

**ASIA OPTICAL CO., INC.**  
**2025 ANNUAL GENERAL SHAREHOLDERS' MEETING MINUTES**

Type of Meeting: Physical Meeting

Time and Date: 09:00 a.m., May 29 (Thursday), 2025

Place: 3F., No. 1, Jianguo Road, Tanzi Dist., Taichung City, Tanzi Technology Industrial Park (TTIP)

Present shareholders and directors:

Total actual issued and outstanding shares of the Company are 279,243,901 shares.  
Total shares represented by the attending shareholders and by proxy are 195,758,165 shares, including 59,651,308 shares which presented via electronic voting system. The percentage of shares held by shareholders presented in person or by proxy is 70.10%, which constituted a quorum.

There are 7 directors who presented annual shareholders' meeting exceed half of total 7 seats of directors, including I-Jen Lai (Chairman of Board of Directors), Tai-Lang Lin (Director), Shu-Ping Wu (Director), Yu-Liang Lin (Director), Hui-Ming Lu (Independent Director and Convener of the Audit Committee), Teng-Ko Chung (Independent Director), and Chyan-Long Jan (Independent Director and Convener of the Remuneration Committee).

Attendees: Shu-Ching Chiang, CPA of Deloitte & Touche  
Ying-Yi Lee, Attorney at Chen & Lin Attorneys-at-Law

Chairman: I-Jen Lai, Chairman of the Board of Directors

Minutes Taker: Ching-Wen Tseng

Call the meeting to order

Statement by the Chairman: Omitted

**I. Reporting Items**

**【1】 Presenting the 2024 Business Report**

(Proposed by the Board of Directors)

Explanation: Please refer to Attachment I.

**【2】 Presenting the 2024 Audit Committee's Review Report**

(Proposed by the Board of Directors)

Explanation: Please refer to Attachment II.

**【3】 Presenting the 2024 Employees' Compensation and Remuneration to Directors**

(Proposed by the Board of Directors)

Explanation:

- (1) The 2024 Employees' Compensation and Remuneration to Directors has been approved by the Company's Remuneration Committee and Board of Directors.

- (2) The compensation for employees and the remuneration to directors of 2024 is distributed in accordance with the Company's Articles of Incorporation. The amounts above is NT\$310,500,000, NT\$40,000,000, respectively, and shall be distributed in cash. The compensation is distributed to the employees of the Company and of its subsidiaries.

#### **【4】 To Report 2024 Earnings Distribution by Way of Cash Dividends**

(Proposed by the Board of Directors)

Explanation:

- (1) The item has been authorized by the Board of Directors that distributable dividends and bonuses in whole or in part may be paid in cash after resolution has been adopted by the Board, in accordance with Article 27-1 of the Articles of Incorporation of the Company, and reported to general shareholders' meeting.
- (2) The Company distributed NT\$1,116,975,604 from earnings available for distribution as of 2024, and all the distributed amount will be paid by way of cash dividends of NT\$4 per share.
- (3) Cash dividends will be distributed in integer of NTD (round down to integer of NTD). The Company's Chairman will be fully authorized to appoint certain one to handle all the total fraction shares.
- (4) The Company's Chairman shall be fully authorized to set the Ex-dividend Record Date, Payment Date of Cash dividend distribution, and other related matters.
- (5) If there are any changes to Company's share capital and the numbers of outstanding shares to cause the ratio of cash distribution to shareholders before the Ex-dividend Record Date and Payment Date of cash distribution, the Company's Chairman will be authorized to make adjustments.

#### **【5】 Other Reports**

**Proposals and nominations from shareholders with or over 1% shareholdings in written form submitted to the 2025 Annual General Shareholders' Meeting.**

Explanation:

By end of March 31, 2025, there were no proposals or nominations submitted from shareholders with or over 1% shareholdings to the 2025 Annual General Shareholders' Meeting in accordance with the Article 172-1 of the Company Act.

## **II. Recognition Items**

#### **【Proposal 1】 Adoption of 2024 Business Report and Financial Statements**

(Proposed by the Board of Directors)

Explanation:

- (1) The Parent Only Financial Statements and Consolidated Financial Statements prepared and delivered by the Board of Directors have been audited by Deloitte & Touche Taiwan. The Financial Statements and the 2024 Business Report have been approved by the Audit Committee and the Board of Directors. Shareholders' recognition is respectfully requested.
- (2) Please refer to Attachment I, Attachment III and Attachment IV.

Resolutions: The total voting rights of the presenting shareholders are **195,758,165** shares.

Voting Results*	Voting Percentage of the voting rights of the presenting shareholders (%)
Votes in favor : <b>179,439,085</b> votes ( <b>43,351,228</b> votes)	<b>91.66%</b>
Votes against: <b>10,368</b> votes ( <b>10,368</b> votes)	<b>0.00%</b>
Votes invalid: <b>0</b> votes	<b>0.00%</b>
Votes abstained: <b>16,308,712</b> votes ( <b>16,289,712</b> votes)	<b>8.33%</b>

\*including votes casted electronically (numbers in brackets)

This proposal is passed as submitted according to the resolution reached by voting and no queries raised by any of the shareholders.

### 【Proposal 2】 Adoption of 2024 Earnings Distribution

(Proposed by the Board of Directors)

Explanation:

- (1) The Company's 2024 Earnings Distribution has been approved by the Audit Committee and the Board of Directors. Shareholders' recognition is respectfully requested.
- (2) Please refer to Attachment V for more information.

Resolutions: The total voting rights of the presenting shareholders are **195,758,165** shares.

Voting Results*	Voting Percentage of the voting rights of the presenting shareholders (%)
Voting in favor: <b>180,149,525</b> votes ( <b>44,061,668</b> votes)	<b>92.02%</b>
Voting against: <b>14,437</b> votes ( <b>14,437</b> votes)	<b>0.00%</b>
Votes invalid: <b>0</b> votes	<b>0.00%</b>
Votes abstained: <b>15,594,203</b> votes ( <b>15,575,203</b> votes)	<b>7.96%</b>

\*including votes casted electronically (numbers in brackets)

This proposal is passed as submitted according to the resolution reached by voting and no queries raised by any of the shareholders.

## III. Discussion Items

### 【Proposal 1】 Amendment to partial regulations of Articles of Incorporation

(Proposed by the Board of Directors)

Explanation:

- (1) In accordance with the Article 14, Securities and Exchange Act and in response to the amendments to Taiwan Stock Exchange Corporation Operation Directors for Compliance with the Establishment of Board of Directors by TWSE Listed Companies

and the Board's Exercise of Powers, the Company amended the related regulations of Article of Incorporation.

- (2) Please refer to Attachment VI for Comparison Table of Amended Articles in the Articles of Incorporation.

Resolutions: The total voting rights of the presenting shareholders are **195,758,165** shares.

Voting Results*	Voting Percentage of the voting rights of the presenting shareholders (%)
Voting in favor: <b>180,146,899</b> votes ( <b>44,059,042</b> votes)	<b>92.02%</b>
Voting against: <b>11,393</b> votes ( <b>11,393</b> votes)	<b>0.00%</b>
Votes invalid: <b>0</b> votes	<b>0.00%</b>
Votes abstained: <b>15,599,873</b> votes ( <b>15,580,873</b> votes)	<b>7.96%</b>

\*including votes casted electronically (numbers in brackets)

This proposal is passed as submitted according to the resolution reached by voting and no queries raised by any of the shareholders.

#### IV. Directors Election

**Subject: To Elect the 16th Term of Board of Directors (Voting by Poll)**

(Proposed by the Board of Directors)

Explanation:

- (1) Upon the expiry of the 15th Directors' terms of office will be ended on June 13th, 2025, the Board of Directors resolved that the 16th term of Board of Directors will be elected at this Annual General Shareholders' Meeting.
- (2) In accordance with Article 15 of the Company's Article of Incorporation, the terms of 16th directors of 7 people (including 3 independent directors) to be elected shall be three years, from May 29th, 2025 to May 28th, 2028. The newly elected directors shall take office upon the completion of the election and the original directors shall be discharged from the office simultaneously. Please refer to Appendix III for the Rules of Procedures for Election of Directors.
- (3) The candidate list of directors and independent directors has reviewed and approved by the Company's Board of Directors on March 4th, 2025. Please refer to Attachment VII.

Election result:

The 16th Directors Elected List:

Title	Shareholder Account No./ ID No.	Name	Votes Received
Director	209744	Legal Representative of Tsih-Mei Industrial	367,782,998

		Co., Ltd. : I-Jen Lai	
Director	20	Shu-Ping Wu	269,493,751
Director	579	Tai-Laiang Lin	268,524,594
Director	15	Yu-Liang Lin	200,969,838
Independent Director	H1212*****	Chyan-Long Jan	48,702,463
Independent Director	L1010*****	Ching-Chang Liang	47,934,930
Independent Director	K1205*****	Yuan-Shua Lii	47,939,651

This proposal is passed as submitted according to the resolution reached by voting and no queries raised by any of the shareholders.

## V. Other Prosals

### Subject: The release of non-competition restriction on the 16th term newly elected directors (Voting by Poll)

(Proposed by the Board of Directors)

Explanation:

- (1) According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is with the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
- (2) In order to coping with the corporate diversified development, on condition that such acts and duties do not damage the Company's interests, it is proposed that non-competition restriction for acts and duties undertaken by the newly elected directors shall be lifted in accordance with Article 209 of the Company Act.
- (3) Details are as shown in the table below.

Type	Name	Other Position and Name of Competing Companies
Director	Legal Representative of Tsih-Mei Industrial Co., Ltd.: I-Jen Lai	1. Chairman of Taiwan Top Optical Co., Ltd./ Asia Tech Image Inc./ Asia Tech Image (Samoa)/ Asia Tech Image (Shenzhen)/ AOE Optronics Co., Inc./ AOE International (Cayman) Limited/ AOE Optronics (Shenzhen)/ Dongguan Tailien Optical Co., Ltd. 2. Chief Executive Officer, Asia Tech Image Inc.
Director	Shu-Ping Wu	1. Director of Asia Tech Image Inc./ Asia Tech Image Inc. (Shenzhen) 2. Corporate Director of Taiwan Top Optical Co., Ltd./ AOE Optronics Co., Inc. 3. General Manager, Asia Tech Image Inc.
Director	Tai-Lang Lin	Corporate Director of AOE Optronics Co., Inc.

Director	Yu-Liang Lin	Independent Director of Edimax Technology Co., Ltd.
Independent Director	Chin-Chang Liang	1. Chairman of TONTA ELECTRO OPTICAL CO., LTD. 2. Independent Director of UNIQUE OPTO-ELECTRONICS, LTD.

Resolutions: The total voting rights of the presenting shareholders are **195,758,165** shares.

Voting Results*	Voting Percentage of the voting rights of the presenting shareholders (%)
Voting in favor: <b>179,753,467</b> votes ( <b>43,665,610</b> votes)	<b>91.82%</b>
Voting against: <b>149,402</b> votes ( <b>149,402</b> votes)	<b>0.07%</b>
Votes invalid: <b>0</b> votes	<b>0.00%</b>
Votes abstained: <b>15,855,296</b> votes ( <b>15,836,296</b> votes)	<b>8.09%</b>

\*including votes casted electronically (numbers in brackets)

This proposal is passed as submitted according to the resolution reached by voting and no queries raised by any of the shareholders.

**VI. Extemporary Motions:** None

**VII. Meeting Adjourned (A.M.09:31)**

There were no queries raised by any of the shareholders during this annual general shareholders' meeting.

Chairman: I-Jen Lai

Minutes Taker: Ching-Wen Tseng

## 【Attachment I】

### 2024 Business Report

#### (1) Implementation Results of Business Plan

The consolidated revenue of Asia Optical Co., Inc. (hereinafter as “**AOCI**”) in 2024 achieved about NTD 23.047 billion, and Consolidated Net Income attributable to owners of the Company is amounted to NTD 1.616 billion. EPS was NTD 5.79.

Looking ahead, AOCI has built a collaborative relationship between world-famous companies to scale up the markets of automotive lenses and high-end mobile lenses for smart phones, and also ventured into the field of Meta Lens, focusing on single-wavelength infrared (IR light) applications for facial recognition and AR waveguides. In addition, AOCI has worked together with well know company to collaborate on various initiatives, involving innovative Meta Lens products. By accelerating the pace of constructing new manufacturing plants in Philippines, AOCI actively expands current facility to build up the best and finest production base for satisfying various customers, and as well as sets up a solid foundation for future long-term developments and growth momentum, completely presenting its high levels of competitiveness.

Furthermore, AOCI proactively strengthens its corporate governance, continuously devotes efforts and makes commitments to ESG management to move forward for sustainable development.

#### (2) Budget Execution Situation

Not applicable. AOCI did not disclose any financial forecast in 2024.

#### (3) Cash Receipts and Expenditures, and Profitability Analysis

##### 1. Statement of Cash Receipts and Expenditures

In 2024, the beginning cash balance of AOCI was NTD 9,746,889 thousand. Cash inflows from operating activities this year was NTD 3,826,725 thousand. Total source of capital was NTD 13,573,614 thousand, which is enough to cope with the capital demand from investing and financing activities in 2024. The ending cash balance remained NTD 13,141,780 thousand.

##### 2. Profitability Analysis

Unit : %

Analysis Indicators	2023	2024
ROA(%)	5.26	8.69
ROE(%)	7.37	12.63

Ratio of Paid-In Capital(%)	Profit From Operation	32.72	63.11
	Profit Before Income Tax	47.26	89.02
Net Profit Margin(%)		6.10	8.80
EPS(Note.)		2.78(NTD)	5.79(NTD)

Note. If shares are distributed in connection with a capital increase out of earnings or capital reserve, further disclose information on market prices and cash dividends retroactively adjusted based on the number of shares after distribution.

#### (4) Research and Development Status

##### 1. Percentage of Research and Development Expenditure in Net Sales in Recent 2 Years

Unit : NTD thousands

Year	2023	2024
Net Sales	17,830,192	23,047,473
R&D Expenditure	819,860	899,238
Percentage of Net Sales	4.60%	3.90%

##### 2. Research & Development Results in Recent 2 Years

###### (1) 2023:

- A. Collaboration and strategic investment in Myrias Optics, Inc. to develop Metalens technology
- B. Continuous development of AMR (Autonomous Mobile Robot) lenses
- C. Continuous development of 3D LiDAR Projects for automotive
- D. Initial trial production of digital laser range finder (D-LRF) modules
- E. Continuous development of intelligence laser range finder modules
- F. Continuous development of automotive lens modules
- G. Continuous development of AR (Augmented Reality) and VR (Virtual Reality) lens modules
- H. Continuous development of Autonomous Mobile Robot (AMR) and Automated Guided Vehicle (AGV) modules for industrial purposes
- I. Accomplishment of development of color LED printer head modules
- J. Accomplishment of development of high-speed document scanner sensor modules

###### (2) 2024:

- A. Advanced developments of AI AMR (Autonomous Mobile Robot) platforms
- B. Advanced developments of Meta Lenses
- C. Continuous developments of drone lens modules
- D. Continuous developments of intelligence laser ranger finder modules
- E. Continuous developments of various automotive lens modules
- F. Continuous developments of AR (Augmented Reality) and VR (Virtual Reality) lens modules



- G. Continuous developments of AGV (Automated Guided Vehicle) and AMR (Autonomous Mobile Robot) lens modules
- H. Development and mass production of AOI sensor modules for super length industrial testing purposes
- I. Continuous development and mass production of sensor modules for multiple huge-size industrial testing purposes
- J. Continuous development of key optical components in responding to market needs
- K. Continuous development of high-DOF and high-speed image scanner modules

### 3. Future Research & Development Strategy

In terms of future research and development, with the steady and active attitude and spirit, along with the innovation-driven, quality-oriented, and service-oriented persistence, AOCI has continuously synchronized the mechanical and electronic technology professionals to complete its techniques for developing the fast-growing high-end technology products to reveal the integration of optoelectronics strength. For the future research and development strategy, AOCI will focus on developing below strategy implementations to build up a high degree of competitiveness in company's long-term growth.

AOCI will be devoted to put the following research and development strategies into practice, in order to increase competitive advantages and future sustainable growth.

- (1) To upgrade the quality and quantity of research and development human resources in Taiwan, China, and Japan for building up the core research and development strength.
- (2) To value the importance of innovation and creativity to accumulate global intellectual property and patents to prepare the unbreakable strength for core competitiveness for striving the world NO. 1.
- (3) To devote efforts to develop futuristic and diversified optoelectronics products and step in the cross-field of biomedical technology.
- (4) To uphold the critical techniques to create significant powers with outstanding core technologies and be the lead in the optoelectronics industry.

Chairman: I-Jen Lai

General Manager: Tai-Lang Lin

Accounting Manager: Wen-Keh Weng

**【Attachment II】**

**Audit Committee's Review Report**

The Board of Directors has prepared the Company's 2024 business report, financial statements and proposal for distribution of earnings. The financial statements were audited by CPA Shui-Ching Chiang and CPA Wang, Samuel M. of Deloitte & Touche, and have issued an unqualified audit report. The business report, financial statements, and earnings distribution proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of ASIA OPTICAL CO., INC. According to relevant requirements of Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

We hereby propose for approval

To

2025 Annual General Shareholders' Meeting of ASIA OPTICAL CO., INC.

ASIA OPTICAL CO., INC.

Chairman of the Audit Committee:

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Hui-Ming Lu

March 4, 2025

## **【Attachment III】**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Asia Optical Co., Inc.

#### **Opinion**

We have audited the accompanying consolidated financial statements of Asia Optical Co., Inc. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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

#### **Basis 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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Group's consolidated financial statements for the year ended December 31, 2024 is stated as follows:

### Sales Recognition

The Group's sales are primarily generated by the optical component segment, contact image sensor modules segment, optronics components segment, optronics products segment and digital camera segment. The sales revenue of the Group increased compared to the prior year, and sales to particular customers had increased substantially. Since the sales generated from these particular customers accounted for a major proportion of total sales, the recognition of sales from these particular customers was identified as a key audit matter. Refer to Notes 4 and 23 to the consolidated financial statements.

We obtained an understanding of and tested the internal controls of the Group in relation to the recognition of sales from particular customers. We also performed the following audit procedures:

1. We selected sample transactions from sales and tested the operating effectiveness of relevant key controls.
2. We selected samples of sales from particular customers with significant sales growth and checked them against purchase orders and related documents such as shipping documents, or the receipts for payments to confirm the authenticity of the sales revenue.

### **Other Matter**

We have also audited the parent company only financial statements of Asia Optical Co., Inc. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unmodified opinion.

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

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

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

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

### **Auditors' Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Ching Chiang and Hsiang-Min Wang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 4, 2025

Notice to Readers

*The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance 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 applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.*

# ASIA OPTICAL CO., INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

ASSETS	2024		2023	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 13,141,780	51	\$ 9,746,889	47
Financial assets at amortized cost - current (Notes 4 and 9)	156,095	-	174,941	1
Notes receivable (Notes 4 and 23)	77,547	-	103,502	-
Trade receivableslated (Notes 4, 10 and 23)	4,819,607	19	4,272,793	20
Other receivables (Notes 4 and 30)	39,533	-	37,139	-
Inventories (Notes 4 and 11)	3,594,980	14	2,803,913	13
Other current assets (Notes 4 and 13)	<u>158,701</u>	<u>1</u>	<u>138,445</u>	<u>1</u>
Total current assets	<u>21,988,243</u>	<u>85</u>	<u>17,277,622</u>	<u>82</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	32,656	-	168,746	1
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	54,749	-	80,513	1
Investments accounted for using the equity method (Notes 4 and 14)	52,880	-	47,690	-
Property, plant and equipment (Notes 4 and 15)	2,828,543	11	2,588,543	12
Right-of-use assets (Notes 4 and 16)	274,888	1	261,090	1
Investment properties (Notes 4 and 17)	307,053	1	326,317	2
Other intangible assets (Notes 4 and 18)	59,638	-	79,280	1
Deferred tax assets (Notes 4 and 25)	59,843	1	37,690	-
Prepayments for equipment	104,039	1	61,814	-
Refundable deposits	<u>13,553</u>	<u>-</u>	<u>13,373</u>	<u>-</u>
Total non-current assets	<u>3,787,842</u>	<u>15</u>	<u>3,665,056</u>	<u>18</u>
TOTAL	<u>\$ 25,776,085</u>	<u>100</u>	<u>\$ 20,942,678</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Contract liabilities (Notes 4 and 23)	\$ 374,558	2	\$ 393,691	2
Notes payable	2,655	-	3,997	-
Trade payables to unrelated parties	4,661,549	18	3,024,091	14
Trade payables to related parties (Note 30)	5,244	-	5,124	-
Other payables (Note 19)	2,579,413	10	1,931,436	9
Current tax liabilities (Notes 4 and 25)	421,606	2	330,976	2
Lease liabilities - current (Notes 4 and 16)	18,321	-	18,057	-
Other current liabilities (Notes 4 and 23)	<u>101,636</u>	<u>-</u>	<u>94,373</u>	<u>1</u>
Total current liabilities	<u>8,164,982</u>	<u>32</u>	<u>5,801,745</u>	<u>28</u>
NON-CURRENT LIABILITIES				
Deferred tax liabilities (Notes 4 and 25)	202,362	1	172,406	1
Lease liabilities - non-current (Notes 4 and 16)	24,694	-	16,049	-
Net defined benefit liabilities - non-current (Notes 4 and 21)	87,072	-	118,779	-
Guarantee deposits received	7,848	-	3,781	-
Other non-current liabilities (Notes 4 and 20)	<u>2,338</u>	<u>-</u>	<u>2,314</u>	<u>-</u>
Total non-current liabilities	<u>324,314</u>	<u>1</u>	<u>313,329</u>	<u>1</u>
Total liabilities	<u>8,489,296</u>	<u>33</u>	<u>6,115,074</u>	<u>29</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Ordinary shares	2,792,439	11	2,792,439	13
Capital surplus	5,476,803	21	5,365,320	26
Retained earnings				
Legal reserve	2,171,975	8	2,100,482	10
Special reserve	368,933	2	281,870	1
Unappropriated earnings	3,355,338	13	2,379,872	12
Other equity	<u>507,072</u>	<u>2</u>	<u>(363,136)</u>	<u>(2)</u>
Total equity attributable to owners of the Company	14,672,560	57	12,556,847	60
NON-CONTROLLING INTERESTS	<u>2,614,229</u>	<u>10</u>	<u>2,270,757</u>	<u>11</u>
Total equity	<u>17,286,789</u>	<u>67</u>	<u>14,827,604</u>	<u>71</u>
TOTAL	<u>\$ 25,776,085</u>	<u>100</u>	<u>\$ 20,942,678</u>	<u>100</u>

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

# ASIA OPTICAL CO., INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
SALES (Notes 4, 23 and 30)	\$ 23,047,473	100	\$ 17,830,192	100
COST OF GOODS SOLD (Notes 11, 24 and 30)	<u>18,767,627</u>	<u>81</u>	<u>14,645,356</u>	<u>82</u>
GROSS PROFIT	<u>4,279,846</u>	<u>19</u>	<u>3,184,836</u>	<u>18</u>
OPERATING EXPENSES (Notes 24 and 30)				
Selling and marketing expenses	243,855	1	206,600	1
General and administrative expenses	1,378,413	6	1,238,600	7
Research and development expenses	899,238	4	819,860	5
Expected credit loss (gain) (Notes 4 and 10)	<u>(4,074)</u>	<u>-</u>	<u>6,128</u>	<u>-</u>
Total operating expenses	<u>2,517,432</u>	<u>11</u>	<u>2,271,188</u>	<u>13</u>
PROFIT FROM OPERATIONS	<u>1,762,414</u>	<u>8</u>	<u>913,648</u>	<u>5</u>
NON-OPERATING INCOME AND EXPENSES				
Other income (Notes 24 and 30)	71,981	-	108,388	-
Other gains and losses (Notes 4 and 24)	(5,311)	-	(10,844)	-
Finance costs (Notes 4 and 16)	(1,062)	-	(1,334)	-
Share of profit of associates (Notes 4 and 14)	2,671	-	1,690	-
Interest income (Note 4)	456,964	2	330,864	2
Foreign exchange gain (loss) (Note 4)	120,329	1	(24,523)	-
Net gain on financial asset at fair value through profit or loss (Note 4)	<u>77,743</u>	<u>-</u>	<u>1,951</u>	<u>-</u>
Total non-operating income and expenses	<u>723,315</u>	<u>3</u>	<u>406,192</u>	<u>2</u>
PROFIT BEFORE INCOME TAX	2,485,729	11	1,319,840	7
INCOME TAX EXPENSE (Notes 4 and 25)	<u>457,298</u>	<u>2</u>	<u>232,256</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>2,028,431</u>	<u>9</u>	<u>1,087,584</u>	<u>6</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans (Note 21)	21,265	-	(5,623)	-

(Continued)



# ASIA OPTICAL CO., INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	(25,764)	-	-	-
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>1,014,628</u>	<u>4</u>	<u>(109,472)</u>	<u>(1)</u>
Other comprehensive income (loss) for the year	<u>1,010,129</u>	<u>4</u>	<u>\$ (115,095)</u>	<u>(1)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 3,038,560</u>	<u>13</u>	<u>\$ 972,489</u>	<u>5</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,615,785	7	\$ 776,955	4
Non-controlling interests	<u>412,646</u>	<u>2</u>	<u>310,629</u>	<u>2</u>
	<u>\$ 2,028,431</u>	<u>9</u>	<u>\$ 1,087,584</u>	<u>6</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 2,506,869	11	\$ 684,222	4
Non-controlling interests	<u>531,691</u>	<u>2</u>	<u>288,267</u>	<u>1</u>
	<u>\$ 3,038,560</u>	<u>13</u>	<u>\$ 972,489</u>	<u>5</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 5.79</u>		<u>\$ 2.78</u>	
Diluted	<u>\$ 5.74</u>		<u>\$ 2.75</u>	

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

ASIA OPTICAL CO., INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company										Non-controlling Interests (Note 4)	Total Equity
	Ordinary Shares (Note 22)	Capital Surplus (Notes 4 and 22)	Retained Earnings (Notes 4 and 22)			Other Equity (Note 4)		Treasury Shares (Note 22)	Total			
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Loss on Financial Assets at Fair Value Through Other Comprehensive Income					
BALANCE AT JANUARY 1, 2023	\$ 2,810,839	\$ 5,400,198	\$ 2,040,613	\$ 1,085,120	\$ 1,452,121	\$ (276,073)	\$ -	\$ (109,630)	\$ 12,403,188	\$ 2,294,730	\$ 14,697,918	
Appropriation of 2022 earnings												
Legal reserve	-	-	59,869	-	(59,869)	-	-	-	-	-	-	
Special reserve	-	-	-	(803,250)	803,250	-	-	-	-	-	-	
Cash dividends, NT\$1.90 per share	-	-	-	-	(530,563)	-	-	-	(530,563)	-	(530,563)	
Net profit for the year ended December 31, 2023	-	-	-	-	776,955	-	-	-	776,955	310,629	1,087,584	
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	(5,670)	(87,063)	-	-	(92,733)	(22,362)	(115,095)	
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	771,285	(87,063)	-	-	684,222	288,267	972,489	
Treasury shares retired	(18,400)	(34,878)	-	-	(56,352)	-	-	109,630	-	-	-	
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	(312,240)	(312,240)	
BALANCE AT DECEMBER 31, 2023	2,792,439	5,365,320	2,100,482	281,870	2,379,872	(363,136)	-	-	12,556,847	2,270,757	14,827,604	
Appropriation of 2023 earnings												
Legal reserve	-	-	71,493	-	(71,493)	-	-	-	-	-	-	
Special reserve	-	-	-	87,063	(87,063)	-	-	-	-	-	-	
Cash dividends, NT\$1.80 per share	-	-	-	-	(502,639)	-	-	-	(502,639)	-	(502,639)	
Net profit for the year ended December 31, 2024	-	-	-	-	1,615,785	-	-	-	1,615,785	412,646	2,028,431	
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	20,876	895,972	(25,764)	-	891,084	119,045	1,010,129	
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	1,636,661	895,972	(25,764)	-	2,506,869	531,691	3,038,560	
Change in ownership interests in subsidiaries	-	111,483	-	-	-	-	-	-	111,483	(111,483)	-	
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	-	(76,736)	(76,736)	
BALANCE AT DECEMBER 31, 2024	\$ 2,792,439	\$ 5,476,803	\$ 2,171,975	\$ 368,933	\$ 3,355,338	\$ 532,836	\$ (25,764)	\$ -	\$ 14,672,560	\$ 2,614,229	\$ 17,286,789	

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

# ASIA OPTICAL CO., INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 2,485,729	\$ 1,319,840
Adjustments for:		
Depreciation expense	673,581	550,959
Amortization expense	37,022	33,105
Expected credit loss (gain)	(4,074)	6,128
Net gain on financial assets at fair value through profit or loss	(77,743)	(1,951)
Finance costs	1,062	1,334
Interest income	(456,964)	(330,864)
Dividend income	-	(9,310)
Share of profit of associates	(2,671)	(1,690)
Loss on disposal of property, plant and equipment	891	7,360
Write-down of inventories	30,144	3,237
Net loss on foreign currency exchange	224,478	58,491
Recognition of provisions	24	29
Net changes in operating assets and liabilities:		
Notes receivable	30,592	(33,407)
Trade receivables	(337,433)	(508,173)
Other receivables	(7,107)	64,016
Inventories	(490,958)	580,720
Other current assets	(14,648)	25,333
Contract liabilities	(22,443)	54,941
Notes payable	(1,456)	(3,172)
Trade payables	1,208,726	418,984
Other payables	467,999	(59,383)
Other current liabilities	4,859	3,853
Net defined benefit liabilities	(10,639)	(9,710)
Cash generated from operations	3,738,971	2,170,670
Interest received	456,964	330,864
Interest paid	(1,062)	(1,334)
Income tax paid	(368,148)	(260,348)
Net cash generated from operating activities	<u>3,826,725</u>	<u>2,239,852</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	-	(80,513)
Purchase of financial assets at amortized cost	(115,860)	(89,016)
Proceeds from sale of financial assets at amortized cost	137,530	-
Proceeds from disposal of financial assets at fair value through profit or loss	153,605	-
Proceeds from capital reduction of financial assets at fair value through profit or loss	66,041	-
Payments for property, plant and equipment	(601,719)	(359,511)
Proceeds from disposal of property, plant and equipment	34,255	5,646

(Continued)

# ASIA OPTICAL CO., INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
Decrease (Increase) in refundable deposits	109	(26)
Payments for intangible assets	(17,286)	(38,237)
Increase in prepayments for equipment	(294,857)	(175,576)
Dividends received	<u>-</u>	<u>9,310</u>
Net cash used in investing activities	<u>(638,182)</u>	<u>(727,923)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (Decrease) in guarantee deposits received	3,760	(4,027)
Repayment of the principal portion of lease liabilities	(20,005)	(20,554)
Dividends paid to owners of the Company	(502,639)	(530,563)
Change in non-controlling interests	<u>(76,736)</u>	<u>(312,240)</u>
Net cash used in financing activities	<u>(595,620)</u>	<u>(867,384)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES	<u>801,968</u>	<u>(76,768)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	3,394,891	567,777
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>9,746,889</u>	<u>9,179,112</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$13,141,780</u>	<u>\$ 9,746,889</u>

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

(Concluded)

## **【Attachment IV】**

### **INDEPENDENT AUDITORS' REPORT**

The Board of Directors and Shareholders  
Asia Optical Co., Inc.

#### **Opinion**

We have audited the accompanying parent company only financial statements of Asia Optical Co., Inc. (the “Company”), which comprise the balance sheets as of December 31, 2024 and 2023, and the 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 material accounting policy information (collectively referred to as the “parent company only financial statements”)

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

#### **Basis for Opinion**

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

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter of the Company's parent company only financial statements for the year ended December 31, 2024 is stated as follows:

##### **Sales Recognition**

The Company's sales are primarily generated by the optical component segment. The sales revenue of the Company increased compared to the prior year, and sales to particular customers increased substantially. Since the sales generated from these particular customers accounted for a major proportion of total sales, the recognition of sales from these particular customers was identified as a key audit matter. Refer to Notes 4 and 19 to the parent company only financial statements.

We obtained an understanding of and tested the internal controls of the Company in relation to the recognition of sales from particular customers. We also performed the following audit procedures:

1. We selected sample transactions from sales and tested the operating effectiveness of relevant key controls.
2. We selected samples of sales from particular customers with significant sales growth and checked them against purchase orders and related documents such as shipping documents, or the receipts for payments to confirm the authenticity of the sales revenue.

### **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements**

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

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

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

### **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 maintain 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 disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Shu-Ching Chiang and Hsiang-Min Wang.

Deloitte & Touche  
Taipei, Taiwan  
Republic of China

March 4, 2025

Notice to Readers

*The accompanying parent company only financial statements are intended only to present the financial position, financial performance 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 parent company only financial statements are those generally applied in the Republic of China.*

*For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.*



**ASIA OPTICAL CO., INC.****PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)**

	<b>2024</b>		<b>2023</b>	
<b>ASSETS</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>CURRENT ASSETS</b>				
Cash and cash equivalents (Notes 4 and 6)	\$ 3,887,166	17	\$ 1,962,320	11
Trade receivables from unrelated parties (Notes 4, 9 and 19)	725,058	3	599,394	3
Trade receivables from related parties (Notes 4, 19 and 27)	355,459	2	231,261	1
Other receivables (Notes 4 and 27)	64,270	-	20,700	-
Inventories (Notes 4, 5 and 10)	252,774	1	226,054	1
Other current assets (Note 27)	56,733	-	56,822	1
Total current assets	5,341,460	23	3,096,551	17
<b>NON-CURRENT ASSETS</b>				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	27,896	-	42,498	-
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	54,749	-	80,513	-
Investments accounted for using the equity method (Notes 4 and 11)	16,889,300	73	14,590,050	78
Property, plant and equipment (Notes 4, 12 and 27)	601,405	3	679,975	4
Right-of-use assets (Notes 4 and 13)	26,312	-	14,958	-
Investment properties (Notes 4 and 14)	109,065	1	112,543	1
Other intangible assets (Notes 4 and 15)	37,412	-	61,195	-
Deferred tax assets (Notes 4 and 21)	42,390	-	25,319	-
Prepayments for equipment	20,870	-	4,435	-
Refundable deposits	5,449	-	5,787	-
Total non-current assets	17,814,848	77	15,617,273	83
<b>TOTAL</b>	<b>\$ 23,156,308</b>	<b>100</b>	<b>\$ 18,713,824</b>	<b>100</b>
<b>LIABILITIES AND EQUITY</b>				
<b>CURRENT LIABILITIES</b>				
Contract liabilities - current (Notes 4 and 19)	\$ 301,888	1	\$ 346,736	2
Trade payables to unrelated parties	487,303	2	317,022	2
Trade payables to related parties (Note 27)	6,252,758	27	4,290,696	23
Other payables to unrelated parties (Note 16)	789,797	3	589,121	3
Other payables to related parties (Note 27)	217,476	1	184,548	1
Current tax liabilities (Notes 4 and 21)	109,222	1	115,102	-
Lease liabilities - current (Notes 4 and 13)	8,557	-	8,309	-
Other current liabilities	2,250	-	2,102	-
Total current liabilities	8,169,251	35	5,853,636	31
<b>NON-CURRENT LIABILITIES</b>				
Deferred tax liabilities (Notes 4 and 21)	118,455	1	80,000	-
Lease liabilities - non-current (Notes 4 and 13)	17,190	-	6,101	-
Net defined benefit liabilities (Notes 4 and 17)	87,936	-	113,434	1
Investment accounted for using the equity method - credit (Notes 4 and 11)	90,916	1	103,806	1
Total non-current liabilities	314,497	2	303,341	2
Total liabilities	8,483,748	37	6,156,977	33
<b>EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>				
Ordinary shares	2,792,439	12	2,792,439	15
Capital surplus	5,476,803	24	5,365,320	29
Retained earnings				
Legal reserve	2,171,975	9	2,100,482	11
Special reserve	368,933	2	281,870	1
Unappropriated earnings	3,355,338	14	2,379,872	13
Other equity	507,072	2	(363,136)	(2)
Total equity	14,672,560	63	12,556,847	67
<b>TOTAL</b>	<b>\$ 23,156,308</b>	<b>100</b>	<b>\$ 18,713,824</b>	<b>100</b>

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

# ASIA OPTICAL CO., INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
SALES (Notes 4, 19 and 27)	\$ 6,446,391	100	\$ 5,110,530	100
COST OF GOODS SOLD (Notes 10, 17, 20 and 27)	<u>5,380,098</u>	<u>83</u>	<u>4,229,283</u>	<u>83</u>
GROSS PROFIT	<u>1,066,293</u>	<u>17</u>	<u>881,247</u>	<u>17</u>
OPERATING EXPENSES (Notes 17 and 20)				
Selling and marketing expenses	43,082	1	38,832	1
General and administrative expenses	367,742	6	314,451	6
Research and development expenses	597,170	9	533,671	10
Expected credit loss (gain) (Notes 4 and 9)	<u>(5,151)</u>	<u>-</u>	<u>3,418</u>	<u>-</u>
Total operating expenses	<u>1,002,843</u>	<u>16</u>	<u>890,372</u>	<u>17</u>
INCOME (LOSS) FROM OPERATIONS	<u>63,450</u>	<u>1</u>	<u>(9,125)</u>	<u>-</u>
NON-OPERATING INCOME AND EXPENSES				
Finance costs (Notes 4 and 13)	(357)	-	(317)	-
Share of profit of subsidiaries (Notes 4 and 11)	1,610,152	25	772,091	15
Interest income (Note 4)	104,136	2	59,359	1
Rental income (Note 27)	6,402	-	6,406	-
Other income (Notes 4 and 27)	69,217	1	79,811	1
Foreign exchange loss, net (Note 4)	(120,023)	(2)	(72,480)	(1)
Net loss on financial assets at fair value through loss (Note 4)	(14,602)	-	(5,254)	-
Other expenses	<u>(9)</u>	<u>-</u>	<u>(1)</u>	<u>-</u>
Total non-operating income and expenses	<u>1,654,916</u>	<u>26</u>	<u>839,615</u>	<u>16</u>
PROFIT BEFORE INCOME TAX	1,718,366	27	830,490	16
INCOME TAX EXPENSE (Notes 4 and 21)	<u>102,581</u>	<u>2</u>	<u>53,535</u>	<u>1</u>
NET PROFIT FOR THE YEAR	<u>1,615,785</u>	<u>25</u>	<u>776,955</u>	<u>15</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				

(Continued)

# ASIA OPTICAL CO., INC.

## PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2024		2023	
	Amount	%	Amount	%
Remeasurement of defined benefit plans (Note 17)	10,478	-	(7,536)	-
Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income	(25,764)	-	-	-
Share of other comprehensive income of subsidiaries accounted for using the equity method	<u>10,398</u>	<u>-</u>	<u>1,866</u>	<u>-</u>
	<u>(4,888)</u>	<u>-</u>	<u>(5,670)</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	<u>895,972</u>	<u>14</u>	<u>(87,063)</u>	<u>(2)</u>
Other comprehensive income (loss) for the year	<u>891,084</u>	<u>14</u>	<u>(92,733)</u>	<u>(2)</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 2,506,869</u>	<u>39</u>	<u>\$ 684,222</u>	<u>13</u>
EARNINGS PER SHARE (Note 22)				
Basic	<u>\$ 5.79</u>		<u>\$ 2.78</u>	
Diluted	<u>\$ 5.74</u>		<u>\$ 2.75</u>	

The accompanying notes are an integral part of the parent company only financial statements.(Concluded)

ASIA OPTICAL CO., INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
PARENT COMPANY ONLY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(In Thousands of New Taiwan Dollars)

	Ordinary Shares (Note 18)	Capital Surplus (Note 18)	Retained Earnings (Notes 4 and 18)			Other Equity (Note 4)		Total	Treasury Shares (Note 18)	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized Valuation Loss on Financial Assets at Fair Value Through Other Comprehensive Income			
BALANCE AT JANUARY 1, 2023	\$ 2,810,839	\$ 5,400,198	\$ 2,040,613	\$ 1,085,120	\$ 1,452,121	\$ (276,073)	\$ -	\$ (276,073)	\$ (109,630)	\$ 12,403,188
Appropriation of 2022 earnings										
Legal reserve	-	-	59,869	-	(59,869)	-	-	-	-	-
Special reserve	-	-	-	(803,250)	803,250	-	-	-	-	-
Cash dividends, NT\$1.90 per share	-	-	-	-	(530,563)	-	-	-	-	(530,563)
Net profit for the year ended December 31, 2023	-	-	-	-	776,955	-	-	-	-	776,955
Other comprehensive loss for the year ended December 31, 2023, net of income tax	-	-	-	-	(5,670)	(87,063)	-	(87,063)	-	(92,733)
Total comprehensive income (loss) for the year ended December 31, 2023	-	-	-	-	771,285	(87,063)	-	(87,063)	-	684,222
Treasury shares retired	(18,400)	(34,878)	-	-	(56,352)	-	-	-	109,630	-
BALANCE AT DECEMBER 31, 2023	2,792,439	5,365,320	2,100,482	281,870	2,379,872	(363,136)	-	(363,136)	-	12,556,847
Appropriation of 2023 earnings										
Legal reserve	-	-	71,493	-	(71,493)	-	-	-	-	-
Special reserve	-	-	-	87,063	(87,063)	-	-	-	-	-
Cash dividends, NT\$1.80 per share	-	-	-	-	(502,639)	-	-	-	-	(502,639)
Net profit for the year ended December 31, 2024	-	-	-	-	1,615,785	-	-	-	-	1,615,785
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	20,876	895,972	(25,764)	870,208	-	891,084
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	1,636,661	895,972	(25,764)	870,208	-	2,506,869
Change in ownership interests in subsidiaries	-	111,483	-	-	-	-	-	-	-	111,483
BALANCE AT DECEMBER 31, 2024	\$ 2,792,439	\$ 5,476,803	\$ 2,171,975	\$ 368,933	\$ 3,355,338	\$ 532,836	\$ (25,764)	\$ 507,072	\$ -	\$ 14,672,560

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

# ASIA OPTICAL CO., INC.

## PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	\$ 1,718,366	\$ 830,490
Adjustments for:		
Depreciation expense	81,664	88,423
Amortization expense	34,329	30,389
Expected credit loss (gain)	(5,151)	3,418
Net loss on financial assets at fair value through profit or loss	14,602	5,254
Finance costs	357	317
Interest income	(104,136)	(59,359)
Share of profit of subsidiaries	(1,610,152)	(772,091)
Write-down of inventories	141	1,454
Net loss on foreign currency exchange	240,889	45,874
Gain on disposal of property, plant and equipment, net	(46)	-
Net changes in operating assets and liabilities:		
Notes receivable	-	156
Trade receivables	(230,633)	43,588
Other receivables	(43,634)	(12,647)
Inventories	(26,861)	99,498
Other current assets	89	(22,143)
Contract liabilities	(44,848)	(361,157)
Notes payable	-	(110)
Trade payables	1,886,588	1,126,353
Other payables	220,533	(447,897)
Other current liabilities	148	(21)
Net defined benefit liabilities	(15,020)	(11,057)
Cash generated from operations	2,117,225	588,732
Interest received	104,136	59,359
Interest paid	(357)	(317)
Income tax paid	(87,077)	(18,226)
Net cash generated from operating activities	<u>2,133,927</u>	<u>629,548</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of financial assets at fair value through other comprehensive income	-	(80,513)
Acquisitions of equity interest in subsidiary	(23,330)	-
Payments for property, plant and equipment	(18,391)	(45,100)
Proceeds from disposal of property, plant and equipment	32,337	-
Decrease (increase) in refundable deposits	338	(11)
Payments for intangible assets	(10,546)	(37,595)
Increase in prepayments for equipment	(16,435)	(15,032)
Dividends received	<u>339,195</u>	<u>141,145</u>
Net cash generated from (used in) investing activities	<u>303,168</u>	<u>(37,106)</u>

(Continued)

## ASIA OPTICAL CO., INC.

### PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023 (In Thousands of New Taiwan Dollars)

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	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of the principal portion of lease liabilities	(9,610)	(10,710)
Dividends paid to owners of the Company	<u>(502,639)</u>	<u>(530,563)</u>
Net cash used in financing activities	<u>(512,249)</u>	<u>(541,273)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	1,924,846	51,169
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,962,320</u>	<u>1,911,151</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,887,166</u>	<u>\$ 1,962,320</u>

The accompanying notes are an integral part of the parent company only financial statements.(Concluded

【Attachment V】

**Asia Optical Co., Ltd.**  
**2024 Earnings Distribution Table**

Unit: NT\$	
Items	Amount
<b>Net Income of 2024</b>	<b>\$1,615,784,915</b>
Minus: Changes in equity of associates accounted for using the equity method	20,875,761
<b>The total amount of net income of 2024 and other items adjusted to retained earnings other than net income of 2024</b>	<b>\$1,636,660,676</b>
Minus: Legal Reserve	(163,666,068)
Add: Reverse the Special Reserve	363,135,874
<b>Earnings available for distribution in 2024</b>	<b>\$1,836,130,482</b>
Add: Unappropriated retained earnings of previous years	1,718,675,910
<b>Earnings available for distribution as of December 31, 2024</b>	<b>\$3,554,806,392</b>
<b>Distribution Item</b>	
Cash Dividends (NT\$ <u>4</u> per share)	(1,116,975,304)
<b>Unappropriated retained earnings</b>	<b>\$2,437,830,788</b>

Note 1: Priority to distribute net income of 2024.

Note 2: According to Article 27-1 of the Company's Articles of Incorporation to authorize the distributable dividends and bonuses in whole or in part may be paid in cash after the resolution has been adopted by the board of directors.

Note 3: The cash dividend distribution is based on the number of actual common shares outstanding (279,243,901 shares) on the record date for dividend payment as the board's resolution made on March 4, 2025.

Chairman: I-Jen Lai    General Manager: Tai-Lang Lin    Accounting Manager: Wen-Keh Weng

**【Attachment VI】**

**ASIA OPTICAL CO., INC.**

**Comparison Table of Amended Articles for Articles of Incorporation**

Current Articles	Revised Articles	Rationale of Revision
<p>Article 15</p> <p>The Company shall have five to nine Directors to be elected at the shareholders' meeting from any individual with legal capacity. The term of office for Directors shall be three years and all Directors shall be eligible for re-election. The Board of Directors is authorized to determine the number of Directors. The aforesaid Board of Directors at least shall be three independent directors, and not less than one-fifth of the total number of directors. Directors shall be elected by adopting candidate's nomination system as specified in Article 192-1 of the Company Act. The nomination of directors and related announcement shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law. The election of independent directors and non-independent directors shall be held together; however, the number of independent directors and non-independent directors elected shall be calculated separately. The Company shall take out the Director and Officer (D&amp;O) Liability Insurance for all Directors with respect to the liabilities resulting from exercising their duties during their term of office in accordance with the TWSE or GTSM Corporate Governance Best Practice Principles.</p>	<p>Article 15</p> <p>The Company shall have five to nine Directors to be elected at the shareholders' meeting from any individual with legal capacity. The term of office for Directors shall be three years and all Directors shall be eligible for re-election, <u>subject to the limitations imposed by relevant laws, rules and regulations regarding the tenure limits of independent directors.</u> The Board of Directors is authorized to determine the number of Directors. The aforesaid Board of Directors at least shall be three independent directors, and not less than one-fifth of the total number of directors. Directors shall be elected by adopting candidate's nomination system as specified in Article 192-1 of the Company Act. The nomination of directors and related announcement shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law. The election of independent directors and non-independent directors shall be held together; however, the number of independent directors and non-independent directors elected shall be calculated separately. The Company shall take out the Director and Officer (D&amp;O) Liability Insurance for all Directors with respect to the liabilities resulting from exercising their duties during their term of office in accordance with the TWSE or GTSM Corporate Governance Best Practice Principles.</p>	<p>In coping with the Act and Regulations amendments to be advised.</p>



<p>Article 27</p> <p>In the event the Company makes profits (i.e. profit before tax and before compensation distribution to the employees and directors) in any fiscal year, it shall set aside 5% to 20% of the profits as employees compensation and no higher than 3.5% of the profits as directors compensation; however, provided that the Company shall have reserved a sufficient amount to offset is accumulated losses.</p> <p>The employees and directors compensation shall be resolved by a majority vote at a Board of Directors meeting. The Board of Directors may resolve to distribute employee compensation in stocks or cash and the recipients may include employees of subsidiaries of the Company meeting certain requirements set the Board of Directors.</p>	<p>Article 8</p> <p>In the event the Company makes profits (i.e. profit before tax and before compensation distribution to the employees and directors) in any fiscal year, it shall set aside 5% to 20% of the profits as employees compensation and no higher than 3.5% of the profits as directors compensation; however, provided that the Company shall have reserved a sufficient amount to offset is accumulated losses. <u>The aforementioned amount of employee compensation shall be distributed no less than 1% to the junior staff.</u></p> <p>The employees and directors compensation shall be resolved by a majority vote at a Board of Directors meeting. The Board of Directors may resolve to distribute employee compensation in stocks or cash and the recipients may include employees of subsidiaries of the Company meeting certain requirements set the Board of Directors.</p>	<p>In coping with the Act and Regulations amendments to be advised.</p>
<p>Article 30</p> <p>These Articles of Incorporation were enacted on October 1<sup>st</sup>, 1980.</p> <p>The 1<sup>st</sup> amendment was made on August 25<sup>th</sup>, 1981.</p> <p>The 2<sup>nd</sup> amendment was made on May 30<sup>th</sup>, 1982.</p> <p>The 3<sup>rd</sup> amendment was made on June 20<sup>th</sup>, 1984.</p> <p>The 4<sup>th</sup> amendment was made on June 20<sup>th</sup>, 1985.</p> <p>The 5<sup>th</sup> amendment was made on August 2<sup>nd</sup>, 1989.</p> <p>The 6<sup>th</sup> amendment was made on November 28<sup>th</sup>, 1989.</p> <p>The 7<sup>th</sup> amendment was made in April, 1992.</p> <p>The 8<sup>th</sup> amendment was made in May 9<sup>th</sup>, 1994.</p> <p>The 9<sup>th</sup> amendment was made in July 4<sup>th</sup>, 1994.</p> <p>The 10<sup>th</sup> amendment was made in July 13<sup>th</sup>, 1994.</p> <p>The 11<sup>th</sup> amendment was</p>	<p>Article 30</p> <p>These Articles of Incorporation were enacted on October 1<sup>st</sup>, 1980.</p> <p>The 1<sup>st</sup> amendment was made on August 25<sup>th</sup>, 1981.</p> <p>The 2<sup>nd</sup> amendment was made on May 30<sup>th</sup>, 1982.</p> <p>The 3<sup>rd</sup> amendment was made on June 20<sup>th</sup>, 1984.</p> <p>The 4<sup>th</sup> amendment was made on June 20<sup>th</sup>, 1985.</p> <p>The 5<sup>th</sup> amendment was made on August 2<sup>nd</sup>, 1989.</p> <p>The 6<sup>th</sup> amendment was made on November 28<sup>th</sup>, 1989.</p> <p>The 7<sup>th</sup> amendment was made in April, 1992.</p> <p>The 8<sup>th</sup> amendment was made in May 9<sup>th</sup>, 1994.</p> <p>The 9<sup>th</sup> amendment was made in July 4<sup>th</sup>, 1994.</p> <p>The 10<sup>th</sup> amendment was made in July 13<sup>th</sup>, 1994.</p> <p>The 11<sup>th</sup> amendment was</p>	<p>In coping with the Act and Regulations amendments to be advised.</p>

<p>made in April 30<sup>th</sup>, 1997.  The 12<sup>th</sup> amendment was made in July 30<sup>th</sup>, 1998.  The 13<sup>th</sup> amendment was made in December 7<sup>th</sup>, 1998.  The 14<sup>th</sup> amendment was made in May 15<sup>th</sup>, 1999.  The 15<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2000.  The 16<sup>th</sup> amendment was made in May 4<sup>th</sup>, 2001.  The 17<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.  The 18<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.  The 19<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2003.  The 20<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2004.  The 21<sup>st</sup> amendment was made in May 18<sup>th</sup>, 2005.  The 22<sup>nd</sup> amendment was made in June 14<sup>th</sup>, 2006.  The 23<sup>rd</sup> amendment was made in May 30<sup>th</sup>, 2007.  The 24<sup>th</sup> amendment was made in June 13<sup>th</sup>, 2008.  The 25<sup>th</sup> amendment was made in June 10<sup>th</sup>, 2009.  The 26<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2010.  The 27<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.  The 28<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.  The 29<sup>th</sup> amendment was made in June 5<sup>th</sup>, 2012.  The 30<sup>th</sup> amendment was made in June 12, 2015.  The 31<sup>st</sup> amendment was made in June 8<sup>th</sup>, 2016.  The 32<sup>nd</sup> amendment was made in June 10<sup>th</sup>, 2019.  The 33<sup>rd</sup> amendment was made in June 10<sup>th</sup>, 2020.  The 34<sup>th</sup> amendment was made in July 20<sup>th</sup>, 2021.  The 35<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2022.</p>	<p>made in April 30<sup>th</sup>, 1997.  The 12<sup>th</sup> amendment was made in July 30<sup>th</sup>, 1998.  The 13<sup>th</sup> amendment was made in December 7<sup>th</sup>, 1998.  The 14<sup>th</sup> amendment was made in May 15<sup>th</sup>, 1999.  The 15<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2000.  The 16<sup>th</sup> amendment was made in May 4<sup>th</sup>, 2001.  The 17<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.  The 18<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.  The 19<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2003.  The 20<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2004.  The 21<sup>st</sup> amendment was made in May 18<sup>th</sup>, 2005.  The 22<sup>nd</sup> amendment was made in June 14<sup>th</sup>, 2006.  The 23<sup>rd</sup> amendment was made in May 30<sup>th</sup>, 2007.  The 24<sup>th</sup> amendment was made in June 13<sup>th</sup>, 2008.  The 25<sup>th</sup> amendment was made in June 10<sup>th</sup>, 2009.  The 26<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2010.  The 27<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.  The 28<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.  The 29<sup>th</sup> amendment was made in June 5<sup>th</sup>, 2012.  The 30<sup>th</sup> amendment was made in June 12, 2015.  The 31<sup>st</sup> amendment was made in June 8<sup>th</sup>, 2016.  The 32<sup>nd</sup> amendment was made in June 10<sup>th</sup>, 2019.  The 33<sup>rd</sup> amendment was made in June 10<sup>th</sup>, 2020.  The 34<sup>th</sup> amendment was made in July 20<sup>th</sup>, 2021.  The 35<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2022.  <u>The 36<sup>th</sup> amendment was made in May 29<sup>th</sup>, 2025.</u></p>	
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**【Attachment VII】**

**7 Candidates (including 3 Independent Directors) for  
Asia Optical Co., Inc.'s Board of Directors**

**(A) Listing of Director Candidates (4 people)**

Name	Education	Experience	Current Position	Current Shareholding	Representative for Government or Corporation	Rationale for nomination of independent director who has served for three consecutive terms
Legal Representative of Tsih-Mei Industrial Co., Ltd.: I-Jen Lai	Business Administration, Taiwan National Taichung Commercial School	Chairman of Asia Optical Co., Inc.	1. Chairman of: Asia Optical International Ltd./ Powerlink Electronic International Ltd./Dongguan Tailien Optical Co., Ltd./Dongguan Sintai/ShenZhen Sintai Optical/ Richman/Taiwan Top Optical Co., Ltd./ Shanghai Sintai Optical/ Myanmar Asia Optical/ Asia Tech Image Inc. /Asia Tech Image (Samoa)/Asia Tech Image (Shenzhen)/ AOE Optronics Co., Inc./AOE International (Cayman) Ltd./ AOE Optronics (Shenzhen)/ POWERLINK (CAYMAN) ASIA SCOPRO/ Yorkey Optical International (Cayman) Ltd./ Yorkey Optical Yorkey Optical Technology/AOIC/ Crosszone/ ASAM/ Tsih-Mei Industrial Co., Ltd. 2. Chief Executive Officer: Asai Tech Image Inc.	34,665,440	Tsih-Mei Industrial Co., Ltd.	Not applied
Shu-Ping Wu	Business National Open University, Taiwan	Assistant General Manager of General Financial Department & Spokesperson of Asia Optical Co., Inc.	1. Director of : Yorkey Optical International (Cayman) Ltd./ Asia Tech Image (Shenzhen)/ AOIC 2. Legal Representative of: Taiwan Top Optical Co., Ltd. & AOE Optronics Co., Inc. 3. General Manager, Asia Tech Image Inc.	349,559	None	Not applied
Tai-Lan Lin	MBA, National Taichung university of Science and Technology	7 years of Marketing Strategist and Manufacturing Manager at Texas Instrument. 6 years of BASO Precision Optics Ltd., Taiwan. 7 years of General Manager at Chi Cheng Enterprise Co., Ltd. USA Branch & 2.5 years of General Manager at Chi Cheng	1. Director of Shenzhen Sintai Optical Co., Ltd. & AOE Optronics Co., Ltd. (Legal Representative) 2. Supervisor of AOIC	388,978	None	Note applied

		Enterprise Co., Ltd. Taiwan. 23 years of General (Vice) Manager at Asia Optical Co., Inc.				
Yu-Liang Lin	Bachelor of Science in Chemistry, Tunghai University	Director of HENME CHEMICAL INDUSTRIAL CO., LTD. & HENME Trading Corp. Vice General Manager of HENME CHEMICAL INDUSTRIAL CO., LTD. Independent Director of Edimax Technology Co., Ltd.	1. Director of HENME CHEMICAL INDUSTRIAL CO., LTD. & HEME Trading Corp. 2. Vice General Manager of HENME CHEMICAL INDUSTRIAL CO., LTD. 3. Independent Director of Edimax Technology Co., Ltd.	2,368,081	None	Not applied

(B) Listing of Independent Director Candidates (3 people)

Name	Education	Experience	Current Position	Current Shareholding	Representative for Government or Corporation	Rationale for nomination of independent director who has served for three consecutive terms
Chyan-Long Jan	Master of Accounting, University of Missouri, USA Ph. D. in Accounting, Nova University, USA	Dean of Department of Accounting & Business School, Soochow University Principal of Soochow University	1. Principal of Soochow University 2. Independent Director of TAIWAN SEMICONDUCTOR CO., LTD. 3. Independent Director of EXCEISIOR Medical Co., Ltd. 4. Director of HERAN Co., Ltd.	0	None	No
Chin-Chang Liang	Department of Mechanical Engineering, National Taipei Institute of Technology	1. Chairman of TONTA ELECTRO OPTICAL CO., LTD. 2. Section Manager of Department of manufacturing engineering, CANON INC., TAIWAN 3. Factory Director and Manager, Asia Optical Co., Inc.	1. Chairman of TONTA ELECTRO OPTICAL CO., LTD. 2. Independent Director of UNIQUE Opto-ELECTRONICS, LTD.	0	None	No
Yuan-Shuh Lii	Ph. D. in Marketing, Portland State University	Director and Professor of Department of Marketing, Feng Chia University Associate Dean of Collage of	1. Associate Dean of College of Management, Feng Chia University 2. Independent Director of FULL WANG INTERNATIONAL DEVELOPMENT CO., LTD.	0	None	No

		Management, Feng Chia University				
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## Appendices

### Appendix I

#### **Asia Optical Co., Inc. Rules and Procedures of Shareholders' Meeting**

- Article 1: Unless otherwise provided for in applicable laws or regulation, shareholders' meetings of this Company (hereinafter referred as the Company) shall be conducted in accordance with these Rules and Procedures.
- Article 2: The "Shareholders" called of this Rules and Procedures are referred as the name of shareholder registered in the register of shareholders' list and his/her proxy.
- Article 3: The Company shall provide attending shareholders with an attendance book to sign in or attending shareholders may submit attendance cards in lieu of signing in. The number of attending shares shall be calculated according to the attendance book and the attendance cards submitted plus the number of shares exercised by correspondence or electronic means.
- Article 4: The Chairman shall call the meeting to order at the appointed time. However, if the attending shareholders do not represent more than one-half of the total number of issued shares, the Chairman may postpone the meeting time. No more than two such postponements, for a combined total of no more than one hour shall be made. If after two postponements the attending shareholders still represent less than one-half of the total number of issued shares but represent more than one-third of the total issued shares, provisional resolutions may be adopted in accordance with Article 175, Paragraph 1 of the Company Act.
- Article 5: The agenda of the shareholders' meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. The meeting shall proceed in accordance with the agenda unless otherwise resolved at the meeting.
- When there is an amendment or an alternative to a proposal, the Chairman shall present the amended or alternative proposal together with the original proposal and decide the sequence of voting. If any one of them has been adopted, the other proposals will then be deemed vetoed and no further voting shall be required.
- If any shareholders has provided written proposals in accordance with Article 172 -1 of Company Act and also has submitted into general shareholders' meeting proposals, it shall be combined with similar proposals and resolved in previous measure.
- The proposals of the shareholders' meeting proposed during the extemporaneous motions shall be set by the Board of Directors. The shareholders cannot designate any other person as Chairman and continue the meeting in the same place after the meeting is adjourned. However, if the Chairman violates against the Rules and Procedures of Shareholders' Meeting and announces meeting adjournment, with the agreement of one-half of the attending shareholders, they can select one of them to be the Chairman and proceed with the meeting.
- Article 5-1: Proposals from Shareholders: Shareholders with 1% shareholding is eligible to submit proposals in written form to the Company's general shareholders meeting.
- The Company shall inform the results to the shareholder who submitted proposals prior to the date of general shareholders meeting. As for those proposals not included in the general shareholders meeting, the Company's Board of Directors should describe the excluding reasons in the general shareholders meeting agenda handbook, neither listing into the meeting agenda nor writing down in the meeting minutes.
- Article 6: When a shareholder presents at the meeting wishes to speak, a speaker's slip shall be

filled out with summary of the speech, the shareholder's number (or the number on their attendance card) and the name of the shareholder. The sequence of speeches by shareholders shall be decided by the chairman.

Article 7: When a shareholder presents at the meeting wishes to speak, each speech may not exceed five minutes. Unless otherwise permitted by the chairman, each shareholder can have extra three minutes to finish his/her speech once.

Article 8: Unless otherwise permitted by the chairman, each shareholder shall not speak more than twice on the same discussion. If a shareholder violates the rules outlined in the preceding paragraph or exceeds the scope of the discussion item, the chairman may stop the shareholder's speech.

Article 9: The chairman may announce to end the discussion of any resolution and call for a vote if the chairman deems it appropriate or necessary. The chairman shall appoint the scrutineer and persons responsible for monitoring and counting ballots, and the scrutineer has to be a shareholder of the company. After the vote-taking, the scrutineer will verify with the chairman and announce the meeting's poll results on-site at the meeting and placed on record.

Article 10: Unless otherwise specified in the regulations, a resolution shall be adopted by a majority of the votes represented by the shareholders present the meeting. Every shareholder present in person, by proxy or represented by corporate representative shall have one vote for each share. At the time of a vote, the chairman or a person designated by the chairman shall first announce the total number of voting rights represented by attending shareholders for each proposal, followed by a poll of the shareholders. Unless otherwise specified in the Company Act, Shareholders present by proxies will be applied to Regulations Governing the use of Proxies for Attendance at Shareholder Meetings of Public Companies.

Article 11: A shareholder who has a personal interest in the matter under discussion at a meeting, which may impair the interest of the Company, shall not vote nor exercise the voting right on behalf of another shareholder.

Article 12: During the meeting, if it happens to have air-raid siren, the meeting is ceased, and every attendees evacuated right away. After one hour of the siren dismissed, the meeting will be resumed.

Article 13: Resolutions adopted at the general shareholders meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall distributed to all shareholders of the Company within 20 days after the close of the meeting.

The minutes of shareholders meeting shall record the date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting (including the total statistical figures). If there was any director election was held, each candidate's number of votes should be kept into the meeting minutes. The minutes, present shareholder's attendance book or attendance cards bearing the signatures of shareholders present at the meeting and the attorney of the proxy forms shall be kept persistently throughout the life of the Company in accordance with the Company Act.

Article 14: Appendixes:

Article 14-1: If there are any unspecified items in The Rules and Procedures of Shareholders' Meeting in accordance, the related regulations and the Company Articles of Incorporation shall prevail.

Article 14-2: The Rules and procedures of Shareholders' Meeting will be implemented after the shareholders meeting along with the amendments.

## Appendix II

(current articles before the amendment)

### **Asia Optical Co., Inc. Articles of Incorporation**

#### **Chapter 1 General Provisions**

- Article 1: The Company is incorporated as a company limited by shares under the Company Act of the Republic of China, and its name is 亞洲光學股份有限公司. The Company's name in English is Asia Optical Co., Inc.
- Article 2: The Company engages in the following business:
- (1) CB01010 Machinery Equipment Manufacturing
  - (2) CB01020 Office Machines Manufacturing
  - (3) CC01060 Wired Communication Equipment and Apparatus Manufacturing
  - (4) CC01110 Computer and Peripheral Equipment Manufacturing
  - (5) CE01030 Optical Instruments Manufacturing
  - (6) F401010 International Trade
  - (7) F401021 Importing of Restrained Telecom Radio Frequency Equipment and Materials
  - (8) ZZZZZZ All business items that are not prohibited or restricted by law, except those that are subject to special approval
  - (9) F108031 Wholesale of Medical Devices
  - (10) F401181 Importing of Weights and Measuring Instruments
- Article 2-1: The Company may provide guarantees and act as a guarantor in the same industry when necessary for its business and for mutual interest.
- Article 2-2: The Company may, for the purpose of business, reinvest other entities, and shall not be subjected to the restriction as provided in Article 13 of the Company Act.
- Article 3: The Company's head office is established in Taichung Tanzi Technology Industrial Park (TTIP) (Originally known as T.P.E.Z.). When necessary, the Company may establish branch offices domestically or overseas, subject to resolution by its Board of Directors.
- Article 4: The Company's public announcements shall be made pursuant to Article 28 of the Company Act.

#### **Chapter 2 Shares**

- Article 5: The total capital stock of the Company shall be in the amount of 5,130,000,000 New Taiwan Dollars (NT\$5,130,000,000), divided into 513,000,000 common shares, at a par value of ten New Taiwan Dollars (NT\$10) each, and may be paid-up in installments in accordance with the resolution of the Board of Directors upon needed. When issuing, the Company's and the controlled affiliates' employees who meet certain conditions shall subscribe the newly shares. A Total of 130,000,000 New Taiwan Dollars, totaling 13,000,000 shares of the aforementioned stock shall be reserved for the issuance of employee stock options at a par value of ten New Taiwan Dollars each, and may be issued in installments in accordance with the resolution of the Board of Directors. The Company's and the controlled affiliates' employees who meet certain conditions shall



subscribe when issuing employee stock options. The stock-repurchasing plan shall also be made by the Board of Directors within specific law-based circumstances occur, and the Company's and the controlled affiliates' employees may be the transferee when the purpose of stock-repurchasing is for transferred to employees.

Article 5-1: The “ Regulations Governing the Offering and Issuance of Securities by Securities Issuers” shall be followed and subject to the shareholders' meeting resolution when the Company implements the Employee Stock Options Plan (ESOP) and the exercise price below the market price.

Article 5-2: Transfer price of shares to employees below the Company's actual average repurchase price is subject to a shareholders' meeting resolution and adopted by two-thirds or more of the attending shareholders who represent a majority of the total number of its outstanding shares.

Article 6: The Company's share certificates shall be name-bearing, affixed with the signatures or personal seals of the director representing the Company, also affixed with the Company's logo, and issued after duly authenticated pursuant to the laws. The Company may also delivers the shares by wiring into account books based on the related regulations, rather than printing physical shares.

Article 7: The Company shall administer all shareholder services in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” and related regulations.

Article 8: Registration for transfer of shares shall be suspended 60 days prior to the convocation of any regular meetings of shareholders, or 30 days prior to the convocation of special meeting of shareholders, or 5 days prior to the record date on which dividends, bonuses or any other benefits as scheduled to be appropriated by the Company.

### **Chapter 3 Shareholders' Meeting**

Article 9: Shareholders' meetings of the Company are two types, namely: (1) regular meetings and (2) special meetings. Regular meetings shall be convened by the Board of Directors within six months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws and regulations when necessary. The notice shall be given to each shareholder 30 days before convening a regular meeting. The notices for the shareholders' meeting prescribed in the preceding paragraph may be distributed in electronic form, subject to agreement by the recipient thereof.

Article 10: A shareholder who cannot attend a shareholders' meeting may appoint a proxy to attend on his/her behalf by executing a power of attorney in accordance with Article 177 of the Company Act.

Article 11: Except as provided in the related laws, each share shall be entitled to one vote.

Article 12: Where a shareholders' meeting is convened by the Board of Directors, the meeting shall be presided over by the Chairman of the Board. In case of his absence, the Chairman shall designate a Director to act on his behalf. In the absence of such designation, the Directors shall elect one person from among themselves to serve as chairman of the

meeting.

For shareholders' meeting convened by any other person having the convening right other than the Board of Directors, he/she will act as the chairman of that meeting.

However, once there are two or more persons having the convening right, the meeting shall be elected from among themselves.

Article 13: Unless otherwise provided for in the Company Act, a resolution shall be adopted when voted in favor by a majority of votes by attending shareholders representing more than one-half of the total number of voting shares.

Article 14: The resolutions of the shareholders' meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairman in the meeting. The minutes shall be distributed to all shareholders of the Company within twenty days after the meeting and the distribution may be effected by means of a public notice. The preparation and distribution of the aforementioned minutes shall be in electronic form in accordance with Article 183 of the company Act.

## **Chapter 4 Directors and Audit Committee**

Article 15: The Company shall have five to nine Directors to be elected at the shareholders' meeting from any individual with legal capacity. The term of office for Directors shall be three years and all Directors shall be eligible for re-election. The Board of Directors is authorized to determine the number of Directors. The aforesaid Board of Directors at least shall be three independent directors, and not less than one-fifth of the total number of directors. Directors shall be elected by adopting candidate's nomination system as specified in Article 192-1 of the Company Act. The nomination of directors and related announcement shall comply with the relevant regulations of the Company Act and the Securities and Exchange Law. The election of independent directors and non-independent directors shall be held together; however, the number of independent directors and non-independent directors elected shall be calculated separately. The Company shall take out the Director and Officer (D&O) Liability Insurance for all Directors with respect to the liabilities resulting from exercising their duties during their term of office in accordance with the TWSE or GTSM Corporate Governance Best Practice Principles.

Article 16: The Board of Directors shall be formed by the Directors. The Chairman shall be elected by a majority of votes in a meeting attended by over two-thirds of the Directors. The Board of Directors shall execute all matters of the Company in accordance with applicable laws, regulations, Articles of Incorporation, and resolutions adopted at shareholders' meeting and by the Board of Directors.

Article 17: In the case that the vacancies on the Board of Directors exceed one-third of the total number of Directors, then the Board of Directors shall convene a special meeting of shareholders within 60 days to elect new Directors to fill such vacancies.

Article 18: In the case that the election of the Board of Directors cannot be completed before the expiration of the term of office, the term of office for the existing Directors shall be extended until the new Directors elect assume office. The Board of Directors shall set up these functional committee and implement the qualifications, responsibilities, obligations and other related matters of these committee

members in accordance with relevant regulations.

Article 19: The Company's business strategies and other important matters shall be decided by resolutions adopted by the Board of Directors. The first meeting of the board of Directors for each new term shall be convened in accordance with Article 203 of the Company Act. Other meetings shall be presided over by the Chairman of the Board of Directors. If the Chairman is unable to execute his/her duties and authority, the Chairman shall designate one of the Directors to act on his/her behalf. In the absence of such a designation, the Directors shall elect from among themselves to act on his/her behalf.

Article 20: Unless otherwise provided for in the laws, the resolution of the Board of Directors shall be adopted by a majority in the meeting attended by over one-half of the Directors. If a Director is unable to attend the meeting, he/she may appoint another Director to attend the meeting on his/her behalf by completing the Company's proxy form, specifying the scope of authorization with respect to the subjects to be discussed at the meeting, but no Director may act as proxy for more than one other Director.  
The convening notices of the meetings may be made in writing, emailing or by facsimile to all the Directors at least seven days in advance, specifying the date and place of the meeting and its agenda, unless in case of urgent circumstances, prior to the date of the meeting.

Article 21: Resolutions adopted at the meeting of the Board of Directors shall be recorded in the minutes and signed or sealed by the Chairman. The minutes shall be distributed to each Director within 20 days after the meeting. The minutes shall include a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept by the Company along with the attendance list with signatures of the Directors in attendance and the proxy authorization form for proxy attendees.  
Directors of the Company who work in the Company shall be entitled to job remuneration and the Chief Executive Officer of the Company shall determine the remuneration upon the authorization of the shareholders' meeting.

Article 21-1: The Board of Directors is authorized to determine the remuneration for Directors, taking into account the extent and value of the services provided for the management of the Company and the standards of the same or similar industry.

Article 22: The Company shall establish an Audit Committee in accordance with the laws, which consists of all independent directors. The Audit Committee or the members of Audit Committee should be responsible for those responsibilities of Supervisors specified under the Company Act, the Securities and Exchange Law, and other relevant regulations.

## **Chapter 5 Managerial Officers**

Article 23: The Company may, by resolutions of the Board of Directors, appoint one Chief Executive Officer to meet the Company's operational or managerial needs. The appointment, dismissal, and remuneration of the Chief Executive Officer shall be subject to provisions in Articles 29 of the Company Act.

Article 24: The Company may appoint a number of managerial officers in accordance with

applicable regulations. The appointment and dismissal of those managerial officers shall be proposed by the Chief Executive Officer and approved by over one-half of the whole Directors.

The Company may hire consultants by resolution adopted at the meeting of the Board of Directors.

## **Chapter 6 Final Accounts**

Article 25: The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year.

Article 26: After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance:

- (1) Business Report
- (2) Financial Statements
- (3) Proposal Concerning the Appropriation of Earnings or Covering Losses

Article 27: In the event the Company makes profits (i.e. profit before tax and before compensation distribution to the employees and directors) in any fiscal year, it shall set aside 5% to 20% of the profits as employees compensation and no higher than 3.5% of the profits as directors compensation; however, provided that the Company shall have reserved a sufficient amount to offset its accumulated losses.

The employees and directors compensation shall be resolved by a majority vote at a Board of Directors meeting. The Board of Directors may resolve to distribute employee compensation in stocks or cash and the recipients may include employees of subsidiaries of the Company meeting certain requirements set by the Board of Directors.

Article 27-1: Where the Company has a profit at the close of each fiscal year, the Company shall pay income tax in accordance with applicable laws, offset accumulated losses for preceding years, and allocate 10% as a legal reserve unless and until the accumulated legal capital reserve has reached the Company's paid-in capital, and set aside or reverse a special reserve, where necessary.

With the balance after deductions in the preceding paragraphs together with retained earnings from preceding years, the Board of Directors shall submit the proposal concerning the appropriation of earnings to its shareholders for their approval.

Where dividends and bonuses are appropriated in whole or in part in cash, the Board of Directors shall adopt a resolution by a majority vote at a meeting attended by over two thirds of the Directors and report such appropriation to the shareholders' meeting.

The Company may authorize the distributable dividends and bonuses or legal reserve and capital reserve in whole or in part may be paid in cash and reported to the shareholders' meeting after a resolution has been adopted by a majority vote at a meeting of Board of Directors attended by two-thirds of the total number of directors in accordance with Article 240 or Article 241 of the Company Act. Therefore, the paragraph 1 is not applicable.

As the Company experiences constant changes in the business environment and is at a stage of business enlarging, the Company's dividend policy depends on factors such as future fund requirements, long-term financial plans, future capital expenditures and maximization of shareholder interests. The appropriated amount of dividends shall be not over 90% of the total earnings for appropriation, and paid-out amount in cash shall be no less than 10% of the above-mentioned amount.

## **Chapter 7 Supplemental Provisions**

Article 28: The internal organizational rules and bylaws of the Company shall be established separately by the Board of Directors.

Article 29: Matters not addressed in these Articles of Incorporation shall be governed by the Company Act and other applicable regulations.

Article 30: These Articles of Incorporation were enacted on October 1<sup>st</sup>, 1980.

The 1<sup>st</sup> amendment was made on August 25<sup>th</sup>, 1981.

The 2<sup>nd</sup> amendment was made on May 30<sup>th</sup>, 1982.

The 3<sup>rd</sup> amendment was made on June 20<sup>th</sup>, 1984.

The 4<sup>th</sup> amendment was made on June 20<sup>th</sup>, 1985.

The 5<sup>th</sup> amendment was made on August 2<sup>nd</sup>, 1989.

The 6<sup>th</sup> amendment was made on November 28<sup>th</sup>, 1989.

The 7<sup>th</sup> amendment was made in April, 1992.

The 8<sup>th</sup> amendment was made in May 9<sup>th</sup>, 1994.

The 9<sup>th</sup> amendment was made in July 4<sup>th</sup>, 1994.

The 10<sup>th</sup> amendment was made in July 13<sup>th</sup>, 1994.

The 11<sup>th</sup> amendment was made in April 30<sup>th</sup>, 1997.

The 12<sup>th</sup> amendment was made in July 30<sup>th</sup>, 1998.

The 13<sup>th</sup> amendment was made in December 7<sup>th</sup>, 1998.

The 14<sup>th</sup> amendment was made in May 15<sup>th</sup>, 1999.

The 15<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2000.

The 16<sup>th</sup> amendment was made in May 4<sup>th</sup>, 2001.

The 17<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.

The 18<sup>th</sup> amendment was made in April 30<sup>th</sup>, 2002.

The 19<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2003.

The 20<sup>th</sup> amendment was made in May 27<sup>th</sup>, 2004.

The 21<sup>st</sup> amendment was made in May 18<sup>th</sup>, 2005.

The 22<sup>nd</sup> amendment was made in June 14<sup>th</sup>, 2006.

The 23<sup>rd</sup> amendment was made in May 30<sup>th</sup>, 2007.

The 24<sup>th</sup> amendment was made in June 13<sup>th</sup>, 2008.

The 25<sup>th</sup> amendment was made in June 10<sup>th</sup>, 2009.

The 26<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2010.

The 27<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.

The 28<sup>th</sup> amendment was made in June 9<sup>th</sup>, 2011.

The 29<sup>th</sup> amendment was made in June 5<sup>th</sup>, 2012.

The 30<sup>th</sup> amendment was made in June 12<sup>th</sup>, 2015.

The 31<sup>st</sup> amendment was made in June 8<sup>th</sup>, 2016.

The 32<sup>nd</sup> amendment was made in June 10<sup>th</sup>, 2019.

The 33<sup>rd</sup> amendment was made in June 10<sup>th</sup>, 2020.

The 34<sup>th</sup> amendment was made in July 20<sup>th</sup>, 2021.

The 35<sup>th</sup> amendment was made in June 14<sup>th</sup>, 2022.

Asia Optical Co., Inc.

Chairman: I-Jen Lai

## **Asia Optical Co., Inc. Rules of Procedures For Election of Directors**

### **Article 1**

To ensure a just, fair, and open election of directors, these procedures are adopted pursuant to Articles 21 and 41 of the Corporate Governance Best Practice Principles for the Company.

### **Article 2**

Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of the Directors shall be conducted in accordance with the Rules of Procedures.

### **Article 3**

The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the board of directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs. It is advisable that the policy includes, without being limited to, the following two generation standards:

1. Basic requirements and values: gender, age, nationality, and culture.
2. Professional knowledge and skills: a professional background (e.g., law, accounting, industry, finance, marketing, technology), professional skills, and industry experiences.
3. Each board member shall have the necessary knowledge, skills, and experiences to perform their duties; the abilities that must be present in the board as a whole are as follows:
  - (1) The ability to make judgments about operations.
  - (2) Accounting and financial analysis abilities.
  - (3) Business management abilities.
  - (4) Crisis management abilities.
  - (5) Knowledge of the industry.
  - (6) An international market perspective.
  - (7) Leadership abilities.
  - (8) Decision-making abilities.

More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director. The board of directors of the Company shall consider adjusting its composition based on the results of performance evaluation.

### **Article 4**

The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.

The election of independent directors of the Company shall comply with Articles 5,6,7,8 and 9 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article 24 of the Corporate Governance Best Practice Principles for the TWSE/ TPEX Listed Companies.

## **Article 5**

Elections of directors at the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. The Company shall review the qualifications, education, working experience, background, and the existence of any other matters set forth in Article 30 of the Company Act with respect to nominee directors and may not arbitrarily add requirements for documentation of other qualifications. It shall further provide the results of the review to shareholders for their reference, so that qualified directors will be elected.

When the number of directors falls below five due to the dismissal of a director for any reason, the Company shall hold a by-election to fill the vacancy at its next shareholders' meeting. When the number of directors falls short by one third of the total number prescribed in the Company's Articles of Incorporation, the Company shall call an extraordinary general meeting within 60 days from the date of occurrence to hold a by-election to fill the vacancies. When the number of independent directors falls below that required under the proviso of Article 14-2, paragraph 1 of the Securities and Exchange Act, or the related provisions of the Taiwan Stock Exchange Corporation rules governing the review of listings, or subparagraph 8 of the Standards for Determining Unsuitability for GTSM Listing under Article 10, Paragraph 1 of the GreTai Securities Market Rules Governing the Review of Securities for Trading on the GTSM, a by-election shall be held at the next shareholders' meeting to fill the vacancy. When the independent directors are dismissed en masse, an extraordinary general meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

## **Article 6**

The cumulative voting method shall be used for the Company's election of the directors. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

## **Article 7**

The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

## **Article 8**

The Company's directors will count the voting rights for independent directors and non-independent directors separately and based on the quota provided by the Articles of Incorporation. Candidates who have more votes will be elected in the order of votes. In the event two or more people have the same vote and the elected people exceeds the quota, it shall be determined by lot drawing among the people who have the same vote, and the chairperson will act on behalf of those not present in the lot drawing.

## **Article 9**

Before the election begins, the chairperson shall designate scrutineers and vote counting personnel to conduct oversight and vote counting. The ballot boxes shall be prepared by the board of directors and publicly checked by the scrutineers before voting commences.

#### **Article 10**

A voter shall specify the name or the attendance card number of the person to be elected in the column of "The Person to be elected." It may note the shareholder account number in addition. If he or she is not a shareholder, the name and identification number of the person to be elected shall be specified. However, if a juristic person shareholder has two or more representative as people to be elected on the ballot, the juristic person's name shall be filled in the column of the person to be elected on the ballot. Alternatively, the juristic person's name or its representatives' name shall be filled in.

Filling in the name, account number and identification number of a person to be elected in the preceding paragraph may be replaced by affixing a chop.

#### **Article 11**

Ballots are deemed void in any of the following circumstances:

1. The ballot was not prepared by the board of directors.
2. A blank ballot is placed in the ballot box.
3. The writing is ambiguous and cannot be identified.
4. Inconsistent account name and shareholder account name with the shareholders ledger when the person to be elected filled in is a shareholder; or otherwise the name and identification number are not consistent upon check.
5. Text other than the name and shareholder account number or identification number of the person to be elected is included.
6. The name of the person to be elected elector is the same as that of the other shareholders, and the shareholder number or the identify card is not filled in to identify the person.

#### **Article 12**

The votes shall be calculated on-site immediately after voting completes, and the results of the calculation shall be announced by the chairperson or a person designated by the chairperson on-site.

The ballots for the election under the preceding paragraph shall be sealed with the signatures of the scrutineers and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit based on Article 189 of the Company Act, the same shall be retained until the conclusion of the litigation.

#### **Article 13**

The Company will separately send notice for being elected to directors elected by voting. The elected will sign a letter expressing their will to take on the post.

#### **Article 14**

The Rules and any amendments thereto shall be implemented after being approval at the shareholders' meeting



**Asia Optical Co., Ltd.**  
**Shareholdings of All Directors**

1. The Company's total issued common shares: 279,243,901 shares.
2. The number of shares held by all Directors of the Company meets the legal percentage requirements of 12,000,000 shares.
3. As of the Book Closure Date (March 31, 2025), the number of shares held by all Directors of the Company meets the legal percentage requirements of the Article 26 of Securities of Exchange Act as below.

Book Closure Date: March 31, 2025

Title	Name	Number of Shares Held	Percentage of Shares Held (%)
Chairman	Tsih-Mei Industrial Co., Ltd. Representative: I-Jen Lai	34,665,440	12.41%
Director	Shu-Ping Wu	349,559	0.13%
Director	Tai-Lang Lin	388,978	0.14%
Director	Yu-Liang Lin	2,368,081	0.85%
Independent Director	Hui-Ming Lu	0	0.00%
Independent Director	Teng-Ko Chung	0	0.00%
Independent Director	Chyan-Long Jan	0	0.00%
Total		37,772,058	13.53%