

NOVA TECHNOLOGY CORP.

2025 Annual Shareholders' Meeting Minutes

(Translation)

Time : 9:00 a.m on Tuesday, May 20, 2025

Place : 2F, No.76, Sec.2, Jiafeng S. Rd., Zhubei City, Hsinchu County 302054,
Taiwan (Zenfar APEC business center)

Meeting type : Hybrid Shareholders' Meeting

(physical shareholders meeting supported by video conferencing)

E-Meeting Platform : Taiwan Depository & Clearing Corporation
(<https://stockservices.tdcc.com.tw/evote/index.html>)

Shareholders in attendances :

A total of 51,877,058 shares were represented by shareholders, of these, 50,446,021 votes casted electronically and votes casted through the e-Meeting platform, accounting for 66.67% of the company's total outstanding shares, which stands at 77,801,485 shares.

Directors in attendances :

Chin-Li Liang, Chairman of the Board of Directors

Jung-Tang Yang, Director

Wei Ma, Director & President

Hui-Yin Chiu, Independent Director, the Convener of Audit Committee

Chih-Yi Chi, Independent Director

Cheng Li, Independent Director

Attending as Delegates :

Chun-Yen Ou, CFO

Chien Hui Lu, CPA

Hui-Chi Yang, Attorney-at-law

Chairman : Chin-Li Liang

Recorded by : Chun-Yen Ou

- 1. Call the Meeting to Order :** The aggregate shareholding of the shareholders present constituted a quorum. The chairman called the meeting to order.
- 2. Chairman Remarks :** (omitted)
- 3. Report Items :**

Report No. 1 : To report the business of 2024. (Proposed by the Board of Directors)

Explanation : For the company's 2024 business reports and financial related statements are attached hereto as Attachments 1 and 2.

Shareholder account number : 22364

Shareholders' summary : The company's current price-to-earnings ratio is around 10, suggesting that the market may not fully reflect its intrinsic value. On the other hand, recent revenue has declined, which contrasts with the growth trend of industry peers. It is recommended that the company explain its business strategy and future plans to enhance investor confidence.

Chairman's answer : The company's management team is actively promoting marketing efforts and continuously enhancing communication with investors through institutional presentations, providing transparent and timely information to improve market understanding and confidence in the company. Additionally, the management team is focused on the company's long-term development and optimizing

its fundamentals, rather than prioritizing short-term stock performance.

Due to a slowdown in investment by some memory-related semiconductor customers over the past two years, the signing schedule of certain large-scale projects has been delayed. To mitigate risks and expand its market reach, the company is actively introducing its equipment to new semiconductor foundry customers and advancing the verification of new products.

Shareholder account number : 8714

Shareholders' summary : Please explain the expected profit target amount for the overseas subsidiary. The remuneration for company directors is relatively high, while the compensation for independent directors is relatively low; it is recommended to increase the remuneration for independent directors. In addition, please explain the reasons for the decrease in the number of R&D personnel and R&D expenses.

Chairman's answer : Currently, overseas revenue accounts for more than 50% of total revenue, and the company aims for overseas revenue to exceed 60–70% of total revenue in the future.

The director compensation system is based on the company's profitability; when profits grow, the amount of compensation increases accordingly. Compensation for independent directors is determined in accordance with the company's relevant regulations.

The company has established a subsidiary, Theory High Tech Solutions Co., Ltd., which focuses on the R&D and long-term development of chemical recycling.

Shareholder account number : 8714

Shareholders' summary : The reasons for the decline in gross profit margin in the first quarter.

Chairman's answer : Overseas revenue mainly comes from China. Due to intense internal competition, the gross profit margin is relatively low but still better than local competitors.

ReportNo. 2 : 2024 Audit Committee's Review Report. (Proposed by the Board of Directors)

Explanation : The Audit Committee's Review Report is attached hereto as Attachment 3.

Shareholder account number : 8714

Shareholders' summary : The annual report mentions that the company has expanded into the solar energy, LED, electronics, and chemical industries. Are these businesses part of the company's own strategic initiatives, or are they related to investments by affiliated parties?

In 2024, the inventory amount significantly decreased, and the proportion of impairment losses was relatively high. Please explain the rationale behind this.

Chairman's answer : The annual report's mention of these industries refers to the company's core technologies having the potential for application in the aforementioned fields.

The relatively high impairment losses are due to the company's provision for inventory obsolescence based on the inventory aging policy, which is a normal accounting practice.

Report No. 3 : To report 2024 remuneration to directors and employees' compensation. (Proposed by the Board of Directors)

Explanation :

- (1) According to the Article 19-1 of the Articles of Incorporation.
- (2) The company proposed to allocate 5% for employee compensation (not less than 3%) in the amount of NT\$85,291,374. It also planned to allocate 2% for the remuneration of directors (not higher than 5%) in the amount of NT\$34,116,550. The employees' and directors' remuneration are to be distributed in cash. There is no difference between the amount of employees' and directors' remuneration recognized in the 2024 financial statements.

Report No. 4 : To report the cash dividend distribution of 2024. (Proposed by the Board of Directors)

Explanation : Cash dividends on common shares for the first half of 2024 at the total amount of NT\$225,759,063 (NT\$2.90173206 per share) were distributed on March 14, 2025; cash dividends on common shares for the second half of 2024 at the total amount of NT\$700,213,365 (NT\$9 per share). When distributing cash dividends, the total amount paid to each shareholder shall be in whole NT dollars and any fractional amount less than one NT dollar shall be rounded up to the next NT dollar. The resulting difference shall be recognized as a Company expense. If the distribution of earnings for the second half of the 2024 needs to be adjusted due to a change in the total number of the Company's outstanding shares, resulting in a change in the dividend

payout ratio, it is proposed to authorize the Chairman to handle the matter at his discretion.

Report No. 5 : To report the collection of 2024 remuneration to the directors.

(Proposed by the Board of Directors)

Explanation :

(1) Policies, standards, and packages, procedure for determining remuneration to Directors and Independent Directors, and linkage thereof to operating performance and future risk exposure:

I. Director

Remuneration for directors shall be determined according to the company's Regulations Governing Remuneration Paid to Directors and Functional Committee. And include corporate sustainability indicators such as legal compliance, corporate governance, risk control, corporate social responsibility. Remuneration for directors includes transportation and attendance fare for directors per meeting. According to Article 19-1 of the Articles of Incorporation, when distributing the surplus profits for each fiscal year, the company shall first offset its losses of previous years and set not more than five percent of the income before tax exclude the amount of employees' and directors' remuneration as remuneration to directors and is stipulated with the Company's performance. The remuneration to directors shall be approved by Remuneration Committee and Board of Directors. The Directors' remuneration will not be paid to Independent Directors.

II. Independent Director

Remuneration for Independent directors shall be determined according to the company's Regulations Governing Remuneration Paid to Directors and Functional Committee. Remuneration for independent directors includes fixed fee, transportation and attendance fee per meeting. If an independent director is appointed as a member of any functional committee by the board of directors of the company, he/she will receive additional remuneration.

(2) The collection of 2024 remuneration to the directors is attached hereto as Attachment 4.

Report No. 6 : To report the amendments of the Company's "Corporate Governance Best Practice Principles" and "Rules of Procedure for Board of Directors Meeting".

(Proposed by the Board of Directors)

Explanation : In order to conform to the amendments of related laws and meet the needs of the company's operations, the company hereby amended "Corporate Governance Best Practice Principles" and "Rules of Procedure for Board of Directors Meeting" are attached hereto as Attachments 5 and 6.

Report No. 7 : Status of implementation of the 1th domestic unsecured convertible bonds.

(Proposed by the Board of Directors)

Explanation : The Company's 1st domestic unsecured convertible bonds issued in 2022, totaling 8,000 bonds, were fully converted on January 22, 2025, resulting in the issuance of a total of 9,945,485 common shares.

4. Proposed Resolutions

Proposal No. 1 : To approve 2024 Business Report and Financial Statements.

(Proposed by the Board of Directors)

Explanation :

- (1) The Parent Company Only Financial Statements and Consolidated Financial Statements of the Company in 2024 have been approved at the Board of Directors on February 25, 2025 and audited by Chien-Hui Lu and Cheng-Hsueh Chen the CPA of KPMG Firm. The Financial Statements mentioned above, along with Business Report, have been verified by the Audit Committee and the review report was issued, accordingly.
- (2) 2024 Business Report, Independent Auditors' Report, and the aforementioned Financial Statements are attached hereto as Attachments 1 and 2.

Voting Results : Shares represented at the time of voting : 51,877,058 (including 50,446,021 votes voted via electronic transmission and E-Meeting)

Voting Results	% of the total represented share present
Votes in favor : 49,717,819 votes (including 48,306,787 votes voted via electronic transmission and E-Meeting)	95.83%
Votes against : 5,969 votes (including 5,969 votes voted via electronic transmission and E-Meeting)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 2,153,270 votes (including 2,133,265 votes voted via electronic transmission and E-Meeting)	4.15%

Resolution : The above proposal be and hereby was apporved as proposed.

Shareholder account number : 8714

Shareholders' summary : In the 2024 financial statements, the amount of accounts receivable from related parties in the balance sheet does not match the amount disclosed in the notes. Please explain the relationship between the inventory amount and contract assets and contract liabilities.

The chairman requests Chien Hui Lu, CPA to respond : The balance sheet is primarily prepared in accordance with the account code schedule established by the regulatory authority, and the amounts disclosed in the notes are consistent with those in the balance sheet.

The chairman requests Chun-Yen Ou, CFO to respond : Contract assets and contract liabilities arise based on project progress, while inventory consists of raw materials that have not yet been used in projects. When a large project begins, inventory increases; once materials are used in the project, they are transferred to contract assets, and invoicing generates contract liabilities.

Shareholder account number : 8714

Shareholders' summary : What is the reason for the increase in the company's contract liabilities while inventory decreases?

The chairman requests Hui-Yin Chiu, Independent Director to respond : The increase or decrease in inventory and contract liabilities do not necessarily show a positive correlation. Additionally, inventory reduction is a normal occurrence and has a positive effect on cash flow.

Proposal No. 2 : To approve the proposal for distribution of 2024 profits.

(Proposed by the Board of Directors)

Explanation : The 2024 Profit Distribution Table as follows:

**NOVA TECHNOLOGY CORP.
PROFIT DISTRIBUTION TABLE
Year 2024**

Unit: NTD	
Beginning retained earnings	1,013,119,921
Less: Remeasurement of Defined Benefit Obligation	340,000
Less: Subsidiary capital increase and share-based compensation transactions	27,847,477
Add: Net Income of 2024	1,278,792,751
Less: 10% Legal reserve	125,060,527
Retained Earnings Available for Distribution as of December 31, 2024	2,138,664,668
Distribution items:	
Less: Cash Dividend to shareholders in the first half of 2024	225,759,063
Less: Cash Dividend to shareholders in the second half of 2024	700,213,365
Unappropriated retained earnings	1,212,692,240

Note 1: Cash dividend distribution has been resolved by the Board of Directors and reported to this shareholder's meeting.

Note 2: If the distribution of earnings for the second half of the 2024 needs to be adjusted due to a change in the total number of the Company's outstanding shares, resulting in a change in the dividend payout ratio, it is proposed to authorize the Chairman to handle the matter at his discretion.

Voting Results : Shares represented at the time of voting : 51,877,058 (including 50,446,021 votes voted via electronic transmission and E-Meeting)

Voting Results	% of the total represented share present
Votes in favor : 49,760,696 votes (including 48,349,664 votes voted via electronic transmission and E-Meeting)	95.92%
Votes against : 5,969 votes (including 5,969 votes voted via electronic transmission and E-Meeting)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 2,110,393 votes (including 2,090,388 votes voted via electronic transmission and E-Meeting)	4.06%

Resolution : The above proposal be and hereby was apporved as proposed.

5. Discussion Items

Proposal No. 1 : To amend the Company’s “Articles of Incorporation”. (Proposed by the Board of Directors)

Explanation : In order to conform to the amendments of related laws and meet the needs of the company's operations, the company hereby amended “Articles of Incorporation” is attached hereto as Attachment 7.

Voting Results : Shares represented at the time of voting : 51,877,058 (including 50,446,021 votes voted via electronic transmission and E-Meeting)

Voting Results	% of the total represented share present
Votes in favor : 49,769,580 votes (including 48,358,548 votes voted via electronic transmission and E-Meeting)	95.93%
Votes against : 8,561 votes (including 8,561 votes voted via electronic transmission and E-Meeting)	0.01%
Votes invalid: 0 votes	0.00%
Votes abstained: 2,098,917 votes (including 2,078,912 votes voted via electronic transmission and E-Meeting)	4.04%

Resolution : The above proposal be and hereby was approved as proposed.

6. Elections Items

Proposal No. 1 : To elect 7 members of the 11th Board of Directors. (Including 4 independent directors) (Proposed by the Board of Directors)

Explanation :

- (1) The term of directors of the 10th Board will expire on May 23, 2025. According to the Article 192-1 and 199-1 of Company Act and Article 14 of Articles of Incorporation, the company proposes to re-elect new Board members at this year's Annual Shareholders' Meeting.
- (2) According to the Article 7 of the Procedures for Election of Directors and Article 14 of Articles of Incorporation, the company proposes to duly elect 7 new Board members by nomination. (including 4 independent directors) The tenure of newly elected

directors shall be 3 years, commencing on May 20, 2025 and expiring on May 19, 2028.

(3) The qualification of the nominated. Please refer to Attachment 8 for details.

Voting by Poll :

Title	Name	Votes Received
Director	Acter Co., Ltd. Representative: Chin-Li Liang	51,167,566
Director	Acter Co., Ltd. Representative: Jung-Tang Yang	49,239,145
Director	Acter Co., Ltd. Representative: Wei Ma	48,886,342
Independent Director	Mei-Li Hus	48,766,315
Independent Director	Chyan Yang	48,757,644
Independent Director	Hui-Hsin Yeh	48,746,949
Independent Director	Feng-Di Lung	48,738,606

7. Other Matters

Proposal No. 1 : To release the directors from non-competition restrictions.

(Proposed by the Board of Directors)

Explanation :

(1) According to Paragraph 1, Article 209 of Company Act, any director acting for himself/ herself, or for any other person within the scope of the Company business, should explain the important matters of such acts and acquire the approval of the shareholders' meeting.

(2) It is proposed to submit to the 2025 Annual Meeting for approval on the lifting of newly-elected directors of non-competition restrictions directors, who participate in the operations of other company that engages in the same or similar business as the Company. Please refer to Attachment 9 for details.

Voting Results : Shares represented at the time of voting : 51,877,058 (including 50,446,021 votes voted via electronic transmission and E-Meeting)

Voting Results	% of the total represented share present
Votes in favor : 49,717,069 votes (including 48,306,037 votes voted via electronic transmission and E-Meeting)	95.83%
Votes against : 44,314 votes (including 44,314 votes voted via electronic transmission and E-Meeting)	0.08%
Votes invalid: 0 votes	0.00%
Votes abstained: 2,115,675 votes (including 2,095,670 votes voted via electronic transmission and E-Meeting)	4.07%

Resolution : The above proposal be and hereby was approved as proposed.

8. Questions and Motions :

Shareholder account number : 22364

Shareholders' summary : Hope that the parent company, ACTER, will reduce its shareholding in NOVA.

Chairman's answer : Whether the parent company will reduce its shareholding in NOVA must be evaluated based on overall strategic considerations and the interests of both parties' shareholders. Moving forward, we will continue to strengthen our competitiveness and actively develop new markets to enhance overall corporate value.

9. Adjournment : 10:41 a.m

Note1. Minutes of the shareholders' general meeting only include the essentials of the results of the discussions and their results. The content, procedures, and speeches of shareholders are still subject to the audio-visual records of the meeting.

Note2. The proportions of approval votes, disapproval votes, abstention votes, and invalid votes to total votes were rounded down to the second decimal place, and may not total 100.00%.

Business Report of 2024

2024 Business Review

A. Implementation results of business plan

Nova Tech has built a solid reputation and a stable customer base in the high-tech industry over many years. In recent years, the strong demand for semiconductor expansion across the Taiwan Strait has led to significant growth in overall revenue and profit. In 2024, the consolidated operating revenue reached NTD10,382 million, an increase of 13.6% compared to 2023. In terms of profit, the consolidated net profit attributable to the parent company in 2024 was NTD 1,279 million, an increase of 22.7% compared to 2023.

Unit: NTD thousands, %

Item	2024	2023	Diff.
Operating revenue	10,382,310	9,139,994	13.6
Operating Cost	7,287,607	6,815,037	6.9
Gross profit	3,094,703	2,324,957	33.1
Operating expenses	1,172,540	847,646	38.3
Operating income	1,922,163	1,477,311	30.1
Non-Operating income and expenses	168,711	91,233	84.9
Income before income taxes	2,090,874	1,568,544	33.3

(1) State of 2024 budget implementation :

This item is not applicable since Nova Tech has not disclosed any financial forecasts.

(2) Financial structure and profitability

Item		2024	2023
Financial Structure	Debt to asset ratio (%)	46.63	53.85
	Long-term capital to property, plant and equipment (%)	1,608.96	1,356.49
Solvency	Current ratio (%)	212.42	187.35
	Quick ratio (%)	140.21	98.31
Profitability	Return on assets (%)	13.36	10.89
	Return on stockholders' equity (%)	26.45	25.33
	Ratio to issued capital (%) (Note)	Operating income 38.66	40.21
		Pre-tax income 42.06	43.74
	Profit ratio (%)	14.51	12.62
	Basic after-tax EPS (NTD) (Par value NT\$5 per share)	17.10	14.95

Note: In the case of shares issued by a company with no par value or a par value other than NT\$10 per share, the calculation of ratio of the paid-in capital shall be replaced by ratio of the equity attributable to owners of the parent.

B. Technology and R&D Overview:

Although facing the overall economic slump, Nova Tech actively invests in R&D aspect. The R&D department continuously develops various innovative engineering methods and equipment improvements for different industries and projects in order to meet customers' needs and enhance our advantages. Including the development of the online mixed acid system,

optimization of cleaning machines, etc.

Business Plan for 2025

A. Business objectives

- (1) Implement corporate governance and deepen corporate culture.
- (2) Sustaining the relationship with existing customers in Taiwan, mainland China and Other Asia, developing new customers to improve operational efficiency.
- (3) Strengthen cooperation with international partners and collaborate with universities to develop the professional and technical capabilities of green energy, water resources engineering as well as high-tech manufacture equipment.
- (4) Recruiting multiple talents and actively training management teams.

B. Sales forecast and sales policy

The supply and demand status of the foundry market in the medium to long term will gradually shift towards a more diversified capacity layout across different regions. According to the SEMI International Semiconductor Industry Association's Global Fab Forecast report for the fourth quarter of 2024 (covering 2023 to 2025), the global semiconductor industry plans to launch up to 97 new high-capacity fabs during this period, including 48 fabs to be commissioned in 2024 and 32 fabs in 2025. The wafer sizes range from 12 inches to 2 inches. By 2025, 18 new fabs will be under construction, including three 8-inch fabs and 15 12-inch fabs. Most of these fabs are expected to begin mass production between 2026 and 2027. This capacity expansion is primarily driven by the ongoing demand in front-end logic technology for high-performance computing (HPC) applications and the continued rise of generative AI penetration in edge devices. To meet the growing computational demand of large language models (LLM), the semiconductor industry is accelerating the establishment of advanced computing capabilities. Major chipmakers are actively expanding their advanced process capacities (7nm and below), with an annual growth rate surpassing the industry average, reaching 16%. By 2025, monthly capacity will increase by 300,000 wafers, reaching 2.2 million wafers per month. Mainstream processes (8nm to 45nm) are also expected to see a 6% increase in capacity, driven by China's chip self-sufficiency strategy and anticipated demand from automotive and IoT applications, reaching the milestone of 15 million wafers per month by 2025.

Future development strategy

High-tech process supply systems are mainly used in semiconductor, optoelectronics, and other high-investment industries, where safety and quality requirements are competitive. The technology and demand of high-tech industries are changing with each passing day, which can adapt to the changes in the market and raise the development of the business, so that they can survive and grow rapidly under the elimination mechanism of market. In the situation where the competition between domestic and foreign peers has become more intense, technological capabilities, scale economies, efficiency enhancement, and integration services are the winning factors. In view of this, the company continued to carry out research and development of related products, seeking cooperation between domestic and foreign advanced products and manufacturers, and constantly self-improvement, in response to market demand and future development. The Company will seek for the opportunities in integration of industrial up-stream and down-stream to increase the overall synergy.

Due to climate and environmental changes, water shortages are spreading throughout the world. The World Meteorological Organization predicts that one billion people will face drinking water crisis in the global coastal areas in 2050. Our company has cooperated with international water resources professional companies to develop water resources related system equipment and engineering to provide customers with the best solutions and services, and to take the responsibilities of global citizens.

The impact of the External Competitive Environment, Regulatory Environment and Macroeconomic Conditions

A. External competitive environment

Governments worldwide are now much more aware of the importance of local manufacturing due to geopolitical events, Digital Transformation, and the global semiconductor industry supply chain has been restructured; in addition, the cost of raw materials has risen sharply, and the supply of chips has been severely in short supply. Taiwan's semiconductor production capacity has become a strategist A battleground. However, Taiwan's semiconductor industry not only encountered a shortage of long and short materials, but also faced the urgent need of a serious shortage of talents. In current industrial competition pattern, we can quickly grasp the source of raw materials and provide customers with faster and more advanced products and services, which are the important factors related to being the leader in the industry. In addition, the awareness and cultivation of ESG (environment, social responsibility and corporate governance) should also be paid attention to in the cultivation of professional and leadership talents in the future, so as to keep up with the international trend of sustainable development. In view of this, our company continued to carry out research and development of related products, seeking cooperation and products through domestic and foreign, and constantly self-improvement, in response to market demand and future development.

B. Regulatory environment

Our company regularly reviews changes in laws and regulations and complies with the requirements of the competent authorities and upholds the concept of upright management. As a whole, changes in the regulatory environment will have no great impact on our company.

C. Macroeconomic conditions

Since former U.S. President Donald Trump was confirmed as the winner on November 6th last year, and through his inauguration, he has rolled out a series of remarkable grand strategies. In just three months, the world has frequently shifted under Trump's direction. Trump aims to regain control of key strategic resources with minimal cost. Liu Peizhen, Director of the Industrial Economics Database at the Taiwan Institute of Economic Research, stated that after Trump assumed office, he may impose tariffs on Taiwan's semiconductor industry, potentially alter the U.S. chip subsidy commitments to TSMC, or use antitrust strategies to encourage TSMC to assist more U.S. manufacturing. These actions suggest that the U.S. is eyeing Taiwan's semiconductor industry's competitive advantages. She cautioned that the U.S. may take further actions and impose regulations prioritizing American interests, creating significant uncertainty for both domestic and international tech industries.

Important production and sales policies

In recent years, our company has continuously researched and developed high-tech industrial process equipment and the surrounding pipeline engineering design and overall system to provide customers with competitive customized equipment and services. In addition to working in Mainland China for many years, and in response to the increasing localization of production awareness in Northeast Asia and the rise of countries in Southeast Asia, we are actively expanding our overseas markets.

Production and sales policies will keep bringing out advantages and grasp current opportunities, we will continue to meet customers' needs to consolidate existing customers and develop new customers in order to maintain steady growth in company business and profitability. As a production, we continue to strengthen our design capabilities, and on the premise of ensuring the production of high-quality equipment, we have expanded equipment manufacturing capacity in mainland China and steadily move forward.

Corporate Social Responsibility

"Happy employees, satisfied customers, and sustainable environment" is the goal and responsibility of Nova Technology. Adhering to the goal is to start from the surrounding stakeholders, create team

benefits, and create a sustainable Nova Technology. The customer's attempt is our mission, to reach goal is the spirit of Nova Technology, satisfying customers and applying core skills as well as adding the environmental protection elements to customer needs, reducing the environmental impact of the production process, and pursuing win-win symbiosis.

In addition, "Sincerity, Trustworthy, Simple, Steady" has always been the consistent corporate culture of Nova Technology to pursuit of sustainable management. We know that the sustainable development of the company is maintained by good communication and interaction with all stakeholders. We also hope to gradually integrate corporate social responsibility into daily operations and corporate behavior, so that every member of our company will feedback to society and be friendly to the environment. In terms of talent cultivation, we cooperate with institutes to provide students with opportunities to enter the industry. At the same time, we will promote the mentoring system, new employee orientation, promote the elite school, and create a growth stage.

Nova Technology implements the government's promotion of work safety and health management, requesting each project to be based on standard operating mode, ensuring the safety management of the site's work, and promoting notices. We strictly request the safety equipment and protection to be checked from time to time during the construction process to ensure that all executives successfully complete the project and return home safely.

All the personnel of Nova Technology uphold the company's "Tomorrow to be Better" concept and continue to overcome difficulties. We hope to provide customers with satisfactory services and the greatest benefit for shareholders with excellent products, better solutions and quality.

Sincerely,

Chairman: Chin-Li Liang

President: Wei Ma

Accounting Manager: Chun-Yen Ou

Independent Auditors' Report

To the Board of Directors of Nova Technology Corporation:

Opinion

We have audited the consolidated financial statements of Nova Technology Corporation (“the Company”) and its subsidiaries (“the Group”), which comprise the consolidated balance sheet as of December 31, 2024 and 2023, the consolidated statement 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 Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. 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 for the year ended December 31, 2024. 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. Based on our judgment, the key audit matters should be reflected in our report are as follow:

Recognition of construction contract revenue (including estimated total budget cost)

Please refer to Note 4(15) “Revenue (Revenue from contract with customers)” , Note 5 “Major Sources of Accounting Judgments, Estimations and Assumptions of Uncertainty” , and Note 6(21) “Revenue from contracts with customers” to the consolidated financial statements.

Description of key audit matter:

The Group recognized its revenue by the completion level. The completion level is based on the cost for each contract at year-end. The management will re-evaluate the cost if the total budget had significantly increased or decreased, and will recalculate the percentage of completion in accordance with the adjusted cost. The accuracy of the construction contract revenue may be affected by the completion level and appropriateness of the estimation of total budget cost. Thus, we considered the recognition of revenue as the key matters of our audit.

How the matter was addressed in our audit:

Our principal audit procedures included: testing the Group's internal control of sales and receipt cycle to assess whether there are any defects and irregularities of internal control systems; reviewing major contracts to understand the specific terms and risks of contracts; comparing the actual construction costs and the estimated construction costs to evaluate rationality of the estimation method used; and assessing whether the Group's accounting policy on revenue recognition is in accordance with the related accounting standards.

Other Matter

The Company has 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 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 (including the Audit committee) are responsible for overseeing the Group's financial reporting process.

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including 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 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 for the year ended December 31, 2024 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 Chien-Hui Lu and Cheng-Hsueh Chen.

KPMG

Taipei, Taiwan (Republic of China)

February 25, 2025

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated 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' 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' report and consolidated financial statements, the Chinese version shall prevail.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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	
Assets		Amount	%	Amount	%	Liabilities and Equity		Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(1))	\$ 3,650,174	30	2,424,639	23	2100	Short-term borrowings (note 6(12))	\$ -	-	440,595	4
1110	Financial assets at fair value through profit or loss — current (notes 6(2) and (13))	41,000	-	41,713	-	2150	Notes payable	15,329	-	24,957	-
1150	Notes receivable, net (note 6(5))	421,743	3	37,697	-	2170	Accounts payable	1,867,912	15	1,733,975	17
1170	Accounts receivable, net (note 6(5))	3,099,953	25	1,803,497	17	2130	Current contract liabilities (notes 6(21) and 7)	2,008,591	16	1,599,927	15
1180	Accounts receivable — related parties, net (notes 6(5) and 7)	895	-	75,627	1	2201	Salaries and bonus payable	523,113	4	381,443	4
1140	Current contract assets (notes 6(21) and 7)	2,030,245	17	2,033,494	20	2216	Dividends payable	225,759	2	252,395	2
1210	Other receivables due from related parties, net (note 7)	193	-	185	-	2250	Provision-current(note 6(15))	100,148	1	98,964	1
1310	Inventories (note 6(6))	1,611,812	13	2,126,457	21	2280	Lease liabilities-current (notes 6(14) and 7)	46,921	-	45,880	1
1421	Prepayments to suppliers	163,682	1	300,249	3	2321	Bonds payable, current portion (note 6(13))	44,330	-	-	-
1476	Other financial assets — current(notes 6(7) and 8)	133,980	1	439,761	4	2399	Other current liabilities	<u>438,681</u>	<u>4</u>	<u>431,249</u>	<u>4</u>
1479	Other current assets	<u>42,473</u>	<u>-</u>	<u>101,527</u>	<u>1</u>			<u>5,270,784</u>	<u>42</u>	<u>5,009,385</u>	<u>48</u>
		<u>11,196,150</u>	<u>90</u>	<u>9,384,846</u>	<u>90</u>	Non-Current liabilities:					
	Non-current assets:					2530	Bonds payable (note 6(13))	-	-	315,115	3
1517	Financial assets at fair value through other comprehensive income — non-current (note 6(3))	417,111	4	340,842	3	2550	Provisions—non-current (note 6(15))	2,500	-	-	-
1535	Financial assets at amortised cost—non-current (note 6(4))	19,578	-	-	-	2570	Deferred tax liabilities (note 6(17))	427,075	3	171,888	2
1600	Property, plant, and equipment (note 6(9))	441,693	4	395,297	4	2580	Lease liabilities—non-current (note 6(14) and 7)	61,678	1	60,206	1
1755	Right-of-use assets(notes 6(10) and 7)	141,775	1	104,311	1	2640	Net defined benefit liability—non-current (note 6(16))	<u>10,139</u>	<u>-</u>	<u>28,135</u>	<u>-</u>
1780	Intangible assets (note 6(11))	43,799	-	55,934	1			<u>501,392</u>	<u>4</u>	<u>575,344</u>	<u>6</u>
1840	Deferred tax assets (note 6(17))	91,789	1	70,851	1		Total liabilities	<u>5,772,176</u>	<u>46</u>	<u>5,584,729</u>	<u>54</u>
1990	Other non-current assets	<u>25,547</u>	<u>-</u>	<u>19,452</u>	<u>-</u>		Equity (notes 6(13) and (18)):				
		<u>1,181,292</u>	<u>10</u>	<u>986,687</u>	<u>10</u>		Equity attributable to owners of parent:				
						3100	Ordinary share capital	373,561	3	358,897	4
						3140	Advance receipts for share capital	12,523	-	9,093	-
						3200	Capital surplus	1,779,745	15	1,392,651	13
						3300	Retained earnings	2,595,877	21	2,089,769	20
						3400	Other equity	<u>209,734</u>	<u>2</u>	<u>79,331</u>	<u>1</u>
							Total equity attributable to owners of parent:	<u>4,971,440</u>	<u>41</u>	<u>3,929,741</u>	<u>38</u>
						36XX	Non-controlling interests (note 6(8))	<u>1,633,826</u>	<u>13</u>	<u>857,063</u>	<u>8</u>
							Total equity	<u>6,605,266</u>	<u>54</u>	<u>4,786,804</u>	<u>46</u>
	Total assets	<u>\$ 12,377,442</u>	<u>100</u>	<u>10,371,533</u>	<u>100</u>		Total liabilities and equity	<u>\$ 12,377,442</u>	<u>100</u>	<u>10,371,533</u>	<u>100</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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 Common Share)

		For the years ended December 31,			
		2024		2023	
		Amount	%	Amount	%
4000	Net Operating revenue (notes 6(21) and 7)	\$ 10,382,310	100	9,139,994	100
5000	Operating costs (notes 6(6), (14), (19), (23) and 7)	7,287,607	70	6,815,037	75
	Gross profit	3,094,703	30	2,324,957	25
	Operating expenses (notes 6(5), (14), (19), (23) and 7):				
6100	Selling expenses	223,316	2	193,576	2
6200	Administrative expenses	627,184	6	413,912	4
6300	Research and development expenses	207,420	2	253,289	3
6450	Expected credit loss (gain)	114,620	1	(13,131)	-
		1,172,540	11	847,646	9
	Net operating income	1,922,163	19	1,477,311	16
	Non-operating income and expenses (notes 6(14), (22) and 7)				
7100	Interest income	45,083	-	38,195	-
7020	Other gains and losses, net	140,230	1	79,108	1
7050	Finance costs	(16,602)	-	(26,070)	-
		168,711	1	91,233	1
7900	Income before income tax	2,090,874	20	1,568,544	17
7950	Less: income tax expenses (note 6(17))	584,527	6	414,912	5
	Net Income	1,506,347	14	1,153,632	12
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans (note 6(16))	(340)	-	5,412	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	76,269	1	154,478	2
8349	Income tax related to items that will not be reclassified subsequently	-	-	-	-
	Total items that will not be reclassified subsequently to profit or loss	75,929	1	159,890	2
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	72,824	1	(34,390)	-
8399	Income tax related to items that may be reclassified subsequently (note 6(17))	(24,854)	-	6,461	-
	Total items that may be reclassified subsequently to profit or loss	47,970	1	(27,929)	-
8300	Other comprehensive income (loss)	123,899	2	131,961	2
	Comprehensive income	<u>\$ 1,630,246</u>	<u>16</u>	<u>1,285,593</u>	<u>14</u>
	Profit, attributable to:				
	Owners of parent	\$ 1,278,793	12	1,042,089	11
	Non-controlling interests	227,554	2	111,543	1
		<u>\$ 1,506,347</u>	<u>14</u>	<u>1,153,632</u>	<u>12</u>
	Comprehensive income attributable to:				
	Owners of parent	\$ 1,408,856	14	1,174,050	13
	Non-controlling interests	221,390	2	111,543	1
		<u>\$ 1,630,246</u>	<u>16</u>	<u>1,285,593</u>	<u>14</u>
	Earnings per share (New Taiwan Dollars) (note 6(20))				
9750	Basic earnings per share	<u>\$ 17.10</u>		<u>14.95</u>	
9850	Diluted earnings per share	<u>\$ 16.38</u>		<u>13.53</u>	

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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)

				Retained earnings				Exchange differences on translation of foreign financial statements	Other equity Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Total other equity interest	Total equity attributable to owners of parent	Non-control ling interests	Total equity
	Ordinary share capital	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total						
Balance at January 1, 2023	<u>\$ 339,280</u>	<u>-</u>	<u>912,959</u>	<u>373,276</u>	<u>75,558</u>	<u>1,286,893</u>	<u>1,735,727</u>	<u>(54,419)</u>	<u>7,201</u>	<u>(47,218)</u>	<u>2,940,748</u>	<u>499,740</u>	<u>3,440,488</u>
Net income	-	-	-	-	-	1,042,089	1,042,089	-	-	-	1,042,089	111,543	1,153,632
Other comprehensive income (loss)	-	-	-	-	-	5,412	5,412	(27,929)	154,478	126,549	131,961	-	131,961
Total comprehensive income (loss)	-	-	-	-	-	1,047,501	1,047,501	(27,929)	154,478	126,549	1,174,050	111,543	1,285,593
Appropriation and distribution of retained earnings:													
Appropriation for legal reserve	-	-	-	125,558	-	(125,558)	-	-	-	-	-	-	-
Reversal of special reserve	-	-	-	-	(75,558)	75,558	-	-	-	-	-	-	-
Cash dividends distributed to shareholder	-	-	-	-	-	(693,459)	(693,459)	-	-	-	(693,459)	(122,699)	(816,158)
Conversion of convertible bonds	19,617	9,093	422,973	-	-	-	-	-	-	-	451,683	-	451,683
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	9,563	-	-	-	-	-	-	-	9,563	32,008	41,571
Effect of capital increase and share-based payment of subsidiaries	-	-	47,156	-	-	-	-	-	-	-	47,156	(28,699)	18,457
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	365,170	365,170
Balance at December 31, 2023	<u>358,897</u>	<u>9,093</u>	<u>1,392,651</u>	<u>498,834</u>	<u>-</u>	<u>1,590,935</u>	<u>2,089,769</u>	<u>(82,348)</u>	<u>161,679</u>	<u>79,331</u>	<u>3,929,741</u>	<u>857,063</u>	<u>4,786,804</u>
Net income	-	-	-	-	-	1,278,793	1,278,793	-	-	-	1,278,793	227,554	1,506,347
Other comprehensive income (loss)	-	-	-	-	-	(340)	(340)	54,134	76,269	130,403	130,063	(6,164)	123,899
Total comprehensive income (loss)	-	-	-	-	-	1,278,453	1,278,453	54,134	76,269	130,403	1,408,856	221,390	1,630,246
Appropriation and distribution of retained earnings:													
Appropriation for legal reserve	-	-	-	98,585	-	(98,585)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(744,498)	(744,498)	-	-	-	(744,498)	(144,111)	(888,609)
Conversion of convertible bonds	14,664	3,430	257,183	-	-	-	-	-	-	-	275,277	-	275,277
Effect of capital increase and share-based payment of subsidiaries	-	-	128,732	-	-	(27,847)	(27,847)	-	-	-	100,885	(35,187)	65,698
Changes in ownership interests of subsidiaries	-	-	1,179	-	-	-	-	-	-	-	1,179	1,407	2,586
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	733,264	733,264
Balance at December 31, 2024	<u>\$ 373,561</u>	<u>12,523</u>	<u>1,779,745</u>	<u>597,419</u>	<u>-</u>	<u>1,998,458</u>	<u>2,595,877</u>	<u>(28,214)</u>	<u>237,948</u>	<u>209,734</u>	<u>4,971,440</u>	<u>1,633,826</u>	<u>6,605,266</u>

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Nova Technology Corporation and subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2024	2023
Cash flows from operating activities:		
Income before income tax	\$ 2,090,874	1,568,544
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	91,041	85,644
Amortization expense	34,705	31,014
Expected credit loss (gain)	114,620	(13,131)
Net loss (gain) on financial assets at fair value through profit or loss	611	(3,470)
Interest expense	16,602	26,070
Provision for inventory devaluation loss	53,277	33,078
Interest income	(45,083)	(38,195)
Dividend income	(22,305)	(17,996)
Compensation cost of share-based payment transactions	65,698	18,457
(Gain) loss on disposal of property, plan and equipment	(1,726)	395
Loss on disposal of intangible assets	38	-
Others	(115)	(872)
Total adjustments to reconcile profit	307,363	120,994
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes and accounts receivable	(1,796,787)	241,533
Accounts receivable due from related parties	74,732	(71,454)
Other receivable due from related parties	(8)	(18)
Contract assets	3,249	(328,368)
Inventories	460,149	(959,879)
Other current assets	467,381	(358,222)
Total changes in operating assets	(791,284)	(1,476,408)
Changes in operating liabilities:		
Notes and accounts payable	124,309	(132,814)
Contract liabilities	408,664	105,079
Accrued expenses and other current liabilities	253,480	(14,074)
Net defined benefit liability, non-current	(18,336)	(1,168)
Total changes in operating liabilities	768,117	(42,977)
Total adjustments	284,196	(1,398,391)
Cash flows generated from operations	2,375,070	170,153
Interest received	40,882	34,318
Dividends received	22,305	17,996
Interest paid	(12,462)	(13,764)
Income taxes paid	(484,214)	(410,900)
Net cash flows from (used in) operating activities	1,941,581	(202,197)

(Continued)

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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)

	For the years ended December 31,	
	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at amortised cost	(19,500)	-
Acquisition of financial assets at fair value through profit or loss	(323)	-
Proceeds from disposal of financial assets at fair value through profit or loss	425	9,240
Increase in prepayments for investments	(10,600)	-
Acquisition of property, plant and equipment	(78,239)	(64,660)
Proceeds from disposal of property, plant, and equipment	2,560	-
Acquisition of intangible assets	(22,207)	(14,747)
Acquisition of right-of-use assets	(36,660)	-
(Increase) decrease in other financial assets	38,144	(40,144)
Decrease in other non-current assets	4,505	1,075
Net cash flows used in investing activities	(121,895)	(109,236)
Cash flows from financing activities:		
Increase in short-term loans	713,054	1,310,418
Decrease in short-term loans	(1,167,755)	(1,074,486)
Payment of lease liabilities	(54,339)	(54,581)
Cash dividends paid	(915,245)	(699,475)
Change in non-controlling interests	733,264	407,169
Other additional paid-in capital	2,586	-
Net cash flows used in financing activities	(688,435)	(110,955)
Effect of exchange rate changes	94,284	(46,184)
Net increase (decrease) in cash and cash equivalents	1,225,535	(468,572)
Cash and cash equivalents at beginning of period	2,424,639	2,893,211
Cash and cash equivalents at end of period	\$ 3,650,174	2,424,639

See accompanying notes to consolidated financial statements.

Independent Auditors' Report

To the Board of Directors of Nova Technology Corporation:

Opinion

We have audited the accompany parent company only financial statements of Nova Technology Corporation (the "Company"), which comprise the parent company only statement of financial position as of December 31, 2024 and 2023, and the parent company only statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the accompany parent company only financial position of the Company as of December 31, 2024 and 2023, and its parent company only financial performance and its parent company only 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 Parent company only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. 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 Parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the Parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgment, the key audit matters should be reflected in our report are as follow:

Recognition of construction contract revenue (including estimated total budget cost)

Please refer to Note 4(15) "Revenue (Revenue from contract with customers)", Note 5 "Major Sources of Accounting Judgments, Estimations and Assumptions of Uncertainty", and Note 6(19) "Revenue from contracts with customers" to the parent company only financial statements.

Description of key audit matter:

The Company recognized its revenue by using the percentage of completion method. The completion level is based on the cost for each contract at year end. The management will re-evaluate the cost if the total budget had significantly increased or decreased, and will recalculate the percentage of completion in accordance with the adjusted cost. The accuracy of the construction contract revenue may be affected by the completion level and appropriateness of the estimation of total budget cost. Thus, we considered the recognition of revenue as the key matters of our audit.

How the matter was addressed in our audit:

Our principal audit procedures included: testing the Company's internal control of sales and receipt cycle to assess

whether there are any defects and irregularities of internal control systems; reviewing major contracts to understand the specific terms and risks of contracts; comparing the actual construction costs and the estimated construction costs to evaluate rationality of the estimation method used; and assessing whether the Company's accounting policy on revenue recognition is in accordance with the related accounting standards.

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

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

In preparing the parent company only financial statements, 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.

Auditor's Responsibilities for the Audit of the Parent company only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 auditing standards generally accepted in 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 parent company only 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 parent company only 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 parent company only 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 parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the Company audit.

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 parent company only financial statements for the year ended December 31, 2024 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 Chien Hui Lu and Cheng Hsueh Chen.

KPMG

Taipei, Taiwan (Republic of China)
February 25, 2025

Notes to Readers

The accompanying parent company only financial statements are intended only to present the parent company only 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' 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 independent auditors' report and parent company only financial statements, the Chinese version shall prevail.

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

Nova Technology 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))	\$ 1,029,647	15	715,689	13	2150	Notes payable	\$ 15,329	-	24,957	-
1110	Financial assets at fair value through profit or loss — current (notes 6(2) and (12))	41,000	1	41,713	1	2170	Accounts payable	420,980	6	390,420	7
1150	Notes receivable, net (note 6(5))	-	-	105	-	2180	Accounts payable to related parties (note 6(7))	7,876	-	-	-
1170	Accounts receivable, net (note 6(5))	761,532	11	304,334	5	2130	Current contract liabilities (notes 6(19) and 7)	543,603	8	184,626	3
1180	Accounts receivable — related parties, net (notes 6(5) and 7)	-	-	76,272	1	2201	Salaries and bonus payable	175,950	3	151,204	3
1140	Current contract assets (notes 6(19) and 7)	495,541	7	517,651	9	2216	Dividends payable	225,759	3	252,395	5
1210	Other receivables due from related parties, net (note 7)	-	-	350,276	6	2250	Provision-current(note 6(14))	26,466	-	13,348	-
1310	Inventories (note 6(6))	168,479	2	204,171	4	2280	Lease liabilities-current (note 6(13))	5,913	-	5,903	-
1421	Prepayments to suppliers	5,200	-	37,958	1	2321	Bonds payable, current portion (note 6(12))	44,330	1	-	-
1476	Other financial assets — current(note 6(7))	2,626	-	47,454	1	2399	Other current liabilities	146,051	2	234,195	4
1479	Other current assets	2,712	-	3,483	-			1,612,257	23	1,257,048	22
		2,506,737	36	2,299,106	41						
Non-current assets:						Non-Current liabilities:					
1517	Financial assets at fair value through other comprehensive income — non — current (note 6(3))	417,111	6	340,842	6	2530	Bonds payable (note 6(12))	-	-	315,115	6
1535	Financial assets at amortised cost—non-current (note 6(4))	9,792	-	-	-	2570	Deferred tax liabilities (note 6(16))	322,842	5	164,294	3
1550	Investments accounted for using the equity method (note 6(8))	3,864,503	56	2,926,306	51	2580	Lease liabilities—non-current (note 6(13))	5,762	-	4,113	-
1600	Property, plant, and equipment (note 6(9))	65,479	1	64,520	1	2640	Net defined benefit liability—non-current (note 6(15))	10,139	-	28,135	-
1755	Right-of-use assets (note 6(10))	11,612	-	9,950	-			338,743	5	511,657	9
1840	Deferred tax assets (note 6(16))	30,347	1	53,080	1			1,951,000	28	1,768,705	31
1990	Other non-current assets	16,859	-	4,642	-						
		4,415,703	64	3,399,340	59						
Total assets		\$ 6,922,440	100	5,698,446	100	Total liabilities					
						Equity (notes 6(12) and (17)):					
						3100	Ordinary share capital	373,561	5	358,897	7
						3140	Advance receipts for share capital	12,523	-	9,093	-
						3200	Capital surplus	1,779,745	26	1,392,651	24
						3300	Retained earnings	2,595,877	37	2,089,769	37
						3400	Other equity	209,734	4	79,331	1
								4,971,440	72	3,929,741	69
						Total equity					
						Total liabilities and equity		\$ 6,922,440	100	5,698,446	100

See accompanying notes to parent company only financial statements.

(English Translation of Parent company only Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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 Common Share)

		For the years ended December 31,			
		2024		2023	
		Amount	%	Amount	%
4000	Net Operating revenue (notes 6(19) and 7)	\$ 1,938,629	100	2,028,147	100
5000	Operating costs (notes 6(6), (15) and 7)	<u>1,264,114</u>	<u>65</u>	<u>1,533,410</u>	<u>76</u>
	Gross profit	<u>674,515</u>	<u>35</u>	<u>494,737</u>	<u>24</u>
	Operating expenses (notes 6(5), (13), (15), (21) and 7):				
6100	Selling expenses	8,681	-	7,509	-
6200	Administrative expenses	198,365	11	175,128	9
6300	Research and development expenses	-	-	465	-
6450	Expected credit loss (gain)	<u>(72)</u>	<u>-</u>	<u>(1)</u>	<u>-</u>
		<u>206,974</u>	<u>11</u>	<u>183,101</u>	<u>9</u>
	Net operating income	<u>467,541</u>	<u>24</u>	<u>311,636</u>	<u>15</u>
	Non-operating income and expenses				
7100	Interest income (notes 6(20) and 7)	21,592	1	22,183	1
7020	Other gains and losses, net (note 6(20))	75,406	4	27,385	1
7050	Finance costs (notes 6(13) and (20))	(4,994)	-	(13,580)	-
7070	Share of profit of equity-accounted investees (note 6(8))	<u>1,026,875</u>	<u>53</u>	<u>911,668</u>	<u>45</u>
		<u>1,118,879</u>	<u>58</u>	<u>947,656</u>	<u>47</u>
7900	Income before income tax	1,586,420	82	1,259,292	62
7950	Less: income tax expenses (note 6(16))	<u>307,627</u>	<u>16</u>	<u>217,203</u>	<u>11</u>
	Net Income	<u>1,278,793</u>	<u>66</u>	<u>1,042,089</u>	<u>51</u>
8300	Other comprehensive income:				
8310	Items that will not be reclassified subsequently to profit or loss				
8311	Gains (losses) on remeasurements of defined benefit plans (note 6(15))	(340)	-	5,412	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	76,269	4	154,478	8
8349	Income tax related to items that will not be reclassified subsequently	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Total items that will not be reclassified subsequently to profit or loss	<u>75,929</u>	<u>4</u>	<u>159,890</u>	<u>8</u>
8360	Items that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	78,627	4	(34,390)	(2)
8399	Income tax related to items that may be reclassified subsequently (note 6(16))	<u>(24,493)</u>	<u>(1)</u>	<u>6,461</u>	<u>-</u>
	Total items that may be reclassified subsequently to profit or loss	<u>54,134</u>	<u>3</u>	<u>(27,929)</u>	<u>(2)</u>
8300	Other comprehensive income	<u>130,063</u>	<u>7</u>	<u>131,961</u>	<u>6</u>
	Comprehensive income	<u>\$ 1,408,856</u>	<u>73</u>	<u>1,174,050</u>	<u>57</u>
	Earnings per share (New Taiwan Dollars) (note 6(18))				
9750	Basic earnings per share	<u>\$ 17.10</u>		<u>14.95</u>	
9850	Diluted earnings per share	<u>\$ 16.38</u>		<u>13.53</u>	

See accompanying notes to parent company only financial statements.

(English Translation of Parent company only Financial Statements and Report Originally Issued in Chinese)

Nova Technology 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				Other equity interest		Total	Total equity
	Ordinary share capital	Capital collected in advance	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		
Balance at January 1, 2023	<u>\$ 339,280</u>	<u>-</u>	<u>912,959</u>	<u>373,276</u>	<u>75,558</u>	<u>1,286,893</u>	<u>(54,419)</u>	<u>7,201</u>	<u>(47,218)</u>	<u>2,940,748</u>
Net income for the period	-	-	-	-	-	1,042,089	-	-	-	1,042,089
Other comprehensive income (loss)	-	-	-	-	-	5,412	(27,929)	154,478	126,549	131,961
Total comprehensive income (loss)	-	-	-	-	-	1,047,501	(27,929)	154,478	126,549	1,174,050
Appropriation and distribution of retained earnings:										
Appropriation for legal reserve	-	-	-	125,558	-	(125,558)	-	-	-	-
Reversal of special reserve	-	-	-	-	(75,558)	75,558	-	-	-	-
Cash dividends distributed to shareholder	-	-	-	-	-	(693,459)	-	-	-	(693,459)
Conversion of convertible bonds	19,617	9,093	422,973	-	-	-	-	-	-	451,683
Difference between consideration and carrying amount of subsidiaries acquired or disposed	-	-	9,563	-	-	-	-	-	-	9,563
Effect of capital increase and share-based payment of subsidiaries	-	-	47,156	-	-	-	-	-	-	47,156
Balance at December 31, 2023	<u>358,897</u>	<u>9,093</u>	<u>1,392,651</u>	<u>498,834</u>	<u>-</u>	<u>1,590,935</u>	<u>(82,348)</u>	<u>161,679</u>	<u>79,331</u>	<u>3,929,741</u>
Net income for the period	-	-	-	-	-	1,278,793	-	-	-	1,278,793
Other comprehensive income (loss)	-	-	-	-	-	(340)	54,134	76,269	130,403	130,063
Total comprehensive income (loss)	-	-	-	-	-	1,278,453	54,134	76,269	130,403	1,408,856
Appropriation and distribution of retained earnings:										
Appropriation for legal reserve	-	-	-	98,585	-	(98,585)	-	-	-	-
Cash dividends distributed to shareholder	-	-	-	-	-	(744,498)	-	-	-	(744,498)
Conversion of convertible bonds	14,664	3,430	257,183	-	-	-	-	-	-	275,277
Effect of capital increase and share-based payment of subsidiaries	-	-	128,732	-	-	(27,847)	-	-	-	100,885
Changes in ownership interests in subsidiaries	-	-	1,179	-	-	-	-	-	-	1,179
Balance at December 31, 2024	<u>\$ 373,561</u>	<u>12,523</u>	<u>1,779,745</u>	<u>597,419</u>	<u>-</u>	<u>1,998,458</u>	<u>(28,214)</u>	<u>237,948</u>	<u>209,734</u>	<u>4,971,440</u>

See accompanying notes to parent company only financial statements.

(English Translation of Parent company only Financial Statements and Report Originally Issued in Chinese)

Nova Technology Corporation

Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2024	2023
Cash flows from operating activities:		
Income before income tax	\$ 1,586,420	1,259,292
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	10,686	10,489
Amortization expense	1,551	452
Expected credit loss (gain)	(72)	(1)
Net loss (gain) on financial assets at fair value through profit or loss	611	(3,470)
Interest expense	4,994	13,580
Provision for inventory devaluation loss	11,960	9,817
Interest income	(21,592)	(22,183)
Dividend income	(22,305)	(17,996)
Share of profit of associates accounted for using the equity method	(1,026,875)	(911,668)
Others	-	(6)
Total adjustments to reconcile profit	<u>(1,041,042)</u>	<u>(920,986)</u>
Changes in operating assets and liabilities:		
Changes in operating assets:		
Notes and accounts receivable	(457,021)	118,870
Accounts receivable due from related parties	76,272	(63,814)
Contract assets	22,110	18,944
Inventories	23,732	(49,399)
Other current assets	<u>49,281</u>	<u>17,710</u>
Total changes in operating assets	<u>(285,626)</u>	<u>42,311</u>
Changes in operating liabilities:		
Notes and accounts payable	20,932	(242,258)
Accounts payable to related parties	7,876	(1,733)
Contract liabilities	358,977	(329,460)
Accrued expenses and other current liabilities	61,690	25,240
Net defined benefit liability, non-current	<u>(18,336)</u>	<u>(1,168)</u>
Total changes in operating liabilities	<u>431,139</u>	<u>(549,379)</u>
Total adjustments	<u>(895,529)</u>	<u>(1,428,054)</u>
Cash flows generated from operations	690,891	(168,762)
Interest received	21,746	17,223
Dividends received	22,305	17,996
Interest paid	(502)	(1,488)
Income taxes paid	<u>(262,809)</u>	<u>(211,642)</u>
Net cash flows from (used in) operating activities	<u>471,631</u>	<u>(346,673)</u>

(Continued)

See accompanying notes to parent company only financial statements.

(English Translation of Parent company only Financial Statements and Report Originally Issued in Chinese)

Nova Technology Corporation

Statements of Cash Flows (Continued)

For the years ended December 31, 2024 and 2023

(Expressed in Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2024	2023
Cash flows from investing activities:		
Acquisition of financial assets at amortised cost	(9,750)	-
Acquisition of financial assets at fair value through profit or loss	(323)	-
Proceeds from disposal of financial assets at fair value through profit	425	9,240
Acquisition of investments accounted for using the equity method	-	(199,330)
Proceeds from disposal of investments accounted for using the equity method	-	101,576
Increase in prepayments for investments	(10,600)	-
Acquisition of property, plant and equipment	(4,076)	(882)
Dividends received	269,369	638,742
Other accounts receivable to related parties	350,276	(350,276)
(Increase) decrease in other financial assets	28,880	(30,880)
Decrease in other non-current assets	(3,168)	(2,269)
Net cash flows used in investing activities	621,033	165,921
Cash flows from financing activities:		
Payment of lease liabilities	(7,572)	(7,908)
Cash dividends paid	(771,134)	(576,776)
Net cash flows used in financing activities	(778,706)	(584,684)
Net increase (decrease) in cash and cash equivalents	313,958	(765,436)
Cash and cash equivalents at beginning of period	715,689	1,481,125
Cash and cash equivalents at end of period	\$ 1,029,647	715,689

See accompanying notes to parent company only financial statements.



朋億股份有限公司
NOVA TECHNOLOGY CORP.

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements (included consolidated and individual), and proposal for allocation of profits. The CPA firm of KPMG was retained to audit Nova Technology Corporation's Financial Statements and has issued an audit report relating to the Financial Statements. The Business report, Financial Statements, and each half year profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit committee members of Nova Technology Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

NOVA TECHNOLOGY CORPORATION

Chairman of the Audit Committee: Hui-Yin Chiu

A handwritten signature in black ink, appearing to read 'Hui-Yin Chiu'.

February 25, 2025

Nova Technology Corp. Collection of 2024 Remuneration to the Directors.

Unit: NT\$ Thousand, %

Title	Name	Remuneration to Directors								Ratio of Total Remuneration		Relevant Remuneration Received by Directors Who are Also Employees								Ratio of Total Compensation (A+B+C+D+E+F+G) to Net Income		Remuneration from ventures other than subsidiaries or from the parent company		
		Remunerations (A)		Retirement allowance (B)		Bonus to Directors (C)		Business execution expenses (D)		(A+B+C+D) to Net Income		Salary, Bonuses, and Allowances (E)		Retirement allowance (F)		Profit Sharing- Employee Bonus (G)				The company	All companies in the consolidated financial statements			
		The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company	All companies in the consolidated financial statements	The company		All companies listed on the financial statement						
																Cash	Stock	Cash	Stock					
Chairman	Acter Group Corporation Limited (Representative: Chin-Li Liang)	0	0	0	0	34,117	35,499	1,032	1,112	35,293 2.76%	36,835 2.88%	0	0	0	0	0	0	0	0	52,453 4.10%	53,995 4.22%	69,434		
Director	Acter Group Corporation Limited (Representative: Bi-Hui Wu) (Note)	0	0	0	0			48	48			0	0	0	0	0	0	0	0			0	0	1,033
Director	Acter Group Corporation Limited (Representative: Jung-Tang Yang) (Note)	0	0	0	0			24	24			0	0	0	0	0	0	0	0			0	0	15,678
Director	Acter Group Corporation Limited (Representative: Wei Ma)	0	0	0	0			72	152			9,819	9,819	0	0	7,341	0	7,341	0			0	824	
Independent Director	Chih-Yi Chi	960	960	0	0	0	0	72	72	1,032 0.08%	1,032 0.08%	0	0	0	0	0	0	0	0	1,032 0.08%	1,032 0.08%	608		
Independent Director	Sheng-Yung Yang	960	960	0	0	0	0	72	72	1,032 0.08%	1,032 0.08%	0	0	0	0	0	0	0	0	1,032 0.08%	1,032 0.08%	None		
Independent Director	Cheng Li	960	960	0	0	0	0	72	72	1,032 0.08%	1,032 0.08%	0	0	0	0	0	0	0	0	1,032 0.08%	1,032 0.08%	None		
Independent Director	Hui-Yin Chiu	960	960	0	0	0	0	72	72	1,032 0.08%	1,032 0.08%	0	0	0	0	0	0	0	0	1,032 0.08%	1,032 0.08%	602		

1. Please describe the policy, system, standard, and structure of remuneration to independent directors, and the correlation between duties, risk, and time input with the amount of remuneration: Remuneration for Independent directors shall be determined according to the company's "Regulations Governing Remuneration Paid to Directors and Functional Committee." Remuneration for independent directors includes fixed fee, transportation and attendance fee per meeting. If an independent director is appointed as a member of any functional committee by the board of directors of the company, he/she will receive additional remuneration.

2. In addition to the disclosure of the table above, there are remunerations to the directors provided service (e.g. serve as consultants to the parent company/to all companies listed in the financial reports/ independent consultant rather than employee, etc.) in the most recent year for all companies : None

Note: The representative of Acter Group Corporation Limited changed from Bi-Hui Wu to Jung-Tang Yang on May 24, 2024. Bi-Hui Wu and Jung-Tang Yang disclose the information during their tenure of office only.

Comparison Table of the Corporate Governance Best Practice Principles

Article	After revision	Before revision
13-3	<u>The company should formulate and disclose its operational strategies and business plans, outlining specific measures to enhance corporate value. These should be presented to the board of directors and communicated proactively with shareholders.</u>	None
28-1	The Company shall <u>have</u> establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter”.	The Company shall establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the “Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter”.
28-2	The company is advised to have establish a nomination <u>Sustainability and Nominating</u> committee and its articles of association. It is advisable that a majority of the members of said committee be independent directors and an independent director be its chairperson.	The company is advised to establish a nomination committee and its articles of association. It is advisable that a majority of the members of said committee be independent directors and an independent director be its chairperson.
28-3	A whistleblowing system The Company is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the Company's internal control system for management purposes.	A whistleblowing system The Company is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the Company's internal control system for management purposes.

Article	After revision	Before revision
37	Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the Articles of Incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors. The Company formulate rules and procedures for board of directors performance assessments, and that each year it conduct regularly scheduled performance assessments through self-assessment, or peer-to-peer assessments, and may also do so through outside professional institutions, or in any other appropriate manner. A performance assessment of the board of directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs: 1. The degree of participation in the Company's operations. 2. Improvement in the quality of decision making by the board of directors. 3. The composition and structure of the board of directors. 4. The election of the directors and their continuing professional education. 5. Internal controls. 6. <u>Participation in Sustainable Management (ESG).</u> : <u>The Company should submit the results of performance assessments to the Sustainability Development and Nomination Committee and report them</u> is advised to submit the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.	Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the Company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the Articles of Incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors. The Company formulate rules and procedures for board of directors performance assessments, and that each year it conduct regularly scheduled performance assessments through self-assessment, or peer-to-peer assessments, and may also do so through outside professional institutions, or in any other appropriate manner. A performance assessment of the board of directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs: 1. The degree of participation in the Company's operations. 2. Improvement in the quality of decision making by the board of directors. 3. The composition and structure of the board of directors. 4. The election of the directors and their continuing professional education. 5. Internal controls. : The Company is advised to submit the results of performance assessments to the board of directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.

Comparison Table of the Rules of Procedure for Board of Directors Meeting

Article	After revision	Before revision
8	Board of Directors reference materials, attendees and convening When the Company Board of Directors is convened, the General Manager's Office shall prepare relevant materials for inspection by the directors at any time. When Board of Directors is held, it may be necessary to notify the relevant department or a member of a subsidiary company of the contents of the proposal. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce <u>that the meeting time will be postponed on the same day</u> postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.	Board of Directors reference materials, attendees and convening When the Company Board of Directors is convened, the General Manager's Office shall prepare relevant materials for inspection by the directors at any time. When Board of Directors is held, it may be necessary to notify the relevant department or a member of a subsidiary company of the contents of the proposal. When necessary, certified public accountants, attorneys, or other professionals retained by the Company may also be invited to attend the meeting. The chair shall call the board meeting to order at the appointed meeting time and when more than one-half of all the directors are in attendance. If one-half of all the directors are not in attendance at the appointed meeting time, the chair may announce postponement of the meeting time, provided that no more than two such postponements may be made. If the quorum is still not met after two postponements, the chair shall reconvene the meeting in accordance with the procedures in Article 3, paragraph 2. The number of "all directors," as used in the preceding paragraph and in Article 16, paragraph 2, subparagraph 2, shall be counted as the number of directors then actually in office.
11	Motion discussion A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting. The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting. At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting,	Motion discussion A board meeting shall follow the agenda given in the meeting notice. However, the agenda may be changed with the approval of a majority of directors in attendance at the board meeting. The chair may not declare the meeting closed without the approval of a majority of the directors in attendance at the meeting. At any time during the course of a board meeting, if the number of directors sitting at the meeting does not constitute a majority of the attending directors, then upon the motion by a director sitting at the meeting,

Article	After revision	Before revision
	the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 3 shall apply mutatis mutandis. <u>During the proceedings of a board meeting, if the chair is unable to chair the meeting or fails to declare the meeting closed as provided in paragraph 2, the provisions of Article 7, paragraph 3 shall apply mutatis mutandis to the selection of the deputy to act in place thereof.</u>	the chair shall declare a suspension of the meeting, in which case Article 8, paragraph 3 shall apply mutatis mutandis.

Comparison Table of the Articles of Incorporation

Article	After revision	Before revision
14-1	The Company shall purchase has been authorized by the Board of Directors for the purchase of liability insurance, including the amount and of insurance and the insurance coverage of the director's liability for the scope of its business operations within the director's term of office.	The Company has been authorized by the Board of Directors for the purchase of liability insurance, the amount of insurance and the insurance coverage of the director's liability for the scope of its business operations within the director's term of office.
19-1	If the company is profitable for the year, it should retain the amount of accumulated losses before tax. The net profit before tax of not including dispatched employees' and directors' remuneration shall be no less than 3% for employee remuneration, and then set not more than five percent for directors. <u>The amount of employee remuneration mentioned in the previous paragraph shall allocate no less than 30% for the distribution of remuneration to grassroots employees.</u> Employee and directors remuneration are resolved by a majority vote at a Board of Directors meeting attended by two-thirds of the total number of directors and shall be reported to the shareholders' meeting. Employee remuneration shall be distributed in stocks or in cash. The payment shall apply to employees of parents or subsidiaries of the company as well whoever meets criteria developed by the Board of Directors.	If the company is profitable for the year, it should retain the amount of accumulated losses before tax. The net profit before tax of not including dispatched employees' and directors' remuneration shall be no less than 3% for employee remuneration, and then set not more than five percent for directors. Employee and directors remuneration are resolved by a majority vote at a Board of Directors meeting attended by two-thirds of the total number of directors and shall be reported to the shareholders' meeting. Employee remuneration shall be distributed in stocks or in cash. The payment shall apply to employees of parents or subsidiaries of the company as well whoever meets criteria developed by the Board of Directors.
20	The Company may distribute earnings or make up for losses after the end of each semi-annual fiscal period. If there is any surplus at the end of each semi-annual fiscal period, the Company shall first estimate and retain the taxable contributions, make up for losses, estimate and retain compensation to employees and directors, and set aside the legal reserve, except when the legal reserve has reached the Company's total capital, and set aside or reverse the special reserve as required by law or regulations prescribed by the competent authority. If there is any surplus, the remaining balance shall be added to the accumulated undistributed earnings of the previous semi-accounting year, which shall	The Company may distribute earnings or make up for losses after the end of each semi-annual fiscal period. If there is any surplus at the end of each semi-annual fiscal period, the Company shall first estimate and retain the taxable contributions, make up for losses, estimate and retain compensation to employees and directors, and set aside the legal reserve, except when the legal reserve has reached the Company's total capital, and set aside or reverse the special reserve as required by law or regulations prescribed by the competent authority. If there is any surplus, the remaining balance shall be added to the accumulated undistributed earnings of the previous semi-accounting year, which shall

Article	After revision	Before revision
	be resolved by the shareholders' meeting if the earnings are to be distributed by issuing new shares. Which shall be resolved by the board of directors if the earnings are to be distributed in cash. ⋮	be resolved by the shareholders' meeting if the earnings are to be distributed by issuing new shares. Which shall be resolved by the board of directors if the earnings are to be distributed in cash. ⋮
22	⋮ The twenty-fourth revision was made on July 22, 2021. The twenty-fifth revision was made on May 24, 2022. <u>The twenty-sixth revision was made on May 20, 2025.</u>	⋮ The twenty-fourth revision was made on July 22, 2021. The twenty-fifth revision was made on May 24, 2022.

The qualification of the nominated

Category	Name	Education	Experience	Number of shares held (in shares)
Director	Acter Co., Ltd. Representative: Chin-Li Liang (Male)	• EMBA, National Chiao Tung University • Department of Electrical Engineering – Refrigerating and Air-conditioning, Taipei Tech	Current Position • Chairman/CEO, Acter Group Corporation Limited • Chairman, Her Suo Eng., Co., Ltd. • Chairman, Nova Technology Corp. • Chairman, Acter Technology Integration Group Co., Ltd. • Director, Sheng Huei (Shenzhen) Engineering Co., Ltd. • Director, Shenzhen Dingmao Trade Co., Ltd. • Director, Sheng Huei International Co. Ltd. • Director, Acter International Limited • Director, New Point Group Limited • Director, Acter Technology Singapore Pte. Ltd. • Director, Acter Technology Malaysia Sdn. Bhd. • Chairman, Winmax Technology Corp. • Director/CEO, Enrich Tech Co., Ltd. • Chairman, Winmega Technology Corp. • Chairman, Suzhou Winmax Technology Corp. • Director, Novatech Engineering & Construction Pte. Ltd. • Director, Sheng Huei Engineering Technology Company Limited • Chairman, Acter Technology Co., Ltd. • Director, Waste Recovery Technology Inc. • Chairman, Rayzher Industrial Co., Ltd. • Director, PT Acter Integration Technology Indonesia • Director, Winmax Technology Malaysia Sdn. Bhd.	43,196,358

Category	Name	Education	Experience	Number of shares held (in shares)
Director	Acter Co., Ltd. Representative: Jung-Tang Yang (Male)	• EMBA, Tunghai University • Department of Electrical Engineering -Refrigerating and Air-conditioning, Taipei Tech	Current Position • Director, Nova Technology Corp. • Chairman, Johnwell Airconditioning Enterprise Co., Ltd. • Director, Xiang-Hui Development Co., Ltd. • Director, Sheng Huei International Co., Ltd. • Director, New Point Group Limited • Director, Season Arts Education Foundation. • Supervisor, Suzuka Chemical Co., Ltd.	43,196,358
Director	Acter Co., Ltd. Representative: Wei Ma (Male)	• Lunghwa Vocational Institute-Department of Mechanical Engineering	Current Position • Director/President, Nova Technology Corp. • Director, Winmega Technology Corp. • Director, Enrich Tech Co., Ltd. • Director, Rayzher Industrial Co., Ltd. • Chairman/President, Dadewin Technology Corp. • Chairman, Theory High Tech Solutions Co., Ltd.	43,196,358
Independent Director	Mei-Li Hus (Female)	• Ph.D. in Law, College of Law, National Chengchi University • Master of Laws , College of Law, National Chengchi University	Experience • Adjunct Professor, Institute of Technology Law, College of Technology Law, National Yang Ming Chiao Tung University • Prosecutor, Taiwan Hsinchu District Prosecutors Office • President, Hsinchu Bar Association • Vice President, Taiwan Bar Association Current Position • Attorney, Lee Hsu & Wang Attorneys-At-Law • Director, Zhuqian Liangtang Co., Ltd.	0

Category	Name	Education	Experience	Number of shares held (in shares)
Independent Director	Chyan Yang (Male)	• Ph.D. in f Computer Science, University of Washington, USA	Experience • Professor/Director, Institute of Business and Management, National Chiao Tung University Current Position • Independent Director, Mars Semiconductor Corp. • Independent Director, Associated Industries China, Inc. • Independent Director, Heron Neutron Medical Corp. • Director, Chia Chang Co., Ltd	0
Independent Director	Hui-Hsin Yeh (Female)	• Bachelor of Accounting, Tunghai University	Experience • Partner CPA, Ernst & Young Global Limited Current Position • Representative, Wei Chin CPAs & Co. • Director, Wei Xin Financial Consultancy Co., Ltd. • Independent Director, Data Image Corporation • Independent Director, Simula Technology Inc.	1,000
Independent Director	Feng-Di Lung (Female)	• Ph.D. in Chemistry, University of Arizona • Master of Chemistry, Lamar University	Experience • Director, Life Science Research Center, Tunghai University • Associate Professor, Department of Chemistry, Tunghai University • Associate Professor, Department of Nutrition, China Medical University • Associate Researcher, National Cancer Institute, National Institutes of Health, USA Current Position • Professor, Department of Chemistry, Tunghai University • Dean of Student Affairs, Tunghai University	0

Adjunct Positions of the directors (including independent directors)

Title	Name	Current Adjunct Positions
Director	Acter Co., Ltd.	• Her Suo Eng., Co., Ltd. • Sheng Huei International Co., Ltd. • Fengze Engineering Co., Ltd.
Director	Acter Co., Ltd. Representative: Chin-Li Liang	• Chairman/CEO, Acter Group Corporation Limited • Chairman, Her Suo Eng., Co., Ltd. • Chairman, Acter Technology Integration Group Co., Ltd. • Director, Sheng Huei (Shenzhen) Engineering Co., Ltd. • Director, Shenzhen Dingmao Trade Co., Ltd. • Director, Sheng Huei International Co. Ltd. • Director, Acter International Limited • Director, New Point Group Limited • Director, Acter Technology Singapore Pte. Ltd. • Director, Acter Technology Malaysia Sdn. Bhd. • Chairman, Winmax Technology Corp. • Director/CEO, Enrich Tech Co., Ltd. • Chairman, Winmega Technology Corp. • Chairman, Suzhou Winmax Technology Corp. • Director, Novatech Engineering & Construction Pte. Ltd. • Director, Sheng Huei Engineering Technology Company Limited • Chairman, Acter Technology Co., Ltd. • Director, Waste Recovery Technology Inc. • Chairman, Rayzher Industrial Co., Ltd. • Director, PT Acter Integration Technology Indonesia • Director, Winmax Technology Malaysia Sdn. Bhd.
Director	Acter Co., Ltd. Representative: Jung-Tang Yang	• Chairman, Johnwell Airconditioning Enterprise Co., Ltd. • Director, Xiang-Hui Development Co., Ltd. • Director, Sheng Huei International Co., Ltd. • Director, New Point Group Limited • Director, Season Arts Education Foundation. • Supervisor, Suzuka Chemical Co., Ltd.
Director	Acter Co., Ltd. Representative: Wei Ma	• Director, Winmega Technology Corp. • Director, Enrich Tech Co., Ltd. • Director, Rayzher Industrial Co., Ltd. • Chairman/President, Dadewin Technology Corp. • Chairman, Theory High Tech Solutions Co., Ltd.
Independent Director	Mei-Li Hus	• Attorney, Lee Hsu & Wang Attorneys-At-Law • Director, Zhuqian Liangtang Co., Ltd.
Independent Director	Chyan Yang	• Independent Director, Mars Semiconductor Corp. • Independent Director, Associated Industries China, Inc. • Independent Director, Heron Neutron Medical Corp. • Director, Chia Chang Co., Ltd
Independent Director	Hui-Hsin Yeh	• Representative, Wei Chin CPAs & Co. • Director, Wei Xin Financial Consultancy Co., Ltd. • Independent Director, Data Image Corporation • Independent Director, Simula Technology Inc.