Stock Code:8176

Z-COM Inc.

Handbook for the 2026 Annual Meeting of Shareholders

Convening method：Physical Shareholders' Meeting

Meeting time：May 20, 2026

Place：2F., No. 2, Zhanye 1st Rd., Hsinchu Science Park, Hsinchu City

(The Allied Association for Science Park Industries Room 201)

Table of Contents

I. Z-COM Inc. Procedure for the 2026 Annual Meeting of Shareholders

(1) Call the Meeting to Order

(2) Chairperson Remarks

(3) Management Presentation (Company Reports)

(4) Proposals

(5) Discussion

(6) Questions and Motions

(7) Adjournment

II. Z-COM, Inc. Agenda of the 2026 Annual Meeting of Shareholders

Time: 9:00 a.m. on Wednesday, May 20, 2026

Place: 2F., No. 2, Zhanye 1st Rd., Hsinchu Science Park, Hsinchu City(The Allied Association for Science Park Industries Room 201)

(1) Call the Meeting to Order

(2) Chairperson Remarks

A. 2025 Business Report

B. Audit Committee’s Review Report on the 2025 Financial Statements

(3) Proposals

A. Adoption of the 2025 Business Report and Financial Statements

B. Adoption of the Proposal for 2025 Deficit Compensation

(5) Discussion

A. Amendment to the”Article of Incorporation”.

B. Amendment to the”Rules of Procedure for Shareholders’ Meeting”.

C. Amendment to the”Regulations Governing the Acquisition and Disposal of Assets”.

D. Capital Reduction to Offset Losses Proposal.

(6) Questions and Motions

(7) Adjournment

(3) Management Presentations (Company Reports)

Report No. 1

2025 Business Report

Explanation: The 2025 Business Report is attached as Annex (I)

Report No. 2

Audit Committee’s Review Report on the 2025 Financial Statements

Explanation: The 2025 Audit Committee’s Review Report is attached as Annex (II).

(4) Proposals

Proposal 1:(Proposed by the Board)
Adoption of the 2025 Business Report and Financial Statements

Explanation:

1. Z-COM, Inc. Company’s Financial Statements were audited by independent auditors, LIU,JUNG-CHIN and CHANG, CHENG-TAO of Taiwan Ernst & Young Private Limited Firm. Also Business Report and Financial Statements have been approved by the Board and examined by the audit committee of Z-COM, Inc.
2. The 2025 Business Report, independent auditors’ audit report, and the above-mentioned Financial Statements are attached in the Meeting Agenda, Annex (I), and Annex(III)-(IV).

Resolution:

Proposal 2:(Proposed by the Board)

Adoption of the Proposal for 2025 Deficit Compensation

Explanation:

1. In accordance with Article 27 of the company's articles of association, the company shall distribute employee remuneration based on 10% to 15% of the current year's profit status and shall distribute director's remuneration no more than 3% of the current year's profit status. However, if the company still has accumulated losses, it should be made up.
2. The net profit after tax for the year 2025 was NTD 27,726,397, with the subtract of the accumulated deficit at the beginning of the year of NTD 164,610,041, resulting in an accumulated deficit of NTD 136,883,644 at the end of the year. If there is net income in the future fiscal years, the deficit will be compensated first according to Article 28

of the company's articles of association.

3. The Deficit Compensation Statement for 2025 has been approved by the Board of Directors and submitted for audit by the Audit Committee, please refer to Annex (V).

Resolution:

(5) Discussion

1. Proposal (Proposed by the Board)

Amendment to the " Article of Incorporation".

Explanation:

1. In response to the Company’s actual operational needs, a proposal is submitted to amend certain provisions of the Articles of Incorporation.
2. The business item codes shall be listed in accordance with the version V8 of the 'Table of Business Item Codes for Companies, Firms, and Limited Partnerships' issued by the Department of Commerce, Ministry of Economic Affairs, on January 7, 2026.
3. For the comparison table before and after the amendments, please refer to Annex (VI) of this handbook.
4. Submitted for approval.

Resolution:

2. Proposal (Proposed by the Board)

Amendment to the "Rules of Procedure for Shareholders’ Meeting"

Explanation:

1. In accordance with Letter No. 11500549052 issued on March 16, 2026, by the Taipei Exchange (TPEx), a proposal is submitted to amend certain provisions of the Company’s " Rules of Procedure for Shareholders’ Meeting."
2. For the comparison table before and after the amendments, please refer to Annex (VII) of this handbook.
3. Submitted for approval.

Resolution:

3. Proposal (Proposed by the Board)

Amendment to the "Regulations Governing the Acquisition and Disposal of

Assets"

Explanation:

1. In accordance with the ancillary undertakings attached to the Company's approval for listing on the Taipei Exchange, the Company has applied to the Taipei Exchange for the release of such undertakings, and proposes to amend certain provisions of the Procedures for Acquisition or Disposal of Assets.
2. Pursuant to Letter No. 1140002307 issued by the Taipei Exchange, except for the original undertaking requiring the inclusion in the Procedures for Acquisition or Disposal of Assets of a provision prohibiting the waiver of future capital increases in Jih Microelectronics Hong Kong Co., Ltd., which was not released, all other requests were approved.
3. In accordance with Letter No. 1140067028 dated July 31, 2025, issued by the Taipei Exchange, a proposal is submitted to amend certain provisions of the "Regulations Governing the Acquisition and Disposal of Assets"
4. For the comparison table before and after the amendments, please refer to Annex (VIII) of this handbook.
5. Submitted for approval.

Resolution:

4. Proposal (Proposed by the Board)

Capital Reduction to Offset Losses Proposal

1. After the Company's 115th Annual General Meeting approves the proposal for offsetting the 114th fiscal year losses, the remaining accumulated losses at year-end will amount to NT$136,883,644.
2. To improve the Company's financial structure, it is proposed to implement a capital reduction of NT$119,010,000 to offset losses, by canceling 11,901,000 shares, representing a reduction ratio of approximately 16.59809487%.
3. The shares to be reduced shall be cancelled proportionally based on the shareholding ratio of shareholders recorded in the shareholders' register as of the capital reduction reference date. Approximately

165.9809487 shares will be reduced for every 1,000 shares held, resulting in about 834.0190513 shares being reissued for every 1,000 shares. In total, 11,901,000 shares will be cancelled.

For fractional shares of less than one share resulting from the capital reduction, shareholders may, from five days prior to the suspension of share transfers until the day before the suspension, apply to the Company's stock affairs agent to consolidate such fractional shares into whole shares. Any fractional shares that are waived or remain insufficient to form one whole share after consolidation shall be used to offset the transfer fees of shareholders' centralized depository accounts, rounded down to the nearest dollar. All remaining fractional shares of less than one share are authorized to be subscribed at par value by a specific person designated by the Chairman.

The new shares issued after the capital reduction shall be in dematerialized form, and their rights and obligations shall be identical to those of the originally issued shares.

4. After this capital reduction, the paid-in capital will amount to NT$598,000,000, with a total of 59,800,000 outstanding shares.
5. Upon approval by the shareholders' meeting and subsequent authorization by the competent authority, it is proposed that the Board of Directors authorize the Chairman to determine the capital reduction reference date, plan the share reissuance operations, set the exchange reference date, and handle other matters related to the capital reduction.
6. Should the competent authority require amendments to the capital reduction plan, or should adjustments be necessary due to objective circumstances, it is proposed that the shareholders' meeting authorize the Chairman to handle all related matters with full authority.
7. Submitted for approval.

Resolution:

(6) Questions and Motions

(7) Adjournment

III. Annex

(I) 2025 Business Report

Dear Shareholders, Ladies and Gentlemen:

We sincerely appreciate your continued support and encouragement for Z-Com. Looking back at 2025, although geopolitical tensions have slightly eased, the inauguration of a new U.S. administration and its use of high tariffs as leverage against major trading nations have led to the restructuring of tariff policies and supply chain strategies worldwide. This has introduced significant uncertainties to international trade, pushing the global economic environment into a period of deep adjustment. Due to market uncertainty caused by high tariffs, shipments to major overseas customers declined last year, resulting in a significant decline in revenue. However, through effective cost control, the Company was still able to maintain profitability. Amid these changing conditions, Z-Com has actively deployed next-generation ICT technologies into vertical application scenarios, successfully transforming Wi-Fi 7 high-speed transmission and Edge AI computing into practical applications. The Company aims to achieve stable growth while pursuing strategic breakthroughs, and the Company expects that a recovery in the European economy will help increase shipments this year, while vertical applications will drive business growth and profitability.

The following is a report on the Company's operating results for 2025 and the business plan for 2026:

I. Review of 2025 Operating Results
Over the past year, the Company has not only continued to strengthen relationships with key customers, but has also actively translated R&D capabilities into real-world applications, achieving tangible results in several key business areas:
Advancing Digital Inclusion and Social Resilience (ESG): Guided by the core principle of "digital inclusion," in 2025 the Company actively collaborated with regional education network centers and academic institutions to support policies aimed at enhancing network resilience in rural areas, thereby fulfilling public-private partnership goals (SDG 17). During the year, wireless network infrastructure was successfully deployed in over 40 schools in Hsinchu County, including those in

remote mountainous areas. This initiative reduced the digital divide between urban and rural regions, ensured equal access to digital learning opportunities (SDG 4 & 10), and strengthened communication resilience in remote areas during emergencies (SDG 9). By assisting the government in improving digital accessibility, the Company has integrated its technological strengths with social responsibility, fulfilling its commitment to safeguarding information equity through technology.

Strengthening Information Security and Compliance Competitiveness：In 2025, the Company officially obtained ISO 27001 certification for its information security management system. Security protection mechanisms have been deeply integrated into both product development and operational processes. With increasing attention to cybersecurity in AIoT devices, this certification not only ensures the security of company and customer data, but also enhances compliance and reliability when bidding for large enterprise supply chains and government projects. This achievement will help establish long-term trust in high-demand markets and support the promotion of vertical network solutions.

2025 Financial Performance：

Operating Results:

Standalone revenue: NT$390 million (decline YoY)

Gross margin: 20%

Operating income: NT$1.531 million

Net income after tax: NT$27.726 million

Consolidated results:

Revenue: NT$373 million

Gross margin: 33%

Operating income: NT$2.53 million

Net income after tax: NT$28.254 million

The Company’s earnings per share (EPS) amounted to NT$0.40.

Budget Execution：The Company did not publicly disclose financial forecasts for 2025.

Financial Analysis:

Consolidated revenue decreased by 34% year-over-year to NT$373 million, with a gross margin of 33%. Net income attributable to the parent company was NT$27.726 million, EPS NT$0.40, and accumulated losses continued to decrease.

II. 2026 Business Plan and Development Strategy

Looking ahead, Z-Com will adopt a strategy of "deep convergence of hardware and software, and expansion into global vertical markets" to drive profit growth through technological transformation. Key strategies include:

Scaling zMEC Platform and Ecosystem Development：The Company will accelerate the market penetration of its zMEC Edge AI platform. Built upon a proactive cybersecurity architecture, it promotes validated OT/IT integration solutions. With the continued empowerment of generative AI (GenAI), zMEC will transition from the development stage to scalable commercial deployment, providing enterprise customers with real-time decision-making capabilities. The platform will further integrate industrial control and IT applications in smart rail and energy IoT sectors.

Deployment of Industrial Wi-Fi 7 and Cronus Management System：To meet high-speed transmission demands, the Company will fully promote its Wi-Fi 7 product line. Combined with its proprietary Cronus management system, it will offer a one-stop solution from communication hardware to cloud management platforms. This deep hardware-software integration will enhance product value and strengthen customer stickiness, capturing next-generation wireless communication opportunities.

Strengthening Global SI Partnerships and Brand Expansion：While maintaining OEM customer relationships, the Company will modularize successful cases from Taiwan's campus networks and critical infrastructure. Through strategic collaboration with domestic and international system integrators (SI), these proven solutions will be exported to high-growth regions, expanding global brand influence and market share.

Expansion of Critical Network Applications：The Company will continue promoting enterprise network marketing while expanding applications of critical networks in areas such as hazardous slopes, smart construction sites, metro stations, railway crossings, and logistics hubs. These indoor and outdoor vertical solutions aim to expand business opportunities and brand visibility, with future expansion into Southeast Asia.

Lean Manufacturing and ESG Integration：In response to rising trade protectionism and raw material volatility, the Company will enhance supply chain flexibility to ensure fast delivery. At the same time, ESG strategies will be integrated into product development, focusing on energy efficiency and carbon reduction to achieve sustainable development across economic, environmental, and social dimensions.

III. Conclusion

In the face of rapid AI advancements and geopolitical changes, Z-Com’s management team will continue striving to drive growth through technological innovation, creating long-term and stable value for shareholders.

Finally, we wish all shareholders good health and success in all endeavors.

Chairman, Fan En Technology Co., Ltd.

Legal representative, John S. Shieh

(II) Audit Committee Report

The Board of Directors has submitted the annual business report, financial statements, and proposal for handling losses for the fiscal year of our company. The financial statements have been audited by Ernst & Young and their audit report has been issued. The aforementioned business report, financial statements, and proposal for handling losses have been reviewed by our Audit Committee, and no issues were found to be in violation. Therefore, we report the above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please review the information accordingly.

Sincerely,
2026 Annual General Shareholders Meeting of ZCOM

Z-COM,INC
Chairman of the Audit Committee: CHOU, YIH-HENG

March 2, 2026

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Z-Com, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Z-Com, Inc. (the "Company") and its subsidiaries (collectively, the "Group") as at December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including the summary of material accounting policies (together "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Group and its subsidiaries as of December 31, 2025 and 2024, and their consolidated financial performance and cash flows for the years then ended December 31, 2025 and 2024, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's consolidated financial statements for the year ended December 31, 2025 are stated as follows:

Evaluation of inventories

The Group is engaged in the manufacturing and selling of products related to wireless data network systems. Its inventories were measured at the lower of cost and net realizable value. The Group's inventories were significant to the consolidated financial statements and the determination of net realizable value for the inventories involves subjective judgement. Therefore, the evaluation of inventories was identified as a key audit matter.

Our audit procedures including (but are not limited to) assessing the appropriateness of the management's accounting policy for inventory evaluation; evaluating and testing the effectiveness of relevant internal control; sampling and testing the entry timing in the inventory aging report and checking accuracy of inventory aging calculation; assessed the reasonableness of provision on inventory allowance through testing the determination of net realizable values; notice if any obsolete and damaged inventories while stock-taking.

Please refer to Notes 4, 5 and 6(5) of the consolidated financial statements for the accounting policies on inventories, critical accounting estimation uncertainty and the details of inventories, respectively.

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 requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by 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 ability to continue as a going concern of the Company and its subsidiaries, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee or supervisors, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2025 consolidated financial statements 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.

Other

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended December 31, 2025 and 2024.

Liu, Jung Chin
Chang, Cheng Tao

Ernst & Young, Taiwan
March 2, 2026

<u>Notice to Readers</u>
The accompanying consolidated financial statements are intended only to present the financial position, results of operations and cash flows in accordance with 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.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Z-COM, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

		December 31, 2025		December 31, 2024	
ASSETS	Notes	Amount	%	Amount	%
CURRENT ASSETS					
Cash and cash equivalents	6(1)	$375,792	51	$234,637	31
Financial assets measured at amortised cost, current	6(3) and 8	5,300	1	2,732	-
Notes receivable, net	6(4)	1,354	-	8,565	1
Accounts receivable, net	5 and 6(4)	48,947	7	114,144	15
Other receivables		143	-	219	-
Current tax assets		447	-	423	-
Inventories, net	5 and 6(5)	94,456	13	166,934	22
Prepayments and other current assets		24,612	3	29,395	4
Total Current Assets		551,051	75	557,049	73
NON-CURRENT ASSETS					
Financial assets at fair value through other comprehensive income, non-current	6(2)	702	-	702	-
Financial assets measured at amortised cost, non-current	6(3) and 8	4,862	1	11,302	1
Investments accounted for under the equity method	6(6)	5,952	1	-	-
Property, plant and equipment	6(7)	108,078	15	117,290	15
Right-of-use assets	6(9)	48,472	6	50,995	7
Investment property, net	6(8)	3,464	-	4,240	1
Intangible assets		288	-	548	-
Deferred tax assets	6(17)	15,397	2	25,210	3
Refundable deposits		1,100	-	243	-
Total Non-current Assets		188,315	25	210,530	27
TOTAL ASSETS		$739,366	100	$767,579	100
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Short-term bank borrowings	6(10)	$60,000	8	$60,000	8
Contract liabilities, current	6(14)	4,734	1	10,582	1
Accounts payable		36,554	5	73,011	10
Other payables	6(11)	20,146	3	28,666	4
Lease liabilities, current	6(9)	1,210	-	1,191	-
Other current liabilities		1,248	-	10,513	1
Total Current Liabilities		123,892	17	183,963	24
NON-CURRENT LIABILITIES					
Lease liabilities, non-current	6(9)	9,516	1	11,116	1
Other non-current liabilities	6(12)	17,107	2	15,557	2
Total Non-current Liabilities		26,623	3	26,673	3
TOTAL LIABILITIES		150,515	20	210,636	27
EQUITY					
Share capital - common stock	6(13)	717,010	97	717,010	93
Capital surplus	6(13)	422	-	489	-
Retained earnings	6(13)				
Special reserve		37,884	5	37,884	5
Accumulated deficit		(136,884)	(18)	(164,610)	(21)
Other equity		(19,779)	(3)	(20,537)	(3)
Treasury stocks	6(13)	(25,106)	(3)	(26,512)	(3)
Equity attributable to owners of the parent		573,547	78	543,724	71
Non-controlling interests		15,304	2	13,219	2
TOTAL EQUITY		588,851	80	556,943	73
TOTAL LIABILITIES AND EQUITY		$739,366	100	$767,579	100

The accompanying notes are an integral part of the consolidated financial statements.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Z-COM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended December 31, 2025 and 2024

(In thousands of New Taiwan Dollars, except for earnings per share)

		For the Year Ended December 31, 2025		For the Year Ended December 31, 2024	
	Notes	Amount	%	Amount	%
Operating revenue	6(14) and 7	$373,260	100	$562,311	100
Operating costs	6(5) and 6(15)	(248,577)	(67)	(380,159)	(68)
Operating margin		124,683	33	182,152	32
Operating expenses	6(15)				
Sales and marketing expenses		(14,462)	(4)	(15,335)	(3)
General and administrative expenses		(57,179)	(15)	(60,559)	(11)
Research and development expenses		(51,075)	(13)	(87,011)	(15)
Expected credit reversal gain (impairment losses)	12(4)	1,328	-	(2,350)	-
Total operating expenses		(121,388)	(32)	(165,255)	(29)
Net other (expenses) income	6(8)	(765)	-	(787)	-
Operating income		2,530	1	16,110	3
Non-operating income and expenses					
Share of loss of associates	6(6)	(16)	-	(3,796)	(1)
Interest income	6(16)	2,908	1	1,964	-
Other income	6(16)	37,159	10	22,667	4
Other gains and losses	6(16)	(3,386)	(1)	8,247	2
Finance costs	6(16)	(1,666)	(1)	(2,114)	-
Impairment loss	6(6)	-	-	(5,530)	(1)
Total non-operating income and expenses		34,999	9	21,438	4
Net income before income tax	6(17)	37,529	10	37,548	7
Income tax expense		(9,275)	(2)	(7,622)	(2)
Net income		28,254	8	29,926	5
Other comprehensive income (loss)					
Items that will not be reclassified subsequently to profit or loss:					
Unrealized losses from equity instrument investments measured at fair value through other comprehensive income		-	-	(31)	-
Share of other comprehensive income of associates for using equity method		118	-	-	-
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations		1,278	-	12,185	2
Income tax related to items that may be reclassified subsequently	6(17)	(555)	-	(2,360)	-
Total other comprehensive income		841	-	9,794	2
Total comprehensive income		$29,095	8	$39,720	7
Net income attributable to:					
Shareholders of the parent		$27,726	8	$30,806	5
Non-controlling interests		528	-	(880)	-
		$28,254	8	$29,926	5
Total comprehensive income attributable to:					
Shareholders of the parent		$28,484	8	$40,230	7
Non-controlling interests		611	-	(510)	-
		$29,095	8	$39,720	7
Earnings per share (NTD)					
Earnings per share-basic	6(18)	$0.40		$0.45	
Earnings per share-diluted	6(18)	$0.40		$0.45	

The accompanying notes are an integral part of the consolidated financial statements.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Z-COM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	Equity attributable to owners of the parent										
			Retained Earnings		Other equity						
Items	Share capital - common stock	Capital surplus	Special reserve	Accumulated deficit	Financial statements translation differences of foreign operations	Unrealized loss on financial assets at fair value through other comprehensive income	Share of other comprehensive income of associates for using equity method	Treasury stocks	Total	Non-controlling interests	Total equity
Balance as of January 1, 2024	$717,010	$489	$37,884	$(195,416)	$(29,392)	$(569)	$-	$(26,512)	$503,494	$13,729	$517,223
Net income for the year ended December 31, 2024	-	-	-	30,806	-	-	-	-	30,806	(880)	29,926
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	9,455	(31)	-	-	9,424	370	9,794
Total comprehensive income (loss)	-	-	-	30,806	9,455	(31)	-	-	40,230	(510)	39,720
Balance as of December 31, 2024	717,010	489	37,884	(164,610)	(19,937)	(600)	-	(26,512)	543,724	13,219	556,943
Net income for the year ended December 31, 2025	-	-	-	27,726	-	-	-	-	27,726	528	28,254
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	640	-	118	-	758	83	841
Total comprehensive income	-	-	-	27,726	640	-	118	-	28,484	611	29,095
Treasury stocks transaction	-	(67)	-	-	-	-	-	1,406	1,339	1,474	2,813
Balance as of December 31, 2025	$717,010	$422	$37,884	$(136,884)	$(19,297)	$(600)	$118	$(25,106)	$573,547	$15,304	$588,851

The accompanying notes are an integral part of the consolidated financial statements.

English Translation of Consolidated Financial Statements Originally Issued in Chinese

Z-COM, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	For the Year Ended December 31, 2025	For the Year Ended December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income before income tax	$37,529	$37,548
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Depreciation	14,763	17,891
Amortization	253	384
Expected credit (reversal gain) impairment losses	(1,328)	2,350
Interest expenses	1,666	2,114
Interest income	(2,908)	(1,964)
Share of loss of associates accounting for using the equity method	16	3,796
Loss on disposal of property, plant and equipment	109	287
Impairment loss	-	5,530
Changes in operating assets and liabilities:		
Notes receivable	7,211	17,066
Accounts receivable	66,525	(79,146)
Other receivables	76	(66)
Inventories, net	72,478	(9,561)
Prepayments and other current assets	4,783	9,600
Contract liabilities	(5,848)	(5,012)
Accounts payable	(36,457)	39,419
Other payables	(8,520)	1,386
Other current liabilities	(9,265)	9,268
Other liabilities, noncurrent	1,550	1,616
Cash flows provided by operating activities	142,633	52,506
Interest received	2,908	1,964
Interest paid	(1,666)	(2,114)
Income taxes paid	(47)	(207)
Net cash provided by operating activities	143,828	52,149
CASH FLOWS FROM INVESTING ACTIVITIES:		
Disposal of financial assets measured at amortized cost	3,872	7,394
Acquisitions of investment accounted for under the equity method	(5,850)	-
Acquisitions of property, plant and equipment	(2,654)	(5,883)
(Increase) decrease in refundable deposits	(857)	598
Acquisitions of intangible assets	-	(571)
Disposal of intangible assets	-	128
Net cash (used in) provided by investing activities	(5,489)	1,666
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in short-term bank borrowings	150,000	115,000
Decrease in short-term bank borrowings	(150,000)	(155,000)
Cash payments for the principal portion of the lease liabilities	(1,149)	(1,613)
Payments to acquire treasury stock	(1,164)	-
Proceeds from disposal of treasury stock	2,503	-
Change in non-controlling interests	1,474	-
Net cash provided by (used in) financing activities	1,664	(41,613)
EFFECT OF EXCHANGE RATES CHANGES ON CASH AND CASH EQUIVALENT	1,152	7,523
NET INCREASE IN CASH AND CASH EQUIVALENTS	141,155	19,725
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	234,637	214,912
CASH AND CASH EQUIVALENTS AT END OF YEAR	$375,792	$234,637

The accompanying notes are an integral part of the consolidated financial statements.

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of Z-Com, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of Z-Com, Inc. (the "Company") as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including the summary of material accounting policies (together "the parent company only financial statements").

In our opinion, the accompanying parent company only financial statements referred to above present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2025 and 2024, and their parent company only financial performance and cash flows for the years then ended, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditor's 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 Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2025. 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, we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2025 are stated as follows:

Evaluation of inventories

The Company is engaged in the manufacturing and selling of products related to wireless data network systems. Its inventories were measured at the lower of cost and net realisable value. The Company's inventories were significant to the parent company only financial statements and the determination of net realizable value for the inventories involves subjective judgement. Therefore, the evaluation of inventories was identified as a key audit matter.

Our audit procedures including (but are not limited to) assessing the appropriateness of the management's accounting policy for inventory evaluation; evaluating and testing the effectiveness of relevant internal control; sampling and testing the entry timing in the inventory aging report and checking accuracy of inventory aging calculation; assessed the reasonableness of provision on inventory allowance through testing the determination of net realisable values; notice if any obsolete and damaged inventories while stock-taking.

Please refer to Notes 4, 5 and 6(4) of the parent company only financial statements for the accounting policies on inventories, critical accounting estimation uncertainty and the details of inventories, respectively.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of 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 ability to continue as a going concern of the Company, 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 audit committee or supervisors, are responsible for overseeing the financial reporting process of the Company.

Auditors' 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2025 parent company only financial statements 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.

Liu, Jung Chin
Chang, Cheng Tao

Ernst & Young, Taiwan
March 2, 2026

Notice to Readers
The accompanying parent company only financial statements are intended only to present the financial position, results of operations and cash flows in accordance with 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 accompanying parent company only financial statements are those generally accepted and applied in the Republic of China.
Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

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

Z-COM, INC.

BALANCE SHEETS

December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

		December 31, 2025		December 31, 2024	
Assets	Notes	Amount	%	Amount	%
CURRENT ASSETS					
Cash and cash equivalents	6(1)	$180,179	24	$138,952	17
Financial assets at measured amortised cost, current	6(2) and 8	5,300	-	2,732	-
Accounts receivable, net	5 and 6(3)	48,901	7	113,818	14
Accounts receivable-related parties	6(3) and 7	2,071	-	-	-
Other receivables		71	-	7	-
Current tax assets		298	-	255	-
Inventories, net	5 and 6(4)	28,387	4	73,686	9
Prepayments and other current assets		21,441	3	21,561	3
Total Current Assets		286,648	38	351,011	43
NON-CURRENT ASSETS					
Financial assets measured at amortised cost, non-current	6(2) and 8	862	-	7,302	1
Investments accounted for under the equity method	6(5)	402,549	54	390,542	47
Property, plant and equipment	6(6)	35,680	5	37,996	5
Right-of-use assets	6(7)	9,234	1	10,281	1
Deferred tax assets	6(15)	15,397	2	25,126	3
Refundable deposits		884	-	186	-
Total Non-current Assets		464,606	62	471,433	57
TOTAL ASSETS		$751,254	100	$822,444	100
Liabilities and Equity					
CURRENT LIABILITIES					
Short-term bank borrowings	6(8)	$60,000	8	$60,000	8
Contract liabilities, current	6(12)	4,734	1	9,998	1
Accounts payable		3,613	-	1,154	-
Accounts payable-related parties	7	65,591	9	152,883	19
Other payables	6(9) and 7	15,653	2	18,036	2
Lease liabilities, current	6(7)	586	-	599	-
Other current liabilities		1,230	-	10,320	1
Total Current Liabilities		151,407	20	252,990	31
NON-CURRENT LIABILITIES					
Lease liabilities, non-current	6(7)	9,193	1	10,173	1
Other non-current liabilities	6(10)	17,107	3	15,557	2
Total Non-current Liabilities		26,300	4	25,730	3
TOTAL LIABILITIES		177,707	24	278,720	34
EQUITY					
Share capital - common stock	6(11)	717,010	95	717,010	87
Capital surplus	6(11)	422	-	489	-
Retained earnings	6(11)				
Special reserve		37,884	5	37,884	5
Accumulated deficit		(136,884)	(18)	(164,610)	(20)
Other equity		(19,779)	(3)	(20,537)	(3)
Treasury stocks	6(11)	(25,106)	(3)	(26,512)	(3)
TOTAL EQUITY		573,547	76	543,724	66
TOTAL LIABILITIES AND EQUITY		$751,254	100	$822,444	100

The accompanying notes are an integral part of the financial statements.

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

Z-COM, INC.

STATEMENTS OF COMPREHENSIVE INCOME

For the Years Ended December 31, 2025 and 2024

(In thousands of New Taiwan Dollars, except for earnings per share)

		For the Year Ended December 31, 2025		For the Year Ended December 31, 2024	
	Notes	Amount	%	Amount	%
Operating revenue	6(12) and 7	$389,618	100	$556,434	100
Operating costs	6(4) and 7	(312,039)	(80)	(451,000)	(81)
Operating margin		77,579	20	105,434	19
Operating expenses	6(13)				
Sales and marketing expenses		(12,241)	(3)	(10,195)	(2)
General and administrative expenses		(31,014)	(8)	(29,674)	(6)
Research and development expenses	7(4) and 7	(34,295)	(9)	(73,284)	(13)
Expected credit reversal gain (impairment losses)	12(4)	1,502	-	(2,127)	-
Total operating expenses		(76,048)	(20)	(115,280)	(21)
Operating profit (loss)		1,531	-	(9,846)	(2)
Non-operating income and expenses					
Interest income	6(14)	2,283	-	1,447	-
Other income	6(14) and 7	31,485	8	25,473	5
Other gains and losses	6(14)	(296)	-	4,139	1
Finance costs	6(14)	(1,608)	-	(2,044)	-
Share of profit or loss of subsidiaries and associates accounted	6(5)	3,505	1	24,763	4
Impairment loss	6(5)	-	-	(5,530)	(1)
Total non-operating income and expenses		35,369	9	48,248	9
Net income before income tax		36,900	9	38,402	7
Income tax expense	6(15)	(9,174)	(2)	(7,596)	(1)
Net income		27,726	7	30,806	6
Other comprehensive income (loss)					
Items that will not be reclassified subsequently to profit or loss:					
Unrealized losses from equity instrument investments measured at fair value through other comprehensive income		118	-	(15)	-
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations		1,195	-	11,799	2
Income tax related to items that may be reclassified subsequently	6(15)	(555)	-	(2,360)	-
Total other comprehensive income		758	-	9,424	2
Total comprehensive income		$28,484	7	$40,230	8
Earnings per share (NTD)					
Earnings per share-basic	6(16)	$0.40		$0.45	
Earnings per share-diluted	6(16)	$0.40		$0.45	

The accompanying notes are an integral part of the financial statements.

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

Z-COM, INC.

STATEMENTS OF CHANGES IN EQUITY

For the Years Ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

			Retained Earnings		Other equity			
Items	Share capital - common stock	Capital surplus	Special reserve	Accumulated deficit	Financial statements translation differences of foreign operations	Share of loss of associates and joint ventures accounted for using equity method	Treasury stocks	Total
Balance as of January 1, 2024	$717,010	$489	$37,884	$(195,416)	$(29,392)	$(569)	$(26,512)	$503,494
Net income for the year ended December 31, 2024	-	-	-	30,806	-	-	-	30,806
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	9,439	(15)	-	9,424
Total comprehensive income (loss)	-	-	-	30,806	9,439	(15)	-	40,230
Balance as of December 31, 2024	717,010	489	37,884	(164,610)	(19,953)	(584)	(26,512)	543,724
Net income for the year ended December 31, 2025	-	-	-	27,726	-	-	-	27,726
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	640	118	-	758
Total comprehensive income	-	-	-	27,726	640	118	-	28,484
Treasury stocks transaction	-	(67)	-	-	-	-	1,406	1,339
Balance as of December 31, 2025	$717,010	$422	$37,884	$(136,884)	$(19,313)	$(466)	$(25,106)	$573,547

The accompanying notes are an integral part of the financial statements.

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

Z-COM, INC.

STATEMENTS OF CASH FLOWS

For the Years Ended December 31, 2025 and 2024

(Expressed in thousands of New Taiwan Dollars)

	For the Year Ended December 31, 2025	For the Year Ended December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income before income tax	$36,900	$38,402
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Depreciation	3,427	4,285
Expected credit (reversal gain) impairment losses	(1,502)	2,127
Interest expense	1,608	2,044
Interest income	(2,283)	(1,447)
Share of profit of subsidiaries and associates accounted for using the equity method	(3,505)	(24,763)
Gain on disposals of investment	-	(163)
Impairment loss	-	5,530
Changes in operating assets and liabilities:		
Accounts receivable	66,419	(84,328)
Accounts receivable-related parties	(2,071)	2,121
Other receivables	(64)	-
Inventories, net	45,299	(58,260)
Prepayments and other current assets	120	(1,803)
Contract liabilities, current	(5,264)	45
Accounts payable	2,459	32
Accounts payable-related parties	(87,292)	152,883
Other payables	(2,383)	2,219
Other current liabilities	(9,090)	9,626
Net defined benefit liabilities	1,550	1,616
Cash flows provided by operating activities	44,328	50,166
Interest received	2,283	1,447
Interest paid	(1,608)	(2,044)
Income taxes paid	(43)	(96)
Net cash flows provided by operating activities	44,960	49,473
CASH FLOWS FROM INVESTING ACTIVITIES:		
Disposal of financial assets measured at amortised cost	3,872	4,635
Acquisitions of investment accounted for under the equity method	(5,850)	-
Acquisitions of property, plant and equipment	(481)	(1,460)
Disposal of property, plant and equipment	-	163
Increase in refundable deposits	(698)	(60)
Net cash flows (used in) provided by investing activities	(3,157)	3,278
CASH FLOWS FROM FINANCING ACTIVITIES:		
Increase in short-term bank borrowings	150,000	110,000
Decrease in short-term bank borrowings	(150,000)	(150,000)
Cash payment for the principal portion of the lease liabilities	(576)	(588)
Net cash flows used in by financing activities	(576)	(40,588)
NET INCREASE IN CASH AND CASH EQUIVALENTS	41,227	12,163
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF YEAR	138,952	126,789
CASH AND CASH EQUIVALENTS AT THE END OF YEAR	$180,179	$138,952

The accompanying notes are an integral part of the financial statements.

(V) Deficit Compensation Statement

Z-COM, Inc.
Deficit Compensation Statement for 2025

Unit: NTD$

Items	Total
Deficit yet to be compensated - at the beginning of 2025	(164,610,041)
+：net profit after tax for 2025	27,726,397
Deficit yet to be compensated - at the end of 2025	(136,883,644)

(Note) According to Article 28 of the Articles of Association, if there is a surplus in the annual financial statements, the deficit should be compensated first.

Chairman：Fan En Technology. Co., Ltd. .
Legal representative, John S. Shieh

CEO：WU CHIA-FANG

Accounting Officer: PENG, ZHI-YONG

(VI) Comparison table before and after the amendments to the " Article of Incorporation"

Amendment article	Existing article	Explanation
"Article 2 The business operations of the Company are as follows: ~~F401021 Import of Telecommunication-Controlled Radio Frequency Equipment~~ CC01100 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing CC01060 Wired Communication Mechanical Equipment Manufacturing CC01070 Wireless Communication Mechanical Equipment Manufacturing CC01080 Electronics Components Manufacturing CC01110 Computer and Peripheral Equipment Manufacturing CC01990 Other Electrical Engineering and Electronic Machinery Equipment Manufacturing D101060 Self-usage power generation equipment utilizing renewable energy industry E601010 Electric Appliance Construction E603010 Cable Installation Engineering E603050 Automatic Control Equipment Engineering E603080 Traffic Signs Installation Engineering E603090 Lighting Equipments Construction E605010 Computer Equipment Installation E606010 Power Consuming Equipment Inspecting and Maintenance E607010 Solar Thermal Energy Equipment Installation Engineering E701010 Telecommunications Engineering E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering E701040 Simple Telecommunications	Article 2 The business operations of the Company are as follows: F401021 Import of Telecommunication-Controlled Radio Frequency Equipment CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing	In response to the Company's actual operational needs, it is proposed to amend certain provisions of the Articles of Incorporation to add new business items. The business item codes will be listed in accordance with the 'Business Item Code Table for Companies, Sole Proprietorships, and Limited Partnerships (Version V8)' issued by the Department of Commerce, Ministry of Economic Affairs on January 7, 2026.

Amendment article	Existing article	Explanation
Equipment Installation EZ05010 Instrument and Meters Installation Engineering EZ06010 Traffic Marking Engineering F113020 Wholesale of Electrical Appliances (Limited to operations outside designated zones) F113030 Wholesale of Precision Instruments (Limited to operations outside designated zones) F113050 Wholesale of Computers and Clerical Machinery Equipment Limited to operations outside designated zones) F113070 Wholesale of Telecommunication Apparatus (Limited to operations outside designated zones) F113090 Wholesale of Traffic Sign Equipments and Materials (Limited to operations outside designated zones) F114080 Wholesale of Track Vehicle and Component Parts Thereof (Limited to operations outside designated zones) F118010 Wholesale of Computer Software (Limited to operations outside designated zones) F119010 Wholesale of Electronic Materials (Limited to operations outside designated zones) F213010 Retail Sale of Electrical Appliances (Limited to operations outside designated zones) F213030 Retail Sale of Computers and Clerical Machinery Equipment (Limited to operations outside designated zones) F213040 Retail Sale of Precision Instruments (Limited to operations outside designated zones) F213050 Retail Sale of Measuring Instruments (Limited to operations outside designated zones) F213060 Retail Sale of Telecommunication Apparatus (Limited to operations outside designated zones) F213090 Retail Sale of Traffic Sign Equipments and Materials (Limited to operations outside designated zones)		

Amendment article	Existing article	Explanation
F214080 Retail Sale of Track Vehicle and Component Parts Thereof (Limited to operations outside designated zones) F218010 Retail Sale of Computer Software (Limited to operations outside designated zones) F219010 Retail Sale of Electronic Materials (Limited to operations outside designated zones) F401010 International Trade JA02010 Electric Appliance and Electronic Products Repair I301010 Information Software Services I301020 Data Processing Services I301030 Electronic Information Supply Services IG03010 Energy Technical Services ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval. (Limited to operations outside designated zones) 1. Research, development, production, manufacturing, and sales of the following products: (1) Fixed wireless data network systems, including fixed data communication devices, network communication software, and network management software. (2) Mobile data communication devices. (3) Digital cellular mobile communication systems. (4) Spread-spectrum wireless data communication systems. (5) Digital subscriber loop systems. 2. System integration and consulting services related to the above products. 3.Import and export trade business related to the Company's operations."	1. Research, development, production, manufacturing, and sales of the following products: (1) Fixed wireless data network systems, including fixed data communication devices, network communication software, and network management software. (2) Mobile data communication devices. (3) Digital cellular mobile communication systems. (4) Spread-spectrum wireless data communication systems. (5) Digital subscriber loop systems. 2. System integration and consulting services related to the above products. 3.Import and export trade business related to the Company's operations."	
Article 27: The company shall distribute employee compensation at a rate of 10% to 15% of	Article 27: The company shall distribute employee compensation at a rate of 10% to 15% of	Textual description adjustment

Amendment article	Existing article	Explanation
the profits of the current fiscal year, （Among them, 7% to 12% shall be allocated for salary adjustments or remuneration distribution to grassroots employees）,and shall distribute director compensation at a rate not exceeding 3% of the profits of the current fiscal year. However, if the company has accumulated losses, they shall be compensated first. ~~If the company has profits in a fiscal year, 7% to 12% of the profits shall be allocated for salary adjustments or remuneration distribution to grassroots employees based on the profit status of that year. However, if the company still has accumulated losses, the losses should be covered first.~~ Omitted below	the profits of the current fiscal year, and shall distribute director compensation at a rate not exceeding 3% of the profits of the current fiscal year. However, if the company has accumulated losses, they shall be compensated first. If the company has profits in a fiscal year, 7% to 12% of the profits shall be allocated for salary adjustments or remuneration distribution to grassroots employees based on the profit status of that year. However, if the company still has accumulated losses, the losses should be covered first. Omitted below	
Article 31: This Articles of Incorporation were established by the initiators' meeting and agreed upon by all initiators on February 23, 1995. It shall take effect from the date of approval and registration by the competent authority. Omitted The Articles of Incorporation were eighteenth revised on May 27, 2025. The Articles of Incorporation were nineteenth revised on May 20, 2026.	Article 31: This Articles of Incorporation were established by the initiators' meeting and agreed upon by all initiators on February 23, 1995. It shall take effect from the date of approval and registration by the competent authority. Omitted The Articles of Incorporation were eighteenth revised on May 27, 2025.	Added revision date and number

(VII) Comparison table before and after the amendments to the " Rules of Procedure for Shareholders' Meeting"

Amendment article	Existing article	Explanation
2. Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors. This Corporation convenes a shareholders' meeting via video conference, unless otherwise stipulated by the standards for handling stock affairs of publicly traded companies, it should be specified in the articles of incorporation and resolved by the Board of Directors. Moreover, the video conference shareholders' meeting should be conducted with a resolution agreed upon by at least two-thirds of the directors present and a majority of the attending directors. Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice. This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, <u>or shareholders' meeting handbook or supplemental materials,</u> and upload them to the Market Observation Post System (MOPS) before <u>30</u> days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. ~~If, however, this Corporation has the paid-in capital of NT$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as~~	2. Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors. This Corporation convenes a shareholders' meeting via video conference, unless otherwise stipulated by the standards for handling stock affairs of publicly traded companies, it should be specified in the articles of incorporation and resolved by the Board of Directors. Moreover, the video conference shareholders' meeting should be conducted with a resolution agreed upon by at least two-thirds of the directors present and a majority of the attending directors. Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice. This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before <u>21</u> days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. If, however, this Corporation has the paid-in capital of NT$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the	In accordance with the letter No. 11500549052 issued by the Taipei Exchange (TPEx) on March 16, 2026, the Company shall proceed accordingly. In line with the amendment to Article 6, Paragraph 4 of the 'Regulations Governing Information to be Published in Annual Reports of Public Companies and Matters to be Complied With in Shareholders' Meetings,' the scope of disclosure requirements has been expanded. Public companies listed on the Taiwan Stock

Amendment article	Existing article	Explanation
~~recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.~~ ~~In addition~~, Before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby. Omitted below	immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby. Omitted below	Exchange and TPEx are now required to disclose the shareholders' meeting handbook and related information at least 30 days prior to the annual general meeting.
12. (Items 1 to 6 omitted) Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. If the shareholders' meeting includes proposals for the election of directors with more candidates than seats to be filled, proposals for the dismissal of directors, or proposals stipulated under Articles 185 and 316 of the Company Act, Articles 18, 27, 29, and 35 of the Business Mergers and Acquisitions Act, and Article 24 Paragraph 2 Subparagraph 1 and Article 26 Paragraph 2 Subparagraph 1 of the Financial Holding Company Act, the chairperson shall designate lawyers, accountants, or notaries as ballot supervisors. The persons designated by the	12. (Items 1 to 6 omitted) Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.	If the shareholders' meeting includes proposals for the election of directors with more candidates than the number of seats to be filled, proposals for the dismissal of directors, or proposals stipulated under Article 185 and Article 316 of the Company Act, Articles 18, 27, 29, and 35 of the

Amendment article	Existing article	Explanation
chairperson under the preceding paragraph shall not be responsible for matters related to the voting procedures, nor shall they serve as directors, managers, or employees of the Company or its affiliated enterprises. Ballot supervisors shall oversee the voting and ballot-counting process and shall sign the election result tally sheet. If ballot supervisors are designated pursuant to Paragraph 8, the minutes of the shareholders' meeting shall record the names and titles of the ballot supervisors. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote. Omitted below	Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote. Omitted below	Business Mergers and Acquisitions Act, and Article 24 Paragraph 2 Subparagraph 1 and Article 26 Paragraph 2 Subparagraph 1 of the Financial Holding Company Act, the chairperson shall designate lawyers, accountants, or notaries as ballot supervisors.

(VIII) Comparison table before and after the amendments to the "Regulations Governing the Acquisition and Disposal of Assets "

Amendment article	Existing article	Explanation
Article 7-6 1. The Company shall not waive its future capital increases in ~~Z-WIRELESS INTERNATIONAL, LTD. and~~ Z-WIRELESS HONG KONG LIMITED~~; Z-WIRELESS INTERNATIONAL, LTD. shall not waive its future capital increases in Nanjing Z-Wireless Technology Co., Ltd.; and Nanjing Z-Wireless Technology Co., Ltd. shall not waive its future capital increases in Nanjing Zwaveasia Technology Co., Ltd.~~. 2. In the future, if the Company, due to strategic alliance considerations or with the approval of the Taipei Exchange (TPEx), must waive capital increases in the aforementioned companies or dispose of their shares, such action shall be approved by a special resolution of the Company's Board of Directors. Furthermore, any subsequent amendments to these Procedures shall be disclosed as material information on the Market Observation Post System (MOPS) and reported to the Taipei Exchange (TPEx) for record."	Article 7-6 1. The Company shall not waive its future capital increases in Z-WIRELESS INTERNATIONAL, LTD. and Z-WIRELESS HONG KONG LIMITED; Z-WIRELESS INTERNATIONAL, LTD. shall not waive its future capital increases in Nanjing Z-Wireless Technology Co., Ltd.; and Nanjing Z-Wireless Technology Co., Ltd. shall not waive its future capital increases in Nanjing Zwaveasia Technology Co., Ltd.. 2. In the future, if the Company, due to strategic alliance considerations or with the approval of the Taipei Exchange (TPEx), must waive capital increases in the aforementioned companies or dispose of their shares, such action shall be approved by a special resolution of the Company's Board of Directors. Furthermore, any subsequent amendments to these Procedures shall be disclosed as material information on the Market Observation Post System (MOPS) and reported to the Taipei Exchange (TPEx) for record."	According to Letter No. 1140002307 issued by the Taipei Exchange, except for the original commitment that the procedures for acquisition or disposal of assets must include the stipulation that the Company shall not waive future capital increases of Z-WIRELESS HONG KONG LIMITED in each fiscal year, which remains in effect, the other requested matters were approved.
Article 31 Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting	Article 31 Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting	1. Pursuant to Order No. 1140383333 issued by the Financial Supervisory Commission, the 'Procedures for Acquisition or Disposal of Assets'

Amendment article	Existing article	Explanation
inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (1) For the company with paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or	inclusively from the date of occurrence of the event: 1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 2. Merger, demerger, acquisition, or transfer of shares. 3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company. 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: (1) For the company with paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or	have been amended. 2. Acquisition or disposal of equipment for business use constitutes acts necessary for normal company operations. Considering the materiality of information disclosure, Subparagraph 3 has been added under Item 4 of Paragraph 1, stipulating that for public companies with paid-in capital of NT$50 billion or more, acquisition or disposal of equipment for business use with non-related parties shall be subject to disclosure if the transaction amount reaches 5% or more of the company’s paid-in capital. At the same time, Subparagraph 2 of Item 4 has been amended to provide that for public companies with paid-in capital of NT$10 billion or more but less than NT$50 billion, acquisition or

Amendment article	Existing article	Explanation
more. (2) For the companies with paid-in capital NT$10 billion or more but less than NT$50 billion, when the transaction amount reaches NT$1 billion or more. (3) For the company with paid-in capital is NT$50 billion, the transaction amount reaches 5 percent or more of paid-in capital. 5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million. 6. In the case of a public company with paid-in capital reaching NT$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of subparagraph 7, and where	more. (2) For the companies with paid-in capital of NT$10 billion or more, when the transaction amount reaches NT$1 billion or more. 5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.	disposal of equipment for business use with non-related parties shall be subject to disclosure if the transaction amount reaches NT$1 billion. 3.Considering that companies generally utilize operating funds and may invest in fixed-income products for cash management to enhance yield, the current disclosure threshold of NT$300 million may cause large enterprises to face frequent disclosure obligations. In view of the materiality of information disclosure and the risk attributes of such products, Item 6 has been added under Paragraph 1, stipulating that for public companies with paid-in capital of NT$50 billion or more, transactions involving government bonds, corporate bonds, and general financial

Amendment article	Existing article	Explanation
furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of paid-in capital.. 7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (1) Omitted (2) Omitted (3) Omitted	6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances: (1) Omitted (2) Omitted (3) Omitted	bonds not involving equity (excluding subordinated bonds) traded on the stock exchange or through securities firms, provided they do not fall under the exceptions of Item 7 and the counterparty is not a related party, shall be subject to disclosure if the transaction amount reaches 5% or more of the company's paid-in capital. 4.The current Item 6 of Paragraph 1 has been renumbered as Item 7, with minor textual revisions."
Article 35 The provisions of these Procedures relating to 10 percent of total assets shall be calculated based on the total assets stated in the most recent individual or separate financial reports prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. For companies whose shares have no par value or a par value other than NT$10 per share, the transaction amount provisions under these Procedures relating to 20 percent of paid-in capital shall be calculated as 10 percent of equity attributable to owners of the parent; for the calculation of transaction amounts of 5 percent of	Article 35 The provisions of these Procedures relating to 10 percent of total assets shall be calculated based on the total assets stated in the most recent individual or separate financial reports prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. For companies whose shares have no par value or a par value other than NT$10 per share, the transaction amount provisions under these Procedures relating to 20 percent of paid-in capital shall be calculated as 10 percent of equity attributable to owners of the parent.	1. In line with the newly added requirement under Article 31, Paragraph 1 regarding disclosure and reporting standards applicable to public companies with paid-in capital of NT$50 billion or more, Paragraph 2 has been amended to specify the calculation method for 5% of paid-in capital and for paid-in capital of NT$50 billion, in cases where the company's shares have no par

Amendment article	Existing article	Explanation
paid-in capital under these Regulations, 2.5 percent of equity attributable to owners of the parent shall be substituted; the provisions under these Regulations relating to transactions where paid-in capital reaches NT$10 billion shall be calculated as NT$20 billion of equity attributable to owners of the parent; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$50 billion, NT$100 billion of equity attributable to owners of the parent shall be substituted.	The provisions under these Regulations relating to transactions where paid-in capital reaches NT$10 billion shall be calculated as NT$20 billion of equity attributable to owners of the parent.	value or a par value other than NT$10 per share. 2. Minor textual revisions have been made.
Article 36 These Procedures were established on May 26, 2000, and subsequently amended as follows: First amendment on March 20, 2003; Omitted Eleventh amendment on May 31, 2019; Twelfth amendment on May 26, 2022. Thirteenth amendment on May 20, 2026.	Article 36 These Procedures were established on May 26, 2000, and subsequently amended as follows: First amendment on March 20, 2003; Omitted Eleventh amendment on May 31, 2019; Twelfth amendment on May 26, 2022.	Add the date of amendment

IV. Appendix

Appendix (I): Article of Incorporation (Existing article)

Z-COM,INC.

Article of Incorporation

Chapter 1 General Provisions

Article 1: This company is organized in accordance with the regulations of the Company Law for Limited Liability Companies, and is named "智捷科技股份有限公司" in Chinese and "Z-COM, INC." in English.

Article 2: The business scope of the Company is as follows:
F401021 Import of Telecommunications Regulatory RF Equipment
CC01101 Manufacture of Telecommunications Regulatory RF Equipment
1. Research, development, production, manufacturing, and sales of the following products:
(1) Fixed-point wireless data network systems including fixed-point data communication machines, network communication software, and network management software.
(2) Mobile data communication machines.
(3) Digital cellular mobile communication systems.
(4) Spread spectrum wireless data communication systems.
(5) Digital subscriber loop systems.
2. Related system integration and consulting services for the above products.
3. Concurrently engaged in import and export trading business related to the Company's business.

Article 3: The company has its headquarters located in the Hsinchu Science Park, Taiwan, and may establish branch offices domestically or internationally with the approval of the board of directors and relevant authorities if necessary.

Article 4: The company's total investment in subsidiary companies is not subject to the limitation of 40% of the paid-in capital as stipulated in Article 13 of the Company Act.

Article 4-1: The company may provide endorsement guarantees to external parties, and such operations shall be carried out in accordance with the company's endorsement guarantee operation procedures.

Chapter 2 Shares

Article 5: The authorized capital of the Company is NT$1 billion divided into 100 million shares (including 10 million shares of employee stock option certificates) with a par value of NT$10 per share. The unissued shares may be issued by the Board of Directors in several tranches.
The transferees of treasury shares acquired by the Company may include

employees of the Company's subsidiaries or affiliates who meet certain conditions.

The recipients of employee stock option certificates may include employees of the Company's subsidiaries or affiliates who meet certain conditions.

The employees who subscribe for newly issued shares may include employees of the Company's subsidiaries or affiliates who meet certain conditions.

The recipients of restricted stock awards issued to employees may include employees of the Company's subsidiaries or affiliates who meet certain conditions.

Article 6: The stocks of this company are registered and should be numbered, signed or stamped by the directors representing the company, and then certified by the competent authority or the registration institution approved by it before being issued. This company may also choose to issue stocks in an electronic form.

Article 7: Shareholders of this company may conduct stock affairs such as transfer, pledge, loss report, inheritance, gift, seal loss or change, or address change, except for those otherwise stipulated by laws and securities regulations, in accordance with the regulations of the "Regulations Governing the Handling of Shareholder Services of Public Companies Issuing Stocks".

Article 8: Deleted

Chapter 3 Shareholder's Meeting

Article 9: The transfer of shares shall be suspended within 60 days before each annual shareholders' meeting, 30 days before any special shareholders' meeting, or 5 days before the record date for distribution of dividends or other benefits as determined by the Company.

Article 10: The shareholder meetings of the Company shall be classified into the following two types:

1. Annual General Meeting: It shall be convened by the Board of Directors within six months after the end of each fiscal year.
2. Extraordinary General Meeting: It shall be convened when necessary.

Article 11: The notice of calling a regular shareholders' meeting shall be given to all shareholders at least thirty days in advance, and the notice of calling a special shareholders' meeting shall be given at least fifteen days in advance, specifying the date, time, place, and purpose of the meeting.

Article 11-1: The method of convening our company's shareholders' meeting has been decided by the board of directors to allow for physical shareholders' meetings with video assistance, virtual shareholders' meetings, or other methods announced by the competent authority. The company shall comply with the conditions, operating procedures, and other applicable matters as required by the securities regulatory authority.

Article 12: Shareholders of our company may exercise their voting rights in writing or electronically during the shareholders' meeting.

Article 13: In case a shareholder is unable to attend the shareholders' meeting due to unforeseen circumstances, they may issue a power of attorney issued by the company to authorize a proxy to attend on their behalf. The procedures for shareholders to authorize attendance by proxy shall comply with the "Rules Governing the Use of Powers of Attorney for Attendance at Shareholders' Meetings of Public Companies" promulgated by the competent authority, unless otherwise provided by laws and regulations.

Article 14: Each share held bya shareholder of the corporation carries one oting right, except in cases where the provisions of Article 179 of the Company Act Apply and the shareholder is not entitled to exercise their voting right.

Article 15: Resolutions at a shareholders' meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

A company whose shareholders may exercise their voting power in writing or by way of electronic transmission in a shareholders' meeting shall describe in the shareholders’ meeting notice the method of exercising their voting power.

Article 15-1: When the corporation plans to delist its publicly issued stocks, it must obtain a resolution from a shareholders' meeting, and the delisting plan shall not be altered during the period when the stocks are listed on the Emerging Stock Market or the Over-the-Counter Market, as applicable.

Chapter 4 Directors, Audit Committee, and Management

Article 16: The company shall have a board of directors consisting of seven to ten members. The number of directors shall be determined by the board of directors and shall follow the system of nomination of candidates. Among the above-mentioned director seats, at least two independent directors shall be appointed, and the number of independent directors shall not be less than one-fifth of the total number of directors. If the chairman of the board and the general manager or equivalent positions are the same person, or if they are spouses or relatives within the first degree, the number of independent directors shall not be less than four. During director elections, the provisions of Article 198 of the Company Act shall be followed, and independent directors and non-independent directors shall be elected together, with separate calculations for the number of elected positions. The candidate with the most votes shall be elected as an independent director or non-independent director, respectively.

The company has established an "Audit Committee" in accordance with the law, and matters related to the number of committee members, term, duties, and rules of procedure shall be governed by the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies". The organization regulations for the Audit Committee shall be separately formulated. The term of office for directors shall be three years, and they shall be appointed by the shareholders' meeting from among individuals with legal capacity, and may be re-elected consecutively.

The total shareholding of the registered shares of the company held by all directors shall be determined in accordance with the standards set forth in the "Regulations Governing the Shareholding Percentage of Directors and Supervisors and the Implementation of Audit for Public Companies" promulgated by the Financial Supervisory Commission of the Executive Yuan.

The company may purchase liability insurance during the directors' term of office to cover the compensation liability they should bear for their scope of business in accordance with the law.

Article 17: The Board of Directors is organized by the directors and has the following authorities:

1. To prepare the business plan.
2. To propose the distribution of profits or the appropriation of losses.
3. To propose capital increases or decreases.
4. To draft important regulations and contracts.
5. To appoint and dismiss the General Manager and Deputy General Manager of the company.
6. To establish and dissolve branch offices.
7. To formulate budgets and final accounts.
8. To approve the sale and purchase of real estate and investments in other businesses.
9. Other authorities granted by the Company Act or resolutions of the shareholders' meeting.

Article 18: The Board of Directors shall be attended by more than two-thirds of the directors, and with the consent of a majority of the attending directors, one person shall be elected as the Chairman of the Board, and another person may be elected as Vice Chairman of the Board in the same manner.

formal and in the law perspective.

Article 19: The Board of Directors shall be convened by the Chairman of the Board, except as otherwise provided by the Company Law, and shall be held at least once every three months. The resolution of the Board of Directors shall be passed by the affirmative vote of a majority of the attending directors, provided that the attendance of a majority of the directors is required, except as otherwise provided by the Company Law.

Directors shall personally attend the Board of Directors meetings. In case a director is unable to attend due to unavoidable circumstances, he or she may authorize another director to attend on his or her behalf, but the authorized director shall be limited to one person.

The Board of Directors may conduct meetings via video conference, and a director who attends the meeting via video conference shall be deemed to have participated in person.

Article 20: The Chairman of the Board is the President of the Board of Directors. When the Chairman of the Board is absent or unable to perform his duties due to reasons, his representative shall handle the matter in accordance with Article 208 of the Company Law.

Article 21: Deleted

Article 22: In accordance with Article 29 of the Company Act, the appointment, dismissal, and remuneration of the General Manager and several Deputy General Managers shall be handled by the corporation.

Article 23: The General Manager shall be responsible for the management of the company's business in accordance with the resolutions of the Board of

Directors.

Article 24: The remuneration of all directors, regardless of profit or loss, may be authorized by the Board of Directors at a level consistent with industry standards. For independent directors, reasonable remuneration may be set differently from that of ordinary directors, with authorization from the Board of Directors.

Chatper 5 Accounting

Article 25: The fiscal year of the company shall be from January 1 to December 31. An annual settlement shall be conducted at the end of each fiscal year.

Article 26: The company shall prepare the following documents in accordance with Article 228 of the Company Law and submit them to the regular shareholders' meeting for approval at the end of each fiscal year:

1. Business report
2. Financial statements
3. Proposal for profit distribution or deficit offset

Article 27: The company shall distribute employee compensation at a rate of 10% to 15% of the profits of the current fiscal year, and shall distribute director compensation at a rate not exceeding 3% of the profits of the current fiscal year. However, if the company has accumulated losses, they shall be compensated first.

<u>If the company has profits in a fiscal year, 7% to 12% of the profits shall be allocated for salary adjustments or remuneration distribution to grassroots employees based on the profit status of that year. However, if the company still has accumulated losses, the losses should be covered first.</u>

Employee compensation may be in the form of stocks or cash, and recipients of stocks or cash may include employees of controlling or subsidiary companies who meet certain conditions.

The profits of the current fiscal year referred to in the first paragraph mean the pre-tax profit for the current fiscal year before deducting employee and director compensation.

The distribution of employee and director compensation shall be approved by a resolution of the board of directors with the attendance of at least two-thirds of the directors and the agreement of a majority of the attending directors, and shall be reported to the shareholders' meeting.

Article 28: If there is a surplus in the annual settlement of this company, after paying taxes and donations in accordance with the law and making up for accumulated losses, 10% of the surplus shall be set aside as legal surplus reserves. However, if the legal surplus reserves have reached the actual paid-in capital of this company, no further provision shall be made. The remaining surplus shall be provisioned or converted into special surplus reserves in accordance with relevant laws and regulations. If there is still a balance, the board of directors shall prepare a surplus distribution proposal and submit it to the shareholders' meeting for approval of dividend distribution to shareholders.

The dividend distribution policy of this company shall take into account the current and future investment environment, capital needs, domestic and international competitive situation, and capital budgeting, and shall balance the interests of shareholders and the company's long-term financial planning. The dividend payable to shareholders shall be provisioned from the accumulated distributable surplus, of which no less than 50% of the distributable surplus for the current year shall be used, and the proportion of cash dividends shall not be less than 10% of the total dividends.

Article 28-1: The board of directors of the Company is authorized to distribute dividends or allocate the whole or a portion of legal or capital reserves in the form of cash by a resolution passed by at least two-thirds of the directors present at a meeting where a quorum is met and more than half of the attending directors vote in favor. Such resolution shall be reported to the shareholders' meeting and shall not be subject to the provisions related to shareholders' meeting resolutions under this article.

Chapter 6 Supplementary Provisions

Article 29: Separate organizational rules and operational procedures for the company will be established.

Article 30: Any matters not covered by these Articles of Incorporation shall be handled in accordance with the regulations stipulated by the Company Law.

Article 31: This Articles of Incorporation were established by the initiators' meeting and agreed upon by all initiators on February 23, 1995. It shall take effect from the date of approval and registration by the competent authority.
The Articles of Incorporation were first revised on September 2, 1995.
The Articles of Incorporation were second revised on May 20, 1996.
The Articles of Incorporation were third revised on May 26, 1997.
The Articles of Incorporation were fourth revised on June 6, 1998.
The Articles of Incorporation were fifth revised on May 26, 2000.
The Articles of Incorporation were sixth revised on August 8, 2000.
The Articles of Incorporation were seventh revised on May 29, 2001.
The Articles of Incorporation were eighth revised on May 10, 2002.
The Articles of Incorporation were ninth revised on June 1, 2004.
The Articles of Incorporation were tenth revised on June 29, 2006.
The Articles of Incorporation were eleventh revised on May 25, 2012.
The Articles of Incorporation were twelfth revised on May 31, 2013.
The Articles of Incorporation were thirteenth revised on June 6, 2014.
The Articles of Incorporation were fourteenth revised on May 27, 2016.
The Articles of Incorporation were fifteenth revised on May 31, 2018.
The Articles of Incorporation were sixteenth revised on May 31, 2019.
The Articles of Incorporation were seventeenth revised on May 26, 2022.
<u>The Articles of Incorporation were eighteenth revised on May 27, 2025.</u>

Appendix (II): Rules of Procedure for Shareholders' Meeting.

Z-COM,INC.
Rules of Procedure for Shareholders' Meeting

First Amendment: June 6, 1998
Second Amendment: May 26, 2000
Third Amendment: May 10, 2002
Fourth Amendment: June 29, 2006
Fifth Amendment: May 25, 2012
Sixth Amendment: May 29, 2015
Seventh Amendment: May 31, 2019
Eighth Amendment: May 29, 2020
Ninth Amendment: July 26, 2021
Tenth Amendment: May 24, 2023
Eleventh Amendment: May 24, 2024

1. Except as otherwise provided by law and regulation, the company's shareholders' meeting shall be conducted by these rules.

2. Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.
   This Corporation convenes a shareholders' meeting via video conference, unless otherwise stipulated by the standards for handling stock affairs of publicly traded companies, it should be specified in the articles of incorporation and resolved by the Board of Directors. Moreover, the video conference shareholders' meeting should be conducted with a resolution agreed upon by at least two-thirds of the directors present and a majority of the attending directors.
   Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.
   This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 21 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. If, however, this Corporation has the paid-in capital of NT$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders meeting.
   In addition,before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation and the professional shareholder services agent designated thereby.
   This Corporate shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

a) For physical shareholders meetings, to be distributed on-site at the meeting.
b) For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
c) For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

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

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an extraordinary motion.

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

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Corporation shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

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

3. For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.
   A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to this Corporation before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.
   After a proxy form has been delivered to this Corporation, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to this Corporation before two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.
   If, after a proxy form is delivered to this Corporation, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to this Corporation two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

4. The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
   The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

5. This Corporation shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.
   The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.
   Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.
   This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.
   This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors or supervisors, pre-printed ballots shall also be furnished.
   When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as

proxy, it may designate only one person to represent it in the meeting.

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with this Corporation two days before the meeting date.

In the event of a virtual shareholders meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

To convene a virtual shareholders meeting, this Corporation shall include the follow particulars in the shareholders meeting notice:

1）How shareholders attend the virtual meeting and exercise their rights.

2）Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

a) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

b) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.

c) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

d) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

3）To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.Except as provided by Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Share Affairs of Public Companies, the company shall at least provide shareholders with the necessary connection equipment and assistance. It should also specify the period during which shareholders can apply to the company and other related matters that require attention.

6. If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

   It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

7. This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.
The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
Where a shareholders meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.
The information and audio and video recording in the preceding paragraph shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.
In case of a virtual shareholders meeting, this Corporation is advised to audio and video record the back-end operation interface of the virtual meeting platform.

8. Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.
The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.
However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, this Corporation shall also declare the meeting adjourned at the virtual meeting platform.
If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders meeting shall be convened within one month. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to this Corporation in accordance with Article 6.
When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by

the shareholders meeting pursuant to Article 174 of the Company Act.

9. If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.
The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.
The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.
The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.
A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.
Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
When a juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions

for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

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

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

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

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

    When this Corporation holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that this Corporation avoid the submission of extraordinary motions and amendments to original proposals.

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

    After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

    Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

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

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When this Corporation convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders meeting in person, they shall revoke their registration two days before the shareholders meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

13. The election of directors or supervisors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.

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

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

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

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

Where a virtual shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, this Corporation shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online

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

    During this Corporation's virtual shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

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

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

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

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

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

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

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.
A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

18. In the event of a virtual shareholders meeting, this Corporation shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

19. When this Corporation convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

20. In the event of a virtual shareholders meeting, this Corporation may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues.
In the event of a virtual shareholders meeting, when declaring the meeting open, the chair shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.
For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders meeting online shall not attend the postponed or resumed session.
For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.
During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.
When this Corporation convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.
Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted

towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the second paragraph, this Corporation shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

21. When convening a virtual-only shareholders meeting, this Corporation shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online. Except as provided by Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Share Affairs of Public Companies, the company shall at least provide shareholders with the necessary connection equipment and assistance. It should also specify the period during which shareholders can apply to the company and other related matters that require attention.

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

Appendix (III): Regulations Governing the Acquisition and Disposal of Assets

Z-COM,INC.
Regulations Governing the Acquisition and Disposal of Assets

Article 1 These Regulations are adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act ("the Act").

Article 2 The companies shall handle the acquisition or disposal of assets in compliance with these Regulations; provided, where financial laws or regulations provide otherwise, such provisions shall govern.

Article 3 The term "assets" as used in these Regulations includes the following:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Derivatives.
7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
8. Other major assets.

Article 4 Terms used in these Regulations are defined as follows:

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5 Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the companies with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:

1. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional

appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Article 6 These Procedures shall be implemented after approval by the Audit Committee and the Board of Directors, and upon ratification by the Shareholders' Meeting. The same shall apply to any amendments. If any director expresses dissent and such dissent is recorded or accompanied by a written statement, the Company shall deliver the relevant dissenting materials to all members of the Audit Committee.

When the Company submits these Procedures to the Board of Directors for discussion in accordance with the preceding paragraph, it shall give full consideration to the opinions of the independent directors. If any independent director has an objection or reservation, such opinion shall be recorded in the minutes of the Board of Directors meeting.

The establishment or amendment of these Procedures shall be approved by more than one-half of all members of the Audit Committee and further resolved by the Board of Directors.

If approval of one-half or more of all audit committee members as required in the preceding paragraph is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting.

The terms "all audit committee members" in paragraph 3 and "all directors" in the preceding paragraph shall be counted as the actual number of persons currently holding those positions.

Article 7 The Company's procedures for asset acquisition and related operations are as follows, and shall be carried out in accordance with the prescribed procedures:

1. For the acquisition of assets, the responsible unit shall submit the reasons for acquisition, the subject matter, the counterparty, the transfer price, payment terms, the

basis for price reference, and matters required to be disclosed under these Procedures to the internal authority for approval, and shall handle the transaction in accordance with the relevant provisions of the Company's internal control system and these Procedures.

2. With respect to the evaluation of asset acquisitions, for real estate, equipment, or right-of-use assets, the user unit or management unit shall complete an application form or project proposal, which shall be evaluated and approved by the internal authority before implementation. For other assets not belonging to real estate, equipment, or right-of-use assets, the executing unit shall conduct the evaluation before implementation.
3. The transfer of rights shall be completed immediately upon the acquisition of each asset.
4. After the acquisition of assets, registration, management, and utilization shall be carried out in accordance with the relevant provisions of the Company's asset management system.

Article 7-1 The Company's procedures for asset disposal and related operations are as follows, and shall be carried out in accordance with the prescribed procedures:

1. For the disposal of assets, the responsible unit shall submit the reasons for disposal, the subject matter, the counterparty, the transfer price, payment terms, the basis for price reference, and matters required to be disclosed under these Procedures to the internal authority for approval, and shall handle the transaction in accordance with the relevant provisions of the Company's internal control system and these Procedures.
2. With respect to the evaluation of asset disposals, for real estate, equipment, or right-of-use assets, the user unit or management unit shall complete an application form or project proposal, which shall be evaluated and approved by the internal authority before implementation. For other assets not belonging to real estate, equipment, or right-of-use assets, the executing unit shall conduct the evaluation before implementation.

Article 7-2 For the acquisition or disposal of assets by the Company, except for real estate, equipment, or right-of-use assets, if the transaction value exceeds NT$30 million, prior approval of the Board of Directors shall be obtained. For assets classified as real estate, equipment, or right-of-use assets, if the transaction value exceeds NT$50 million, prior approval of the Board of Directors shall likewise be obtained.

Article 7-3 The methods for determining the price and reference basis for the Company's acquisition or disposal of assets shall be handled in accordance with the following circumstances:

1. For the acquisition or disposal of marketable securities traded on centralized exchanges or at the business premises of securities firms, the price shall be determined based on the prevailing equity or bond prices at the time of the transaction.
2. For the acquisition or disposal of marketable securities not traded on centralized exchanges or at the business premises of securities firms, the transaction price shall be determined by taking into consideration factors such as net worth per share, profitability, future development potential, market interest rates, bond coupon rates, the creditworthiness of the debtor, and the negotiated transaction price at the time.

3. For the acquisition or disposal of other assets as described in the preceding two subparagraphs, the transaction shall be conducted by means of price comparison, negotiation, or tender, and the transaction price shall be determined with reference to publicly announced current values, appraised values, and actual transaction prices of neighboring real estate and right-of-use assets. If the transaction meets the criteria for public disclosure and reporting under these Procedures, the valuation report of a professional appraiser shall also be taken into account.

Article 7-4 Executing Units and Approval Procedures:

1. The executing unit for the Company’s short-term and long-term investments in marketable securities shall be the Finance and Accounting Department. Accordingly, the purchase or sale of such investments must be supported by an evaluation report prepared by financial personnel and approved by the President or the Chairman before implementation. For each transaction with an amount of NT$30 million or more, approval of the Board of Directors shall be obtained before implementation. However, the Board of Directors may authorize the Chairman to approve transactions up to NT$50 million, subject to ratification at the next Board meeting.
2. For the acquisition or disposal of real estate, equipment, and right-of-use assets, the user unit and relevant responsible units shall, based on actual needs or a project proposal submitted by the original user unit, jointly review the matter. After inquiries, price comparisons, and negotiations, transactions with an amount of NT$1 million or more shall be approved by the President; transactions exceeding NT$30 million shall be approved by the Chairman; and transactions exceeding NT$50 million shall be submitted to the Board of Directors for resolution.
3. For other assets not classified as investments in marketable securities, real estate, equipment, or right-of-use assets, the relevant units shall conduct evaluations. Transactions with an amount of NT$1 million or more shall be approved by the President; transactions exceeding NT$30 million shall be approved by the Chairman; and transactions exceeding NT$50 million shall be submitted to the Board of Directors for resolution."

Article 7-5 In addition to acquiring assets for business use, the Company and its subsidiaries may also invest in and purchase non-business-use real estate and right-of-use assets or marketable securities, subject to the following limits:

1. The Company’s investment limits are as follows:
   (1) The total amount of non-business-use real estate and right-of-use assets purchased shall not exceed 20% of the Company’s net worth.
   (2) The total amount of marketable securities purchased shall not exceed 100% of the Company’s net worth.
   (3) Investment in any individual marketable security shall not exceed 50% of the Company’s net worth.
2. The subsidiaries’ investment limits are as follows:
   (1) The total amount of non-business-use real estate and right-of-use assets purchased

shall not exceed 20% of the parent company's net worth.

(2) The total amount of marketable securities purchased shall not exceed 50% of the parent company's net worth.

(3) Investment in any individual marketable security shall not exceed 30% of the parent company's net worth.

Article 7-6

1. The Company shall not waive its future capital increases in Z-WIRELESS INTERNATIONAL, LTD. and Z-WIRELESS HONG KONG LIMITED; Z-WIRELESS INTERNATIONAL, LTD. shall not waive its future capital increases in Nanjing Z-Wireless Technology Co., Ltd.; and Nanjing Z-Wireless Technology Co., Ltd. shall not waive its future capital increases in Nanjing Zwaveasia Technology Co., Ltd..
2. In the future, if the Company, due to strategic alliance considerations or with the approval of the Taipei Exchange (TPEx), must waive capital increases in the aforementioned companies or dispose of their shares, such action shall be approved by a special resolution of the Company's Board of Directors. Furthermore, any subsequent amendments to these Procedures shall be disclosed as material information on the Market Observation Post System (MOPS) and reported to the Taipei Exchange (TPEx) for record."

Article 7-7 Procedures for the Company's Control over Subsidiaries' Acquisition or Disposal of Assets:

Each subsidiary shall establish and implement its own Procedures for Acquisition or Disposal of Assets in accordance with the relevant provisions of the Regulations Governing the Acquisition or Disposal of Assets by Public Companies. For subsidiaries that are not public companies, such procedures shall be adopted by resolution of the subsidiary's Board of Directors, and the same shall apply to any amendments. For subsidiaries that are public companies, the establishment and amendment of such procedures shall be handled in accordance with the Regulations Governing the Acquisition or Disposal of Assets by Public Companies.

Article 8 The company's acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each audit committee member.

The Company, in accordance with the preceding paragraph, when a transaction involving the acquisition or disposal of assets is submitted for discussion by the board of directors pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

The Company, any transaction involving major assets or derivatives shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 4 and 5.

Article 9 In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
   (1). The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
   (2). The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 10 The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).

Article 11 Where the company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

Article 12 The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 31, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 13 Where the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 14 When the company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 12 herein.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 15 When the company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 16 and Article 17.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of

signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.

6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

With respect to the types of transactions listed below, when to be conducted between the company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the company's board of directors may pursuant to Article 7, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Where an audit committee has been established in accordance with the provisions of the Act, the matters for which paragraph 1 requires recognition by the supervisors shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution, and shall be subject to mutatis mutandis application of Article 6, paragraphs 4 and 5.

If the company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the company s total assets, the public company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.

The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 31, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders meeting or board of directors and recognized by the supervisors need not be counted toward the transaction amount.

Article 16 The company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:

1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.

The company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.

Where the company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:

1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 17 When the results of the company's appraisal conducted in accordance with paragraph 1 and paragraph 2 of the preceding Article are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 18. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

(1). Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.

(2). Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.

2. Where a public company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding p aragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.

Article 18 Where the company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding two articles are uniformly lower than the transaction price, the following steps shall be taken:

1. A special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where a public company uses the equity method to account for its investment in another company, then the special reserve called for under Article 41, paragraph of the Act shall be set aside pro rata in a proportion consistent with the share of the company's equity stake in the other company.
2. The independent director members of the Audit Committee shall act in accordance with Article 218 of the Company Act.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The company that has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or the leasing contract has been terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

When the company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arms length transaction.

Article 19 Procedures for the Company’s Acquisition or Disposal of Derivatives

1. Trading principles and strategies:

(1) Types of Transactions

a) The Company’s derivative financial instruments refer to contracts whose value is derived from assets, interest rates, exchange rates, indices, or other interests (such as forward contracts, options, futures, interest rate or exchange rate swaps, and composite contracts formed from the foregoing).

b) Matters relating to bond margin transactions shall be handled in accordance with the relevant provisions of these Procedures. Bond transactions with repurchase conditions shall not be subject to these Procedures.

(2) Operating (Hedging) Strategies The Company’s transactions in derivative financial instruments shall be conducted for hedging purposes. The selection of instruments shall primarily aim to mitigate risks arising from the Company’s business operations. Transactions for other specific purposes may only be undertaken after careful evaluation and approval by the Board of Directors.

(3) Division of Responsibilities

a) Finance and Accounting Department

a-1) Trading Personnel

a-1-1) Responsible for formulating the Company’s overall trading strategies for financial instruments.

a-1-2) Trading personnel shall, in accordance with Paragraph 4 of this Article, regularly calculate positions, collect market information, conduct trend analysis and risk assessment, and formulate operating strategies. Such strategies shall be approved by the authorized decision-maker before implementation.

a-1-3) Execute transactions in accordance with delegated authority and established strategies.

a-1-4) In the event of significant changes in financial markets or when trading personnel determine that existing strategies are no longer applicable, an evaluation report shall be submitted promptly, and new strategies shall be formulated and approved by the President before implementation.

a-2) Confirmation Personnel

a-2-1) Responsible for transaction confirmation.

a-2-2) Review whether transactions are conducted in accordance with delegated authority and established strategies.

a-2-3) Conduct monthly valuations and submit valuation reports to the President.

a-2-4) Handle accounting entries.

a-2-5) File reports and make public disclosures in accordance with the requirements of the Financial Supervisory Commission (FSC).

a-3) Settlement Personnel Responsible for executing settlement tasks.

a-4) Approval Authority for Derivatives Transactions

a-4-1) Approval authority for hedging transactions:

Decision-maker	Daily trading permissions	Single transaction amount
Accounting supervisor	US$500,000	US$200,000
President	US$3,000,000	US$1,000,000

Transactions must be approved by the authorized decision-maker before execution. If positions arise in other currencies, they shall be subject to equivalent limits as set forth above.

a-4-2) Transactions for other specific purposes may only be undertaken after approval by the Board of Directors.

(4) Ongoing Evaluation

a) Hedging Transactions

a-1) The operation of hedging transactions shall be based on hedging strategies, with performance evaluation grounded on the overall gains and losses of the hedged items and the hedging transactions.

a-2) To fully capture and reflect the valuation risks of transactions, the Company shall adopt a monthly valuation method to assess gains and losses.

a-3) The Finance and Accounting Department shall provide foreign exchange position valuations, market trends, and analyses to the President for management reference and guidance.

b) Transactions for Specific Purposes

Performance evaluation shall be based on the actual gains and losses generated. Financial personnel shall regularly prepare position reports to provide management with reference information.

(5) Determination of Contract Amounts and Loss Limits

a) Contract Amounts

a-1) Hedging Transactions

The Finance and Accounting Department shall monitor the Company's overall positions to mitigate trading risks. The total contract amount shall not exceed the higher of the previous year's or the current year's net import/export budget.

a-2) Transactions for Specific Purposes

Based on forecasts of market changes, the Finance and Accounting Department may formulate strategies and submit them for approval by the President and the Chairman. Transactions for specific purposes must be approved by the Board of Directors and conducted in accordance with policy directives. The total contract amount for transactions for specific purposes shall be limited to USD 10 million.

b) Loss Limits

b-1) For hedging transactions, the maximum loss limit for any individual contract shall be USD 300,000, and the aggregate loss limit for all contracts shall be USD 1,500,000.

b-2) For transactions for specific purposes, once a position is established, a stop-loss point shall be set to prevent excessive losses. The stop-loss point shall not exceed 10% of the transaction contract amount. If losses exceed 10% of the transaction amount, the matter must be immediately reported to the President and further reported to the Board of Directors for discussion of necessary countermeasures. The Company's maximum annual loss limit for transactions for specific purposes shall be USD 300,000.

2. Regular evaluation methods and the handling of irregular circumstances.

(1) The Board of Directors shall authorize senior management personnel to periodically supervise and evaluate whether derivative transactions are conducted in accordance with the Company's established procedures, and whether the risks undertaken remain within the permissible scope. If any abnormal situation arises in the market valuation report (such as positions exceeding the loss limit), it shall be immediately reported to the Board of Directors, and appropriate countermeasures shall be adopted.

(2) Positions held in derivative transactions shall be evaluated at least once a week. However, for hedging transactions conducted for business purposes, evaluations shall be performed at least twice a month. The evaluation reports shall be submitted to the senior management personnel authorized by the Board of Directors

Article 20 The Company, when engaging in derivative transactions, shall adopt the following risk management measures:

1. Scope of Risk Management:

(1) Credit Risk Management:

a) Counterparties: Primarily well-known domestic and foreign financial institutions, and in principle, financial institutions with which the Company has business dealings.

b) Products: Limited to those provided by the counterparties specified in item 1 above.

(2) Market Price Risk Management:

Transactions shall be conducted mainly in publicly quoted markets provided by banks; the futures market is not currently considered.

(3) Liquidity Risk Management:

To ensure market liquidity, financial products selected shall be those with high liquidity (i.e., readily offset table in the market). Entrusted financial institutions must have sufficient information and the ability to trade in any market at any time.

(4) Cash Flow Risk Management:

Derivative transactions shall take into account the expected cash flows generated during the transaction period and ensure that operating funds are sufficient to meet settlement requirements.

(5) Operational Risk Management:

Transactions shall strictly follow the Company’s authorized limits, operating procedures, and be subject to internal audit to avoid operational risks.

(6) Product Risk Management:

Trading personnel shall possess complete and accurate professional knowledge of financial products, and banks shall be required to fully disclose risks to avoid misuse of financial products.

(7) Legal Risk Management:

Documents signed between the Company and financial institutions shall be reviewed by foreign exchange and legal specialists or legal counsel before formal execution to avoid legal risks.

2. Personnel engaged in derivative transactions, as well as those responsible for confirmation and settlement, shall not concurrently hold one another’s positions.
3. Personnel responsible for risk measurement, supervision, and control shall belong to different departments from those mentioned above, and shall report to the Board of Directors or to senior management personnel who are not responsible for trading or position decisions.
4. Positions held in derivative transactions shall be evaluated at least once a week. However, for hedging transactions conducted for business purposes, evaluations shall be performed at least twice a month. The evaluation reports shall be submitted to the senior management personnel authorized by the Board of Directors.

Article 21 Where the company engaging in derivatives trading, its board of directors shall faithfully supervise and manage such trading in accordance with the following principles:

1. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.
2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.

Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:

1. Periodically evaluate the risk management measures currently employed are appropriate

and are faithfully conducted in accordance with these Regulations and the procedures for engaging in derivatives trading formulated by the company.

2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where the company has independent directors, an independent director shall be present at the meeting and express an opinion.

The company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivates trading in accordance with its Procedures for Engaging in Derivatives Trading.

Article 22 The company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated under subparagraph 4 of Article 20 and subparagraph 2 of paragraph 1, and subparagraph 1 of paragraph 2, of the preceding article shall be recorded in detail in the log book.

The company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, all audit committee members shall be notified in writing.

Article 23 The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by a public company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100 percent of the respective subsidiaries issued shares or authorized capital.

Article 24 The company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 25 The company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

The company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 26 Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 27 The companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

Article 28 The contract for participation by the company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

Article 29 After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.

Article 30 Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Article 25, Article 26, and the preceding article.

Article 31 Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
   (1) For the company with paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more.
   (2) For the companies with paid-in capital of NT$10 billion or more, when the transaction amount reaches NT$1 billion or more.
5. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.
6. Where an asset transaction other than any of those referred to in the preceding five subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances:
   (1) Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
   (2) Where done by professional investors X securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or

subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.

(3) Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When the company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

The company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

Article 32 Where any of the following circumstances occurs with respect to a transaction that the company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Article 33 Matters not covered by these Procedures shall be handled in accordance with relevant laws and regulations as well as the Company's internal rules.

Employees of the Company who violate the provisions of these Procedures shall be subject to evaluation and disciplinary action in accordance with the Company's personnel regulations and related rules, depending on the severity of the circumstances.

Article 34 For subsidiaries of the Company that are not domestic public companies, if the acquisition or disposal of assets meets the circumstances requiring public announcement and reporting under Articles 31 and 32, such announcement and reporting shall be made by the Company.

For subsidiaries as referred to in the preceding paragraph, the standards for public announcement and reporting under Article 31, Paragraph 1, relating to paid-in capital or total assets, shall be based on the paid-in capital or total assets of the Company.

Article 35 The provisions of these Procedures relating to 10 percent of total assets shall be calculated based on the total assets stated in the most recent individual or separate financial reports prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. For companies whose shares have no par value or a par value other than NT$10 per share, the transaction amount provisions under these Procedures relating to 20 percent of paid-in capital shall be calculated as 10 percent of equity attributable to owners of the parent. The provisions under these Regulations relating to transactions where paid-in capital reaches NT$10 billion shall be calculated as NT$20 billion of equity attributable to owners of the parent.

Article 36 These Procedures were established on May 26, 2000, and subsequently amended as follows:

First amendment on March 20, 2003;
Second amendment on June 21, 2005;
Third amendment on June 27, 2008;
Fourth amendment on May 25, 2012;
Fifth amendment on May 31, 2013;
Sixth amendment on June 6, 2014;
Seventh amendment on May 29, 2015;
Eighth amendment on May 27, 2016;
Ninth amendment on June 9, 2017;
Tenth amendment on May 31, 2018;
Eleventh amendment on May 31, 2019;
Twelfth amendment on May 26, 2022.

Appendix (IV): Total Shares Held and Minimum Shares Required to be Held by Directors and Independent Directors

(I) The total number of shares issued by the Corporation is 71,701,000 shares. According to Article 26 of the Securities and Exchange Act and the Regulations Governing Shareholdings of Directors and Supervisors of Public Companies, the minimum number of shares that all directors of the Corporation should hold is 7,170,100 shares (10%). As the Corporation has appointed three independent directors, the percentage of shareholding required by all directors (excluding independent directors) is reduced to 80%, so the minimum number of shares required to be held by all directors (excluding independent directors) is 5,736,080 shares.

(II) As the Corporation has established an audit committee, the Regulations Governing Shareholdings of Supervisors do not apply.

Record Date for Share Transfer: March 22, 2026.

Title	Name	Numbers of share helds	Percentage of share helds
Chairman	Fan En Technology Co., Ltd. Legal Representative Director John S. Shieh	3,889,909	5.43%
Director	SU, YUAN LIANG	0	0%
Director	CHEN, YU AN	894,935	1.25%
Director	WU CHIA-FANG	970,027	1.35%
Independent Director	CHOU, YIH-HENG	0	0%
Independent Director	CHENG, SHENG CHING	0	0%
Independent Director	CHAI, HUAN HUI	0	0%
Total Number of Shares Held by All Directors		5,754,871	8.03%
Minimum Number of Shares Each Director Should Hold		5,736,080	8.00%

Appendix (V): Acceptance of Shareholder Proposals at the Annual Shareholders' Meeting

(I) Pursuant to Article 172-1 of the Company Law, shareholders holding more than one percent of the total issued shares may submit a written proposal to the corporation for consideration at the annual shareholders' meeting. Each proposal is limited to one item and shall not exceed 300 words (including words and punctuation). Any proposal exceeding this limit shall not be included in the agenda. The proposing shareholder shall attend the meeting in person or authorize another person to attend and participate in the discussion of the proposal.

(II) For the 2026 annual shareholders' meeting, the acceptance period for shareholder proposals was from March 20, 2026 to March 30, 2026, and was duly announced on the Public Information Observation System in accordance with the law.

(III) During the aforementioned acceptance period, the corporation did not receive any shareholder proposals.