and reason of convention shall be provided to all shareholders in notices and shall be announced publicly at least thirty days in advance for the convention of a regular Shareholders' meeting or at least fifteen days in advance for the convention of an extraordinary shareholders' meeting. The notice of the Shareholders' meeting shall be handled according to relevant laws and regulations.

The Shareholders' meeting of the Company can be held by means of visual communication network or other methods promulgated by the Ministry of Economic Affairs.

Article 9: Where a shareholder for any reasons cannot attend the Shareholders' meeting in person, he or she may appoint a proxy to attend a Shareholders' meeting on his/her/its behalf by executing a power of attorney printed by the Company stating therein the scope of power authorized to the proxy. Shareholders appointing proxies to attend meetings shall be handled according to relevant laws and regulations.

Article 10: Each shareholder of the Company shall have one voting right for each share held; however, where the Company is subject to conditions described in Article 179 of the Company Act, there shall be no voting right.

Article 11: Resolutions at a shareholders' meeting shall, unless otherwise provided for in relevant laws, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Article 11-1: Resolutions made in a Shareholders' meeting shall be recorded in meeting minutes and shall be handled according to Article 183 of the Company Act.

Chapter 4 Board of Directors and Audit Committee

Article 12: The Company shall have five to eleven Directors, and the number of Directors shall be determined according to the resolution of the Board of Directors.

The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates. The term of office shall be three years, and re-election shall be permissible.

Among the number of Directors, it shall include at least three Independent Directors. Relevant matters of the professional qualification, shareholding, concurrent position restrictions nomination and election methods of the Independent Directors and other necessary requirements shall be handled

according to relevant laws and regulations.

For the election of Directors, each share shall have the voting rights in number equal to the number of Directors to be elected, and maybe cast for a single candidate or split among multiple candidates. The candidates with ballots representing greater numbers of voting rights shall be elected as the Directors. Independent Directors and non-independent Directors shall be elected at the same time; however, the number of independent directors and non-independent directors elected shall be calculated separately.

During the term of office of the Directors, the Company shall purchase liability insurances for the Directors to indemnify the liabilities resulting from exercising their duties.

Article 12-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, and the Audit Committee shall consist of all Independent Directors. The first term of the Audit Committee shall be established on the date when the Independent Directors are determined through an election in the regular Shareholders' meeting in 2010.

The exercise of authorities of the Audit Committee and its members as well as relevant matters shall be handled according to the Securities and Exchange Act and relevant laws and regulations.

Article 13: The Board of Directors shall elect a Chairman of the Board Directors from among the Directors by a majority vote at a meeting attended by over two-thirds of the Directors, and the Chairman shall represent the Company externally. In addition, the same method may be adopted to elect a Vice-Chairman among the Directors.

Article 13-1: A director may appoint another director by proxy to attend a meeting of the board of directors, and the attendance by proxies shall be handled in accordance with relevant laws and regulations. In calling a meeting of the Board of Directors, a notice shall be given to each director no later than seven days prior to the scheduled meeting date; provided that in case of emergencies, such meetings may be convened at any time. In calling a meeting of the board of directors, a notice shall set forth therein the subject(s) to be discussed at the meeting and may be effected by means of writing, E-mail, or fax.

Article 14: In case the Chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, the proxy thereof shall be handled according to the regulation of Article 208 of the Company Act.

Article 15: The Board of Directors is authorized to determine the remuneration for all Directors, taking into account the extent and value of the services provided for the Company's operation and with reference to the standards of industry.

Chapter 5 Managerial officers

Article 16: The Company may have one President and several Vice Presidents; the appointment, discharge, and the remuneration thereof shall be handled in accordance with relevant regulations of the Company Act, the Securities and Exchange Act and the Civil Code.

Chapter 6 Accounting

Article 17: After the end of each fiscal year, the Board of Directors shall prepare various statements and reports according to relevant regulations of the Company Act and the Securities and Exchange Act, which shall also be submitted to the regular Shareholders' meeting for acceptance.

Article 18: Where the Company has a profit before tax for each fiscal year, the Company shall first reserve certain amount of the profit to recover losses for preceding years, and then set aside no less than 1% of the remaining profit for distribution to employees

as remuneration and no more than 1% of the remaining profit for distribution to directors as remuneration.

Article 18-1: Where the Company plans to cease the public issuance of its shares, it shall be proposed to the Shareholders' meeting for resolution, and such clause shall not be changed during the public issuance of its shares.

Article 18-2: Where the Company has a profit at the end of each fiscal year, the Company shall first allocate the profit to pay taxes and cover accumulated losses, and then 10% of the remaining net earnings shall be allocated as the Company's legal reserve unless and until the accumulated legal reserve reaches the paid in capital. Certain amount shall be further allocated as special reserve or the special reserve shall be reversed in accordance with applicable laws and regulations or as requested by the competent authority. If there is still remaining earning, it shall be combined with the accumulated undistributed earnings for the Board of Directors to prepare an earnings distribution proposal in order to execute the distribution thereof through resolution according to the laws. Dividend distribution in the form of shares in whole or in part shall be approved by the shareholders' meeting. Dividend distribution in the form of cash shall be approved by the Board of Directors and a report of such distribution shall be submitted to the shareholders' meeting. The Company's dividend policy is to pay dividends from surplus considering factors such as the Company's current and future investment environment, cash requirements, domestic and overseas competitive conditions and capital budget requirements, and taking into account the shareholders' interest, maintenance of a balanced dividend and the Company's long term financial plan. The shareholders' dividend distribution ratio, in principle, could be zero percent to eighty percent of the distributable earnings. The ratio of the cash dividends paid shall not be less than thirty percent of the total amount of the cash and stock dividends paid in the current year.

Article 18-3: Where the Company incurs no loss, it may distribute the legal reserve exceeding twenty-five percent of the paid-up capital and the capital reserve complying with the provision of Article 241 of the Company Act, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash. Where the Company distributing surplus earning in the form of new shares to be issued by the Company, it shall be approved by the Shareholders' meeting; if such surplus earning is distributed in the form of cash, it shall be approved by the Board of Directors and reported to the Shareholders' meeting.

Article 18-4: The employees who are entitled to the bought back shares to be transferred by the Company, employee stock option, employees remunerations in the form of shares or cash, the new shares reserved for employees subscription in the Company's share offering and restricted employee stock include employees of subsidiaries of the Company meeting certain specific qualifications and the Board of Directors or the person duly designated by the Board of Directors is authorized to decide such qualifications and allocation.

Chapter 7 Rules

Article 19: Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 20: These Articles of Incorporation were enacted on October 6, 1989. The first amendment was made on June 4, 1990. The second amendment was made on June 12, 1992. The third amendment was made on October 1, 1992. The fourth amendment was made on March 5, 1995. The fifth amendment was made on June 16,

1997. The sixth amendment was made on October 30, 1997. The seventh amendment was made on June 20, 1998. The eighth amendment was made on November 9, 1998. The ninth amendment was made on June 26, 1999. The tenth amendment was made on June 15, 2000. The eleventh amendment was made on June 9, 2001. The twelfth amendment was made on October 13, 2001. The thirteenth amendment was made on May 28, 2002. The fourteenth amendment was made on May 30, 2003. The fifteenth amendment was made on June 24, 2004. The sixteenth amendment was made on June 30, 2005. The seventeenth amendment was made on April 27, 2006. The eighteenth amendment was made on June 13, 2007. The nineteenth amendment was made on June 13, 2008. The twentieth amendment was made on June 13, 2008. The twenty-first amendment was made on October 17, 2008. The twenty-second amendment was made on June 16, 2009. The twenty-third amendment was made on June 4, 2010. The twenty-fourth amendment was made on June 12, 2012. The twenty-fifth amendment was made on June 11, 2014. The twenty-sixth amendment was made on November 20, 2014. The twenty-seventh amendment was made on June 7, 2016. The twenty-eighth amendment was made on June 13, 2018. The twenty-ninth amendment was made on June 12, 2019. The thirtieth amendment was made on June 15, 2022. The thirty-first amendment was made on June 14, 2024.

Appendix 2

DARWIN PRECISIONS CORPORATION **Rules of Procedures for Shareholders Meeting**

Adopted by the regular shareholders meeting resolution on June 15, 2022

1. The rules of procedures for shareholders meeting of the Company, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
2. Shareholders meeting shall provide the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
3. The attendance and voting at a shareholders meeting shall be calculated based on the number of shares.
4. The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
The restrictions on the place of the provision in the preceding paragraph shall not apply when the Company convenes a virtual-only shareholders meeting, and shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.
When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.
5. Where a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chair, one of the directors shall be appointed by the chairman of the board to act as chair. When the chairman of the board does not make such a designation, the directors shall select from among themselves one person to serve as chair.
Where a shareholders meeting is convened by a party with the power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
7. The shareholders meeting, 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 shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio

and video recording shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

8. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 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 chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the 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 one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company.

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

9. Where a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors. The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

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

After the chair declares the meeting adjourned, shareholders shall not further elect a chair to continue the meeting at the original site or another place.

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

A shareholder in attendance who has submitted a speaker's slip but does not speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

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

11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
12. 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 a proxy, it may designate only one person to represent it in the meeting. 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.
13. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in Article 10 to 12 do not apply.
14. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.
16. When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.
In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.
17. When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
If the meeting venue is no longer available for continued use and not all of the items (including 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 five days in accordance with Article 182 of the Company Act.
18. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.
At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. In addition, on the same day after the conclusion of the shareholders meeting, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the Market Observation

Post System (MOPS).

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

20. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
Staff handling administrative affairs of a shareholders meeting shall wear identification cards or armbands.

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

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

21. The chair decides the order of discussion and voting for various proposals proposed by shareholders in the interim motion.

22. Shareholder(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal for discussion at a regular shareholders meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders meeting, the Company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days.

When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the Company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

The Company shall, prior to preparing and delivering the shareholders meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders meeting to be convened.

23. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.
Any matters not specified in these Rules shall be handled in accordance with the Company Act, Articles of Incorporation of the Company, and other relevant laws and regulations.

Appendix 3

DARWIN PRECISIONS CORPORATION

Rules for the Election of Directors (Before the amendments)

Adopted by the regular shareholders meeting resolution on June 4, 2010

Article1: Unless otherwise provided in applicable laws and regulations, the Rules specified herein shall govern the election of the Company's directors.

Article2: The Company's directors shall be elected at the Shareholders' Meeting.

Article3: In election of the Company's directors, each share is entitled to the voting rights equivalent to the number of directors to be elected. The voting rights may be concentrated to one candidate or be allocated among several candidates.

Article4: The election of Directors shall adopt a candidate nomination system, and the shareholders shall elect the directors from among the nominees listed in the roster of director candidates, and such number shall be in compliance with the number of positions for director set forth in the Articles of Incorporation. The candidates who receive the most voting rights for the position of director shall win the election and the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

If two or more candidates receive the same number of voting rights, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any candidate not in attendance.

If the elected director in accordance with the procedure above is confirmed that the personal information of an elected Director is not correct or that the election of an elected director shall be null pursuant to the Applicable Law, the candidate receiving second most voting rights to such director in the same Shareholders' Meeting shall be elected to fill the vacancy.

Article 4-1: The election of independent directors and non-independent directors shall be held together, but the voting rights received shall be ranked separately to determine the Director-Elect and Independent Director-Elect.

Article5: The board of directors shall prepare the voting ballots, which shall not only be stamped with the company's seal, but also noted the number of electors' voting rights.

Article 6: If the candidate is a shareholder of this Company, voters shall fill the candidate's name and shareholder's number in the "candidate" column of the ballot. If the candidate is not a shareholder of this Company, voters shall fill the candidate's name, the candidate's ID number. If the candidate is a government agency or a legal entity, the full name of the government agency or the legal entity or the name(s) of their representative(s) should be filled. In the event that several candidates represent a government agency or a legal entity, the names of the representatives shall be filled separately in the column.

Article7: At the beginning of the election, the chair shall appoint a number of monitoring persons with shareholder status and a number of counting persons to perform the respective duties of votes.

Article8: The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 9: A ballot is invalid under any of the following circumstances:

1. is not provided under the Rules;
2. is placed into the ballot box blank;
3. contains illegible words or corrections;
4. If the candidate is a shareholder of this Company, the name or shareholder's number of the candidate filled in the ballot inconsistent with the shareholders' register. If the candidate is not a shareholder of this Company, the name or ID number of the candidate filled in the ballot is incorrect;
5. contains any words or marks in addition to candidate's name or shareholder's number (ID number) and the number of voting rights cast for the candidate;
6. is not filled in candidate's name or shareholder's number (ID number);
7. contains two or more candidates.

Article 10: When the total number of voting rights casted for the candidates is less than the number of voting rights held by the electors, the reduced number shall be regarded as abstention.

Article 11: The voting rights shall be calculated on site immediately after the end of the poll and the results of the election shall be announced by the chair.
The Company shall issue notifications to the persons elected as directors separately after the shareholders' meeting.

Article 11-1: When a person serving as director is in violation of the provisions of Article 26-3, paragraph 3 or paragraph 4 of the Securities and Exchange Act, the qualification of director becomes invalid.

Article 12: The Rules and any amendment thereof shall become effective after approval by the Shareholders' Meeting. The Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.

Appendix 4

Shareholding of Directors

(1) As of April 13, 2025, the first date of local book-close period for the 2025 Annual General Shareholders' Meeting, the issued capital of the Company is NT\$6,655,551,140 representing 665,555,114 common shares. In accordance with the Article 26 of the Securities & Exchange Act, the minimum requirements of the collective shareholding for directors are 21,297,763 common shares^(Note).

(2) As of April 13, 2025, the actual collective shareholdings of directors were shown as below:

Title	Name	No. of Shareholding	Shareholding %
Chairman	Kuo-Hsin (Michael) Tsai, Representative of AUO Corporation	190,107,961	28.56%
Director	Frank Ko, Representative of AUO Corporation		
Director	Feng-Cheng Su	100,000	0.02%
Independent Director	I-Shih Chen	0	-
Independent Director	Huei-Shih Lung	0	-
Total		190,207,961	28.58%

Note: According to the Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", "if a public company has elected two or more independent directors, the share ownership figures calculated at the rates set forth in the preceding paragraph for all directors and supervisors other than the independent directors and shall be decreased by 20 percent", and the Company has applied the above regulations.

The Company has set up an audit committee, so the provisions on the minimum percentage requirements for the shareholding of supervisors shall not apply.

