



Stock Code : 9904

寶成工業股份有限公司

POU CHEN CORPORATION

2026
Annual General
Shareholders' Meeting
Meeting Handbook

Notice to readers

For the convenience of readers, the meeting handbook has 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 shall prevail.



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I. Meeting Procedure

Pou Chen Corporation
2026 Annual General Shareholders' Meeting Procedure

- A. Call the Meeting to Order
- B. Chairperson Remarks
- C. Reported Matters
- D. Acknowledged Matters
- E. Extemporaneous Motions
- F. Adjournment



II. Meeting Agenda

Pou Chen Corporation

2026 Annual General Shareholders' Meeting Agenda

Convening Method: Physical Shareholders' meeting

Time: 9:30 a.m., May 29, 2026 (Friday)

Location: Conference room on the 3rd floor of the Company's office building in Fuxing Industrial Park located at No.2, Fugong Rd., Fuxing Township, Changhua County, Taiwan

Chairperson Remarks

A. Reported Matters

1. 2025 Business and Financial Reports. (please refer to pages 3-30)
2. Audit Committee's Review Report on the 2025 Financial Statements. (please refer to pages 31-32)
3. Report on the 2025 Distribution of Employees' Compensation and Directors' Remuneration. (please refer to page 33)
4. Report on the distribution for cash dividend of 2025 earnings. (please refer to page 33)

B. Acknowledged Matters

1. Acknowledgement of 2025 Business Report, Financial Statements and Profit Distribution Plan. (please refer to pages 33-34)

C. Extemporaneous Motions

D. Adjournment

A. Reported Matters

1. 2025 Business and Financial Reports

(1) Business Report

a. Result of Operations

Looking back at 2025, the global economic landscape remained complex and volatile. International trade activities exhibited regional divergence and intensified fluctuations due to uncertainties surrounding reciprocal tariff policies. Structural reorganization challenges within the supply chain dampened end-market demand, leading to more cautious market sentiment. During the first half of the year, the broader economy demonstrated resilience, supported by expanding artificial intelligence applications, front-loaded supply chain deployment, and strategic inventory build-up. However, as these benefits gradually dissipated and against an elevated base, growth momentum moderated in the second half of the year.

Facing multiple external variables and challenges, the Company continued to strengthen its corporate resilience, enhance resource allocation efficiency, and consolidate core competitive advantages while solidifying its business foundation. For the year ended December 31, 2025, the Company reported non-consolidated operating revenue of NT\$8.7 billion and consolidated operating revenue of NT\$251.4 billion, a 4.71% decrease from NT\$263.8 billion in the previous year. Net income attributable to owners of the Company was NT\$12.1 billion, a decrease of 24.74% compared to NT\$16.0 billion in the previous year. (Refer to Schedule 1 and Schedule 1-1)

(a) Operating revenue

The Company's consolidated operating revenue in 2025 was comprised of two core businesses: manufacturing of shoes, and retail of sporting goods and wholesale business, accounting for 70% and 30% of the total, respectively. (Refer to Schedule 2)

Regarding the manufacturing of shoes business, operating revenue in 2025 decreased by NT\$4.8 billion, mainly due to exchange rate fluctuations between the New Taiwan Dollar and the U.S. Dollar. However, in U.S. Dollar terms, revenue maintained a positive growth trend driven by an optimized product portfolio, demonstrating a solid operational foundation.

As for the retail of sporting goods and wholesale business, operating revenue in 2025 decreased by NT\$7.6 billion compared to the previous year. While online sales remained resilient, partially offsetting the decline in physical store foot traffic, overall sales momentum slowed further due to weak consumer confidence in major operating regions.



(b) Income from operations

In 2025, the Company's consolidated gross profit was NT\$58.1 billion, representing a 10.81% decrease from NT\$65.2 billion in the previous year. Consequently, the consolidated gross profit margin decreased from 24.70% to 23.12%, primarily due to uneven capacity utilization within the manufacturing of shoes business, rising labor costs, and the ramp-up phase of new capacity, coupled with intensified discount competition across the industry in the retail of sporting goods and wholesale business.

Through the continued implementation of expense control measures, consolidated operating expenses in 2025 decreased by 5.40% from NT\$49.2 billion in the previous year. However, due to the decline in consolidated operating revenue, economies of scale were not fully realized. As a result, consolidated income from operations was NT\$11.6 billion in 2025, representing a decrease of 27.50% compared to the previous year.

(c) Net income and Earnings per share

Despite ongoing efforts to enhance operational resilience, increasingly cautious market sentiment led to a year-on-year decrease of NT\$3.9 billion in net income attributable to owners of the Company for 2025. Earnings per share were NT\$4.10, representing a decline of NT\$1.34 from NT\$5.44 in the prior year.

Schedule 1: Consolidated Financial Statements

(In NT\$ thousands, except earnings per share)

Item	Year	2025		2024		+(-)%
		Amount	%	Amount	%	
Operating revenue		251,400,209	100%	263,817,827	100%	(4.71%)
Gross profit		58,127,532	23%	65,175,049	25%	(10.81%)
Income from operations		11,567,100	5%	15,954,237	6%	(27.50%)
Income before income tax		22,069,883	9%	29,725,734	11%	(25.75%)
Net income for the year		18,252,339	7%	23,435,902	9%	(22.12%)
Net income attributable to	Owners of the Company	12,068,247	5%	16,035,591	6%	(24.74%)
	Non-controlling interests	6,184,092	2%	7,400,311	3%	(16.43%)
Earnings per share (Basic)		4.10		5.44		

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Schedule 1-1: Separate Financial Statements

(In NT\$ thousands, except earnings per share)

Item \ Year	2025		2024		+(-)%
	Amount	%	Amount	%	
Operating revenue	8,673,062	100%	9,547,132	100%	(9.16%)
Gross profit	4,965,266	57%	5,121,818	54%	(3.06%)
Income from operations	672,148	8%	976,339	10%	(31.16%)
Income before income tax	13,649,757	157%	17,445,053	183%	(21.76%)
Net income for the year	12,068,247	139%	16,035,591	168%	(24.74%)
Earnings per share (Basic)	4.10		5.44		

Schedule 2: Consolidated Operating Revenue

(In NT\$ thousands)

Primary business \ Year	2025		2024	
	Amount	%	Amount	%
Manufacturing of shoes	175,917,312	70%	180,733,596	69%
Retail of sporting goods and wholesale business	74,585,958	30%	82,157,958	31%
Others	896,939	-	926,273	-
Total	251,400,209	100%	263,817,827	100%

b. Research and Development

In 2025, the Company's consolidated research and development expenses amounted to NT\$4.7 billion, primarily invested in product development, technological innovation, digital transformation, and process optimization. By establishing dedicated development centers for major brand customers, the Company deeply participates in every stage from development to prototyping. Simultaneously, through the implementation of digital management systems, the Company enhances development efficiency and mass production momentum to co-create high-quality footwear with brand customers that leads market trends.

c. Corporate Sustainability

As a responsible corporate citizen, while striving to enhance business performance, the Company is committed to upholding its corporate governance culture, continually promoting environmental friendliness, and actively fulfilling social responsibilities. With the long-term goal of "creating a sustainable model" and balancing the interests of all stakeholders, the Company has actively implemented the following actions:

(a) Promoting and upgrading green transition

To effectively manage environmental risks and maintain ecological balance, the Company has continued to optimize the production process and introduced pollution prevention facilities to reduce the impact on the environment, while gradually increasing the waste recycling and reuse rate to achieve efficient resource utilization and promote a circular economy. Meanwhile, in response to



global de-carbonization and green energy trends, with 2019 as the base year, we have comprehensively promoted low-carbon production, expanded green energy applications, and implemented energy-saving measures. Furthermore, the Company has set a target to reduce greenhouse gas (GHG) emissions by 46.2% by 2030 compared to the base year. This target has been validated by the World Resources Institute (WRI) as aligned with the Science Based Targets initiative (SBTi) standards. These efforts demonstrate the Company's firm commitment to sustainability and enhance its reputation among international markets and brand customers, ensuring that energy consumption aligns with long-term environmental goals.

(b) Fostering a harmonious workplace environment

Committed to building a safe, friendly and equitable workplace, the Company identifies potential human rights and employee relations risks through interviews and grievance mechanisms, and endeavors to respond in a timely manner. Moreover, the Company has established effective two-way communication and problem-solving mechanisms, included employee seminars, employee harmony and disciplinary committees, and employee relations communication platforms, etc., to better understand employee concerns, identify management opportunities, and effectively prevent labor-management disputes. In 2026, the Company will continue to organize employee activities and community service events, encouraging participation to strengthen team cohesion and shared values. The Company will also maintain sound interactions with unions to promote collective growth and development, thereby fostering a positive corporate culture, laying a solid foundation for sustainable operations.

(c) Deepening the development of a strong safety culture.

The Company continues to promote a top-down safety culture and risk prevention management approach to ensure that all factories comply with safe production standards. In 2026, the Company will further enhance occupational hazard and fire prevention technologies, through accident investigation meetings, root causes will be analyzed and corresponding improvement measures implemented in parallel. At the same time, through cross-site experience sharing, the Company will align safety and health implementation standards at key factories to internalize these practices into daily operations. In addition, the Company will strengthen factory self-inspection capabilities based on daily monitoring results, and enhance employees' safety awareness and execution through cross-departmental collaborations. These efforts will help identify and eliminate preventable risks, effectively avoiding accidents and continuously improving overall safety performance.

(d) Enhanced compliance and risk management

The Company monitors daily operations through routine inspection mechanisms and annual audits, with follow-up tracking to ensure effective improvements and reduce the risk of major incidents. This ensures all factories strictly comply with

the Group's code of conduct, local laws and regulations, brand customers' standards, and international regulations, further strengthening the partnership with brand customers. In 2026, the Company will continue to uphold the spirit and principles of the UN's "Universal Declaration of Human Rights" and "Guiding Principles on Business and Human Rights," as well as the ILO's "Declaration on Fundamental Principles and Rights at Work" to create a robust human rights environment and ensure employees' legal rights to freedom of association and collective bargaining are fully protected.

d. 2026 Business Plan

(a) Operating Guidelines

Adhering to its core values of "Professionalism, Dedication, Innovation, and Service," and leveraging decades of industry experience and accumulated expertise, the Company has strengthened and established its leading market position. Moving forward, the Company will continue to focus on its two core businesses, manufacturing of shoes business and retail of sporting goods and wholesale business, while sequentially advancing the following initiatives:

■ **Manufacturing of Shoes Business**

i. Enhancing Production Capacity Flexibility

To fully leverage the manufacturing advantages of each location and respond swiftly to market demand, the Company will continue to advance its diversified production strategy. Through agile capacity allocation and continuous process improvement, the Company aims to enhance overall production efficiency and ensure supply stability. New manufacturing facilities in Central Java, Indonesia, successfully commenced operations in 2025. In 2026, the Company will further develop a more resilient global manufacturing footprint, strengthen capacity management at existing sites, and continue to advance the establishment of new facilities in India to support long-term operational growth.

ii. Providing Comprehensive Solutions

As a strategic partner to brand customers, the Company will drive process upgrades as a core engine, continuing to introduce advanced technologies, automation equipment, and intelligent manufacturing systems, while strengthening materials research and innovation capabilities. Through forward-looking investments, the Company aims to enhance operational efficiency from product development to mass production, precisely aligning with market trends to offer brand customers more competitive integrated footwear manufacturing services, further deepening long-term partnerships.

iii. Enhancing Data-Driven Decision-Making Capabilities

The Company will continue to pursue its digital transformation strategy, deepening the application of the SAP Enterprise Resource Planning (ERP) system to optimize production scheduling, resource allocation, and quality



control. Leveraging digital tools such as Robotic Process Automation (RPA) and Digital report system (DRS), the Company will build a consistent and real-time data analytics platform. Supported by precise data, the Company aims to improve operational decision-making quality, gain forward-looking industry insights, and achieve strategic optimization and value growth.

iv. Developing a Supply Chain Ecosystem

To strengthen supply chain resilience and sustainability, the Company continues to refine manufacturing technologies and competitiveness at each production site, guided by the principles of localized supply and real-time response. Concurrently, through resource integration, knowledge sharing, and technical exchange, the Company deepens collaboration with upstream and downstream partners to leverage vertical integration synergies, striving to build a highly efficient and autonomous supply chain ecosystem.

■ Retail of sporting goods and wholesale business

i. Strategic Deployment of Physical Stores

For consumers who seek to discover new products and value personalized services, physical retail stores remain an indispensable sales channel. In 2026, the Company will continue to prioritize profitability and business quality, optimizing its offline store network with a focus on improving store traffic, conversion rates, repurchase rates, and in-season sales to enhance operational synergies. The Company will also continue to expand its self-owned "YYQUALITY," replicating its core business model of high value-for-money offerings and integrated multi-dimensional consumer experiences, staying closely attuned to market dynamics to strengthen overall competitiveness.

ii. Accelerating the Expansion of Digital Channels

In response to the rapid shift in consumer preferences, the Company is actively integrating digital channels into its sales network, leveraging the high traffic of major e-commerce platforms to effectively drive sales growth. The Company is also developing a "Pan-WeChat Ecosphere" as an extension of its physical stores to enhance operational profitability. Given the intensifying competition from emerging e-commerce models, the Company will accelerate its digitalization journey in 2026, deepening engagement with target consumer segments through differentiated and multi-faceted strategies to create a more comprehensive online-to-offline shopping experience.

iii. Strengthening Operational Growth Momentum

The Company will continue to deepen strategic cooperation with business partners, driving in-depth member engagement and growth through integrated membership programs. Simultaneously, the Company will strengthen inventory sharing initiatives to improve merchandise allocation and logistics efficiency, thereby optimizing inventory structures and accelerating sales turnover. Regarding digital strategy, the Company will continue to refine its SAP system, integrating business intelligence platforms, artificial intelligence

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(AI) applications, and optimized digital management tools to enhance retail efficiency, resource allocation, and decision-making effectiveness, aimed at establishing a comprehensive retail system.

(b) Prospects

Looking ahead to 2026, international institutions broadly anticipate the pace of global economic growth to converge. Various factors such as global trade trends, monetary policies of major economies, and climate change risks will continue to influence corporate capital expenditure and consumer confidence, adding uncertainty to the global economic outlook.

Despite frequent external challenges, the rising global health awareness and the increasing prevalence of active and leisure lifestyles underpin the development potential of relevant industries. The Company maintains a cautiously optimistic outlook on the long-term prospects of the sports industry in which it operates.

In the manufacturing of shoes business, the Company will continue to enhance capacity flexibility and diversification, allocate resources to digital transformation and intelligent manufacturing, and build a resilient and sustainable supply chain, striving to deliver comprehensive solutions across the value chain. In the retail of sporting goods and wholesale business, the Company will continue to implement its refined retail strategy, dynamically adjusting its physical and digital channel mix, launching innovative business models aligned with market trends, and deepening consumer engagement and interaction to further strengthen its operational capabilities.

The Company will continue to uphold the highest standards of corporate governance, emphasizing talent cultivation and organizational growth, refining risk management, and accelerating the development of digital infrastructure alongside its sustainability strategy. Through the continuous strengthening of its competitive advantages, the Company is committed to creating sustained and sound shared value for all stakeholders.

Wu, Pan-Tsu



Chairman of the Board

Lu, Chin- Chu



President

Wu, Hui- Chi



Accounting Officer



(2) Financial Reports

a. Consolidated Financial Statements and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Pou Chen Corporation

Opinion

We have audited the accompanying consolidated financial statements of Pou Chen Corporation (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

In our opinion, based on our audits and the report of other auditors (refer to the Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, 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 based on our audits and the report of other auditors.

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, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Write-downs of Inventory

As of December 31, 2025, the carrying amount of finished goods related to the retail segment included in the inventories was \$22,626,111 thousand. For the related disclosures, refer to Notes 4, 5 and 11 to the consolidated financial statements.

The determination of net realizable value requires an evaluation of sales condition and quality of products and an assessment of obsolete and slow-moving inventories; the evaluation involves significant judgments and estimations made by management. Therefore, we considered the write-downs of inventory as a key audit matter to the consolidated financial statements for the year ended December 31, 2025.

We obtained the inventory valuation sheets prepared by management, selected samples of estimated selling prices and traced them to the recent sales records to assess the rationale of the net realizable value determined by management. In addition, we selected samples from the inventory aging report prepared by management to verify the correctness of its classification and the reasonableness of the amount of inventory write-downs.

Impairment of Goodwill

As of December 31, 2025, goodwill allocated to the retailing business-retail and distribution of sportswear products of the Group amounted to \$2,392,483 thousand. For the related disclosures, refer to Notes 4, 5 and 18 to the consolidated financial statements.

Management evaluated the impairment of the abovementioned assets based on their recoverable amounts. The recoverable amounts are determined according to the forecast of the trading performance, future cash flows and the discount rate. The test of impairment involved significant judgments and estimations made by management. As a result, we considered the impairment of goodwill a key audit matter to the consolidated financial statements for the year ended December 31, 2025.

Our audit procedures in response to this key audit matter included evaluation of the reasonableness of the significant assumptions, evaluation model, and basic information and recalculation used by management for impairment testing.

Other Matter

The Group's investments in Ruen Chen Investment Holding Co., Ltd. and Nan Shan Life Insurance Co., Ltd. were accounted for by using the equity method based on its financial statements which were audited by other auditors. Our opinion, insofar as it relates to the Group's investments in Ruen Chen Investment Holding Co., Ltd. and Nan Shan Life Insurance Co., Ltd., is based solely on the reports of other auditors.

As of December 31, 2025 and 2024, the carrying amounts of investments in Ruen Chen Investment Holding Co., Ltd. and Nan Shan Life Insurance Co., Ltd were \$51,956,454 thousand and \$51,250,261 thousand, respectively, representing 14.61% and 14.58%, respectively. For the years ended December 31, 2025 and 2024, the amounts of profit of the associates were \$4,971,440 thousand and \$7,637,107 thousand, respectively, representing 22.53% and 25.69% of the income which the Group recognized before income tax.

We have also audited the parent company only financial statements of Pou Chen Corporation as of and for the years ended December 31, 2025 and 2024 on which we have issued an unmodified opinion with emphasis of other matter paragraph.



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 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.

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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, 2025 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 Ker-Chang Wu and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2026

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.



POU CHEN CORPORATION

POU CHEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	2025		2024	
	Amount	%	Amount	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 27,293,976	8	\$ 29,926,773	9
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	2,353,282	1	1,594,584	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	24,333,157	7	23,600,478	7
Financial assets at amortized cost - current (Notes 4 and 9)	6,855,031	2	9,996,487	3
Notes receivable (Notes 4 and 10)	6	-	440	-
Accounts receivable (Notes 4, 10 and 32)	28,874,870	8	30,801,572	9
Other receivables (Notes 4, 10 and 27)	11,399,649	3	8,833,620	3
Current tax assets (Notes 4 and 27)	1,560,762	-	1,039,603	-
Inventories - manufacturing and retailing (Notes 4, 5 and 11)	43,492,960	12	43,941,138	12
Inventories - construction (Notes 4 and 11)	3,902,468	1	3,913,375	1
Other current assets (Notes 4 and 12)	11,010,009	3	11,633,782	3
Total current assets	161,076,170	45	165,281,852	47
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss - non-current (Notes 4 and 7)	2,601,582	1	2,108,157	1
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	620,651	-	795,084	-
Financial assets at amortized cost - non-current (Notes 4, 9 and 33)	26,907,317	8	15,264,873	4
Investments accounted for using the equity method (Notes 4 and 14)	70,448,705	20	70,567,938	20
Property, plant and equipment (Notes 4 and 15)	55,833,666	16	57,927,175	17
Right-of-use assets (Notes 4 and 16)	13,429,287	4	15,537,506	4
Investment properties (Notes 4 and 17)	7,795,208	2	6,376,030	2
Goodwill (Notes 4, 5 and 18)	8,634,875	2	8,897,882	3
Other intangible assets (Notes 4, 5 and 19)	2,112,202	1	2,097,138	1
Deferred tax assets (Notes 4 and 27)	4,513,608	1	4,982,093	1
Other non-current assets (Note 12)	1,616,800	-	1,574,360	-
Total non-current assets	194,513,901	55	186,128,236	53
TOTAL	\$ 355,590,071	100	\$ 351,410,088	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 20)	\$ 30,119,239	8	\$ 25,311,935	7
Short-term bills payable (Note 20)	4,468,522	1	1,967,533	1
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	84,282	-	171,632	-
Notes payable (Note 21)	993	-	1,204	-
Accounts payable (Notes 21 and 32)	14,150,937	4	15,832,281	4
Other payables (Note 22)	19,842,910	6	20,135,874	6
Current tax liabilities (Note 4)	3,520,125	1	3,804,175	1
Lease liabilities - current (Notes 4 and 16)	2,271,033	1	2,486,327	1
Current portion of long-term borrowings (Note 20)	6,063,703	2	7,298,520	2
Other current liabilities	4,643,530	1	5,728,495	2
Total current liabilities	85,165,274	24	82,737,976	24
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 20)	37,446,526	10	33,437,480	9
Deferred tax liabilities (Notes 4 and 27)	2,125,200	1	2,436,773	1
Lease liabilities - non-current (Notes 4 and 16)	3,612,087	1	4,530,772	1
Long-term payables (Note 22)	174,814	-	173,451	-
Net defined benefit liabilities (Notes 4 and 23)	2,798,659	1	2,882,602	1
Other non-current liabilities	65,418	-	67,656	-
Total non-current liabilities	46,222,704	13	43,528,734	12
Total liabilities	131,387,978	37	126,266,710	36
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Notes 4 and 24)				
Share capital				
Ordinary shares	29,467,872	9	29,467,872	8
Capital surplus	4,527,218	1	4,516,630	1
Retained earnings				
Legal reserve	21,981,944	6	20,344,110	6
Special reserve	58,224,857	16	55,117,885	16
Unappropriated earnings	41,037,782	12	38,724,445	11
Total retained earnings	121,244,583	34	114,186,440	33
Other equity	(14,341,030)	(4)	(6,975,656)	(2)
Total equity attributable to owners of the Company	140,898,643	40	141,195,286	40
NON-CONTROLLING INTERESTS (Note 24)	83,303,450	23	83,948,092	24
Total equity	224,202,093	63	225,143,378	64
TOTAL	\$ 355,590,071	100	\$ 351,410,088	100

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

Handbook for the 2026 Annual General Shareholders' Meeting

POU CHEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 25 and 32)	\$ 251,400,209	100	\$ 263,817,827	100
OPERATING COSTS (Notes 11, 23, 26 and 32)	<u>193,272,677</u>	<u>77</u>	<u>198,642,778</u>	<u>75</u>
GROSS PROFIT	<u>58,127,532</u>	<u>23</u>	<u>65,175,049</u>	<u>25</u>
OPERATING EXPENSES (Notes 23 and 26)				
Selling and marketing expenses	24,314,917	9	26,951,507	10
General and administrative expenses	17,515,459	7	17,566,285	7
Research and development expenses	<u>4,730,056</u>	<u>2</u>	<u>4,703,020</u>	<u>2</u>
Total operating expenses	<u>46,560,432</u>	<u>18</u>	<u>49,220,812</u>	<u>19</u>
INCOME FROM OPERATIONS	<u>11,567,100</u>	<u>5</u>	<u>15,954,237</u>	<u>6</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 26)	1,945,221	1	2,103,045	1
Other income (Note 26)	3,088,653	1	3,224,776	1
Other gains and (losses) (Note 26)	895,766	-	1,100,266	-
Net loss on derecognition of financial assets at amortized cost	(31,793)	-	(10,438)	-
Finance costs (Note 26)	(2,536,358)	(1)	(2,804,589)	(1)
Share of the profit of associates and joint ventures (Notes 4 and 14)	<u>7,141,294</u>	<u>3</u>	<u>10,158,437</u>	<u>4</u>
Total non-operating income and expenses	<u>10,502,783</u>	<u>4</u>	<u>13,771,497</u>	<u>5</u>
INCOME BEFORE INCOME TAX	22,069,883	9	29,725,734	11
INCOME TAX EXPENSE (Notes 4 and 27)	<u>3,817,544</u>	<u>2</u>	<u>6,289,832</u>	<u>2</u>
NET INCOME FOR THE YEAR	<u>18,252,339</u>	<u>7</u>	<u>23,435,902</u>	<u>9</u>
OTHER COMPREHENSIVE NET INCOME (LOSS)				
Items that will not be reclassified subsequently to income or loss:				
Remeasurement of defined benefit plan (Note 23)	4,904	-	498,463	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	624,540	-	566,277	-
Share of the other comprehensive (loss) income of associates and joint ventures	(113,722)	-	57,077	-

(Continued)



POU CHEN CORPORATION

POU CHEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
Items that may be reclassified subsequently to income or loss:				
Exchange differences on translating foreign operations	\$ (5,772,796)	(2)	\$ 10,570,384	4
Share of the other comprehensive loss of associates and joint ventures	<u>(4,161,176)</u>	<u>(1)</u>	<u>(4,872,753)</u>	<u>(2)</u>
Other comprehensive net (loss) income for the year, net of income tax	<u>(9,418,250)</u>	<u>(3)</u>	<u>6,819,448</u>	<u>2</u>
TOTAL COMPREHENSIVE NET INCOME FOR THE YEAR	<u>\$ 8,834,089</u>	<u>4</u>	<u>\$ 30,255,350</u>	<u>11</u>
NET INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 12,068,247	5	\$ 16,035,591	6
Non-controlling interests	<u>6,184,092</u>	<u>2</u>	<u>7,400,311</u>	<u>3</u>
	<u>\$ 18,252,339</u>	<u>7</u>	<u>\$ 23,435,902</u>	<u>9</u>
TOTAL COMPREHENSIVE NET INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 4,702,307	2	\$ 18,141,052	7
Non-controlling interests	<u>4,131,782</u>	<u>2</u>	<u>12,114,298</u>	<u>4</u>
	<u>\$ 8,834,089</u>	<u>4</u>	<u>\$ 30,255,350</u>	<u>11</u>
EARNINGS PER SHARE (Note 28)				
Basic	<u>\$ 4.10</u>		<u>\$ 5.44</u>	
Diluted	<u>\$ 4.08</u>		<u>\$ 5.43</u>	

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

(Concluded)

Handbook for the 2026 Annual General Shareholders' Meeting

POU CHEN CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(in Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company						Other Equity		Total	Non-controlling Interests	Total Equity
	Share Capital	Capital Surplus	Legal Reserve	Retained Earnings	Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Unrealized (Loss) Gain on Financial Assets at Fair Value through Other Comprehensive Income	Others			
BALANCE AT JANUARY 1, 2024	\$ 29,467,872	\$ 4,410,292	\$ 19,300,806	\$ 57,646,766	\$ 24,101,997	\$ (741,919)	\$ 2,433,063	\$ (10,429,515)	\$ 126,189,346	\$ 76,473,917	\$ 202,663,279
Appropriation of 2023 earnings (Note 24)	-	-	1,043,304	-	(1,043,304)	-	-	-	-	-	-
Legal reserve	-	-	(2,528,881)	(2,528,881)	2,528,881	-	-	-	(3,241,466)	-	(3,241,466)
Reversal of special reserve	-	-	-	-	(3,241,466)	-	-	-	(3,241,466)	-	(3,241,466)
Cash dividends	-	-	1,043,304	(2,528,881)	(1,756,889)	-	-	-	16,035,591	7,400,311	23,435,902
Net income for the year ended December 31, 2024	-	-	-	-	16,035,591	-	-	-	6,099,529	4,713,957	6,819,448
Other comprehensive net income (loss) for the year ended December 31, 2024	-	-	-	-	302,371	6,099,529	(1,742,631)	(2,463,808)	2,105,461	-	-
Total comprehensive net income (loss) for the year ended December 31, 2024	-	-	-	-	16,337,962	6,099,529	(1,742,631)	(2,463,808)	18,144,062	12,114,298	30,258,320
Disposal of associates accounted for using the equity method	-	-	-	-	33,666	-	(33,666)	-	-	-	-
Excess of the consideration received over the carrying amount of the subsidiaries' net assets during actual disposal or acquisition	-	-	-	-	-	-	-	-	7,594	-	7,594
Changes in ownership interests in subsidiaries	-	97,032	-	-	-	-	-	-	97,032	-	97,032
Disposal of investments in equity instruments designated as at fair value through other comprehensive income by subsidiaries and associates	-	-	-	-	6,709	-	(6,709)	-	-	-	-
Unclaimed dividends by shareholders	-	-	-	-	-	-	-	-	1,712	-	1,712
Changes in non-controlling interests	-	-	-	-	-	-	-	-	(4,640,123)	-	(4,640,123)
Changes in equity for the year ended December 31, 2024	-	106,338	1,043,304	(2,528,881)	14,625,448	6,099,529	(1,783,066)	(2,463,808)	15,005,924	7,474,175	22,480,099
BALANCE AT DECEMBER 31, 2024	29,467,872	4,516,630	20,344,110	55,117,885	38,724,445	5,267,610	680,057	(12,893,323)	141,195,286	83,948,092	225,143,378
Appropriation of 2024 earnings (Note 24)	-	-	1,637,834	-	(1,637,834)	-	-	-	-	-	-
Legal reserve	-	-	(3,106,972)	3,106,972	(3,106,972)	-	-	-	(5,009,538)	-	(5,009,538)
Special reserve	-	-	-	-	(5,009,538)	-	-	-	(5,009,538)	-	(5,009,538)
Cash dividends	-	-	1,637,834	(3,106,972)	(974,344)	-	-	-	12,068,247	6,184,092	18,252,339
Net income for the year ended December 31, 2025	-	-	-	-	12,068,247	-	-	-	(7,260,582)	(2,052,310)	(9,418,280)
Other comprehensive net (loss) income for the year ended December 31, 2025	-	-	-	-	(6,748)	(3,672,820)	3,574,210	(7,260,582)	(7,365,940)	-	(9,418,280)
Total comprehensive net income (loss) for the year ended December 31, 2025	-	-	-	-	(6,748)	(3,672,820)	3,574,210	(7,260,582)	4,702,307	4,131,782	8,834,089
Disposal of associates accounted for using the equity method	-	-	-	-	7,944	-	(7,944)	-	-	-	-
Changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	9,385	-	9,385
Disposal of investments in equity instruments designated as at fair value through other comprehensive income by subsidiaries and associates	-	-	-	-	(1,762)	-	1,762	-	-	-	-
Unclaimed dividends by shareholders	-	-	-	-	-	-	-	-	1,203	-	1,203
Changes in non-controlling interests	-	-	-	-	-	-	-	-	(4,776,424)	-	(4,776,424)
Changes in equity for the year ended December 31, 2025	-	10,588	1,637,834	3,106,972	2,313,337	(3,672,820)	3,566,028	(7,260,582)	(296,643)	(644,642)	(941,285)
BALANCE AT DECEMBER 31, 2025	\$ 29,467,872	\$ 4,527,218	\$ 21,981,944	\$ 58,224,857	\$ 41,037,782	\$ 1,594,290	\$ 4,218,085	\$ (20,153,045)	\$ 140,898,643	\$ 83,803,450	\$ 224,702,093

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

(With Deloitte & Touche auditors' report dated March 12, 2026)



POU CHEN CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax for the year	\$ 22,069,883	\$ 29,725,734
Adjustments for:		
Depreciation expense	11,752,418	12,676,940
Amortization expense	168,779	155,184
Reversal gain of expected credit impairment	(19,852)	(179,356)
Net gain on fair value change of financial instruments at fair value through profit or loss	(329,227)	(423,917)
Finance costs	2,536,358	2,804,589
Net loss on derecognition of financial assets at amortized cost	31,793	10,438
Interest income	(1,945,221)	(2,103,045)
Dividend income	(1,004,441)	(897,935)
Compensation cost of employee share options	94,245	106,704
Share of profit of associates and joint ventures	(7,141,294)	(10,158,437)
Net loss (gain) on disposal of property, plant and equipment	74,012	(45,516)
Net loss on disposal of investment properties	-	15,752
Loss (gain) on modification of lease	1,104	(301,452)
Net gain on disposal of associates	(420,927)	(1,007,444)
Impairment loss of assets	97,696	206,391
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	(1,010,246)	(1,601,274)
Notes receivable	434	(356)
Accounts receivable	1,968,201	(3,402,705)
Other receivables	(2,448,236)	(2,791,233)
Inventories	433,806	(5,758,075)
Other current assets	617,093	(1,805,338)
Other operating assets	6,222	17,319
Notes payable	(211)	(2,404)
Accounts payable	(1,681,344)	1,585,850
Other payables	(806,508)	2,107,824
Other current liabilities	(1,084,965)	491,346
Net defined benefit liabilities	(79,166)	102,986
Other operating liabilities	(1,304)	15,634
Cash generated from operations	21,879,102	19,544,204
Interest paid	(2,551,699)	(2,749,865)
Income tax paid	(4,446,879)	(6,021,323)
Net cash generated from operating activities	<u>14,880,524</u>	<u>10,773,016</u>

(Continued)

Handbook for the 2026
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POU CHEN CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	2025	2024
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	\$ -	\$ (395,606)
Proceeds from disposal of financial assets at fair value through other comprehensive income	18,518	51,025
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	15,536	85,198
Purchases of financial assets at amortized cost	(28,220,578)	(29,058,400)
Proceeds from disposal of financial assets at amortized cost	18,813,052	16,572,254
Acquisition of associates and joint ventures	(217,417)	(100,000)
Proceeds from disposal of associates and joint ventures	702,678	1,949,483
Acquisition of property, plant and equipment	(8,276,952)	(5,571,432)
Proceeds from disposal of property, plant and equipment	272,584	297,792
Decrease in refundable deposits	63,735	51,782
Payments for intangible assets	(177,060)	(212,336)
Payments for right-of-use assets	(75,727)	(176,639)
Payments for investment properties	(593)	(324)
Proceeds from disposal of investment properties	-	172,121
Increase in prepayments for equipment and long-term prepayment	(1,376,334)	(968,768)
Interest received	1,875,348	1,950,187
Dividends received	3,076,201	2,796,888
Proceeds from disposal of right-of-use assets	-	403,209
	<u>(13,507,009)</u>	<u>(12,153,566)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	4,807,304	-
Repayments of short-term borrowings	-	(1,353,763)
Proceeds from short-term bills payable	2,502,500	76,000
Proceeds from long-term borrowings	2,778,704	-
Repayments of long-term borrowings	-	(545,446)
Increase in guarantee deposits	429	-
Decrease in guarantee deposits	-	(1,362)
Repayments of principal portion of lease liabilities	(2,953,099)	(3,436,490)
Cash dividends	(5,009,538)	(3,241,466)
Change in non-controlling interests	(4,870,669)	(4,642,201)
Unclaimed dividends by shareholders	1,203	1,712
	<u>(2,743,166)</u>	<u>(13,143,016)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>(1,263,146)</u>	<u>3,868,218</u>

(Continued)



POU CHEN CORPORATION AND SUBSIDIARIES

**CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	2025	2024
NET DECREASE IN CASH AND CASH EQUIVALENTS	\$ (2,632,797)	\$ (10,655,348)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>29,926,773</u>	<u>40,582,121</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 27,293,976</u>	<u>\$ 29,926,773</u>

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

(Concluded)

b. Separate Financial Statements and Independent Auditors' Report

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders

Pou Chen Corporation

Opinion

We have audited the accompanying parent company only financial statements of Pou Chen Corporation (the "Company"), which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the 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, based on our audits and the report of other auditors (refer to the Other Matter paragraph), the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2025 and 2024, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 based on our audits and the report of other auditors.

Key Audit Matter

Key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the parent company only financial statements for the year ended December 31, 2025. This matter was 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 this matter.



The key audit matters identified in the Company's financial statements for the year ended December 31, 2025 are stated as follows:

Impairment Assessment on Goodwill - Investments Accounted for Using the Equity Method

As described in Notes 4, 5, 13 and Table 5 of Note 32 to the parent company only financial statements, any excess of investment cost over the fair value of the investee's net identifiable assets is recognized as goodwill. Management shall perform impairment test on goodwill on a regular basis in accordance with IAS 36.

Management evaluated the abovementioned assets for impairment based on their recoverable amounts. The recoverable amounts are determined according to the forecast of the trading performance and future cash flows and the discount rate. The test of impairment involves significant judgments and estimations made by management. As a result, we considered the impairment of goodwill on investments accounted for using the equity method as a key audit matter to the financial statements for the year ended December 31, 2025.

In response to this key audit matter, we evaluated the reasonableness of the significant assumptions, the basis of the valuation model, the reasonableness of the basic information, and the appropriateness of impairment.

Other Matter

Certain investments accounted for using the equity method in the Company's financial statements for the years ended December 31, 2025 and 2024 were based on the financial statements audited by other independent auditors. Our opinion, insofar as it relates to the Company's investments in certain corporations, is based solely on the reports of other auditors. As of December 31, 2025 and 2024, the carrying amounts of the investments were \$51,955,458 thousand and \$51,249,280 thousand, which constituted 26.00% and 26.30% of the Company's total assets, respectively. For the years ended December 31, 2025 and 2024, the profit of the associate that the Company recognized amounted to \$4,971,342 thousand and \$7,636,957 thousand, which constituted 36.42% and 43.78% of the income before income tax, respectively.

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 the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the 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, 2025 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 Ker-Chang Wu and Wen-Yea Shyu.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2026

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.

Handbook for the 2026 Annual General Shareholders' Meeting

POU CHEN CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 170,715	-	\$ 448,335	-
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	35,537	-	65,950	-
Financial assets at fair value through other comprehensive income - current (Notes 4 and 8)	8,362,616	4	8,102,735	4
Financial assets at amortized cost - current (Notes 4 and 9)	4,500	-	-	-
Notes receivable (Notes 4 and 10)	6	-	420	-
Accounts receivable (Notes 4 and 10)	7,194	-	22,019	-
Accounts receivable from related parties (Notes 4, 10 and 29)	1,336,798	1	1,543,814	1
Other receivables (Notes 4 and 10)	43,081	-	53,387	-
Inventories (Notes 4 and 11)	118,832	-	127,884	-
Other current assets (Notes 4 and 12)	26,312	-	40,280	-
Total current assets	10,105,591	5	10,404,824	5
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	42,730	-	46,136	-
Financial assets at amortized cost - non-current (Notes 4 and 9)	94,290	-	98,355	-
Investments accounted for using the equity method (Notes 4, 5 and 13)	181,592,597	91	176,162,403	91
Property, plant and equipment (Notes 4 and 14)	4,245,164	2	4,358,807	2
Right-of-use asset (Notes 4 and 15)	85,048	-	120,763	-
Investment properties (Notes 4 and 16)	1,846,042	1	1,851,847	1
Intangible assets (Notes 4 and 17)	1,660,842	1	1,667,116	1
Deferred tax assets (Notes 4 and 25)	80,670	-	89,079	-
Other non-current assets (Notes 4 and 12)	52,643	-	44,379	-
Total non-current assets	189,700,026	95	184,438,885	95
TOTAL	\$ 199,805,617	100	\$ 194,843,709	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 18 and 29)	\$ 24,357,882	12	\$ 25,413,568	13
Short-term bills payable (Note 18)	2,748,388	1	-	-
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	3,671	-	-	-
Notes payable (Note 19)	993	-	1,204	-
Accounts payable (Note 19)	390,024	-	451,958	-
Accounts payable to related parties (Notes 19 and 29)	36,793	-	36,126	-
Other payables (Notes 20 and 29)	1,507,251	1	1,591,029	1
Current tax liabilities (Note 4)	1,579,482	1	1,290,355	1
Lease liabilities - current (Notes 4 and 15)	33,780	-	35,245	-
Current portion of long-term borrowings (Note 18)	410,326	-	4,013,796	2
Other current liabilities	177,654	-	172,312	-
Total current liabilities	31,246,244	15	33,005,593	17
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 18)	27,393,264	14	20,310,326	11
Deferred tax liabilities (Notes 4 and 25)	86,547	-	86,547	-
Lease liabilities - non-current (Notes 4 and 15)	55,546	-	89,312	-
Net defined benefit liabilities (Notes 4 and 21)	103,217	-	135,611	-
Other non-current liabilities (Note 13)	22,156	-	21,034	-
Total non-current liabilities	27,660,730	14	20,642,830	11
Total liabilities	58,906,974	29	53,648,423	28
EQUITY (Notes 4 and 22)				
Share capital				
Ordinary shares	29,467,872	15	29,467,872	15
Capital surplus	4,527,218	2	4,516,630	2
Retained earnings				
Legal reserve	21,981,944	11	20,344,110	11
Special reserve	58,224,857	29	55,117,885	28
Unappropriated earnings	41,037,782	21	38,724,445	20
Total retained earnings	121,244,583	61	114,186,440	59
Other equity	(14,341,030)	(7)	(6,975,656)	(4)
Total equity	140,898,643	71	141,195,286	72
TOTAL	\$ 199,805,617	100	\$ 194,843,709	100

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

(With Deloitte & Touche auditors' report dated March 12, 2026)



POU CHEN CORPORATION

POU CHEN CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 23 and 29)	\$ 8,673,062	100	\$ 9,547,132	100
OPERATING COSTS (Notes 11, 21, 24 and 29)	<u>3,707,796</u>	<u>43</u>	<u>4,425,314</u>	<u>46</u>
GROSS PROFIT	<u>4,965,266</u>	<u>57</u>	<u>5,121,818</u>	<u>54</u>
OPERATING EXPENSES (Notes 21 and 24)				
Selling and marketing expenses	35,533	-	40,025	1
General and administrative expenses	2,473,353	28	2,464,530	26
Research and development expenses	<u>1,784,232</u>	<u>21</u>	<u>1,640,924</u>	<u>17</u>
Total operating expenses	<u>4,293,118</u>	<u>49</u>	<u>4,145,479</u>	<u>44</u>
INCOME FROM OPERATIONS	<u>672,148</u>	<u>8</u>	<u>976,339</u>	<u>10</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 24)	54,127	1	22,265	-
Other income (Notes 24 and 29)	495,410	6	478,601	5
Other gains and losses (Note 24)	(152,056)	(2)	774,255	8
Finance costs (Notes 24 and 29)	(819,166)	(10)	(712,268)	(7)
Share of profit of subsidiaries and associates (Notes 4 and 13)	<u>13,399,294</u>	<u>154</u>	<u>15,905,861</u>	<u>167</u>
Total non-operating income and expenses	<u>12,977,609</u>	<u>149</u>	<u>16,468,714</u>	<u>173</u>
INCOME BEFORE INCOME TAX	13,649,757	157	17,445,053	183
INCOME TAX EXPENSE (Notes 4 and 25)	<u>1,581,510</u>	<u>18</u>	<u>1,409,462</u>	<u>15</u>
NET INCOME FOR THE YEAR	<u>12,068,247</u>	<u>139</u>	<u>16,035,591</u>	<u>168</u>
OTHER COMPREHENSIVE INCOME				
Items that will not be reclassified subsequently to income or loss:				
Remeasurement of defined benefit plan (Notes 21 and 25)	15,311	-	76,697	1
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	272,011	3	160,448	1
Share of the other comprehensive income of subsidiaries and associates accounted for using the equity method	345,955	4	640,391	7

(Continued)

Handbook for the 2026 Annual General Shareholders' Meeting

POU CHEN CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
Items that may be reclassified subsequently to income or loss:				
Share of the other comprehensive (loss) income of subsidiaries and associates accounted for using the equity method	\$ (7,999,217)	(92)	\$ 1,227,925	13
Other comprehensive (loss) income for the year, net of income tax	<u>(7,365,940)</u>	<u>(85)</u>	<u>2,105,461</u>	<u>22</u>
TOTAL COMPREHENSIVE INCOME	<u>\$ 4,702,307</u>	<u>54</u>	<u>\$ 18,141,052</u>	<u>190</u>
EARNINGS PER SHARE (Note 26)				
Basic	<u>\$ 4.10</u>		<u>\$ 5.44</u>	
Diluted	<u>\$ 4.08</u>		<u>\$ 5.43</u>	

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

(Concluded)



POU CHEN CORPORATION

POU CHEN CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Share Capital	Capital Surplus	Retained Earnings			Unappropriated Earnings	Exchange Differences on Translation of the Financial Statements of Foreign Operations	Other Equity Unrealized (Loss) Gain on Financial Assets at Fair Value through Other Comprehensive Income	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE ON JANUARY 1, 2024	\$ 29,467,872	\$ 4,410,292	\$ 19,300,806	\$ 57,646,766	\$ 24,101,997	\$ (741,919)	\$ 2,433,063	\$ 126,189,362	
Appropriation of 2023 earnings (Note 22)	-	-	1,043,304	-	(1,043,304)	-	-	-	
Legal reserve	-	-	1,043,304	(2,528,881)	2,528,881	-	-	-	
Reversal of special reserve	-	-	-	(3,241,466)	3,241,466	-	-	(3,241,466)	
Cash dividends	-	-	1,043,304	(2,528,881)	(1,755,889)	-	-	(3,241,466)	
Net income for the year ended December 31, 2024	-	-	-	-	16,035,591	-	-	16,035,591	
Other comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	302,371	6,009,529	(1,742,631)	(2,463,808)	
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	16,337,962	6,009,529	(1,742,631)	(2,463,808)	
Disposal of associates accounted for using the equity method by subsidiaries	-	-	-	-	33,666	-	(33,666)	-	
Excess of the consideration received over the carrying amount of the subsidiaries' net assets during actual disposal or acquisition	-	7,594	-	-	-	-	-	7,594	
Changes in ownership interests in subsidiaries	-	97,032	-	-	-	-	-	97,032	
Disposal of investments in equity instruments designated as at fair value through other comprehensive income by associates	-	-	-	-	6,709	-	(6,709)	-	
Unclaimed dividends by shareholders	-	1,712	-	-	-	-	-	1,712	
BALANCE ON DECEMBER 31, 2024	29,467,872	4,516,680	20,344,110	55,117,885	38,724,445	5,267,610	650,057	141,195,286	
Appropriation of 2024 earnings (Note 22)	-	-	1,637,834	-	(1,637,834)	-	-	-	
Legal reserve	-	-	1,637,834	3,106,972	(3,106,972)	-	-	-	
Special reserve	-	-	-	(5,009,538)	5,009,538	-	-	(5,009,538)	
Cash dividends	-	-	1,637,834	(3,106,972)	(9,754,344)	-	-	(5,009,538)	
Net income for the year ended December 31, 2025	-	-	-	-	12,068,247	-	-	12,068,247	
Other comprehensive (loss) income for the year ended December 31, 2025	-	-	-	-	(6,748)	(3,672,820)	3,574,210	(7,365,940)	
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	12,061,499	(3,672,820)	3,574,210	(4,702,307)	
Disposal of associates accounted for using the equity method by subsidiaries	-	-	-	-	7,944	-	(7,944)	-	
Changes in ownership interests in subsidiaries	-	9,385	-	-	-	-	-	9,385	
Disposal of investments in equity instruments designated as at fair value through other comprehensive income by associates	-	-	-	-	(1,762)	-	1,762	-	
Unclaimed dividends by shareholders	-	1,203	-	-	-	-	-	1,203	
BALANCE ON DECEMBER 31, 2025	\$ 29,467,872	\$ 4,527,218	\$ 21,981,944	\$ 58,224,857	\$ 41,037,782	\$ 1,594,790	\$ 4,218,085	\$ 140,898,643	

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

Handbook for the 2026 Annual General Shareholders' Meeting

POU CHEN CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 13,649,757	\$ 17,445,053
Adjustments for:		
Depreciation expense	243,034	265,629
Amortization expense	107,624	102,709
Net gain on fair value changes of financial instruments at FVTPL	(75,223)	(529,879)
Finance costs	819,166	712,268
Interest income	(54,127)	(22,265)
Dividend income	(335,108)	(306,244)
Share of profit of subsidiaries and associates	(13,399,294)	(15,905,861)
Net gain on disposal of property, plant and equipment	(152)	(343)
Loss on modification of lease	262	-
Unrealized (gain) loss on foreign currency exchange	(201,996)	393,482
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	109,124	395,377
Notes receivable	414	(336)
Accounts receivable	14,825	(11,575)
Accounts receivable from related parties	207,016	(88,636)
Other receivables	10,042	(3,254)
Inventories	(6,251)	(57,237)
Other current assets	7,280	3,332
Other operating assets	5,840	16,747
Financial liability held for trading	182	1,330
Notes payable	(211)	(559)
Accounts payable	(61,934)	78,217
Accounts payable to related parties	668	204
Other payables	(52,411)	(42,894)
Other current liabilities	5,342	2,033
Net defined benefit liabilities	<u>(21,371)</u>	<u>(59,150)</u>
Cash generated from operations	972,498	2,388,148
Interest paid	(839,254)	(678,337)
Income tax paid	<u>(1,279,685)</u>	<u>(971,808)</u>
Net cash (used in) generated from operating activities	<u>(1,146,441)</u>	<u>738,003</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of financial assets at fair value through other comprehensive income	-	(136,151)
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	15,536	1,554
Purchase of financial assets at amortized cost	(4,500)	(97,911)
Acquisition of associates and joint ventures	(90,000)	(100,000)
Disposal of associates and joint ventures	1,719	-
Acquisition of property, plant and equipment	(86,780)	(79,323)

(Continued)



POU CHEN CORPORATION

POU CHEN CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Proceeds from disposal of property, plant and equipment	\$ 1,449	\$ 4,252
Decrease in refundable deposits	242	1,025
Payments for intangible assets	(101,350)	(115,733)
Increase in prepayments for land and equipment	(14,892)	(545)
Interest received	54,377	18,596
Dividends received	<u>750,078</u>	<u>525,671</u>
Net cash generated from investing activities	<u>525,879</u>	<u>21,435</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Repayments of) proceeds from short-term borrowings	(849,625)	391,474
Proceeds from short-term bills payable	2,750,000	-
Proceeds from long-term borrowings	170,700,000	142,060,000
Repayments of long-term borrowings	(167,213,796)	(139,653,796)
Decrease in guarantee deposits	(342)	-
Repayments of principal portion of lease liabilities	(34,960)	(35,441)
Cash dividends	(5,009,538)	(3,241,466)
Other financing activities	<u>1,203</u>	<u>1,712</u>
Net cash generated from (used in) financing activities	<u>342,942</u>	<u>(477,517)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(277,620)	281,921
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>448,335</u>	<u>166,414</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 170,715</u>	<u>\$ 448,335</u>

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

(With Deloitte & Touche auditors' report dated March 12, 2026)

(Concluded)

2. Audit Committee's Review Report on the 2025 Financial Statements

Audit Committee's Review Report

The Board of Directors has prepared and submitted the Company's 2025 business report and financial statements. Deloitte & Touch, the CPA firm commissioned by the Board of Directors, has audited the financial statements and issued an auditors' report regarding them.

These documents have been reviewed by the Audit Committee to ensure conformity with relevant laws and regulations. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this Report.

To:

2026 Annual General Shareholders' Meeting of Pou Chen Corporation

Audit Committee convener:



Wu Wang, Pu-Yu

Date : March 12, 2026



Audit Committee's Review Report on Profit Distribution Plan

The Board of Directors has prepared and submitted the 2025 profit distribution plan, which has been reviewed by the Audit Committee to ensure conformity with relevant laws and regulations. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this Report.

To:

2026 Annual General Shareholders' Meeting of Pou Chen Corporation

Audit Committee convener:

Handwritten signature in Chinese characters: 王璞玉.

Wu Wang, Pu-Yu

Date: April 15, 2026

3. Report on the 2025 Distribution of Employees' Compensation and Directors' Remuneration

- (1) The Company's profit in 2025 amounted to NT\$13,985,406,730. ("Profit" refers to the income before income tax less employees' compensation and Directors' remuneration). It is proposed that 1.6% and 0.8% of the profit, equaling NT\$223,767,000 and NT\$111,883,000 respectively, be allocated as employees' compensation and Directors' remuneration. The distribution will be made in cash.
- (2) The above amounts are consistent with the estimates for the fiscal year.

4. Report on the distribution for cash dividend of 2025 earnings

- (1) The Company's net income for 2025 amounted to NT\$12,068,246,801. The shareholders' dividends of NT\$3,830,823,377 will be distributed to shareholders in proportion to their shareholdings at NT\$1.3 per share, rounded down to the nearest New Taiwan Dollar. Dividends distributed under NT\$1 will be recognized as "Other Income" by the Company.
- (2) This proposal has been approved by the Board of Directors, and the Chairman of the Board is authorized to set the record date, payment date and other relevant matters. In the event of any subsequent change in the Company's share capital that results in a change of cash distribution ratio, the Chairman of the Board is authorized to make the necessary adjustments.

B. Acknowledged Matters

1. Acknowledgement of 2025 Business Report, Financial Statements and Profit Distribution Plan (Proposed by the Board of Directors)


- (1) The Audit Committee of the Company has reviewed the 2025 Business Report, Financial Statements (including consolidated and separate balance sheets, statements of comprehensive income, statements of changes in equity and statements of cash flows) and the profit distribution table. The Financial Statements were audited by independent certified public accountants, Wu, Ker-Chang and Shyu, Wen-Yea, of Deloitte & Touche.
- (2) For the 2025 Business Report, Financial Statements, please refer to pages 3-30, and for the profit distribution table, please refer to page 34.

Resolution:




Pou Chen Corporation
2025 Profit Distribution Table

	(in NT\$)
Beginning unappropriated retained earnings	\$28,970,101,080
Transfer to retained earnings of disposal of investments accounted for using the equity method	7,944,202
Transfer to retained earnings of disposal of investments in equity instruments designated as at fair value through other comprehensive income by subsidiaries and associates	(1,762,328)
Amount recognized in retained earnings of remeasurement of defined benefit plan	<u>(6,747,778)</u>
Unappropriated retained earnings after adjustment	28,969,535,176
Net income of 2025	12,068,246,801
Less: legal reserve	(1,206,768,090)
Less: special reserve according to the law	<u>(8,071,552,202)</u>
2025 Earnings available for distribution	31,759,461,685
Distribution item:	
Shareholders dividend - cash dividend (NT\$1.3/share) ^{1&2}	<u>3,830,823,377</u>
Unappropriated retained earnings	<u>\$ 27,928,638,308</u>

Wu, Pan-Tsu
Chairman of the Board 

Lu, Chin-Chu
President 

Wu, Hui-Chi
Accounting Officer 

¹ The shareholders dividends are computed on the basis of 2,946,787,213 shares outstanding as of March 31, 2026.

² The Board of Directors is authorized to approve the distribution of partial or full dividends in cash. Such resolution shall be approved by a majority vote at a meeting attended by more than two-thirds of the total number of directors, and this distribution shall be reported at the shareholders' meeting in accordance with Article 23-1of the Company's Articles of Incorporation.

Handbook for the 2026 Annual General Shareholders' Meeting

C. Extemporaneous Motions

D. Adjournment



III. Appendix

Appendix 1

POU CHEN CORPORATION Articles of Incorporation

Adopted by shareholders' meeting on May 29, 2025

Section I General Provisions

- Article 1** The name of company shall be Pou Chen Corporation (寶成工業股份有限公司) (the "Company"). The Company is duly organized in accordance with the Company Act of Taiwan.
- Article 2** The business to be operated by the Company is as follows:
- (1) CK01010 Footwear Manufacturing.
 - (2) C301010 Yarn Spinning Mills.
 - (3) C302010 Knit Fabric Mills.
 - (4) C303010 Non-woven Fabrics Mills.
 - (5) C306010 Outerwear Knitting Mills.
 - (6) C307010 Apparel, Clothing Accessories and Other Textile Product Manufacturing.
 - (7) C399990 Other Textile Products Manufacturing.
 - (8) C801120 Manmade Fiber Manufacturing.
 - (9) CJ01010 Hat Manufacturing.
 - (10) F104110 Wholesale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
 - (11) F204110 Retail sale of Cloths, Clothes, Shoes, Hat, Umbrella and Apparel, Clothing Accessories and Other Textile Products.
 - (12) F113010 Wholesale of Machinery.
 - (13) F213080 Retail Sale of Machinery and Equipment.
 - (14) CC01080 Electronic Parts and Components Manufacturing.
 - (15) CC01120 Data Storage Media Manufacturing and Duplicating.
 - (16) F119010 Wholesale of Electronic Materials.
 - (17) F219010 Retail Sale of Electronic Materials.
 - (18) F401010 International Trade.
 - (19) I199990 Other Consultancy (consultation on shoe-manufacturing techniques).
 - (20) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1** Investments in other businesses by the Company may be exempt from the maximum investment restriction under Article 13 of the Company Act.
- Article 3** The Company may act as a guarantor of another party if required for its business purposes.

Article 4 The Company is headquartered in Chang Hwa County. If required, the Company may establish factories or branches in Taiwan or overseas by board of Directors resolution.

Article 5 Deleted.

Section II Shares

Article 6 The registered share capital of the Company shall be forty five billion New Taiwan Dollars (NT\$ 45,000,000,000), divided into four billion and five hundred million (4,500,000,000) shares at a par value of exactly ten New Taiwan Dollars (NT\$ 10) per share. Among the Company's above share capital, three hundred million shares in the amount of three billion New Taiwan Dollars (NT\$ 3,000,000,000) shall be reserved for issuance upon the exercise of any employee stock options, equity warrants issued with preferred shares or equity warrant bonds. The board of Directors is authorized to issue the unissued shares in installments in Taiwan or overseas depending on actual needs in accordance with the Company Act and relevant laws and regulations.

Article 6-1 Upon resolution adopted by two thirds or more of the votes of shareholders present at the shareholders' meeting that is attended by shareholders representing more than half of the total issued and outstanding shares of the Company, the Company may buy back its shares and transfer such shares to its employees at a price lower than the average price of all shares bought back by the Company, or issue employee stock options with the exercise price lower than the closing price of the issuing date.

Article 6-2 The Company transfers its treasury shares to employees, issues employee stock option certificates, issues restricted shares for employee, and reserves the issuance of common shares in cash for employees to subscribe, which could be entitled to the qualified employees of subsidiaries of the Company meeting certain specific requirements. The board of Directors is authorized to decide the conditions and the subscription.

Article 7 The Company's shares shall be registered, bear the signatures or personal seals of the Director representing the Company, and shall be duly certified or authenticated by the bank which is competent to certify shares under the laws. The Company may issue shares without certificates which shall be registered with a central securities depository.

Article 8 The Company's shareholder shall register his/her/its name, address, chop specimen card and the national ID card number/business administration number, and any changes to such information, with the Company or the stock agency for records. The shareholder shall affix his/her/its specimen chop for purpose of receiving stock dividends and bonuses or exercising shareholders' rights in writing.



Article 9 Unless otherwise prescribed by laws or securities regulations, the Company Act and other relevant laws shall apply to the Company's shareholder's share transfer, share loss report, inheritance of shares, gratuitous giving of shares, loss report or change of the chop, or report of change of address.

Article 10 Registration for the transfer of shares shall not be done within sixty days preceding the date of a shareholders' annual general meeting, thirty days preceding the date of a shareholders' special meeting or five days preceding the designated reference date for the distribution of dividends, bonus or other interests.

Section III Shareholders' Meeting

Article 11 There are two types of shareholders' meeting: annual general meeting of shareholders and special meeting of shareholders. The annual general meeting of shareholders shall be convened at least once a year within six months after the end of every fiscal year. Except as otherwise provided for by the Company Act, special meetings of shareholders shall be convened as necessary by the board of Directors.

Shareholders' meeting of the Company may be held by virtual or other means as promulgated by the competent authorities.

Article 11-1 Prior to the annual general meeting of shareholders, the Company shall determine and announce the procedures, location, time period, and other matters relating to accepting shareholders' proposals in accordance with Article 172-1 of the Company Act.

Article 12 When the Company convenes shareholders' meetings, the shareholders may exercise their voting rights in writing or by way of electronic transmission. A shareholder who is unable to attend the shareholders' meeting may appoint another person to attend as his/her/its proxy in accordance with Article 177 of the Company Act by using the proxy form provided by the Company to set forth the scope of authorization. Except as otherwise prescribed by the Company Act, the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies as promulgated by the regulatory authority shall apply to attendance by proxy.

Article 13 Except as otherwise prescribed by laws, each share of the Company is entitled to one vote.

Article 14 Except as otherwise required by the Company Act, a proposal shall be adopted with the approval of more than half of the votes of the shareholders present at the shareholders' meeting attended by shareholders representing more than half of the total issued and outstanding shares of the Company.

Section IV Directors

Article 15 The Company shall have nine Directors. The board of Directors shall be elected from a list of nominated candidates at the shareholders' meeting for a term of three years. Re-elected Directors may serve consecutive terms. The shareholding ratio of all Directors collectively shall be subject to rules

provided by the securities regulatory authority.

At least three Directors shall be independent Directors. Regulations governing independent Directors' professional qualifications, shareholding, holding of concurrent positions, as well as assessment of independence, procedures of nomination and other related matters shall be adopted by the regulatory authority.

Article 16 The board of Directors shall consist of Directors. The chairman of the board shall be elected from and among the Directors by the approval of more than half of the Directors present at a meeting attended by at least two thirds of the Directors holding office, and a vice chairman may be elected in the same manner if the Company's business so requires. The chairman of the board shall have the authority to represent the Company.

Article 16-1 The Company may pay compensation to Directors performing duties for the benefit of the Company regardless of the Company's profit performance. The board of Directors is authorized to determine, according to the general standards adopted by the industry, Directors' compensation based on the level and value of contributions to the Company's operations.

Article 17 The board of Directors' meeting shall be convened at least once every quarter of each year.

In calling a board of Directors' meeting, a notice setting forth the item(s) to be discussed at the meeting shall be given to each Director at least seven days prior to the scheduled meeting date, unless in the event of emergency, Directors' meeting may be convened at any time.

Conventions of meetings under the preceding paragraph may be done in writing or by facsimile or electronically.

Except as otherwise prescribed by laws, any resolution of the board of Directors shall only be adopted with the approval by more than half of the Directors present at the meeting attended by more than half of all Directors.

A Director who has personal interests in any of the items on the meeting agenda shall disclose the material aspects of such personal interest at the meeting.

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

When board of Directors' meetings are held by means of video conference, the Directors participating in such meetings via webcam shall be deemed to have attended the meetings in person. If a Director is unable to attend a meeting for any reason, such Director may appoint another Director as his or her proxy by using a letter of appointment setting forth the scope of authorization with respect to each subject to be discussed at the meeting. A Director may only be



appointed as proxy by one other Director.

The Company's board of Directors may establish different types of functional committees.

Article 17-1 The Company may acquire liability insurance for its Directors.

Article 18 The powers and duties of the board of Directors are as follows:

- (1) To approve the appointment and removal of officers.
- (2) To determine the establishment and dissolution of subsidiaries and branches.
- (3) To propose and discuss the amendments to the Articles of Incorporation.
- (4) To review budgets and final accounts.
- (5) To review and supervise the implementation of annual business plan.
- (6) To propose and discuss the offer of all or material parts of the Company's assets for assignment under "dian," sale, lease, pledge, mortgage or any other disposal.
- (7) To approve the Company's long-term investments in other businesses.
- (8) To propose and discuss the profit distribution and loss offset.
- (9) To determine the increase or decrease of capital.
- (10) To approve the Company's staffing quota and compensation structure.
- (11) To select and engage independent auditors.
- (12) To approve material contracts.
- (13) To conduct any matter other than those that shall be resolved at shareholders' meetings under the Company Act or the Articles of Incorporation.

Article 19 The Company shall establish an audit committee in accordance with Article 14-4 of the Securities and Exchange Act. The audit committee shall consist of independent Directors only. The audit committee and members of the committee shall be responsible for performing duties as prescribed for Supervisors' by the Company Act, Securities and Exchange Act and other regulations.

Section V Officers and Staff

Article 20 The Company may have a president and other officers, the appointment, removal, and compensation of whom shall be subject to Article 29 of the Company Act.

Article 21 Deleted.

Section VI Accounting

Article 22 The fiscal year of the Company shall begin on January 1 and end on December 31 of each year. After each fiscal year, the board of Directors shall prepare the following reports and submit the reports to the annual general shareholders' meeting for ratification in accordance with the legally mandated procedures:

- (1) Business report.
- (2) Financial statements.
- (3) Proposal for Distribution of profits or Deficit Compensation.

Article 23 The Company shall appropriate 1 to 5% of the profit of the fiscal year (profit shall mean the income before income tax less Employees' compensation and Directors' remuneration) for employees' compensation, of which no less than 10% of actual appropriate amount shall be allocated for the distribution to entry-level employees, and may appropriate no higher than 3% of the same profit as Directors' remuneration. Such employees' compensation may be in the form of stock or cash by the resolution of the board of Directors. Employees eligible for such compensation may include those of the Company's subsidiaries meeting certain conditions.

In the presence of accumulated loss, the Company shall allocate an amount to recover such loss before appropriating any employees' and Directors' remuneration in accordance with the ratios prescribed by the preceding paragraph.

Article 23-1 The Company's annual net profits should be appropriated as follows:

- (1) For paying taxes.
- (2) For offsetting deficits.
- (3) For legal reserve at 10% of the remaining profits, and for special reserve to be appropriated and distributed according to regulations or upon request by the FSC.
- (4) The total of any remaining profits after the appropriations mentioned above plus any accumulated unappropriated earnings from prior years may be partially retained and then the remainder distributed as proposed according to the share ownership proportion.

The board of Directors proposes an earnings distribution in the form of new shares shall be approved following the resolution of the shareholders' meetings. Distribution of dividends and bonuses or distribution of the legal reserve and capital surplus in whole or in part by cash shall be resolved by a majority vote at a meeting attended by more than two thirds of the total number of directors, and such distribution shall be reported at the shareholders' meeting.

Profits may be distributed after taking into consideration the future development plan, financial condition, business and operational status, and so on. The ratio of distribution shall be no less than 30% of the net income for each fiscal year, and the portion of cash dividends distributed shall be no less than 30% of total dividends distributed. If there are material changes in the operating environment, the Company can adjust the ratio and amounts of distribution of profits.



Section VII Miscellaneous

Article 24 Matters not addressed in these Articles of Incorporation shall be governed by the Company Act.

Article 25 These Articles of Incorporation was adopted on August 15, 1969. The first amendment was made on April 18, 1971. The second amendment was made on November 26, 1972. The third amendment was made on July 15, 1973. The fourth amendment was made on August 20, 1974. The fifth amendment was made on February 8, 1976. The sixth amendment was made on August 1, 1976. The seventh amendment was made on June 15, 1977. The eighth amendment was made on December 25, 1977. The ninth amendment was made on February 26, 1978. The tenth amendment was made on November 24, 1978. The eleventh amendment was made on December 31, 1981. The twelfth amendment was made on March 18, 1982. The thirteenth amendment was made on June 10, 1984. The fourteenth amendment was made on September 30, 1984. The fifteenth amendment was made on April 10, 1985. The sixteenth amendment was made on July 15, 1985. The seventeenth amendment was made on November 2, 1987. The eighteenth amendment was made on April 30, 1988. The nineteenth amendment was made on April 20, 1989. The twentieth amendment was made on August 7, 1989. The twenty-first amendment was made on April 10, 1990. The twenty-second amendment was made on April 12, 1991. The twenty-third amendment was made on May 18, 1992. The twenty-fourth amendment was made on May 25, 1993. The twenty-fifth amendment was made on May 27, 1994. The twenty-sixth amendment was made on May 31, 1995. The twenty-seventh amendment was made on May 13, 1997. The twenty-eighth amendment was made on April 21, 1998. The twenty-ninth amendment was made on June 22, 2000. The thirtieth amendment was made on April 10, 2001. The thirty-first amendment was made on June 12, 2002. The thirty-second amendment was made on June 12, 2003. The thirty-third amendment was made on June 9, 2004. The thirty-fourth amendment was made on June 14, 2005. The thirty-fifth amendment was made on June 14, 2005. The thirty-sixth amendment was made on June 14, 2006. The thirty-seventh amendment was made on April 24, 2007. The thirty-eighth amendment was made on June 13, 2008. The thirty-ninth amendment was made on June 16, 2009. The fortieth amendment was made on June 17, 2010. The forty-first amendment was made on June 15, 2012. The forty-second amendment was made on June 14, 2013. The forty-third amendment was made on June 12, 2015. The forty-fourth amendment was made on June 15, 2016. The forty-fifth amendment was made on June 15, 2017. The forty-sixth amendment was made on June 13, 2019. The forty-seventh amendment was made on June 15, 2023. The forty-eighth amendment was made on May 29, 2025. These Articles of Incorporation and any amendments thereafter shall become effective upon resolution at the shareholders' meeting.

Appendix 2

POU CHEN CORPORATION
Rules and Procedures of Shareholders' Meetings

Adopted by shareholders' meeting on June 15, 2023

Article 1 (Applicable Laws and Regulations)

Except as otherwise provided in relevant laws or Pou Chen Corporation (the "Company")'s Articles of Incorporation, the Company's shareholders' meetings shall be held in accordance with these Rules and Procedures of Shareholders' Meetings (these "Rules and Procedures").

Article 2 (Convention of Shareholders' Meeting and Meeting Notice)

Except as otherwise provided in relevant laws, the Company's shareholders' meetings shall be convened by the board of Directors.

Except as provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, regulations for convening the virtual shareholders' meeting shall be provided in the Articles of Incorporation and subject to the approval of the Board of Directors. In addition, a decision to convene a virtual shareholders' meeting shall obtain approval by the majority of directors in attendance at a Board of Directors meeting in which over two-thirds of the directors are present.

The Company shall be resolved by the board of directors if the way of convened the shareholders' meeting had been changed. Those changes shall be made no later than mailing of the shareholders meeting notice.

The Company shall make the meeting notice, proxy form, short title for ratification proposals, discussion proposals and election or removal of Directors, and other explanatory information into electronic files and submit such files onto the Market Observation Post System (the "MOPS") website thirty days before the regular shareholders' meeting or fifteen days before the special shareholders' meeting. The Company shall also make the handbook for shareholders' meetings and other supplementary materials into electronic files and submit these files onto the MOPS website thirty days before the regular shareholders' meeting or fifteen days before the special shareholders' meeting. The Company shall prepare the handbook for shareholders' meetings and other supplementary materials fifteen days before the shareholders' meeting for shareholders to ask for at any time, exhibit these documents in the Company and the professional agency appointed by the Company to handle the share-related affairs for the Company.



The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meeting, such documents should be distributed at the shareholders' meeting
2. For hybrid shareholders' meeting, such documents should be distributed at the meeting and shared on the virtual meeting platform.
3. For virtual-only shareholders' meeting, electronic files shall be shared on the virtual meeting platform.

The reasons for convening the shareholders' meeting shall be indicated in the notice and the announcement to the shareholders; and the notice may be delivered by means of electronic transmission with prior consent from the recipient(s).

Matters pertaining to election or removal of Directors, amendments to the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185 Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the reasons and the essential contents shall be explained in the notice for convening the shareholders' meeting, and shall not be brought up as extemporary motions.

Shareholders holding 1% or more of the total number of outstanding shares of the Company may propose to the Company a proposal at regular shareholders' meetings, provided that only one matter is allowed in such a proposal, and proposals with more than one matter will not be included in the agenda. Unless a shareholder proposal proposed for urging the Company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. In addition, if there are any of the circumstances listed in Paragraph 4, Article 172-1 of the Company Act in the proposal raised by a shareholder, the board of Directors may choose not to list such a proposal in the agenda.

Prior to the date on which share transfer registration is suspended before the convention of the regular shareholders' meeting, the Company shall publish an announcement in writing or by way of electronic transmission and the time period for shareholders to submit proposals to be resolved at the meeting; and

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the time period for accepting such proposals shall not be less than ten days.

The number of words in the proposal proposed by a shareholder shall be no more than three hundred words, and any proposal with more than three hundred words will not be included in the agenda. A shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting where the proposal is to be resolved and shall take part in the discussion of such a proposal.

The Company shall, prior to delivering the meeting notice, inform all the shareholders who have submitted proposals of whether their proposals are accepted, and shall list in the meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not listed in the agenda of the meeting, the reasons for not listing such proposals shall be explained by the board of Directors at the shareholders' meeting.

Article 3 (Attending Shareholders' Meetings by Proxy and Authorization)

A shareholder may appoint, per meeting, another person to attend as his/her/its proxy by using the proxy form provided by the Company to set forth the scope of authorization.

A shareholder may only use one proxy form and appoint one proxy only, and shall serve such proxy form to the Company no later than five days prior to the meeting date of the shareholders' meeting. In the event that two or more proxy forms are received from one shareholder, the first proxy form served to the Company shall prevail, unless an explicit statement to revoke the previous proxy form is made in the proxy form that is later served to the Company.

After the service of the proxy form to the Company, in the event that the shareholder issuing the said proxy form intends to attend the shareholders' meeting in person or to exercise the voting rights in writing or by way of electronic transmission, a written notice to rescind the proxy form shall be filed with the Company two days prior to the date of the shareholders' meeting, or otherwise the voting rights exercised by the authorized proxy at the meeting shall prevail.

If shareholder wishes to attend the virtual shareholders meeting after a proxy form is delivered to the Company. A written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted overdue, votes cast at the meeting by the proxy shall prevail.



Article 4 (Principles for the Venues and Times of Shareholders' Meetings)

The shareholders' meeting shall be held at the Company's place of business or any other place that is convenient for the shareholders to attend and appropriate to convene such meeting, and shall commence at a time no earlier than 9:00 a.m. and no later than 3:00 p.m. The decision of the place and time for the meeting shall be made taking the independent Directors' opinions into full consideration.

The restrictions on the place of the meeting shall not apply when the Company convenes the virtual shareholders' meeting.

Article 5 (Preparation of Attendance Register and other Documents)

The Company shall set forth in the meeting notice the time and place for shareholders, solicitors and proxies (collectively "shareholders") to sign in, and any other matters to be noted by the Shareholders.

The time for shareholders to sign in under the preceding paragraph shall be processed at least thirty minutes earlier than the meeting commencement time. There shall be a conspicuous sign to indicate the place for shareholders to sign in, and sufficient and proper personnel shall be at such place to handle relevant matters. For attending shareholders' meeting by visual, shareholders may begin to register on the visual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders meeting in person.

Shareholder may only attend the meeting with his/her/its attendance card, sign-in card or other attendance identification papers. The solicitor of proxies shall also bring his/her identity document for further check.

The Company shall prepare an attendance register for shareholders to sign in, which may be substituted with the sign-in card submitted by Shareholders attending the meeting.

The Company shall deliver to Shareholders attending the meeting the handbook for the meeting, the annual report, the attendance card, a slip of paper for comments, voting ballots and other meeting information. Where there are proposals to elect the Directors at meetings, the Company shall also deliver the election ballots to Shareholders attending such meetings.

When Shareholders are governments or legal persons, there may be multiple representatives attending the meeting on behalf of such Shareholders. In the event that a legal person attends a meeting as a proxy, there may only be one representative appointed by such legal person.

The shareholders shall register with the Company two days before the meeting date if attended the virtual shareholders' meeting.

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The Company shall upload the meeting handbook, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 5-1 (Convening virtual shareholders meetings and particulars to be included in shareholders meeting notice)

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

1. How shareholders attend the virtual meeting and exercise their rights.
2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected shareholders' meeting by video conference shall not attend the postponed or resumed session.
 - (3) In case of a shareholders' meeting with video conferencing, when the video conferencing cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the shareholders' meeting by video conferencing, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting by video conferencing shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting by video conferencing shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - (4) Actions to be taken if the outcome of all proposals has been announced and extraordinary motion has not been carried out.
3. The Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online, when convening a virtual-only shareholders meeting. In addition to matters to be implemented in situations specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, networking equipment and necessary assistances shall also be made available to shareholders, and the period during which



shareholders may apply to the Company for these assistances and other important notices shall be specified.

Article 6 (Chairperson and Attendees of Shareholders' Meeting)

For the shareholders' meeting convened by the board of Directors, such meeting shall be chaired by the chairman of the board. In case the chairman is on leave or cannot exercise his authority for any reason, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or unable to exercise his authority for any reason, the chairman shall designate one of the Directors to act on his behalf. In the absence of such designation, the Directors shall elect from among themselves an acting chairman to act on the chairman's behalf.

A Director shall have served as a Director in the Company for six months or more to act on behalf of the chairman in accordance with the preceding paragraph. The same should apply to the situation where the chairman is the representative of a Director that is a legal person.

When the shareholders' meeting is convened by the board of Directors, it is advised that the chairman of the board of Directors preside at such meeting, having more than half of the Directors and at least one member from each of the functional committees present at the meeting. The attendance shall be recorded in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by a person with the authority to convene other than the board of Directors, such person shall act as the chairman at that meeting; provided, however, if there are more than one person with the authority to convene, the chairman for the meeting shall be appointed from among them.

The Company may designate legal counsel, certified public accountants, and other relevant personnel to attend the shareholders' meetings in a non-voting capacity.

Article 7 (Records of Process of Shareholders' Meeting)

The Company shall tape record and videotape, without interruption, the whole process of Shareholders' signing in, the meeting and casting and counting of the ballots.

The tape-recorded and videotaped records shall be kept for at least one year, provided that where there is litigation brought by the shareholder pursuant to Article 189 of the Company Act, such records shall be kept until the litigation ends.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and

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results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

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

In case of a virtual shareholders meeting, the Company is advised to audio and video record the back-end operation interface of the virtual meeting platform.

Article 8 (Share Number Calculation for Attendance at Shareholders' Meetings and Convention of Meetings)

The attendance of shareholders' meetings shall be calculated based on the number of shares held by Shareholders attending such meetings, which shall be determined according to the attendance register or the sign-in cards and the shares checked in on the virtual meeting platform submitted by Shareholders, adding the number of voting shares where voting rights are exercised by means of written notice or electronic transmission.

Upon the scheduled meeting time, the chairman shall call the meeting to order and concurrently announce relevant information such as the number of Shareholders with no voting rights and the number of shares of the Shareholders present. The chairman may adjourn the meeting if the number of shares of the Shareholders present do not exceed half of the total number of issued and outstanding shares, which meeting may be postponed up to two times, with the total adjournment time not exceeding one hour. If, after two postponements, the number of shares present still does not meet one-third of the total issued and outstanding shares, the chairman shall cancel the meeting. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If, after two postponements in accordance with the preceding paragraph, the number of shares of the Shareholders present still does not meet the aforementioned threshold but represent one-third or more of the total issued and outstanding shares, tentative resolutions may be adopted in accordance with Article 175 of the Company Act, and a shareholders' meeting shall be convened within one month after the meeting in which the tentative resolutions were adopted. In the event of a virtual shareholders meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 5.



If, before the meeting in which the tentative resolutions are adopted is adjourned, the number of shares present reaches more than half of the total issued and outstanding shares, the chairman may re-submit the tentative resolution for approval at the meeting in accordance with Article 174 of the Company Act.

Article 9 (Discussion of Proposals)

Agendas for shareholders' meetings shall be set by the board of Directors if such meetings are convened by the board of Directors. Relevant proposals (including extemporaneous motions or amendments to the existing proposals) shall be resolved by voting on a proposal-by-proposal basis. Unless otherwise resolved by resolution at the shareholders' meetings, the meetings shall be carried out in accordance with the scheduled agenda.

The preceding paragraph shall apply *mutatis mutandis* to meetings convened by any person, other than the board of Directors, with the authority to convene such meeting.

In respect of the scheduled agenda referred to in the preceding two paragraphs, the chairman may not, absent a resolution, unilaterally announce the adjournment of the meeting before all of the items on such agenda (including ad hoc motions) have been resolved. If the chairman announces its adjournment in violation of the Rules and Procedures, other Directors of the board shall promptly assist the Shareholders present to elect, in accordance with legal procedures, one person to act as chairman to continue the meeting with more than half of the votes of the Shareholders present.

For proposals and amendments to the proposals and ad hoc motions proposed by the Shareholders, the chairman shall ensure there is adequate opportunity for explanation and discussion. If the chairman believes that the discussion for a proposal has reached a level where a vote may be called, the chairman may announce to end such discussion and call for a vote. Adequate time shall be arranged for voting.

Article 10 (Speeches of Shareholders)

Before Shareholders make speeches, such Shareholders shall submit a slip of paper, noted with such Shareholders' shareholder account number (or the attendance card number) and account name, summarizing his/her/its comments, for the chairman to determine the speaking order.

Attending Shareholders who submit slips but does not speak at a shareholders' meeting is deemed to have not spoken; in the event of any inconsistency between the contents of a Shareholder's speech and those recorded on the slip, the contents of the Shareholder's speech shall prevail.

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Unless otherwise agreed to by the chairman, a Shareholder may speak on a single proposal up to two times, each time no more than five minutes in length. The chairman may stop the speech of any Shareholder that is in violation of relevant rules or exceeds the scope of their proposal.

When an attending Shareholder is speaking at the meeting, no other Shareholder shall interrupt the speech of the speaking Shareholder unless otherwise permitted by the chairman and such speaking Shareholder; the chairman shall stop any such violations.

When a Shareholder that is a legal person appoints two or more representatives to attend the shareholders' meeting, only one representative may speak on any given proposal.

After a speech is given by the attending Shareholder, the chairman may personally or designate relevant personnel to respond.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

The questions in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, the questions can be disclosed to the public at the virtual meeting platform.

Article 11 (Calculation of Voting Shares and Conflict of Interests)

The voting in the shareholders' meeting shall be determined based on the number of shares.

The shares held by Shareholders without voting rights shall not be counted in the number of total issued and outstanding shares when adopting a resolution at the shareholders' meeting.

Shareholders with personal interests in the matter under discussion at a shareholders' meeting, which may impair the interests of the Company, shall neither vote nor exercise the voting rights on behalf of another Shareholder.

The number of shares in which such Shareholders may not exercise their voting rights in accordance with the preceding paragraph shall not be counted in the number of votes of Shareholders present at the meeting.

Except for trust enterprises or stock agencies approved by the competent authority for securities, if a person is entrusted by two or more Shareholders, the proxy votes by such person shall not exceed 3% of the total issued and outstanding shares of the Company; and any votes in excess of the foregoing



will not be counted.

Article 12 (Methods for Resolving Proposal, Supervising Casting of Ballots and Counting Ballots)

Except for restricted shares or shares without voting rights under Article 179 Paragraph 2 of the Company Act, each Shareholder is entitled to one vote per share.

When shareholders' meetings are held by the Company, voting rights may be exercised in writing or by way of electronic transmission. The Company shall set forth the methods to exercise voting rights in the shareholders' meeting notice when the shareholders are to exercise such rights in writing or by way of electronic transmission. A Shareholder who exercises his/her/its voting rights at a shareholders' meeting in writing or by way of electronic transmission shall be deemed to have attended the meeting in person, provided that such Shareholder shall be deemed to have waived his/her/its voting rights in respect of any ad hoc motions and the amendments to the original proposals at the said shareholders' meeting, and thus it is advised that the Company does not propose an ad hoc motion or amend the original proposal.

Where Shareholders elect to exercise their voting rights in writing or by way of electronic transmission, their declaration of intent shall be served to the Company two days prior to the scheduled meeting date, provided that if two or more declarations of the same intention are served to the Company, the first declaration of such intention shall prevail, unless an explicit statement to revoke the previous declaration is made in the declaration which comes later.

If a Shareholder who has exercised his/her/its voting rights in writing or by way of electronic transmission intends to attend a shareholders' meeting in person or online, he/she/it shall serve another declaration of intent to rescind his/her/its previous declaration of intent under the preceding paragraph two days prior to the meeting date and in the same manner used in exercising his/her/its voting rights. In the absence of a timely rescission of the previous declaration of intent, the voting rights exercised in writing or by way of electronic transmission shall prevail. If a shareholder has exercised his/her/its voting rights in writing or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting on his/her/its behalf, then the voting rights exercised by the authorized proxy for the said shareholder shall prevail.

Except as otherwise required by the Company Act or the Articles of Incorporation of the Company, a proposal is adopted with the approval of more than half of the vote rights of the Shareholders present. Upon the voting, the chairman or the personnel designated by the chairman shall announce the total number of votes of Shareholders present, and then the Shareholders shall cast

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their ballots. The Company shall key in the results of the Shareholders' for or against votes and their waivers to the MOPS website on the shareholders' meeting date after such shareholders' meeting.

In the event that there is an amendment or replacement proposal to the original proposal, the chairman shall decide on the order in which such proposals will be voted in, along with the original proposal, provided that if one of such proposals has been adopted, the other proposals will be deemed to have been vetoed and no further voting shall be necessary.

The person(s) supervising the casting of the ballots and the person(s) counting the ballots shall be designated by the chairman, provided that the person(s) supervising the casting of the ballots shall be a Shareholder.

The counting of ballots for voting or election at the shareholders' meeting shall be conducted in an open area within the shareholders' meeting room. After the counting is completed, the voting results shall be announced on the spot, including the number of votes, and records shall be made.

When the Company convenes a virtual shareholders meeting, after the chairperson call the meeting to order, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson announces the voting session ends or will be deemed abstained from voting.

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

When the Company convenes a hybrid shareholders meeting, if shareholders who have registered to attend the meeting online in accordance with Article 5 decide to attend the physical shareholders meeting in person, the shareholders shall revoke their registration two days before the shareholders meeting in the same manner as they registered. The shareholders may only attend the shareholders meeting online if registration is not revoked within the time limit. When shareholders exercise voting rights by correspondence or electronic means, the shareholders will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal unless who have withdrawn the declaration of intent and attended the shareholders meeting online, except for extraordinary motions.

Article 13 (Election Matters)

Where there is a proposal to elect Directors, the election shall be conducted in accordance with the Company's Rules for Election of Directors, and the results



of the election shall be announced on the spot, including the list of Directors elected, the number of votes they are elected with and the list of Directors who were not elected and the number of votes they received.

The ballots for the election under the preceding paragraph shall be sealed by the personnel supervising the casting of ballots, with such personnel's signature on the seal, and shall be kept properly for at least one year, provided that where there is litigation brought by the Shareholder pursuant to Article 189 of the Company Act, these ballots shall be kept until the litigation ends.

Article 14 (Minutes of Shareholders' Meetings and Signatures)

Resolutions adopted at shareholders' meetings shall be made into minutes, which shall be signed by or affixed with seal of the chairman of the shareholders' meetings and distributed to all of the Shareholders within 20 days after the shareholders' meetings. The distribution of the shareholders' meetings minutes may be done by way of electronic transmission.

The Company may distribute the shareholders' meetings minutes under the preceding paragraph by public announcement on the MOPS website.

Minutes of the shareholders' meetings shall record the date and place of the shareholders' meetings, name of the chairman, and the method for adopting resolutions, as well as summaries and results of voting (including the statistics on the votes). If an election of directors is held, the number of weighted votes for each candidate shall be disclosed. Minutes of the shareholders' meetings shall be kept indefinitely for as long as the Company is in existence.

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

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

Article 15 (External Announcement)

The number of shares solicited by solicitors, represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means shall be expressly disclosed, in the form of statistical tables in compliance with relevant rules, in the shareholders' meeting

room by the Company on the shareholders' meeting date. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

When the chairperson call the meeting to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform, if the Company convened the virtual shareholders' meeting. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

In the event that the resolutions adopted at the shareholders' meeting are material information under relevant laws or the rules provided by the Taiwan Stock Exchange, the Company shall submit the content of such resolutions to the MOPS website within the specified time period.

Article 16 (Maintenance of Order during Shareholders' Meeting)

The meeting staff handling shareholders' meeting affairs shall wear an identification card or arm-band.

The chairman may direct the picket staff or security personnel to help maintain order at shareholders' meetings. When helping maintain order, the picket staff or security personnel shall wear arm-bands with the words "picket staff" on them or identification cards.

Where there is sound amplifying equipment provided in the shareholders' meeting, the chairman may stop any shareholder who is not speaking with the sound amplifying equipment provided by the Company.

In the event that the shareholder is in violation of the Rules and Procedures, disobeys the corrections by the chairman, interrupts the process of the shareholders' meeting and refuses to stop such actions after being told to stop, the chairman may direct the picket staff or security personnel to ask such shareholder to leave the shareholders' meeting room.

Article 17 (Intermission and Continuance of Shareholders' Meeting)

The chairman may, at his or her discretion, set time for recess during the shareholders' meeting. In the event of any uncontrollable matters, the chairman may decide to adjourn the meeting tentatively, and announce the time to continue the meeting depending on the circumstances.

In the event that the shareholders' meeting place cannot be perused but the items to be discussed on the scheduled agenda (including ad hoc motions) have not all been resolved, the Shareholders may resolve to continue the shareholders' meeting in another place.



The Shareholders may adopt a resolution to postpone or continue the shareholders' meeting within five days in accordance with Article 182 of the Company Act.

Article 18 (Disclosure of information at virtual meetings)

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

Article 19 (Location of the chairperson and secretary of virtual-only shareholders meeting)

Both the chairperson and secretary shall be in the same location, if the Company convenes a virtual-only shareholders meeting, and the chairperson shall declare the address of their location when the meeting is called to order.

Article 20 (Handling of disconnection)

The Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve communication technical issues, if the Company convenes a virtual shareholders meeting.

In the event of a virtual shareholders meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate the virtual shareholders' meeting shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the second paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting,

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shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting, still meets the minimum legal requirement for a shareholder meeting, the shareholders meeting shall continue, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

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

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

Article 21 (Handling of digital divide)

The Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online, when convening a virtual-only shareholders meeting. In addition to matters to be implemented in situations specified in Article 44-9, Paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, networking equipment and necessary assistances shall also be made



available to shareholders, and the period during which shareholders may apply to the Company for these assistances and other important notices shall be specified.

Article 22 (Approval Level)

These Rules and Procedures and any amendments shall become effective upon resolution at a shareholders' meeting.

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Appendix 3

POU CHEN CORPORATION

Shareholdings of All Directors

Effective Date: March 31, 2026

Title	Gender	Name	Registered shares in Shareholders Roster	Shareholding (%)
Chairman	Male	Sheachang Enterprise Corporation (Representative: Wu, Pan-Tsu)	4,413,010	0.15%
Director	Female	Tsai, Pei-Chun	4,177,779	0.14%
Director	Female	Tzong Ming Investments Co., Ltd. (Representative: Tsai, Min-Chieh)	6,340,933	0.22%
Director	Male	Ever Green Investments Corporation (Representative: Lu, Chin-Chu)	23,216,045	0.79%
Director	Male	Chuan Mou Investments Co., Limited (Representative: Chan, Lu-Min)	163,425,022	5.55%
Director	Male	Shun Tai Investments Co., Ltd. (Representative: Ho, Yue-Ming)	24,367,867	0.83%
Independent Director	Male	Hsu, Chu-Sheng	0	0.00%
Independent Director	Male	Chang, Shih-Chieh	0	0.00%
Independent Director	Female	Wu Wang, Pu-Yu	0	0.00%
Shareholdings of all Directors (excluding Independent Directors)			225,940,656	7.67%

(1) The Company's paid-in capital (as of March 31, 2026) was NT\$29,467,872,130 with 2,946,787,213 shares in issue.

(2) The statutory minimum shareholding requirement for all Directors (excluding Independent Directors): 70,722,893 shares.