

Stock Code: 1217

# AGV Products Corporation

2025 Annual General Meeting

## Agenda Handbook

June 25, 2025

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# **AGV Products Corporation**

## **2025 Annual General Meeting**

### **Procedure**

- I. Announcing the number of shares represented by the attending shareholders to commence the meeting
- II. The Chairperson's opening speech
- III. Matters to be reported
- IV. Matters to be ratified
- V. Matters to be discussed
- VI. Election matters
- VII. Other motions
- VIII. Impromptu motions
- IX. Adjournment

# Agenda of AGV Products Corporation's 2025 Annual General Meeting

- I. Date: 9 a.m., June 25 (Wednesday), 2025
- II. Location: 5F., Alishan Ballroom, Nice Prince Hotel  
(5F., No. 600, Zhongxiao Rd., East Dist., Chiayi City)
- III. Shareholders meeting will be held by means of : physical shareholders meeting
- IV. The Chairperson's opening speech
- V. Matters to be reported:
  - (I) 2024 Business Report of the Company.
  - (II) The Audit Committee's review report on the 2024 financial statements.
  - (III) Report on the distribution of remuneration to directors and employees for 2024.
  - (IV) Report on private placement of common stocks for cash capital increase for 2024.
  - (V) Report on the distribution of cash dividends from retained earnings for 2024.
- VI. Matters to be ratified:
  - (I) Proposal for the 2024 financial statements.
  - (II) Proposal for the 2024 appropriation of earnings.
- VII. Matters to be discussed:
  - (I) Proposal for amendment to the "Articles of Incorporation".
  - (II) Proposal of common share issuing by private placement of cash capital increase.
- VIII. Election matters:
  - (I) Proposal for reelection of all directors.
- IX. Other motions:
  - (I) Proposal for termination of the non-competition restriction for new directors
- X. Impromptu motions
- XI. Adjournment

## Matters to be reported

- I. The 2024 business report of the Company ready for approval:  
Business report attached (please refer to Pages 11~18 of the Handbook)
- II. The Audit Committee's review report on the 2024 financial statements ready for approval:  
Audit Committee's review report attached (please refer to Page 19 of the Handbook)
- III. Report on the distribution of remuneration to directors and employees for 2024 ready for approval:  
The profit of the Company in 2024 was NTD 343,525,295 (pre-tax profit before deducting remuneration distributed to employees and directors). According to the Company's Articles of Incorporation, 1% thereof, i.e. NTD 3,435,000, is distributed as remuneration to directors and 3% thereof, i.e. NTD 10,306,000, is distributed as remuneration to employees. All remunerations are distributed in cash.
- IV. Report on private placement of common stocks for cash capital increase in 2024 ready for approval:  
The Company's 2024 Annual General Meeting resolved that it shall not exceed the range of 100,000,000 shares and may be carried out in batches within one year of the date of the resolution of the meeting. Said private placement has not been carried out so far. The Board of Directors meeting was resolved on March 11, 2025 to approve that it should not be continued within the residual period.
- V. Report on the distribution of cash dividends from retained earnings for 2024 ready for approval:  
Pursuant to Article 30-1 of the Articles of Incorporation, the Board of Directors adopted a resolution on March 11, 2025 to allocate NTD 182,969,934 from the distributable earnings of 2024 as cash dividends for shareholders, to be distributed at NTD 0.37 per share on May 28, 2025.

## Matters to be ratified

Matters to be ratified

Motion No. 1 Proposed by the board of directors

Proposal: Ratification of the proposal for the 2024 financial statements.

Description: I. The Company's 2024 business report and financial statements (including the consolidated financial statements) have been reviewed by the Audit Committee and resolved by the Board of Directors.  
II. Said financial statements were audited and attested by Crowe (TW) CPAs.  
III. For the attached 2024 business report, independent auditors' report and financial statements (including consolidated financial statements), please refer to Pages 11–18 and Pages 20–43 of the Handbook.

Resolution:

Motion No. 2 Proposed by the board of directors

Proposal: Ratification of the statement for 2024 appropriation of earnings.

Description: The Company's after-tax net profit of 2024 was NTD 286,939,356, and the Company has prepared the 2024 table of earnings distribution. See Page 44 of this Handbook.

Resolution:

## Matters to be discussed

Motion No. 1 Proposed by the board of directors

Proposal: An amendment to the “Articles of Incorporation” is hereby submitted for approval.

Description: I. Amended in accordance with regulatory requirements and practical needs.

II. A comparison table of the amended provisions is as follows:

Amended provision	Current provision	Description
<p>Article 30</p> <p>The Company shall set aside specific portions of the annual profit, if any, at the following rates for the remuneration to the Directors and Employees:</p> <p>(1) Remuneration to Directors: No more than 1%.</p> <p>(2) Remuneration for employees: Remuneration may be distributed in the form of shares or cash and shall not be less than 1%. <u>No less than 50% of the total employee remuneration amount shall be allocated to non-executive employees.</u> Distribution of the remuneration to employees and Directors shall be approved by a majority vote at a meeting attended by more than two-thirds of the Directors and shall be reported to the shareholders’ meeting. Where the Company has any cumulative losses, profit shall be reserved to offset the loss before being</p>	<p>Article 30</p> <p>The Company shall set aside specific portions of the annual profit, if any, at the following rates for the remuneration to the Directors and Employees:</p> <p>(1) Remuneration to Directors: No more than 1%.</p> <p>(2) Employee Remuneration: No less than 1% and distributed in the form of stock or cash; distribution of the remuneration to employees and Directors shall be approved by a majority vote at a meeting attended by more than two thirds of the Directors and shall be reported to the shareholders’ meeting. Where the Company has any cumulative losses, profit shall be reserved to offset the loss before being allocated as the remuneration to the employees and Directors at the rates referred to in the preceding paragraph.</p>	<p>Amended in accordance with regulatory requirements.</p>

Amended provision	Current provision	Description
allocated as the remuneration to the employees and Directors at the rates referred to in the preceding paragraph.		
Article 33 These Articles of Incorporation were established on June 14, 1971. The 1st amendment was made on August 17, 1972. ..... ..... The 40th amendment was made on June 21, 2024. <u>The 41st amendment was made on June 25, 2025.</u>	Article 33 These Articles of Incorporation were established on June 14, 1971. The 1st amendment was made on August 17, 1972. ..... ..... The 40th amendment was made on June 21, 2024.	Added a date of amendment.

III. For the original “Articles of Incorporation”, please refer to Pages 45–57 of the Handbook.

Resolution:

Motion No. 2 Proposed by the board of directors

Proposal: Resolution to the proposal for common share issuing by private placement of cash capital increase.

Description: I. To increase working capital, capital expenses and respond to the future development needs of the Company, the Company plans to issue common shares by private placement of cash capital increase while taking the timeliness, convenience and issuing cost of financing into consideration.

II. The common shares issuing by private placement of cash capital increase shall be conducted within the limit of 100,000,000 shares of private placement.

III. According to Article 43-6 of the “Securities and Exchange Act” and provisions of the “Directions for Public Companies Conducting Private Placements of Securities,” matters related to the private placement are as follows:

1. The basis and reasonableness for setting of private placement price:

The reference price of private placement shall be calculated based on the higher of the following two calculations:

- (1) The simple average closing price of the common shares of the TWSE listed or TPEX listed company for either the 1, 3, or 5 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends or capital reduction.
- (2) The simple average closing price of the common shares of the TWSE listed or TPEX listed company for the 30 business days before the price determination date, after adjustment for any distribution of stock dividends, cash dividends, or capital reduction.

The price per share fixed for privately placed common shares may not be lower than 80 percent of the reference price and not lower than NTD10 par value. The method of price setting shall be reasonable according to applicable regulations. The board of directors is authorized by the shareholders' meeting to determine the actual determination date of the price and private placement price within the percentage scope resolved at the shareholders' meeting depending on the specified placee and capital market conditions in the future based on the laws and regulations.

2. The method of selection of specific persons for private placement:

- (1) According to Article 43-6 of the Securities Exchange Act and the Financial Supervisory Commission's Order No. 1120383220 issued on September 12, 2023, selecting specific individuals, limited to strategic investors, requires the qualifications of applicants to be reviewed by the board of directors with approval sought from the shareholders' meeting.
- (2) In response to a rapidly changing environment and market developments, the Company is accelerating its strategic deployment in relevant fields by introducing strategic partners. Leveraging the

technological innovation and market expansion capabilities of these partners will effectively enhance the Company's competitiveness and market influence.

3. Reasons necessitating the private placement and anticipated benefits:

(1) Reasons of not adopting public offering: When taking timeliness, convenience and issuing cost of financing into consideration, the rapid and convenient characteristics of private placement with the restriction on free transfer within three years can ensure the stable and long-term relationship between the Company and strategic investors. Therefore, we plan to adopt private placement for fundraising.

(2) Private placement limits: It shall not exceed the range of 100,000,000 shares and may be carried out in closings within one year of the date of the resolution of the shareholders' meeting. The closings shall not exceed three times.

(3) The use of funds raised by the private placement: Funds raised in each private placement are used to increase working capital, capital expenses and respond to the future development needs of the Company.

(4) Anticipated benefits: Each closing is held to integrate the advantages of the Company and the strategic partner and get a head start in the market to create long-term and stable performance and profits.

IV. The rights and obligations regarding the private placement of common shares:

The rights and obligations regarding the private placement of common shares are the same as those of common shares issued by the Company, in principle; however, according to the regulations of the Securities and Exchange Act, within three years from the delivery date, the Company of privately placed common shares may not resell the common shares except for those transfer counterparty specified in Article 43-8 of the Securities and Exchange Act. Where three full years have elapsed since the delivery date of the privately placed common shares, the board of directors is

authorized to apply to the competent authority for the rearrangement of public issuing and listing depending on the current condition based on related regulations.

- V. Besides the percentage for the private placement pricing, we propose to the shareholders' meeting for the authorization of the board of directors to adjust, establish and conduct the main contents of this private placement based on market conditions, including relevant matters such as actual issue price, issue shares, issue conditions, plan items, amount of funds raised and anticipated benefits as well as other matters related to the issuing plan. In case of future changes in laws and regulations, amendment under the instruction of the competent authority or establishment or amendment made according to operation assessment or in response to objective market environment, the board of directors shall also be authorized to handle the matters with full power.
- VI. To align with the private placements of securities conducted this time, we propose to the shareholders' meeting for the authorization of the Chairman to sign and discuss all contracts and documents related to the private placement plan on behalf of the Company and to conduct all matters required for this private placement plan.
- VII. Any matters not specified in the previous paragraph shall be handled in accordance with laws and regulations by the board of directors.

Resolution:

## Election matters

Election matters

Motion No. 1

Proposed by the board of directors

Proposal: Resolution of the proposal for reelection of all directors.

Description: I. The term of office held by the Company's current directors is going to expire on June 23, 2025, and, therefore, should be reelected in whole pursuant to laws.

II. According to Article 18 of the Articles of Incorporation, the current Annual General Meeting shall elect 9 directors (including 3 independent directors). The candidate nomination system shall be adopted. The new directors shall hold the term of office from June 25, 2025,

to June 24, 2028, for three years.

III. The Board of Directors' meeting passed the "name list of candidates for directors and independent directors" on May 9, 2025. Please refer to Pages 58–60 of the Handbook.

IV. Proposed for election.

Election result:

## Other motions

Motion No. 1

Proposed by the board of directors

Proposal: Resolution of the proposal for termination of the non-competition restriction on new directors

Description: I. In accordance with Article 209, Paragraph 1 of the Company Act, where a director engages in an act for themselves or on behalf of others that falls within the scope of the Company's business, they shall explain the material aspects of such act to the shareholders' meeting and obtain its approval.

II. For information on positions concurrently held by director (including independent director) candidates at other companies, please refer to Pages 61–65 of this handbook.

Resolution:

## Impromptu motions

## Adjournment

# Business Report

## I. 2024 Business Report

Unit: NTD thousand

Item	2024	%	2023	%	Growth rate of amount (%)
Operating revenue	5,115,585	100.0	4,900,038	100.0	4.4
Gross sales margin	1,452,526	28.4	1,413,713	28.9	2.7
Operating expense	1,308,298	25.6	1,284,939	26.2	1.8
Net operating profit	144,228	2.8	128,774	2.6	12.0
Pre-tax profit	362,271	7.1	260,742	5.3	38.9
Net profit	303,272	5.9	217,600	4.4	39.4

In 2024, AGV recorded a consolidated operating revenue of NTD 5.11559 billion, an increase of NTD 215.55 million from the previous year at a growth rate of 4.4%. The gross profit increased by NTD 38.81 million year-on-year. As a result of the excellent overall control over operating expense, the expense ratio decreased by 0.6%. The net operating profit was NTD 144.23 million, an increase of NTD 15.45 million year-on-year. Due to contribution from the profit from non-operating investments, the pre-tax profit was NTD 362.27 million, an increase of NTD 101.53 million year-on-year, and the net profit less income tax expense was NTD 303.27 million.

## II. Summary of the 2025 business plan

AGV's business strategies for 2024 are as follows:

1. [Strengthening red ocean channels and developing blue ocean platforms]: Strengthening existing cooperation and increasing market opportunities
2. [Building a growth engine and enhancing operating efficiency]: Activating the six driving forces and creating conditions for long-term profitability
3. [Following policy trends and increasing corporate values]: Integrating internal and external resources and enhancing corporate values and goodwill

In 2024, in the wake of the COVID-19 pandemic, the food industry once again faced tremendous changes. The main driving forces include the

multiple impacts from the global political and economic environment, the advancement of AI technology, and changes in consumer demand. According to the “2024 Global Food Crisis Report” of the Food and Agriculture Organization (FAO), geopolitical conflicts, climate change, and economic turbulence have become the three core factors affecting food security. It is expected that during 2024 and 2025, global food prices and raw material supply will remain highly volatile. In addition, the implementation of the EU’s Carbon Border Adjustment Mechanism (CBAM) will force the food industry to accelerate the pace of carbon neutrality and further promote the development of low-carbon agriculture, sustainable packaging and green supply chain. According to the 2024 Top Ten Food Industry Trends Report published by the market research firm Innova Market Insights, consumers are becoming increasingly concerned about health and wellness and sustainability. As such, the demand for functional foods, plant-based diets and gut health-related products has grown significantly. At the same time, the application of AI, big data and automation technology is also changing food R&D, supply chain management and consumer experience, driving further digital transformation of the industry. According to a report by the Department of Statistics, MOEA, the annual production value of Taiwan’s food industry is about NTD 830 billion and continues to grow steadily. However, affected by the volatility of the international supply chain, the industry will face more severe challenges in 2024 to 2025. Taiwan’s food industry needs to adapt to global trends and undergo transform in the areas from sustainable management and food technology innovation to digital marketing in order to maintain its competitiveness in a fiercely competitive market. Based on the above, the key development directions of the food industry from 2025 onwards are as follows:

1. Global political and economic impacts and supply chain adjustment:
  - Geopolitics and trade wars have destabilized the food supply chain and pushed up the prices of raw materials.
  - Stricter ESG regulations: The carbon neutrality policies in the European and US markets drive the demand for low-carbon foods and sustainable packaging.
2. Rise of health, sustainable and functional foods:
  - High-protein and plant-based diets: Consumers pay attention to health, and the demand for plant-based products has grown significantly.

- Gut health and fermented foods: Probiotics and fermented foods are favored due to their positive gut health effects.
3. AI and technology drive food innovation:
    - Smart production and food safety: AI application in supply management improves production efficiency and reduces waste.
    - Commercialization of artificial and plant-based meat: Plant-based meat has been widely adopted in Europe and the US for quite some time, and is expected to be further expanded globally.
  4. Changes in consumption patterns and the impact of digital marketing:
    - Expanded market for ready-to-eat meals: The habit of eating at home amid the pandemic has affected the consumption choices of young people.
    - Transformation of marketing models and platforms: Social media, we-media platforms, and OTT videos have become the mainstream.
  5. Local characteristics and green sustainable diet:
    - Local ingredients and low-carbon diet: Consumer trends drive place-of-origin preference and the concept of green sustainability.
    - Reduction of food waste: Food recycling and food waste reuse have become highlights of the new generation of brand marketing.

AGV's management, research, production, and sales teams have long been concerned about major turning points in the food industry trends of various bands, and have formulated a full range of supply and demand countermeasures for recent food trends and consumer demand. Therefore, our team's business policy for 2025 will be reoriented according to recent variables in the overall environment and uncertainties related to international situations, politics, the economy, the industry and people's livelihoods. Our team has summarized the following operational strategies for AGV in 2025: [AGV's forward-looking operational strategy - continued around-the-clock optimization]

1. [3 enhancements of competitive positions]: brand, team, and industry
  - (1) Advantages of brand value and the accumulation of consumer loyalty: Continue to invest in brand promotion, enhance consumer service experience, and strengthen corporate foundation.
  - (2) Experienced professional team with leading insights: The directors and senior management plan strategic policies that are forward-looking to strengthen the foundation of the company.

- (3) Co-existence and co-prosperity of industries and cooperation between the industry, government, academia and the public: Industry unions and the competent authority collaborate to revitalize the economy, loosen regulations, and strengthen the foundations of businesses.
2. [6 performance enhancements]: Distribution, market share, revenue, profit, intellectual property and goodwill, and responsibility
  - (1) Diversified alliances in channels, and the integration of R&D, production and sales: Internal and external platforms, old and new channels, all-round functional connection, and appreciation of sales platform.
  - (2) Solid market leadership with long-lasting products: The development of extended categories, the complementarity of the old and the new in the life cycle, and the benchmark of value-added products.
  - (3) Increasing revenue year-on-year with abundant growth momentum: Real-time review of revenue progress, continuous flow of money and logistics, and value-added operations.
  - (4) Steady growth of profits and protection of shareholders' interests: Increased gross profit, revenue and net profit, increased returns to shareholders, and increased return on investment.
  - (5) Acquisition of intellectual property and goodwill and accumulation of intangible assets: Multi-national patented health brands name, national certification and international awards, and value-added intangible assets.
  - (6) Promoting responsible sustainability with environmental protection, public welfare and occupational safety: Energy conservation, carbon reduction and environmental protection, public welfare and charity, employee welfare, and value-added corporate performance.
3. [5 enhancements of management functions]: R&D, production, quality assurance, sales management, and administration
  - (1) Developing innovative ideas and leading market trends: Both local culture and global thinking create ideas that guide consumption and, in turn, enhance research and development.
  - (2) Producing enhanced software and hardware with better results and efficiency: Factory operations are optimized for equipment replacement, staff training on standard procedures, and enhancement of production system functions.

- (3) Strict quality control to stay ahead of government regulations: Quality assurance and quality control inspections are refined, the standards are higher than those of the government and industry, and the quality assurance function is improved.
- (4) Coordination of sales, production, operation and management to achieve goals and missions: Introducing electronic tools and procedures to realize the coordination of production and sales and improve the management and sales functions.
- (5) Keeping the administrative, financial, accounting and logistics systems in pace with the times: The efficiency of administration and logistics is improved, international accounting standards are strictly observed, and internal control is improved.

The following is a summary of the 2025 business plan:

1. AGV new product development: Combining health functions with technological innovation to create new trends in the future.

In an era of rapid changes in the global economy and consumer environment, the food industry is facing a multiple challenges and opportunities. From the post-COVID market recovery, cost pressures caused by inflation, and changes in the international supply chain to the rise of the issue of sustainable development, consumers' eating habits and purchasing behaviors are changing rapidly. Faced with such market dynamics, AGV's research, production and sales teams have oriented their new product strategy to focus on high value-added and health-function products, providing comprehensive nutritional supplements and functional matching, aimed at fully automated smart manufacturing and uninterrupted brand value addition. Through concept, R&D, products and services, AGV aims to achieve the medium- to long-term strategic goals of revenue growth, profit increase, market share increase, and loyalty accumulation. AGV's slogan of "For a Healthy Tomorrow" is more relevant than ever. Starting from consumer needs, AGV combines advanced food technologies to develop innovative products that ultimately help people in the pursuit of their most important need: health. We will focus on functionality, convenience, quality, safety and value, and strive to develop forward-looking areas such as high nutrient density food, smart nutrition regulation, plant-based diet, gut health, and precision healthy diet. Through the one-stop R&D, production, and marketing integration strategies, AGV continues to enhance the

competitiveness of its products, create health foods that meet future market trends, and provide consumers with more scientific, nutritious, and sustainable dietary choices. The following are the planned directions for the development of new products of our main categories in 2025:

- (1) Cultural cuisines - Our main focus is on specialty cultural flavors and ready-to-eat and convenience foods, meeting the needs of various customer groups. Our desserts will feature Taiwan's famous local desserts to awaken the dormant taste buds of people of all ages. Exotic soups and dipping sauces favored by consumers will be a main focus to satisfy the home-cooking economy that has emerged in recent years. Traditional pickling techniques combined with classic spicy flavors will provide a fresh and creative twist to the sauces.
- (2) Health drinks - Health functions are always working. Precise research and strategic orientation will be executed to stay in line with market trends and meet consumer demands. Functional tea introduces the concept of minimalism, or 'less is more', to attract tea consumers with health needs. Energy protein drinks have dominated the market for many years, but the concept of balance between the provision of functionality and sustainability will become mainstream for the new generation. Instant oat drinks have been leading the healthy cereal drink in the market for many years, and we will use the latest state-of-the-art equipment from Europe and the US, combined with patented technologies, to provide brewed oat products that are both functional and delicious.

III. Future outlook: The overall medium- and long-term strategic objectives remain unchanged, while short-term strategies are flexibly adapted.

In order to lay the foundation for sustainable management and accumulation of corporate values, we will continue to implement four major business strategies in the medium and long term. In addition to achieving the business management objectives of each year in response to environmental changes, the medium- and long-term business strategies are aimed at the pursuit of a corporate vision, fulfillment of corporate responsibility, achievement of medium- and long-term operational objectives, and maximization of shareholders' interests.

1. Enhancing corporate values and focusing on sustainable development (corporate values, shareholders' interests, and social responsibilities)
2. Optimizing operations management and connecting the benefits of management (production, sales, human resources, R&D, finance and accounting)
3. Creating niche advantages and establishing a strong position (group, brands, products, R&D, and technologies)
4. Step-by-step growth strategies for the short, medium, and long terms (market share, brand loyalty, and industry position)

As global corporate governance standards are improving, we will continue to benchmark against international trends and introduce more stringent information disclosure mechanisms and transparency management to strengthen the corporate culture of ethical management and ensure that all stakeholders can effectively supervise corporate operations. We believe that only by establishing a more open, responsible and forward-looking business model can we truly achieve the co-prosperity and development of the company, shareholders, employees, society and the environment. In the future, AGV will adhere to the philosophy of steady management and continue to innovate and adjust its strategy to exert a positive influence on the trend of global sustainable development. We are committed not only to meeting the current market demand, but also to leaving a better environment and society for future generations. We firmly believe that only by integrating corporate social responsibility into the core of corporate culture and operations can we truly realize our long-term value and contribute the most to the development of the country and society.

In 2025, our overall business policy will continue to strengthen the four strategic directions of 2024 and further implement the operational strategies of 2025:

1. Continuing to strengthen the four strategic directions for 2024:
  - [Strengthening red ocean channels and developing blue ocean platforms]: Strengthening existing cooperation and increasing market opportunities
  - [Building a growth engine and enhancing operating efficiency]: Activating the six driving forces and creating conditions for long-term profitability

- [Following policy trends and increasing corporate values]: Integrating internal and external resources and enhancing corporate values and goodwill
- 2. Implementation of the operational strategies for 2025:
  - [3 enhancements of competitive positions]:
    - (1) Advantages of brand value and the accumulation of consumer loyalty.
    - (2) Experienced professional team with leading insights.
    - (3) Co-existence and co-prosperity of industries and cooperation between industry, government, academia and the public.
- 3. [6 enhancements in performances]:
  - (1) Diversified alliances of channels, and the integration of R&D, production and sales.
  - (2) Solid market leadership with long-lasting products.
  - (3) Increasing revenue year-on-year with abundant growth momentum.
  - (4) Steady growth of profits and protection of shareholders' interests.
  - (5) Acquisition of intellectual property and goodwill and accumulation of intangible assets.
  - (6) Promoting responsible sustainability with environmental protection, public welfare and occupational safety.
- 4. [5 enhancements of management functions]:
  - (1) Developing innovative ideas and being a leader of market trends.
  - (2) Producing enhanced software and hardware with better results and efficiency.
  - (3) Strict quality control to stay ahead of government regulations.
  - (4) Coordination of sales, production, operation and management to achieve goals and missions.
  - (5) Keeping the administrative, financial, accounting and logistics systems in pace with the times.

Chairman:

President:

Accounting Officer:

# Audit Committee's Review Report of AGV Products Corporation

## Authorized

The 2024 business report, financial statements and appropriation of earnings of the Company were prepared by the Board of Directors and the financial statements have been audited by CPA Ling-Wen Huang and CPA Kuo-Ming Lee of Crowe (TW) CPAs, and no nonconformities were found. We hereby issue the above report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Proposed  
for approval.

For  
The Company's 2025 Annual General Meeting

Audit Committee convener: Yung-Chien Wu

Audit Committee member: Yung-Fu Tseng

Audit Committee member: Wei-Lung Chen

March 11, 2025

# Independent Auditors' Report and Financial Statements

To AGV Products Corporation:

## **Audit opinions**

We have audited the parent company only balance sheet of AGV Products Corporation as of December 31, 2024 and 2023, as well as the parent company only statement of comprehensive income, parent company only statement of changes in equity, and parent company only statement of cash flows for the periods January 1 to December 31, 2024 and 2023, and the accompanying footnotes (including the summary of major accounting policies).

In our opinion, based on our audit results and the other independent auditors' report (please refer to the Other matters section), all material disclosures of the parent company only financial statements mentioned above were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, giving a fair presentation of the parent company only financial position of AGV Products Corporation as of December 31, 2024 and 2023, and the parent company only financial performance and cash flows for the periods January 1 to December 31, 2024 and 2023.

## **Basis of audit opinion**

We conducted audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and relevant auditing standards. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the parent company only financial report section of our report. The personnel of the CPA firm subject to the independence requirement have acted independently from the business operations of AGV Products Corporation in accordance with the Code of Ethics for Professional Accountants, and have performed the other responsibilities of the Code of Ethics. According to our audits and the other independent auditors' report, we believe to have obtained sufficient and appropriate audit evidence in order to be used as the basis for our opinion.

## **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of the most significance in the audit of the parent company only financial report of AGV Products Corporation for 2024. These matters were addressed in the content of our audit of the parent company only financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on them.

The following are the key audit matters in the parent company only financial report of AGV Products Corporation for 2024:

I. Fair value evaluation of investment property

For the accounting policy on investment property, see Note 4(11) of the parent company only financial report; for a description of the accounting basis and evaluation of investment property, see Note 6(10) of the parent company only financial report.

Description of key audit matters:

As of December 31, 2024, investment property held totaled NTD 1,640,841 thousand, accounting for 12.73% of total assets, and it was subsequently measured using the fair value model. The recognized variable income generated from fair value changes totaled NTD 46,308 thousand in 2024, accounting for 14.04% of the net income before tax. The evaluation was mainly based on an analysis of discounted cash flow and land development, under the condition that the income was calculated according to market rent and value by a commissioned external appraiser. The analysis relied on the evaluation and judgment of an external appraiser based on overall usage, and local or market conditions of the subject property. The assumptions and estimates related to profit rate and discount rate adopted for evaluation contained material uncertainty. Thus, we consider the fair value evaluation of investment property as a key audit matter when auditing the parent company only financial report of AGV Products Corporation.

Corresponding audit process:

Our main audit process includes checking the consistency of inventory and appraisal data provided for external appraisers by management, evaluating the accuracy of investment property classification based on the understanding of the Company and checking the recoverable amount and recorded amount in the value appraisal report of independent evaluation issued by the external appraiser to the Company, reviewing the reasonableness of related assumptions and appraisal content (including the method, analysis period and discount rate) and evaluating the qualification and independence of such external appraiser. The appropriateness and

completeness of information disclosed in the notes to the parent company only financial report is also evaluated.

## II. Recognition of revenue

For the accounting policy on revenue recognition, see Note 4(18) of the financial report; for the details of revenue, see Note 6(23) of the financial report.

The main business of AGV Products Corporation consists of the manufacturing, processing and sale of products related to drinks and canned foods. The transaction terms agreed in the sales contract signed with the customer will affect the judgment of AGV Products Corporation regarding whether the income recognition timing meets the time in which the customer owns the right to set the price and use the same, and has taken the responsibility for resale along with the obsolescence risk of the product. Therefore, we consider the test for recognition of the revenue of 2024 as a key audit matter when auditing the parent company only financial report of AGV Products Corporation.

Our main audit procedures include understanding the sales system of AGV Products Corporation, such as the sales channels and sales targets, checking agreements related to sales contracts signed with the main trading customers and randomly checking shipment and income recognition operation procedure records from 2024 (including checking the consistency of the date, amount and counterparty in the shipping order and invoice). We also conducted a comparison of two periods regarding the main trading customers, including a comparison of the accounts receivable turnover rate, accounts receivable turnover days and loan periods, and understanding of the top 10 counterparties in two periods with major changes to evaluate the reasonableness of the transaction amount and counterparty and execution cut-offs for operating revenue recognition and shipping voucher forms before and after the balance sheet date.

### **Other matters**

We have not audited the financial statements of some associated companies disposed under the equity method in said parent company only financial reports of 2024 and 2023; this has been done by other CPAs. Thus, in our opinions expressed on the parent company only financial report, the amounts listed in the statement of associated companies were based on the other independent auditors' report. The investments in these investee companies under the equity method amounted to NTD 2,091,276 thousand and NTD 1,866,199 thousand as of December 31, 2024 and 2023, respectively, accounting for 16.23% and 15.44% of the total assets,

respectively. The share of profit or loss from associates and joint ventures under the equity method amounted to NTD 103,837 thousand and NTD 80,285 thousand for the periods January 1 to December 31, 2024 and 2023, respectively, accounting for 31.49% and 35.22% of the net income before tax, respectively. The share of other comprehensive income from associates and joint ventures under the equity method amounted to NTD 143,118 thousand and NTD 106,824 thousand, respectively accounting for 25.09% and 232.42% of other net comprehensive income, respectively.

### **Responsibilities of management and the governance unit for the parent company only financial report**

Management is responsible for preparing the appropriate parent company only financial report in accordance with the Regulations Governing the Preparation of Financial Report by Securities Issuers. Additionally, it is responsible for maintaining the internal control mechanism that is related to and necessary for the preparation of the parent company only financial report. As a result, it can ensure material misstatement due to fraud or error does not occur in the parent company only financial report.

In preparing the parent company only financial report, management is also responsible for assessing the ability of AGV Products Corporation 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 AGV Products Corporation or to cease operations, or there is a lack of any option except for liquidation or suspension.

The governance unit (including the audit committee) of AGV Products Corporation is responsible for supervising the financial reporting process.

### **Independent auditor's responsibilities for the audit of the parent company only financial report**

Our objectives are to obtain reasonable assurance about whether the parent company only financial report 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 means a high degree of assurance. However, there is no guarantee that any material misstatement contained in the parent company only financial report will be discovered during an audit conducted in accordance with relevant auditing standards. Misstatements might have been caused by fraud or errors. If individual values or an overview of misstatements can be reasonably expected to affect

economic decisions made by users of parent company only financial report, they are considered significant.

We rely on our professional judgment and professional skepticism during an audit conducted in accordance with relevant auditing standards. We also perform the following tasks:

- I. Identify and assess the risk of material misstatement of the parent company only financial report due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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.
- II. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of AGV Products Corporation.
- III. Evaluate the adequacy of accounting policies adopted by management and the legitimacy of accounting estimates and related disclosures made.
- IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of AGV Products Corporation to continue as a going concern. In cases where we consider that events or circumstances have significant uncertainty in this regard, then relevant disclosure of the parent company only financial report shall be provided in the auditors' report to allow users of the parent company only financial report to be aware of such events or circumstances, or we shall revise our opinion when such disclosure is considered inappropriate. 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 AGV Products Corporation to cease to continue as a going concern.
- V. Evaluate the overall presentation, structure and content of the parent company only financial report (including relevant notes), and whether the parent company only financial report represents the underlying transactions and events in a manner that achieves fair presentation.

VI. Obtain sufficient and appropriate audit evidence on the financial information of individual companies within AGV Products Corporation in order to express an opinion on the parent company only financial report. Our responsibilities as auditors are to instruct, supervise and execute audits and form an audit opinion on AGV Products Corporation.

Communications made by the CPAs with governance units include the planned scope and timing of inspection as well as significant inspection findings (including significant deficiencies found with internal control during inspection).

We also provide those in charge of governance with a statement that we have complied with the Code of Ethics for Professional Accountants regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, where applicable (including related protection measures).

We have determined key audit matters of the parent company only financial report of AGV Products Corporation for 2024 based on the matters communicated with the governing unit. We describe these matters in our auditors' report unless laws or regulations preclude public disclosure about these matters, 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 communications.

Crowe (TW) CPAs  
CPA: Ling-Wen Huang

CPA: Kuo-Ming Li

Approval No.: Jin-Guan-Zheng-Shen-Zi No. 10200032833  
Jin-Guan-Zheng-Shen-Zi No. 1100145994

March 11, 2025

**AGV Products Corporation**  
**Parent Company Only Balance Sheet**  
**December 31, 2024 and 2023**

Unit: NTD thousand

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalent (Note 6(1))	\$ 308,293	2	\$ 266,221	2
1110	Financial assets at fair value through profit and loss – current (Notes 6 (2))	259,761	2	207,737	2
1150	Net notes receivable (Note 6(3))	1,031	-	8,576	-
1160	Net notes receivable – related parties (Note 7)	16,151	-	21,498	-
1170	Net accounts receivable (Note 6(4))	546,169	4	479,843	4
1180	Net accounts receivable – related parties (Note 7)	102,672	1	102,989	1
1200	Other accounts receivable	12,301	-	10,702	-
1210	Other accounts receivable – related parties (Note 7)	41,338	-	63,993	1
1220	Income tax assets in the current period	378	-	240	-
130x	Inventories (Note 6(5))	792,393	7	771,988	6
1410	Prepayments	42,133	-	62,409	1
1479	Other current assets – others	1,474	-	1,743	-
11xx	Total current assets	2,124,094	16	1,997,939	17
	Non-current assets				
1517	Financial assets measured at fair value through other comprehensive income – non-current (Note 6(6))	1,175,829	9	1,028,292	9
1550	Investment accounted for using the equity method (Note 6(7))	6,743,253	53	6,233,453	52
1600	Property, plant and equipment (Note 6(8))	1,010,558	8	1,001,883	8
1755	Right-of-use assets (Note 6(9))	16,682	-	18,347	-
1760	Net investment property (Note 6(10))	1,640,841	13	1,595,025	13
1780	Intangible assets (Note 6(11))	5,885	-	1,718	-
1840	Deferred income tax assets (Note 6(28))	115,800	1	158,217	1
1920	Refundable deposits	15,874	-	17,113	-
1980	Other financial assets – non-current (Note 6(13))	20,251	-	20,129	-
1990	Other non-current assets – other (Note 6(12))	17,032	-	17,868	-
15xx	Total non-current assets	10,762,005	84	10,092,045	83
1xxx	Total assets	\$ 12,886,099	100	\$ 12,089,984	100
	Liabilities and equity				
	Current liabilities				
2100	Short-term loans (Note 6(14))	\$ 640,833	5	\$ 674,167	6
2130	Contract liabilities – current (Note 6(23))	10,338	-	11,735	-
2150	Notes payable	69,664	1	66,640	1
2170	Accounts payable	96,878	1	74,277	1
2180	Accounts payable – related parties (Note 7)	720,148	6	598,716	5
2200	Other payables (Note 6(15))	308,053	2	281,207	2
2220	Other payables – related parties (Note 7)	33,790	-	39,204	-
2230	Current income tax liabilities	165	-	165	-
2250	Liability provision – current (Note 6(16))	21,543	-	20,531	-
2280	Lease liabilities – current (Note 6(9))	7,853	-	7,802	-
2310	Advance receipts (Note 7)	83	-	3	-
2320	Long-term liabilities maturing within a year or operating cycle (Note 6(18))	615,155	5	417,655	3
2399	Other current liabilities	2,075	-	2,482	-
21xx	Total current liabilities	2,526,578	20	2,194,584	18

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Code	Liabilities and equity	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Non-current liabilities				
2540	Long-term loans (Note 6(18))	2,672,877	20	2,933,142	25
2570	Deferred income tax liabilities (Note 6(28))	126,133	1	123,523	1
2580	Lease liabilities – non-current (Note 6(9))	9,492	-	11,178	-
2640	Net defined benefit liabilities – non-current (Note 6(17))	8,744	-	26,169	-
2645	Guarantee deposits	1,551	-	2,078	-
25xx	Total non-current liabilities	2,818,797	21	3,096,090	26
2xxx	Total liabilities	5,345,375	41	5,290,674	44
	Equity				
3100	Share capital (Note 6(19))				
3110	Common share capital	4,945,134	39	4,945,134	41
3200	Capital reserve (Note 6(20))	268,144	2	268,144	2
3300	Retained earnings (Note 6(21))				
3310	Legal reserve	134,031	1	114,720	1
3320	Special reserve	915,961	7	789,030	7
3350	Undistributed earnings	295,953	2	261,834	2
3400	Other equity (Note 6(22))	981,501	8	420,448	3
3xxx	Total equity	7,540,724	59	6,799,310	56
	Total liabilities and equity	\$ 12,886,099	100	\$ 12,089,984	100

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

**AGV Products Corporation**  
**Parent Company Only Statement of Comprehensive Income**  
**January 1 to December 31, 2024 and 2023**

Unit: NTD thousand

Code	Item	2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(23))	\$ 4,207,296	100	\$ 4,052,607	100
5000	Operating cost (Note 6(5))	(3,046,907)	(73)	(2,913,990)	(72)
5900	Gross profit (gross loss)	1,160,389	27	1,138,617	28
5910	Unrealized profit from sales	(4,753)	-	(4,595)	-
5920	Realized profit from sales	4,595	-	5,845	-
	Operating expense				
6100	Selling expenses	(683,231)	(16)	(698,034)	(17)
6200	Management expenses	(246,410)	(6)	(231,120)	(6)
6300	Research and development expenses	(55,899)	(1)	(45,443)	(1)
6450	Expected credit impairment profits (losses) (Note 6(4))	(3)	-	53	-
6000	Total operating expenses	(985,543)	(23)	(974,544)	(24)
6900	Operating profits (losses)	174,688	4	165,323	4
	Non-operating income and expenses				
7100	Interest revenue	2,560	-	1,971	-
7010	Other revenue (Note 6(25))	62,364	1	50,047	1
7020	Other profits and losses (Note 6(26))	69,455	2	24,919	1
7050	Financial cost (Note 6(27))	(101,505)	(2)	(98,779)	(2)
7070	Share of profit or loss from subsidiaries, associates and joint ventures under the equity method	122,222	3	84,463	2
7000	Total non-operating income and expense	155,096	4	62,621	2
7900	Net profit (loss) before tax	329,784	8	227,944	6
7950	Income tax profit (Note 6(28))	(42,845)	(1)	(27,008)	(1)
8200	Current net profit (loss)	286,939	7	200,936	5
	Other comprehensive income (Note 6(29))				
8310	Items not reclassified to profit or loss				
8311	Re-measurement of defined benefit plan	6,486	-	(3,969)	-
8312	Appreciation on revaluation of property	-	-	87,587	2
8316	Unrealized valuation profit/loss on investments in equity instruments measured at fair value through other comprehensive income	150,221	4	(86,415)	(2)
8330	Share of other comprehensive income from subsidiaries, associates and joint ventures under the equity method	354,187	9	55,178	1
8349	Income tax related to items not reclassified	(1,297)	-	(135)	-
8360	Items that may be subsequently reclassified as profit or loss				
8380	Share of other comprehensive income from subsidiaries, associates and joint ventures under the equity method	61,608	1	(7,078)	-
8399	Income tax related to items that may be reclassified	(885)	-	793	-
8300	Other comprehensive income (net)	570,320	14	45,961	1
8500	Total comprehensive income in the current period	\$ 857,259	21	\$ 246,897	6
	Earnings per share				
9750	Basic EPS (Note 6(30))	\$ 0.58		\$ 0.41	
9850	Diluted EPS (Note 6(30))	\$ 0.58		\$ 0.41	

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

**AGV Products Corporation**  
**Parent Company Only Statement of Changes in Equity**  
**January 1 to December 31, 2024 and 2023**

Unit: NTD thousand

	Retained earnings					Other equity items			
	Common share capital	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange difference in the financial statement translation of foreign operations	Unrealized valuation profit (loss) of financial assets measured at fair value through other comprehensive income	Appreciation on revaluation of property	Total equity
Balance as of January 1, 2023	\$ 4,945,134	\$ 268,746	\$ 83,884	\$ 763,705	\$ 322,695	\$ (34,267)	\$ 403,095	\$ -	\$ 6,752,992
Appropriation and distribution of earnings:									
Allocated legal reserve	-	-	30,836	-	(30,836)	-	-	-	-
Allocated special reserve	-	-	-	25,325	(25,325)	-	-	-	-
Cash dividend for common shares	-	-	-	-	(197,805)	-	-	-	(197,805)
Changes of associates and joint ventures under the equity method	-	(602)	-	-	(2,172)	-	-	-	(2,774)
Net profit (loss) for 2023	-	-	-	-	200,936	-	-	-	200,936
Other comprehensive income for 2023	-	-	-	-	(5,738)	(9,185)	(25,774)	86,658	45,961
Total comprehensive income for 2023	-	-	-	-	195,198	(9,185)	(25,774)	86,658	246,897
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	79	-	(79)	-	-
Balance on December 31, 2023	4,945,134	268,144	114,720	789,030	261,834	(43,452)	377,242	86,658	6,799,310
Appropriation and distribution of earnings:									
Allocated legal reserve	-	-	19,311	-	(19,311)	-	-	-	-
Allocated special reserve	-	-	-	126,931	(126,931)	-	-	-	-
Cash dividend for common shares	-	-	-	-	(113,738)	-	-	-	(113,738)
Changes of associates and joint ventures under the equity method	-	-	-	-	(2,107)	-	-	-	(2,107)
Net profit (loss) for 2024	-	-	-	-	286,939	-	-	-	286,939
Other comprehensive income for 2024	-	-	-	-	10,170	65,423	494,727	-	570,320
Total comprehensive income for 2024	-	-	-	-	297,109	65,423	494,727	-	857,259
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	(903)	-	903	-	-
Balance on December 31, 2024	\$ 4,945,134	\$ 268,144	\$ 134,031	\$ 915,961	\$ 295,953	\$ 21,971	\$ 872,872	\$ 86,658	\$ 7,540,724

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

**AGV Products Corporation**  
**Parent Company Only Statement of Cash Flows**  
**January 1 to December 31, 2024 and 2023**

Unit: NTD thousand

Item	2024	2023
Cash flows from operating activities		
Current net profit (loss) before tax	\$ 329,784	\$ 227,944
Adjustments		
Income, expenses, and losses		
Depreciation expenses	72,653	64,468
Amortization expenses	1,424	1,211
Expected credit impairment losses (profits)	3	(53)
Net loss (profit) from financial assets and liabilities at fair value through profit or loss	(52,024)	(2,829)
Interest expenses	101,505	98,779
Interest revenue	(2,560)	(1,971)
Dividend revenue	(13,531)	(10,722)
Share of losses (profits) from subsidiaries, associates and joint ventures under the equity method	(122,222)	(84,463)
Losses (profits) from disposal and scrap of property, plant and equipment	524	401
Unrealized profits (losses) from sales	4,753	4,595
Realized losses (profits) from sales	(4,595)	(5,845)
Losses (profits) due to fair value adjustment in investment property	(46,308)	(49,049)
Total income/expense items	(60,378)	14,522
Changes of assets/liabilities related to operating activities		
Net changes in assets related to operating activities		
Decrease (Increase) in financial assets measured at fair value through profit/loss on a mandatory basis	-	(154,531)
Decrease (increase) in notes receivable	7,552	486
Decrease (increase) in notes receivable – related parties	5,353	(4,794)
Decrease (increase) in accounts receivable	(66,339)	27,108
Decrease (increase) in accounts receivable – related parties	314	32,666
Decrease (increase) in other accounts receivable	(1,599)	710
Other accounts receivable – decrease (increase) for related parties	692	(2,826)
Decrease (increase) in inventory	(20,405)	86,043
Decrease (increase) in prepayments	20,276	(5,465)
Decrease (increase) in other current assets	269	851
Total net changes in assets related to operating activities	(53,887)	(19,752)
Net changes in liabilities related to operations		
Increase (decrease) in contract liabilities	(1,397)	7,061
Increase (decrease) in notes payable	3,024	5,271
Increase (decrease) in accounts payable	22,601	(632)
Increase (decrease) in accounts payable – related parties	121,432	147,820
Increase (decrease) in other payables	28,847	(15,997)
Other payables – increase (decrease) for related parties	(5,414)	(11,617)
Increase (decrease) in liability reserve	1,012	1,975
Increase (decrease) in advance receipts	80	-
Increase (decrease) in other current liabilities	(407)	(1,235)
Increase (decrease) in net defined benefit liabilities	(10,939)	(18,021)
Total net changes in liabilities related to operating activities	158,839	114,625

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Item	2024	2023
Total net changes in assets and liabilities related to operating activities	104,952	94,873
Total adjustments	44,574	109,395
Cash inflow (outflow) from operations	374,358	337,339
Interest received	2,560	1,971
Stock dividend received	179,950	105,191
Returned (paid) income tax	(138)	(6)
Net cash inflow (outflow) from operating activities	556,730	444,495
Cash flows from investment activities		
Acquisition of investment under the equity method	(115,820)	(240,724)
Share payments returned on capital reduction in investee companies accounted for using the equity method	-	67,862
Acquisition of property, plant and equipment	(70,790)	(138,089)
Disposal of property, plant and equipment	349	-
Decrease in refundable deposits	1,239	13,457
Acquisition of intangible assets	(5,591)	(55)
Increase in other financial assets	(122)	(99)
Increase in other non-current assets	(4,035)	(5,543)
Net cash inflow (outflow) from investment activities	(194,770)	(303,191)
Cash flow from financing activities		
Increase in short-term loans	-	15,834
Decrease in short-term loans	(33,334)	-
Proceeds from long-term loans	598,000	675,000
Repayment of long-term loans	(662,277)	(557,167)
Decrease in guarantee deposits	(527)	(22)
Lease principle repayment	(8,483)	(8,708)
Distribution of cash dividends	(113,738)	(197,805)
Interest paid	(99,529)	(97,282)
Net cash inflow (outflow) from financing activities	(319,888)	(170,150)
Increase (decrease) in cash and cash equivalents in the current period	42,072	(28,846)
Balance of cash and cash equivalents, beginning	266,221	295,067
Balance of cash and cash equivalents, ending	\$ 308,293	\$ 266,221

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

# Independent Auditors' Report and Consolidated Financial Statements

To AGV Products Corporation:

## **Audit opinions**

We have audited the consolidated balance sheet of AGV Products Corporation and its subsidiaries (hereinafter referred to as the “AGV Group”) as of December 31, 2024 and 2023, the consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flows for the periods January 1 to December 31, 2024 and 2023, and the accompanying footnotes (including the summary of major accounting policies).

In our opinion, based on our audit results and other independent auditors' reports (please refer to the Other matters section), all material disclosures of the consolidated financial report mentioned above were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, International Financial Reporting Standards approved by the Financial Supervisory Commission, the International Accounting Standards, and interpretations thereof, giving a fair presentation of the consolidated financial position of AGV Group as of December 31, 2024 and 2023, and the consolidated financial performance and cash flows for the periods January 1 to December 31, 2024 and 2023.

## **Basis of audit opinion**

We conducted audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and relevant auditing standards. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial report section of our report. The personnel of the CPA firm subject to the independence requirement have acted independently from the business operations of AGV Group in accordance with the Code of Ethics for Professional Accountants, and have performed the other responsibilities of the Code of Ethics. According to our audits and the other independent auditors' report, we believe to have obtained sufficient and appropriate audit evidence in order to be used as the basis for our opinion.

## **Key audit matters**

“Key audit matters” means that the independent auditor has used their professional judgment as the basis to audit the most important matters on

the 2024 consolidated financial report of AGV Group. These matters were addressed in the content of our audit of the consolidated financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on them.

The key audit matters of the 2024 consolidated financial report of AGV Group are as follows:

#### I. Fair value evaluation of investment property

For the detailed accounting policy on investment property, please refer to Note 4(12) of the consolidated financial report, and for descriptions of the recording basis and evaluation status of investment property, please refer to Note 6(12) of the consolidated financial statements.

Description of key audit matters:

As of December 31, 2024, the held investment property totaled NTD 3,218,919 thousand, accounting for 21.65% of the total assets, and it was subsequently measured using the fair value model. The recognized variable income generated from fair value changes totaled NTD 38,737 thousand in 2024, accounting for 10.69% of the net income before tax. The evaluation was mainly based on an analysis of discounted cash flow and land development, under the condition that the income was calculated according to market rent and value by a commissioned external appraiser. The analysis relied on the evaluation and judgment of an external appraiser based on overall usage, local or market conditions of the subject property. The assumptions and estimates related to profit rate and discount rates adopted for evaluation contained material uncertainty. Thus, we consider the fair value evaluation of investment property as a key audit matter when auditing the consolidated financial report of AGV Group.

Corresponding audit process:

Our main audit process includes checking the consistency of inventory and appraisal data provided for external appraisers by management, evaluating the accuracy of investment property classifications based on the understanding of the Company and checking the recoverable amount and recorded amount in the value appraisal report of independent evaluation issued by the external appraiser to the Company, reviewing the reasonableness of related assumptions and appraisal content (including method, analysis period and discount rate) and evaluating the qualification and independence of such external appraisers. The appropriateness and completeness of information disclosed in the notes to consolidated financial report is also evaluated.

#### II. Recognition of revenue

Please refer to Note 4(19) of the consolidated financial report for the detailed accounting policy on income recognition. Please refer to Note 6(27) of the consolidated financial report for income details.

The main business of the AGV Group is the manufacturing, processing, and sales of products related to drinks and canned foods. The transaction terms agreed to in the sales contract signed with the customer will affect the judgment of the AGV Group regarding whether the income recognition timing meets the time in which the customer owns the right to set the price and use the same and takes responsibility for resale along with the obsolescence risk of the product. Therefore, we consider the income recognition test in 2024 as a key audit matter when auditing the consolidated financial report of the AGV Group.

Our main audit procedures include understanding the sales system of AGV Group, such as the sales channels and sales targets, checking agreements related to sales contracts signed with major counterparties and randomly checking shipment and income recognition operation procedure records from 2024 (including checking the consistency of the date, amount and counterparty in the shipping order and invoice). We also conducted a comparison of two periods regarding the major counterparties, including a comparison of the accounts receivable turnover rate, accounts receivable turnover days and loan periods. We also analyzed the 10 counterparties with the most significant changes in those two periods to evaluate the reasonableness of the transaction amount and execution cut-offs for operating revenue recognition and shipping voucher forms before and after the balance sheet date.

### **Other matters**

As stated in Note 4(3) of the consolidated financial report, we have not audited the financial statements of some subsidiaries and investments under the equity method in said consolidated financial report, which has been done by other CPAs. Thus, in our opinions expressed on the consolidated financial report, the amounts listed in the report for those companies were based on the other independent auditors' report. As of December 31, 2024 and 2023, the total assets of subsidiaries were NTD 4,652 thousand and NTD 4,227 thousand, accounting for 0.03% of total consolidated assets, respectively, and the total liabilities were NTD 4,838 thousand and NTD 2,686 thousand, accounting for 0.07% and 0.04% of total consolidated liabilities, respectively. In 2024 and 2023, the operating revenues were both NTD 0 thousand, accounting for 0% of the net consolidated operating revenue, and the total comprehensive incomes were NTD (1,745) thousand and NTD (1,352) thousand, accounting for (0.19%) and (0.53%) of the total consolidated comprehensive income, respectively. In addition, the

investments in these associates under the equity method were NTD 2,255,301 thousand and NTD 2,022,427 thousand as of December 31, 2024 and 2023, accounting for 15.17% and 14.42% of the total consolidated assets, respectively. In 2024 and 2023, the recognized shares of profit/loss from associates and joint ventures under the equity method were NTD 105,009 thousand and NTD 81,291 thousand, accounting for 28.99% and 31.18% of the consolidated pre-tax profit, respectively, while the recognized shares of other comprehensive income from associates and joint ventures under the equity method were NTD 149,189 thousand and NTD 110,960 thousand, accounting for 25.19% and 291.20% of other net consolidated comprehensive income, respectively.

AGV Products Corporation has duly prepared the 2024 and 2023 parent company only financial report and the CPA has issued an Audit Report with unqualified opinion for reference.

### **Responsibilities of the management and the governance unit for the consolidated financial report**

Management is responsible for preparing the appropriate consolidated financial report in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers. Additionally, it is responsible for maintaining the internal control mechanism that is related to and necessary for the preparation of the consolidated financial report. As a result, it can ensure material misstatement due to fraud or error does not occur in the consolidated financial report.

In preparing the consolidated financial report, management is also responsible for assessing the ability of the AGV Group 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 AGV Group or cease operations, or there is a lack of any option except for liquidation or suspension.

The governance unit (including the audit committee) of AGV Group is responsible for supervising the financial reporting process.

### **Auditors' responsibilities for the audit of the consolidated financial report**

Our objectives are to obtain reasonable assurance about whether the consolidated financial reports 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 means a high degree of assurance. However, there is no guarantee that any material misstatement contained in the consolidated financial report will be discovered during an audit conducted in accordance with relevant auditing standards.

Misstatements might have been caused by fraud or errors. If individual values or an overview of misstatements can be reasonably expected to affect economic decisions made by users of consolidated financial report, they are considered significant.

We rely on our professional judgment and professional skepticism during an audit conducted in accordance with relevant auditing standards. We also perform the following tasks:

- I. Identify and assess the risk of material misstatement of the consolidated financial report due to fraud or error, design and adopt appropriate countermeasures for the risks assessed, and obtain sufficient and appropriate audit evidence in order to be used as the basis for the 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.
- II. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of AGV Group.
- III. Evaluate the adequacy of accounting policies adopted by management and the legitimacy of accounting estimates and related disclosures made.
- IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of AGV Group to continue as a going concern. In cases where we consider that events or circumstances have significant uncertainty in this regard, then relevant disclosure of the consolidated financial report shall be provided in the auditors' report to allow users of the consolidated financial report to be aware of such events or circumstances, or we shall revise our opinion when such disclosure is considered inappropriate. 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 AGV Group to cease to continue as a going concern.
- V. Evaluate the overall presentation, structure and content of the consolidated financial report (including relevant notes), and whether the consolidated financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- VI. Obtain sufficient and appropriate audit evidence on the financial information of individual companies within AGV Group in order to

express an opinion on the consolidated financial report. Our responsibilities as auditors are to instruct, supervise and execute audits and form an audit opinion on AGV Group.

Communications made by the CPAs with governance units include the planned scope and timing of inspection as well as significant inspection findings (including significant deficiencies found with internal control during inspection).

We also provide those in charge of governance with a statement that we have complied with the Code of Ethics for Professional Accountants regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, where applicable (including related protection measures).

The independent auditor has used communications with the governing unit as the basis to determine the key audit matters to be performed on the 2024 consolidated financial report of AGV Group. We describe these matters in our auditors' report unless laws or regulations preclude public disclosure about these matters, 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 communications.

Crowe (TW) CPAs  
CPA: Ling-Wen Huang

CPA: Kuo-Ming Li

Approval No.: Jin-Guan-Zheng-Shen-Zi No. 10200032833

Approval No.: Jin-Guan-Zheng-Shen-Zi No. 1100145994

March 11, 2025

# AGV Products Corporation and its Subsidiaries

## Consolidated Balance Sheet

### December 31, 2024 and 2023

Unit: NTD thousand

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current assets				
1100	Cash and cash equivalent (Note 6(1))	\$ 721,333	5	\$ 591,247	4
1110	Financial assets at fair value through profit and loss – current (Notes 6 (2))	308,973	2	247,264	2
1150	Net notes receivable (Note 6(3))	34,235	-	43,171	-
1160	Net notes receivable – related parties (Note 7)	16,151	-	21,498	-
1170	Net accounts receivable (Note 6(4))	701,314	5	616,194	4
1200	Other receivables (Note 6(5))	18,534	-	17,839	-
1210	Other accounts receivable – related parties (Note 7)	37,711	-	63,094	-
1220	Income tax assets in the current period	635	-	425	-
130x	Inventories (Note 6(6))	879,626	7	891,424	8
1410	Prepayments (Note 6(7))	54,837	-	103,453	1
1479	Other current assets – others	1,829	-	2,312	-
11xx	Total current assets	2,775,178	19	2,597,921	19
	Non-current assets				
1517	Financial assets measured at fair value through other comprehensive income – non-current (Note 6(8))	1,524,337	10	1,344,104	10
1550	Investment under the equity method (Note 6(9))	4,905,373	32	4,414,855	30
1600	Property, plant and equipment (Note 6(10))	2,066,682	14	2,058,769	15
1755	Right-of-use assets (Note 6(11))	166,423	1	172,966	1
1760	Investment property, net (Note 6(12))	3,218,919	22	3,180,182	23
1780	Intangible assets (Note 6(13))	9,818	-	6,222	-
1840	Deferred income tax assets (Note 6(32))	120,876	1	164,372	1
1920	Refundable deposits	16,942	-	18,027	-
1980	Other financial assets – non-current (Note 6(14))	33,598	1	32,748	1
1990	Other non-current assets – others (Note 6(15))	29,850	-	31,544	-
15xx	Total non-current assets	12,092,818	81	11,423,789	81
1xxx	Total assets	\$ 14,867,996	100	\$ 14,021,710	100
	Liabilities and equity				
	Current liabilities				
2100	Short-term loans (Note 6(16))	\$ 887,270	6	\$ 888,612	7
2130	Contract liabilities – current (Note 6(27))	15,229	-	15,209	-
2150	Notes payable	100,558	1	92,981	1
2170	Accounts payable	115,103	1	87,718	1
2180	Accounts payable – related parties (Note 7)	727,287	5	604,052	4
2200	Other payable (Note 6(17))	491,856	3	463,349	3
2230	Current income tax liabilities	8,322	-	11,744	-
2250	Liability reserve – current (Note 6(18))	28,894	-	27,758	-
2280	Lease liabilities – current (Note 6(11))	17,793	-	17,365	-
2310	Advance receipts	677	-	588	-
2320	Long-term liabilities maturing within a year or operating cycle (Note 6(20))	644,229	4	431,729	3
2399	Other current liabilities (Note 6(19))	2,491	-	3,173	-
21xx	Total current liabilities	3,039,709	20	2,644,278	19

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Code	Liabilities and equity	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Non-current liabilities				
2540	Long-term loans (Note 6(20))	3,286,029	23	3,575,502	26
2570	Deferred income tax liabilities (Note 6(32))	144,715	1	142,392	1
2580	Lease liabilities – non-current (Note 6(11))	32,546	-	41,145	-
2620	Long-term notes and accounts payable – related parties (Note 7)	6,557	-	6,141	-
2640	Net defined benefit liabilities – non-current (Note 6(21))	17,625	-	37,328	-
2645	Guarantee deposits	9,335	-	10,433	-
25xx	Total non-current liabilities	3,496,807	24	3,812,941	27
2xxx	Total liabilities	6,536,516	44	6,457,219	46
	Equity				
	Equity attributable to parent company shareholders				
3100	Capital stock (Note 6(22))				
3110	Common share capital	4,945,134	33	4,945,134	36
3200	Capital reserve (Note 6(23))	268,144	2	268,144	2
3300	Retained earnings (Note 6(24))				
3310	Legal reserve	134,031	1	114,720	1
3320	Special reserve	915,961	6	789,030	5
3350	Undistributed earnings	295,953	2	261,834	2
3400	Other equity (Note 6(25))	981,501	7	420,448	3
31xx	Total equity attributable to the parent company	7,540,724	51	6,799,310	49
36xx	Non-controlling equity (Note 6(26))	790,756	5	765,181	5
3xxx	Total equity	8,331,480	56	7,564,491	54
	Total liabilities and equity	\$ 14,867,996	100	\$ 14,021,710	100

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

# AGV Products Corporation and its Subsidiaries

## Consolidated Statement of Comprehensive Income

### January 1 to December 31, 2024 and 2023

Unit: NTD thousand

Code	Item	2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(27))	\$ 5,115,585	100	\$ 4,900,038	100
5000	Operating cost (Note 6(6))	(3,663,059)	(71)	(3,486,325)	(72)
5900	Gross profit (gross loss)	1,452,526	29	1,413,713	28
	Operating expense				
6100	Selling expenses	(907,959)	(18)	(917,363)	(19)
6200	Management expenses	(341,895)	(7)	(317,411)	(6)
6300	Research and development expenses	(58,325)	(1)	(48,171)	(1)
6450	Expected credit impairment profits (losses) (Note 6(4))	(119)	-	(1,994)	-
6000	Total operating expenses	(1,308,298)	(26)	(1,284,939)	(26)
6900	Operating profits (losses)	144,228	3	128,774	2
	Non-operating income and expenses				
7100	Interest revenue	5,855	-	4,470	-
7010	Other revenue (Note 6(29))	69,882	1	58,234	1
7020	Other profits and losses (Notes 6(30))	54,534	1	14,452	-
7050	Finance costs (Note 6(31))	(131,746)	(3)	(132,766)	(3)
7055	Expected credit impairment profits (losses)	(255)	-	(410)	-
7060	Share of profit or loss of associates and joint ventures under the equity method	219,773	5	187,988	5
7000	Total non-operating income and expense	218,043	4	131,968	3
7900	Net profit (loss) before tax	362,271	7	260,742	5
7950	Income tax benefit (expenses) (Note 6(32))	(58,999)	(1)	(43,142)	(1)
8200	Current net profit (loss)	303,272	6	217,600	4
	Other comprehensive income (Note 6(33))				
8310	Items not reclassified to profit or loss				
8311	Re-measurement of defined benefit plan	7,153	-	(4,787)	-
8312	Appreciation on revaluation of property	-	-	87,587	2
8316	Unrealized valuation profit/loss on investments in equity instruments measured at fair value through other comprehensive income	184,101	4	(131,897)	(3)
8320	Share of other comprehensive income from associates and joint ventures under the equity method	339,874	7	93,912	2
8349	Income tax related to items not reclassified	(1,430)	-	29	-
8360	Items that may be subsequently reclassified as profit or loss				
8361	Exchange difference in the financial statement translation of foreign operations	59,340	1	(5,572)	-
8367	Unrealized valuation profit or loss of debt financial assets at fair value through other comprehensive income	(4,700)	-	2,900	-
8370	Share of other comprehensive income from associates and joint ventures under the equity method	9,103	-	(4,908)	-
8399	Income tax related to items that may be reclassified	(1,092)	-	840	-
8300	Other comprehensive income (net)	592,349	12	38,104	1
8500	Total comprehensive income in the current period	\$ 895,621	18	\$ 255,704	5
8600	Net profit(loss) attributable to:				
8610	Parent company owner (net profit/loss)	\$ 286,939	6	\$ 200,936	4
8620	Non-controlling equity (net profit/loss)	16,333	-	16,664	-
		\$ 303,272	6	\$ 217,600	4
8700	Total comprehensive income attributable to:				
8710	Parent company owner (comprehensive income)	\$ 857,259	17	\$ 246,897	5
8720	Non-controlling equity (comprehensive income)	38,362	1	8,807	-
		\$ 895,621	18	\$ 255,704	5
	Earnings per share				
9750	Basic EPS (Note 6(34))	\$ 0.58		\$ 0.41	
9850	Diluted EPS (Note 6(34))	\$ 0.58		\$ 0.41	

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

**AGV Products Corporation and its Subsidiaries**  
**Consolidated Statement of Changes in Equity**  
**January 1 to December 31, 2024 and 2023**

Unit: NTD thousand

	Equity attributable to parent company shareholders										
	Retained earnings					Other equity items					
	Common share capital	Capital surplus	Legal reserve	Special reserve	Undistributed earnings	Exchange difference in the financial statement translation of foreign operations	Unrealized valuation profit (loss) of financial assets measured at fair value through other comprehensive income	Appreciation on revaluation of property	Total equity attributable to the parent company	Non-controlling equity	Total equity
Balance as of January 1, 2023	\$ 4,945,134	\$ 268,746	\$ 83,884	\$ 763,705	\$ 322,695	\$ (34,267)	\$ 403,095	\$ -	\$ 6,752,992	\$ 764,480	\$ 7,517,472
Appropriation and distribution of earnings:											
Allocated legal reserve	-	-	30,836	-	(30,836)	-	-	-	-	-	-
Allocated special reserve	-	-	-	25,325	(25,325)	-	-	-	-	-	-
Cash dividend for common shares	-	-	-	-	(197,805)	-	-	-	(197,805)	-	(197,805)
Changes of associates and joint ventures under the equity method	-	(602)	-	-	(2,172)	-	-	-	(2,774)	-	(2,774)
Net profit (loss) for 2023	-	-	-	-	200,936	-	-	-	200,936	16,664	217,600
Other comprehensive income for 2023	-	-	-	-	(5,738)	(9,185)	(25,774)	86,658	45,961	(7,857)	38,104
Total comprehensive income for 2023	-	-	-	-	195,198	(9,185)	(25,774)	86,658	246,897	8,807	255,704
Increase/decrease in non-controlling equity	-	-	-	-	-	-	-	-	-	(8,106)	(8,106)
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	79	-	(79)	-	-	-	-
Balance on December 31, 2023	4,945,134	268,144	114,720	789,030	261,834	(43,452)	377,242	86,658	6,799,310	765,181	7,564,491
Appropriation and distribution of earnings:											
Allocated legal reserve	-	-	19,311	-	(19,311)	-	-	-	-	-	-
Allocated special reserve	-	-	-	126,931	(126,931)	-	-	-	-	-	-
Cash dividend for common shares	-	-	-	-	(113,738)	-	-	-	(113,738)	-	(113,738)
Changes of associates and joint ventures under the equity method	-	-	-	-	(2,107)	-	-	-	(2,107)	-	(2,107)
Net profit (loss) for 2024	-	-	-	-	286,939	-	-	-	286,939	16,333	303,272
Other comprehensive income for 2024	-	-	-	-	10,170	65,423	494,727	-	570,320	22,029	592,349
Total comprehensive income for 2024	-	-	-	-	297,109	65,423	494,727	-	857,259	38,362	895,621
Increase/decrease in non-controlling equity	-	-	-	-	-	-	-	-	-	(12,787)	(12,787)
Disposal of equity instruments measured at fair value through other comprehensive income	-	-	-	-	(903)	-	903	-	-	-	-
Balance on December 31, 2024	\$ 4,945,134	\$ 268,144	\$ 134,031	\$ 915,961	\$ 295,953	\$ 21,971	\$ 872,872	\$ 86,658	\$ 7,540,724	\$ 790,756	\$ 8,331,480

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

**AGV Products Corporation and its Subsidiaries**  
**Consolidated Statement of Cash Flows**  
**January 1 to December 31, 2024 and 2023**

Unit: NTD thousand

Item	2024	2023
Cash flows from operating activities		
Current net profit (loss) before tax	\$ 362,271	\$ 260,742
Adjustments		
Income, expenses, and losses		
Depreciation expenses	134,888	129,048
Amortization expenses	2,021	1,913
Expected credit impairment losses (profits)	374	2,404
Net loss (profit) from financial assets and liabilities at fair value through profit or loss	(61,658)	(5,736)
Interest expenses	131,746	132,766
Interest revenue	(5,855)	(4,470)
Dividend revenue	(19,674)	(16,778)
Share of loss (profit) of associates and joint ventures under the equity method	(219,773)	(187,988)
Losses (profits) from disposal and scrap of property, plant and equipment	678	164
Amount of property, plant and equipment reclassified as expenses	2,053	167
Impairment loss of non-financial assets	16,729	18,552
Losses (profits) due to fair value adjustment in investment property	(38,737)	(52,193)
Other items	-	(13)
Total income/expense items	(57,208)	17,836
Changes of assets/liabilities related to operating activities		
Net changes in assets related to operating activities		
Decrease (Increase) in financial assets measured at fair value through profit/loss on a mandatory basis	-	(154,532)
Decrease (increase) in notes receivable	14,297	(5,263)
Decrease (increase) in accounts receivable	(85,254)	51,314
Decrease (increase) in other accounts receivable	(6,456)	(2,239)
Decrease (increase) in inventory	11,798	74,854
Decrease (increase) in prepayments	48,746	4,727
Decrease (increase) in other current assets	483	901
Total net changes in assets related to operating activities	(16,386)	(30,238)
Net changes in liabilities related to operations		
Increase (decrease) in contract liabilities	20	1,495
Increase (decrease) in notes payable	7,577	2,573
Increase (decrease) in accounts payable	150,620	148,787
Increase (decrease) in other payables	28,472	(24,427)
Increase (decrease) in liability reserve	1,136	2,011
Increase (decrease) in advance receipts	89	(81)
Increase (decrease) in other current liabilities	(682)	(1,301)
Increase (decrease) in net defined benefit liabilities	(12,680)	(19,093)
Total net changes in liabilities related to operating activities	174,552	109,964
Total net changes in assets and liabilities related to operating activities	158,166	79,726
Total adjustments	100,958	97,562
Cash inflow (outflow) from operations	463,229	358,304
Interest received	5,749	4,470
Stock dividend received	155,109	84,930

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Item	2024	2023
Returned (paid) income tax	(19,334)	(14,400)
Net cash inflow (outflow) from operating activities	604,753	433,304
Cash flows from investment activities		
Acquisition of financial assets measured at fair value through other comprehensive income	-	(76,690)
Acquisition of investment under the equity method	(33,320)	(20,800)
Acquisition of property, plant and equipment	(92,389)	(124,545)
Disposal of property, plant and equipment	370	780
Decrease in refundable deposits	1,085	29,980
Acquisition of intangible assets	(5,599)	(414)
Increase in other financial assets	(850)	(4,910)
Increase in other non-current assets	(3,177)	(11,527)
Net cash inflow (outflow) from investment activities	(133,880)	(208,126)
Cash flow from financing activities		
Decrease in short-term loans	(1,342)	(297,590)
Proceeds from long-term loans	598,000	1,335,000
Repayment of long-term loans	(677,278)	(946,167)
Increase in guarantee deposits	-	2,544
Decrease in guarantee deposits	(1,098)	-
Increase in other payables - related parties	2,413	-
Decrease in other payables - related parties	-	(5)
Lease principle repayment	(18,357)	(18,992)
Distribution of cash dividends	(113,738)	(197,805)
Interest paid	(128,947)	(130,702)
Changes in non-controlling equity	(12,787)	(8,106)
Net cash inflow (outflow) from financing activities	(353,134)	(261,823)
Impact of change in exchange rate upon cash & cash equivalents	12,347	11,371
Increase (decrease) in cash and cash equivalents in the current period	130,086	(25,274)
Balance of cash and cash equivalents, beginning	591,247	616,521
Balance of cash and cash equivalents, ending	\$ 721,333	\$ 591,247

Chairman: Kuan-Han Chen

President: Chih-Chan Chen

Accounting Manager: He-Shun Chang

# AGV Products Corporation

## 2024 Appropriation of Earnings

Unit: NTD

Summary	Amount
<b>Undistributed earnings at beginning of the period</b>	1,855,195
Plus: Actuarial profit/loss on defined benefit plan recognized in retained earnings	10,169,632
Less: Changes of associates and joint ventures accounted for using the equity method	(2,107,611)
Less: Disposal of equity instruments measured at fair value through other comprehensive income	(902,706)
<b>Adjusted undistributed earnings</b>	9,014,510
Plus: 2024 after-tax net profit (loss)	286,939,356
<b>Total distributable amount</b>	295,953,866
Less: Legal reserves allocated	(29,409,867)
Less: Special reserves allocated	(40,637,786)
Less: Distributed cash dividends to shareholders at NTD0.37 per share	(182,969,934)
<b>Undistributed earnings at end of the period</b>	42,936,279

Chairman:

President:

Accounting Officer:

# **Articles of Incorporation of AGV Products Corporation**

Amendment approved at the annual shareholders' meeting  
on June 21, 2024

## **Chapter 1 General Rules**

Article 1 The Company was organized in accordance with the regulations governing companies limited by shares in the Company Act and was named AGV Products Corporation.

Article 2 The business items of the Company are as follows:

- (1) Manufacturing, processing, and sales of canned foods, such as vegetables, fruit, meat, aquatic products, kelp, shellfish, beans, mushrooms, bamboo shoots, pickles, vegetable foods, thick soup, and congee.
- (2) Manufacturing, processing, and sales of fruit and vegetable juice, soft drinks, mineral water, packaged drinking water, sport drinks, coffee, tea, herbal tea, soy (rice) milk, and energy drinks.
- (3) Manufacturing, processing, and sales of frozen vegetables and fruit, meat, aquatic products, frozen noodle jelly, frozen dough, frozen mixed foods, and frozen prepared foods.
- (4) Manufacturing, processing, and sales of instant noodles, instant rice noodles, noodle or rice-made products and noodle jelly, as well as purveying, processing, and sales of instant foods.
- (5) Manufacturing, processing, and sales of fermented foods, soy sauce, miso, vinegar, condiment sauce (satay sauce, chili sauce, salad dressing, mayonnaise, barbecue sauce, fried pork paste, and peanut butter) and seasoning.
- (6) Manufacturing, processing, and sales of dairy products (fresh milk, long-life milk, dried milk, cheese, condensed milk and butter oil), flavored milk, fermented milk and iced desserts.
- (7) Manufacturing, processing, and sales of cooking oil, dehydrated or smoked foods, jam, pudding, jelly, fruit pectin foods, candies, cakes and pastries, and bread.
- (8) Manufacturing, processing, and sales of tea products, bean products, cereal products, and animal feed.

- (9) Manufacturing, processing, and sales of green and blue algae, chicken essence, garlic (essence), edible pollen, ganoderma lucidum, royal jelly, oligosaccharide, enzymes, and foods.
- (10) Export and import of the above-mentioned products and their materials.
- (11) Sales, export, and import of beers, light wines, spirits, and alcohol.
- (12) Operation of farms, fish farms, pastures, amusement parks, department stores, super markets, tourist hotels, and restaurants.
- (13) Rental and sales of public housing and commercial buildings built by construction contractors
- (14) Diagnosis, analysis, consultation, and advisement of business management (excluding CPA and security investment consultant businesses).
- (15) Design of computer and peripheral software.
- (16) Installation of vending machines.
- (17) C802041 Manufacture of Drugs and Medicines.
- (18) C802051 Manufacture of Chinese Medicines.
- (19) CC01050 Data Storage Media Units Manufacturing.
- (20) CC01060 Wired Communication Mechanical Equipment Manufacturing.
- (21) CC01070 Wireless Communication Mechanical Equipment Manufacturing.
- (22) CC01080 Electronics Components Manufacturing.
- (23) CH01010 Sporting Goods Manufacturing.
- (24) CK01010 Footwear Manufacturing.
- (25) E605010 Computer Equipment Installation.
- (26) E701010 Telecommunications Engineering.
- (27) E701020 Satellite Television KU Channels and Channel C Equipment Installation.
- (28) F102160 Wholesale of Assist Food Products.
- (29) F104030 Wholesale of Shoes.
- (30) F108011 Wholesale of Traditional Chinese Medicine.
- (31) F108021 Wholesale of Western Pharmaceutical.
- (32) F109030 Wholesale of Sporting goods.
- (33) F204030 Retail sale of Shoes.

- (34) F208011 Retail Sale of Traditional Chinese Medicine.
- (35) F208021 Retail Sale of Western Pharmaceutical.
- (36) F209020 Retail Sale of Sporting goods.
- (37) I104010 Nutrition Advisors.
- (38) I301020 Data Processing Services.
- (39) I301030 Electronic Information Supply Services.
- (40) F399010 Convenience Stores.
- (41) F301020 Supermarkets.
- (42) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Company may offer guarantees to foreign companies for business needs.

Article 3 The Company is located in Chiayi County of Taiwan. If necessary, a branch or factory may, at the resolution of the Broad of Directors, be established domestically or overseas. The same shall apply to the withdrawal or transfer.

Article 3-1 The Company shall not be a shareholder of unlimited liability in another company or a partner of a partnership enterprise. When the Company becomes a limited liability shareholder in other companies, the total amount of its investments in such other companies shall not be limited by the restriction of the total investment amount in Article 13 of the Company Act. However, the investment in long-term equity shall be determined by the responsible unit within the authorization scope and according to the Company's handling procedures of acquisition or disposition of assets.

Article 4 The Company's announcements shall be made in accordance with Article 28 of the Company Act.

## Chapter 2 Shares

Article 5 The total capital of the Company shall be in the amount of NTD 8.8 billion, divided into 880 million shares, at NTD 10 per share. The Broad of Directors shall be authorized to issue the unissued shares separately. Preferred shares worth up to the total amount mentioned above may be issued.

Article 5-1 The Company issues preferred shares B, and the rights, obligations, and other important matters are described as follows:

1. When there are surplus earnings after closing of the accounts in a fiscal year, in addition to making up the accumulated losses from past years and paying all taxes, an amount equivalent to 10% of such surplus earnings shall be set aside as a legal reserve and a special reserve shall be appropriated according to the laws. The remaining balance shall be added to the accumulated undistributed earnings in the previous year to first distribute the current dividends and undistributed dividends of preferred shares B accumulated in previous years.
2. The Company's dividend for preferred shares B shall be determined at an annual percentage rate ranging from 2%~7%.
3. Preferred share dividends shall be calculated at the actual issue price. After the final accounting reports and statements are approved at an annual shareholders' meeting, the Board of Directors shall determine an ex-dividend date for preferred shares, following which the preferred share dividends in the previous year shall be distributed in cash, and the dividends in the issuance year shall be calculated based on the actual number of days after issuance of the preferred shares in the year. The capital increase record date shall be the date of issuance of the preferred shares.
4. If there are no earnings after closing of the accounts in a fiscal year or the earnings are insufficient for distribution of preferred share B dividends, the undistributed dividends or deficiency dividends shall be accumulated at a dividend rate compounded annually and shall, as a priority, be made up in a subsequent year with earnings.
5. Preferred shares B shall be due after three years from the date of issuance and shall be non-convertible before the expiration. The Company shall compulsorily convert one preferred share B into one ordinary share within three months after the expiration. After the preferred shares B are converted into ordinary shares according to this subparagraph, the accumulated undistributed dividends shall be made up first in a subsequent year with earnings

6. If preferred shares B are converted into ordinary shares before an ex-rights (ex-dividend) date, the shares shall participate in conversion of the earnings and capital reserves for distribution in the previous year with respect to the ordinary shares, which is resolved at the shareholders' meeting in the current year, and the preferred share dividends for distribution in the previous year resolved at the shareholders' meeting in the current year shall not be converted. When preferred shares B are converted into ordinary shares after an ex-rights (ex-dividend) date, the shares shall participate in the distribution of the preferred share dividends in the previous year resolved at the shareholders' meeting in the current year, and shall not participate in the conversion of the earnings and capital reserves for distribution in the previous year with respect to the ordinary shares, which is resolved at the shareholders' meeting in the current year. The preferred share dividends and ordinary share dividends in the same year shall not be re-distributed.
7. Except for preferred share dividends, preferred shares B shall not participate in the distribution of earnings and capital reserves with respect to ordinary shares.
8. The distribution of the Company's residual property for preferred shares B shall have priority over the same for ordinary shares and shall be limited to the amount of issuing the preferred shares.
9. The shareholders of preferred shares B have no voting rights or the right to elect directors in ordinary shareholders' meetings, but may be elected as directors.
10. When the Company issues new shares for cash, the shareholders of preferred shares B and the ordinary shareholders shall have the same preemptive rights.

Article 6      The shares of the Company shall be in registered form, shall be signed or sealed by the Director representing the Company, and may be issued after certification according to the laws. The shares may be issued without printing share certificates and shall be registered with a centralized securities depository enterprise.

- Article 7 Shareholders shall provide their names or titles and residences to the Company, fill out a seal and signature card, and submit it to the Company for future reference. In case of loss of the seal, a new seal may be substituted after the loss is reported to the Company in writing.
- Article 8 For transfer of shares, the assignor and assignee shall complete a form of “application for transfer of shares” and submit it together with the shares to the Company for transfer of ownership. After the information is recorded in the shareholders’ roster of the Company in accordance with the laws, the transfer may be set up against the Company.
- Article 9 In case of loss or damage of shares, the situation shall be handled in accordance with the Company Act and general regulations.
- Article 10 When processing a shareholder’s application to issue shares for replacement due to splits where such shares do not exceed 1,000 shares, the Company may charge a handling fee, except where the shares are obtained through inheritance. Other shareholder services shall be handled in accordance with the “Regulations Governing the Administration of Shareholder Services of Public Companies” announced by the competent authority.
- Article 11 The transfer of share ownership shall be suspended for sixty days prior to an annual shareholders’ meeting, for thirty days before convening an extraordinary shareholders’ meeting, or for five days prior to the target date fixed by the Company for distribution of dividends, bonuses, or other benefits.

### Chapter 3 Shareholders’ Meeting

- Article 12 The shareholder’s meetings are classified into annual meetings and extraordinary meetings. An annual meeting is held every year and shall be convened within six months after the end of each fiscal year, and the Board of Directors shall give notice to shareholders thirty days prior to the meeting. An extraordinary meeting may be held pursuant to the laws, if needed. Shareholders holding less than 1,000 registered shares may be informed with the announcement on the Market Observation Post System.

- Article 12-1 The Company may convene a shareholders' meeting by means of video conferencing or other methods promulgated by the central competent authority.
- Where the competent authority has provided otherwise for the criteria, procedures and other requirements which a video conference shall meet, such provisions shall prevail.
- Article 13 Where a shareholder is unable to be present at a shareholders' meeting for whatever reasons, the shareholder may appoint a proxy by issuing the Company's proxy form with their signature or seal, which specifies the scope of authorization. In addition to Article 177 of the Company Act, shareholders' attendance by proxies shall be subject to the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" announced by the competent authority.
- Article 14 The Chairman shall chair shareholders' meetings. In case the Chairman is on leave or cannot exercise his/her power and authority for whatever reasons, the Vice Chairman shall act on his or her behalf. In case the Vice Chairman is also on leave or unable to exercise his or her power and authority for whatever reasons, the Chairman shall designate one of the Directors, or where the Chairman does not designate a Director, the Directors shall elect from among themselves an acting Chairman.
- Article 15 Unless otherwise specified in the laws, each shareholder of the Company shall have one voting right for each share held.
- Article 16 Unless otherwise specified in the Company Act, resolutions in a shareholders' meeting shall be adopted by a majority vote in the meeting which is attended by shareholders representing a majority of the total issued shares.
- The Company's shareholders may exercise their voting rights in electronic form, and shareholders exercising their voting rights in electronic form shall be deemed to attend the meeting in person. All relevant matters shall be handled in accordance with the regulations.
- Article 17 Matters related to the resolutions of a shareholders' meeting shall be recorded in meeting minutes. The meeting minutes shall be signed or sealed by the Chairman of the meeting and shall be distributed to each shareholder within twenty days

after the meeting.

The distribution of the meeting minutes may be effected by means of a public notice.

The meeting minutes shall record the date and place of the meeting, the name of the Chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results. The minutes shall be kept persistently throughout the life of the Company. The attendance list bearing the signatures of shareholders present at the meeting and the power of attorney of the proxies shall be maintained for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the attendance list and the power of attorney shall be kept until the legal proceedings of the foregoing lawsuit are concluded.

#### Chapter 4 Directors and Audit Committee

Article 18 The Company shall appoint seven to nine Directors, and the number of Independent Directors among said Directors shall not be less than three and shall not be less than one-third of the total number of the Directors. The candidate nomination system shall be adopted for the election of all Directors, and the method of nomination shall be subject to Article 192-1 of the Company Act. The term of office of the Directors is three years and may be renewed by reelection in subsequent elections. The total number of registered shares holding by all Directors shall be subject to the regulations specified by the competent authority.

Article 19 In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of the out-going directors shall be extended until the time new directors have been elected and assumed their office.

Article 20 To organize the Board of Directors, a Chairman and a Vice Chairman shall be elected by a majority vote at a meeting attended by more than two-thirds of the Directors. Both shall implement all the matters of the Company pursuant to laws, regulations, Articles of Incorporation, and the resolutions of the shareholders' and Board of Directors' meetings

- Article 21 When the number of vacancies left by the discharged Directors equals one third of the number specified in the Articles of Incorporation, the Board of Directors shall call a shareholders' meeting to elect succeeding Directors to fill the vacancies. The term of office of the succeeding Directors shall be limited to fulfilling the original term of office of the predecessor.
- Article 22 The Board of Directors' meetings of the Company shall be convened at least once every quarter. The Board of Directors shall indicate the reasons for the convention and inform each Director 7 days beforehand. An extraordinary shareholders' meeting may be convened in emergency circumstances whenever necessary. The notice about convention of Board of Directors' meetings to Directors may be effected by letter, fax or e-mail. The Chairman shall convene and preside over the Company's Board of Directors' meeting. In case the Chairman is on leave or cannot exercise his/her power and authority for whatever reasons, the Vice Chairman shall act on his or her behalf. In case the Vice Chairman is also on leave or unable to exercise his or her power and authority for whatever reasons, the Chairman shall designate one of the Directors, or where the Chairman does not designated a Director, the Directors shall elect from among themselves an acting Chairman.
- Article 23 Unless otherwise specified in the Company Act, the resolutions of the Board of Directors' meeting shall be passed by a majority vote at a meeting attended by more than half of the Directors. Any Directors, who are unable to be present at the meeting for whatever reasons, may appoint other directors to attend meetings on their behalf by issuing a proxy form detailing the extent of authorities delegated to the proxy attendant based on the reasons for the meeting. Each director may only accept the delegation from one director. Where a Board of directors' meeting is held in the form of a video conference, Directors attending the meeting through video conference shall be deemed to attend the meeting in person.
- Article 24 Discussions at the Board of Directors' meeting shall be recorded in the meeting minutes. They shall be signed or stamped by the Chairman of the meeting and distributed to

each Director within 20 days after close of the meeting. The meeting minutes shall record a summary of the essential points of the proceedings and the result of the discussion.

The attendance list bearing the signatures of the Directors present at the meeting and the power of attorney of the proxies shall be maintained together with the meeting minutes in the Company.

Article 25 The Company established an Audit Committee pursuant to Article 14-4 of the Securities and Exchange Act. The Audit Committee is comprised of all the Directors.

The Audit Committee is responsible for exercising the power of the Supervisors pursuant to the Company Act, Securities and Exchange Act and other laws and regulations, and shall observe relevant laws and the rules of the Company.

Article 26 The monthly transportation allowance for the Directors shall be paid with reference to the level of the peers in the practice without regard to profit and loss. The remuneration to the Chairman and Directors for their execution of duties for the Company shall be paid without regard to profit and loss. The Board of Directors is authorized to determine the remuneration based on their individual level of participation in and the value of contribution to the operation of the Company with reference to the level of peers in practice.

Article 26-1 The Company may obtain liability insurance for the Directors to secure them against potential responsibility that may be brought about during execution of their duties.

## Chapter 5 Managers and Staff Members

- Article 27 The Company may appoint managers. Appoint, discharge and remuneration of the managers are subject to Article 29 of the Company Act.
- Article 28 The Company may hire consultants and important staff members after resolution at the Board of Directors' meeting.

## Chapter 6 Final Accounts

- Article 29 The Board of Directors is responsible for preparing the following statements and reports at the end of each financial year and submit them to the shareholders' meeting for approval.
- (1) Business report
  - (2) Financial statements
  - (3) Proposal for distribution of surplus earnings or covering losses
- Article 30 The Company shall set aside the annual profit, if any, at the following rates as the remuneration to the Directors and Employees: (1) Remuneration to Directors: No more than 1% (included). (2) Remuneration for employees: No less than 1% (included) and distributed in the form of stock or cash; distribution of the remuneration to employees and Directors shall be approved by a majority vote at a meeting attended by more than two thirds of the Directors, and shall be reported to the shareholders' meeting. Where the Company has any cumulative loss, the profit shall be reserved to offset the loss before being allocated as the remuneration to the employees and Directors at the rates referred to in the preceding paragraph.
- Article 30-1 Where there are earnings after closing of the accounts in a fiscal year, in addition to paying taxes and making up for the losses from prior years, an amount equivalent to 10% of such earnings shall be set aside as legal reserves, and an amount of special reserves shall be set aside or reversed from the after-tax net profit of the current year plus items other than the after-tax net profit of the current year with respect to the reduction of shareholders' equity and net increase in the fair value of investment property occurring in the current year. After the dividends to be distributed in the current year for distribution of preferred shares and the accumulated undistributed

dividends in prior years are distributed, the Board of Directors shall prepare a proposal for distribution of earnings, excluding the part to be retained, and submit the proposal to the shareholders' meeting for a resolution.

The proposal for the Company's stock dividends or legal reserve distributed from earnings or capital surplus to be paid in cash, in whole or in part, shall be subject to a resolution adopted by a majority vote at a meeting of the Board of Directors attended by two-thirds of the total number of directors, and a report of such distribution shall be submitted to a shareholders' meeting.

The food industry is in a changing environment and the Company is at a stage of stable growth. To meet the demand for operating funds as the business grows and to develop long-term financial planning for sustainable development, dividends are distributed, in principle, based on the appropriation rate of more than 50% (included) from the distributable surplus. The Company distributes stock or cash dividends. Taking into account the Company's growth rate and capital expenditure, Cash dividends provided that shall be no less than 10% of the total dividends distributed for the current year. Dividends less than NTD0.1 per share will not be distributed in cash.

Article 30-2 The treasury stocks that the Company purchases legally may be transferred the employees of affiliated companies that satisfy certain criteria. These criteria and the purchase methods are determined by the Board of Directors.

When issuing new stocks, the employees of affiliated companies that satisfy certain criteria may purchase these stocks. These criteria and the purchase methods are determined by the Board of Directors.

## Chapter 7 Supplemental Provisions

Article 31 The organizational charter of the Company and execution rules of the Company are established by the Board of Directors separately.

Article 32 Any matters not specified in these Articles of Incorporation shall be handled in accordance with the Company Act and

other relevant laws and regulations.

Article 33

The Articles of Incorporation was established on June 14, 1971. The 1st amendment was made on August 17, 1972. The 2nd amendment was made on September 5, 1974. The 3rd amendment was made on September 5, 1975. The 4th amendment was made on July 29, 1980. The 5th amendment was made on August 15, 1982. The 6th amendment was made on September 6, 1983. The 7th amendment was made on October 20, 1983. The 8th amendment was made on April 15, 1974. The 9th amendment was made on April 10, 1985. The 10th amendment was made on December 30, 1985. The 11th amendment was made on April 29, 1986. The 12th amendment was made on August 1, 1986. The 13th amendment was made on May 24, 1988. The 14th amendment was made on May 27, 1989. The 15th amendment was made on May 21, 1990. The 16th amendment was made on May 21, 1991. The 17th amendment was made on June 16, 1992. The 18th amendment was made on June 5, 1993. The 19th amendment was made on May 26, 1994. The 20th amendment was made on May 25, 1995. The 21st amendment was made on May 22, 1997. The 22th amendment was made on May 27, 1998. The 23th amendment was made on May 27, 1999. The 24th amendment was made on December 14, 1999. The 25th amendment was made on May 31, 2000. The 26th amendment was made on May 29, 2001. The 27th amendment was made on May 30, 2002. The 28th amendment was amended on May 29, 2003. The 29th amendment was made on June 14, 2006. The 30th amendment was made on June 13, 2007. The 31st amendment was made on June 30, 2008. The 32nd amendment was made on June 19, 2009. The 33rd amendment was made on June 17, 2010. The 34th amendment was made on June 27, 2012. The 35th amendment was made on June 28, 2013. The 36th amendment was made on June 25, 2015. The 37th amendment was made on June 28, 2016. The 38th amendment was made on June 27, 2019. The 39th amendments were made on June 24, 2022. The 40th amendments were made on June 21, 2024.

# List of Director and Independent Director Candidates

Proposed by the board of directors

Title Category	Name	Education	Experience	Current Position	Shares Held	Reason for Continued Nomination of an Independent Director Who Has Served Three Consecutive Terms
Director	Taiwan First Biotechnology Corp. Representative: Kuan-Han Chen	Post-doctoral Researcher in Food Science and Technology, Cornell University	<ul style="list-style-type: none"> <li>Chairperson, Taiwan Association for Food Science and Technology</li> <li>Adjunct Assistant Professor, Institute of Food Science and Technology, National Taiwan University</li> <li>President of Taiwan Canners Association (T.C.A)</li> </ul>	<ul style="list-style-type: none"> <li>Chairman and also President of Institute of Health Science of AGV Products Corporation</li> <li>Chairman of Taiwan First Biotechnology Corp.</li> <li>Chairman, Taiwan Grain Industry Association</li> </ul>	15, 075, 450	N/A
Director	Cunyuan Heye Co., Ltd. Representative: Chih-Chan Chen	MBA of University of Nottingham	<ul style="list-style-type: none"> <li>Vice President of AGV Products Corporation</li> </ul>	<ul style="list-style-type: none"> <li>President of AGV Products Corporation</li> <li>Vice Chairman of Defender Private Security Inc.</li> <li>Chairman of the Manufacturers Association of Touqiao Industrial Park, Minxiang Township, Chiayi County</li> </ul>	2, 982, 196	N/A
Director	NICE Enterprise Co., Ltd. Representative: Chih-Hung Chen	Department of Business Administration, Nihon University	<ul style="list-style-type: none"> <li>Chairman of Janfusun Fancyworld Corp.</li> </ul>	<ul style="list-style-type: none"> <li>CEO of Nice Enterprise Co., Ltd.</li> <li>Chairman of NICE Enterprise Co., Ltd.</li> <li>Chairman of Hopeman Distribution Co., Ltd.</li> </ul>	20, 780, 494	N/A
Director	Yin-Ji-Li International Consulting Corp. Representative: Kuan-Chou Chen	Master, The London School of Economics and Political Science	<ul style="list-style-type: none"> <li>Standing Director of Bowa Commercial Bank Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Director and General Manager of IBF Financial Holdings Co., Ltd.</li> </ul>	10, 065, 007	N/A
Director	Fang Tien Enterprise Co., Ltd. Representative: Huai-Hsin Liang	Master of Law, Fu Jen Catholic University	<ul style="list-style-type: none"> <li>Director of Chang Hwa Bank</li> <li>Independent Director of Taiwan FamilyMart Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>Licensed Attorney</li> </ul>	6, 128, 000	N/A

Title Category	Name	Education	Experience	Current Position	Shares Held	Reason for Continued Nomination of an Independent Director Who Has Served Three Consecutive Terms
Director	Yueshan Investment Co., Ltd. Representative: Kuan-Hao Chen	Dual Master's Degrees in Business Administration and Management Information Systems, Boston University, USA	<ul style="list-style-type: none"> <li>◆ Vice President, Corporate Banking Division, Citibank N.A., Taipei Branch</li> <li>◆ Deputy General Manager, Corporate Banking Division, Deutsche Bank AG, Taipei Branch</li> <li>◆ Associate Director, China Venture Investment Operations, Fortune Venture Capital Corp.</li> <li>◆ Director of Business Development, Asia-Pacific Region, TJC L.P., USA</li> </ul>	<ul style="list-style-type: none"> <li>◆ Director of Ho Yuan Investment Co., Ltd.</li> <li>◆ Director of Yueshan Investment Co., Ltd.</li> <li>◆ Vice Chairman of Golden crops (Shanghai) Co., Ltd.</li> <li>◆ Vice Chairman of Shanghai AGV Foods Co., Ltd.</li> <li>◆ Vice Chairman of Shandong AGV Food Technology Co., Ltd.</li> <li>◆ Operations Director, Greater China Region, AGV Products Corporation</li> </ul>	6, 017, 049	N/A
Independent Director	Yung-Chien Wu	Doctor of Laws, University of Washington	<ul style="list-style-type: none"> <li>◆ President of Shih Hsin University</li> <li>◆ Independent Director of Taiwan High Speed Rail Corporation</li> <li>◆ Independent Director of IBF Financial Holdings Co., Ltd.</li> <li>◆ Chairman of the ROC National Press Council</li> </ul>	<ul style="list-style-type: none"> <li>◆ Convener of Audit Committee of AGV Products Corporation</li> <li>◆ Chair Professor, College of Law, Shih Hsin University</li> <li>◆ Chairman, Chinese Arbitration Association, Taipei</li> <li>◆ Director of Eastern Broadcasting Co., Ltd. (EBC)</li> <li>◆ Independent Director of TT BIO Corporation</li> <li>◆ Independent Director of International Bills Finance Corporation</li> </ul>	0	Mr. Yung-Chien Wu possesses a solid foundation in legal studies, extensive practical experience in corporate governance and regulatory compliance, and demonstrates exceptional international perspective and decision-making acumen. Since assuming the role of Independent Director of the Company, he has become well-acquainted with the characteristics of the industry and the Company's business model. He has consistently upheld an objective stance and exercised professional judgment in matters related to corporate governance and major decisions, offering forward-looking and constructive insights. He has also actively participated in the deliberation of proposals by both the Board of Directors and functional

Title Category	Name	Education	Experience	Current Position	Shares Held	Reason for Continued Nomination of an Independent Director Who Has Served Three Consecutive Terms
						committees, fully demonstrating his independence and professional value. Although he has served three consecutive terms as an Independent Director of the Company, in consideration of the Company's sustainable operations and sound development, the Board of Directors believes that his continued appointment is both justified and necessary. Accordingly, it is proposed that he be nominated again as a candidate for Independent Director.
Independent Director	Wei-Lung Chen	MBA, National Taiwan University	<ul style="list-style-type: none"> <li>◆ Deputy Director-General, Securities and Futures Bureau, FSC</li> <li>◆ Chairman of SinoPac Securities Investment Trust Company</li> <li>◆ Chairman of SinoPac Securities</li> </ul>	<ul style="list-style-type: none"> <li>◆ Convener of Remuneration Committee of AGV Products Corporation</li> <li>◆ Independent Director of IBF Financial Holdings Co., Ltd.</li> <li>◆ Independent Director of Janfusun Fancyworld Corp.</li> <li>◆ Independent Director of ITEQ Corporation</li> </ul>	0	N/A
Independent Director	Hsi-Mei Lai	Ph.D. in Food and Nutrition, University of Illinois, USA	<ul style="list-style-type: none"> <li>◆ Chairman, Taiwan Grain Industry Association</li> <li>◆ Professor and Chair, Department of Agricultural Chemistry, National Taiwan University</li> <li>◆ President, Agricultural Chemical Society of Taiwan</li> <li>◆ President, Taiwan Neutron Science Society</li> <li>◆ Professor, Department of Agricultural Chemistry, National Taiwan University</li> </ul>	<ul style="list-style-type: none"> <li>◆ Distinguished Professor, Department of Agricultural Chemistry, National Taiwan University</li> <li>◆ Deputy Director, Experimental Farm, College of Bioresources and Agriculture, National Taiwan University</li> </ul>	0	N/A

## Table of Concurrent Positions Held by Director (Including Independent Director) Candidates at Other Companies

Title	Name	Serving as Director in Other For-Profit Enterprises	Principal Business Activities
Corporate Director	Taiwan First Biotechnology Corp.	Director of Taiwan NJC Corporation	Manufacturing of surfactants and other raw materials for daily-use chemical products
		Director of Koya Biotech Corp.	Gardening business and oil production
		Director of Tongjitang Medicinal Biotech Corp.	Medical biotechnology
		Director of Andekang International Co., Ltd.	Proprietary business
		Director of Yunlin Dairy Technology Corp.	Dairy manufacturing and sales
		Director of Aique International Co., Ltd.	Proprietary business
Corporate Director	Cunyuan Heye Co., Ltd.	Director of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Director of FOODAHOLIC CO., LTD.	Food and beverage service activities
		Director of Hengtung International Co., Ltd.	Real estate leasing activities
		Director of NICE Marco Polo Management Consultation Co., Ltd.	Re-investment business
		Director of Jing Guo Co., Ltd.	Proprietary business
		Director of Zhan Li Investment Co., Ltd.	Re-investment business
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
Corporate Director	NICE Enterprise Co., Ltd.	Director of Nice Plaza Co., Ltd.	Department store and hospitality
		Director of Goldbank Investment Development Corp.	Re-investment business
		Director of Heding International Development Co., Ltd.	Re-investment business
		Director of Qixing Resort Co., Ltd.	Leisure and recreation business
		Director of Eastern Taiwan Cultural & Creative Co., Ltd.	Leisure and recreation business
		Director of TAIWAN FOOD INDUSTRY CO., LTD.	Food manufacturing
		Director of Taiwan NJC Corporation	Manufacturing of surfactants and other raw materials for daily-use chemical products
		Director of Liantong Developments, Co., Ltd.	Real estate investment and development
		Director of Taiwan First Biotechnology Corp.	Food manufacturing
		Director of HOPEMAN DISTRIBUTION CO., LTD.	Logistics business
		Director of Janfusun Fancyworld Corp.	Tourism and hospitality
		Director of SUNONWEALTH ELECTRIC MACHINE INDUSTRY CO., LTD.	Manufacture and maintenance of specialized production machinery
		Director of Nice Biotech	Proprietary business
		Director of Maomaomia Biotech Co., Ltd.	Pet supplies
		Director of MIRAGE ENTERTAINMENT INC.	Leisure and recreation business
Corporate Director	Yin-Ji-Li International Consulting Corp.	Director of ALL PASS BIO-TEC CO., LTD.	Proprietary business
		Director of Baige Biotechnology Corp.	Proprietary business
		Director of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
		Director of Taiwan First Biotechnology Corp.	Food manufacturing
		Director of Taiwan Sanyejia Co., Ltd.	Proprietary business
		Director of NICE Marco Polo Management Consultation Co., Ltd.	Re-investment business

Title	Name	Serving as Director in Other For-Profit Enterprises	Principal Business Activities
Corporate Director	Yueshan Investment Co., Ltd.	Director of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Director of NICE Marco Polo Management Consultation Co., Ltd.	Re-investment business
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
Representative of Corporate Director	Kuan-Han Chen	Director of East Coast Leisure Development Corporation	Leisure and recreation business
		Director of Eastern Formosa Resource Development Corporation	Recreation business
		Director of Taiwan NJC Corporation	Manufacturing of surfactants and other raw materials for daily-use chemical products
		Chairman of Taiwan First Biotechnology Corp.	Food manufacturing
		Director of Hope Choice Distribution Corp.	Proprietary business
		Director of Nice Investment Development Ltd.	Re-investment business
		Director of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Chairman of Koya Biotech Corp.	Gardening business and oil production
		Director of Aiken Biotechnology International Co., Ltd.	Biotechnology service
		Chairman of Aique International Co., Ltd.	Proprietary business
		Chairman of Han Tien Enterprise Co., Ltd.	Re-investment business
		Director of Qixing Resort Co., Ltd.	Leisure and recreation business
		Independent Director of Mercuries F&B Co., Ltd.	Food and beverage service activities
		Director of SEVEN STARS TECHNOLOGY INDUSTRIAL CO., LTD.	Proprietary business
		Director of Apoland Resource International (BVI) Limited	Re-investment business
		Director of Apoland Development (Singapore) Pte Ltd.	Re-investment business
		Director of Shanghai AGV Foods Co., Ltd.	Food manufacturing and sales
		Director of Mascot International (BVI) Corporation	Re-investment business
		Director of AGV First Biotech Food (BVI) Limited	Re-investment business
		Director of AGV International (BVI) Limited	Re-investment business
		Director of Alpha Biotech Development (BVI) Limited	Re-investment business
		Director of AGV Biohealthy Food Ltd.	Re-investment business
		Director of Dongruntang Biotech Corp.	Food manufacturing and sales
		Director of Dongruntang International Trading Co., Ltd.	Marketing business
		Director of Goldencrops Corporation (HK)	Re-investment business
		Director of Goldencrops (Shanghai) Co., Ltd.	Food manufacturing and sales
		Director of AGV & NICE (USA)	Marketing business
Representative of Corporate Director	Chih-Chan Chen	Director of SEVEN STARS TECHNOLOGY INDUSTRIAL CO., LTD.	Proprietary business
		Director of Taiwan First Biotechnology Corp.	Food manufacturing
		Vice Chairman of Defender Private Security Inc.	Security business
		Director of TAIWAN FOOD INDUSTRY CO., LTD.	Food manufacturing
		Chairman of Zhengda Fenghuang Shanzhuang Co., Ltd.	Leisure and recreation business
		Director of Andekang International Co., Ltd.	Proprietary business
		Director of HOPEMAN DISTRIBUTION CO., LTD.	Logistics business

Title	Name	Serving as Director in Other For-Profit Enterprises	Principal Business Activities
Representative of Corporate Director	Chih-Chan Chen	Director of Helian Tongshang Co., Ltd.	Proprietary business
		Director of Hope Choice Distribution Corp.	Proprietary business
		Director of Eastern Formosa Resource Development Corporation	Recreation business
		Director of Sontenkan Resort Development Co., Ltd.	Leisure and recreation business
		Director of Songshan Village Co., Ltd.	Leisure and recreation business
		Director of Nice Media Technology	Broadcasting media
		Director of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Director of Koya Biotech Corp.	Gardening business and oil production
		Director of Sasaya Vitagreen Co., Ltd.	Proprietary business
		Director of Aco Distribution Corp.	Proprietary business
		Director of Aiken Biotechnology International Co., Ltd.	Biotechnology service
		Director of Aique International Co., Ltd.	Proprietary business
		Director of Dechuan Tea Garden Co., Ltd.	Tea wholesale and retail
		Director of Da Tian Gang Leisure and Entertainment Co., Ltd.	Leisure and recreation business
		Director of Cunyuan Heye Co., Ltd.	Proprietary business
		Chairman of Ho Yuan Investment Co., Ltd.	Leisure and recreation business
		Chairman of Zhan Li Investment Co., Ltd.	Re-investment business
		Director of FOODAHOLIC CO., LTD.	Food and beverage service activities
		Chairman of Jinzhou Development Co., Ltd.	Re-investment business
		Director of Shanghai AGV Foods Co., Ltd.	Food manufacturing and sales
		Chairman of Xiamen Aijian Traders Co., Ltd.	Food sales
		Director of Thomson International (Xiamen) Ltd.	Sales of daily necessities
		Chairman of Shandong AGV Food Technology Co., Ltd.	Food manufacturing and sales
		Chairman of Jinan AGV Products Corporation	Food sales
		Director of AGV International (BVI) Limited	Re-investment business
		Director of Alpha Biotech Development (BVI) Limited	Re-investment business
		Director of Nicostar Capital Investment (BVI) Ltd.	Re-investment business
		Director of AGV Biohealthy Food Ltd.	Re-investment business
		Director of Dongruntang Biotech Corp.	Food manufacturing and sales
		Director of Asia Pacific Agriculture Development Co.	Agricultural product processing
		Director of Cong Ty Tnhh Hung Vinh Hung Yen	Agricultural product processing
		Director of Nicostar International Development (H.K.) Limited	Re-investment business
		Director of Ai-Hwa Co., Ltd.	Re-investment business
		Director of AGV First Biotech Food (BVI) Limited	Re-investment business
Representative of Corporate Director	Chih-Hung Chen	Chairman of Hetian International Development Co., Ltd.	Proprietary business
		Director of Kokoya International Corp.	Proprietary business
		Director of Gelan Co., Ltd.	Proprietary business
		Director of FOODAHOLIC CO., LTD.	Food and beverage service activities
		Director of Zhan Li Investment Co., Ltd.	Re-investment business
		Chairman of Bravo Bakery Corp.	Food and beverage service activities
		Director of Nice Media Technology	Broadcasting media

Title	Name	Serving as Director in Other For-Profit Enterprises	Principal Business Activities
Representative of Corporate Director	Chih-Hung Chen	Director of Janfusun Leisure Industry Management Consulting Co., Ltd.	Management consulting
		Director of Heju International Enterprise Co., Ltd.	Animation and film production
		Chairman of Cunyuan Heye Co., Ltd.	Proprietary business
		Director of FORMOSA COSMETICS CORPORATION	Proprietary business
		Director of Heding International Development Co., Ltd.	Re-investment business
		Director of ALL PASS BIO-TEC CO., LTD.	Proprietary business
		Director of Baige Biotechnology Corp.	Proprietary business
		Director of Nice Biotech	Proprietary business
		Director of Qixing Resort Co., Ltd.	Leisure and recreation business
		Vice Chairman of NICE Marco Polo Management Consultation Co., Ltd.	Re-investment business
		Director of He Ai Management Consultation Service Co., Ltd.	Re-investment business
		Director of Defender Private Security Inc.	Security business
		Director of Eastern Taiwan Cultural & Creative Co., Ltd.	Leisure and recreation business
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
		Director of Nice Plaza Co., Ltd.	Department store and hospitality
		Director of Janfusun Fancyworld Corp.	Tourism and hospitality
		Chairman of HOPEMAN DISTRIBUTION CO., LTD.	Logistics business
		Chairman of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Director of Apoland Development (Singapore) Pte Ltd.	Re-investment business
		Director of Shanghai AGV Foods Co., Ltd.	Food manufacturing and sales
		Director of Mascot International (BVI) Corporation	Re-investment business
		Director of Ai-Hwa Co., Ltd.	Re-investment business
		Director of AGV First Biotech Food (BVI) Limited	Re-investment business
		Director of AGV International (BVI) Limited	Re-investment business
		Director of Dongruntang International Trading Co., Ltd.	Marketing business
		Director of Thomson International (Xiamen) Ltd.	Sales of daily necessities
		Director of Nice Development (Singapore) Pte Ltd.	Re-investment business
		Director of Shanghai Nice Daily Chemical Co., Ltd.	Manufacturing and sales of daily necessities
		Director of Jinan Pengpeng Trading Co., Ltd.	Proprietary business
		Director of Nice Enterprise (Shanghai) Co., Ltd.	Proprietary business
		Director of Magic Appeal Limited	Entertainment and leisure services
		Director of Green Media Investments Limited	Business management consulting
		Director of Xiamen Taijian Business Management Consulting Co., Ltd.	Business management consulting
		Director of Nice Rika Biotechnologies Sdn. Bhd.	Manufacturing of daily-use chemical products
Representative of Corporate Director	Kuan-Chou Chen	Director and General Manager of IBF Financial Holdings Co., Ltd.	Investment in businesses related to bills and bonds, securities, investment trusts, investment consulting, futures, and venture capital
		Director of IBF Financial Holdings Co., Ltd.	Direct financial services
		Director of TAIWAN FOOD INDUSTRY CO., LTD.	Food manufacturing

Title	Name	Serving as Director in Other For-Profit Enterprises	Principal Business Activities
Representative of Corporate Director	Kuan-Chou Chen	Director of Shiejie Financing Co., Ltd.	Re-investment business
		Director of Sontenkan Resort Development Co., Ltd.	Leisure and recreation business
		Vice Chairman of NICE Enterprise Co., Ltd.	Manufacturing of daily-use chemical products
		Vice Chairman of Nice Plaza Co., Ltd.	Department store and hospitality
		Director of Thunder Tiger Corporation	Radio-controlled model
		Director of Da Tian Gang Leisure and Entertainment Co., Ltd.	Leisure and recreation business
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
		Director of He Ai Management Consultation Service Co., Ltd.	Re-investment business
		Independent Director of Mikobeaute International Co., Ltd.	Retail of pharmaceuticals, cosmetics, and cleaning products
		Director of Shanghai Nice Daily Chemical Co., Ltd.	Manufacturing and sales of daily necessities
		Director of Ai-Hwa Co., Ltd.	Re-investment business
		Director of Shandong AGV Food Technology Co., Ltd.	Food manufacturing and sales
Representative of Corporate Director	Kuan-Hao Chen	Director of Yueshan Investment Co., Ltd.	Re-investment business
		Director of He Ai Management Consultation Service Co., Ltd.	Re-investment business
		Director of Ho Yuan Investment Co., Ltd.	Re-investment business
		Director of Shanghai AGV Foods Co., Ltd.	Food manufacturing and sales
		Director of Xiamen Aijian Traders Co., Ltd.	Food sales
		Vice Chairman of Shandong AGV Food Technology Co., Ltd.	Food manufacturing and sales
		Director of Jinan AGV Products Corporation	Food sales
		Director of Alpha Biotech Development (BVI) Limited	Re-investment business
		Director of AGV Biohealthy Food Ltd.	Re-investment business
		Vice Chairman of Goldencrops (Shanghai) Co., Ltd.	Food manufacturing and sales
Independent Director	Yung-Chien Wu	Director of Eastern Broadcasting Co., Ltd. (EBC)	Broadcasting media
		Independent Director of TTBIO Corporation	Manufacture and sale of medical devices
		Independent Director of IBF Financial Holdings Co., Ltd.	Direct financial services
		Chairman of Chungte Construction Co., Ltd.	Real estate trading
Independent Director	Wei-Lung Chen	Independent Director of ITEQ Corporation	Electronic components
		Independent Director of Janfusun Fancyworld Corp.	Tourism and hospitality
		Independent Director of IBF Financial Holdings Co., Ltd.	Investment in businesses related to bills and bonds, securities, investment trusts, investment consulting, futures, and venture capital

# Rules Governing the Election of Directors of AGV Products Corporation

Article 1: Unless otherwise specified by law or Articles of Incorporation, the election of the Company's directors shall proceed according to the regulations of the Rules.

Article 2: The Company's director election shall be handled at the shareholders' meeting.

Article 3: A competent individual who has reached the age of maturity can be elected as directors of the Company in accordance with the "Rules Governing the Election of Directors."

The Company's independent directors are subject to the eligibility criteria specified in Article 2, 3 and 4 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies."

The Company's independent directors are subject to the election criteria specified in Article 5, 6, 7, 8 and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies" and shall be conducted based on Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies."

Article 4: The election of the Company's independent directors shall be conducted based on the procedure of candidate nomination system specified in Article 192-1 of the Company Act.

Article 5: Unless otherwise specified in the laws, the number of votes exercisable in respect of one share shall be the same as the number of directors to be elected, and the total number of votes per share may be consolidated for election of one candidate or may be split for the election of two or more candidates.

For the election of the Company's directors, a shareholder may choose to exercise their voting rights by electronic means or by on-site voting.

The shareholders shall exercise their above-mentioned voting rights by electronic means on the electronic voting platform specified by the Company.

Article 6: A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elect, until the number

of director and supervisor seats mentioned in the Articles of Incorporation are fully filled. If two or more candidates receive the same number of votes, they shall draw for the remaining seats available. The chairperson will draw on behalf of those who are absent during the meeting.

Article 7: The number of ballots prepared by the board of directors shall be the same as the number of the directors to be elected. Besides the company seal stamped on the ballots, the candidate's attendance card number and number of votes shall be detailed on the ballots to distribute to the shareholders attending the shareholders' meeting. The attendance card number on the ballot is used as the identifier for registered votes.

Article 8: Before the election, the chairperson shall appoint several vote monitoring and counting personnel to carry out various duties. However, monitoring personnel shall be appointed only from among shareholders.

Article 9: The ballot box shall be prepared by the board of directors and be openly inspected by the monitoring personnel before the voting.

Article 10: The elector shall state the candidate name or account name in the candidate column of the ballot. However, if the candidate is the government or an institutional shareholder, the name of government agency or institutional shareholder shall be stated in the candidate name column of the ballot and the representative name of the government agency or institutional shareholder shall also be specified. In case there is a plural number of such authorized representatives, their names shall be specified respectively.

Article 11: Ballots that are found with any of the following are invalid:

- I. Ballots prepared by the authorized convener are not used.
- II. Blank ballots without any handwriting cast in a ballot box.
- III. Ballots with illegible writing or are altered.
- IV. The written candidate is inconsistent with the list of nominated director candidates.
- V. Ballots that contain writings other than the candidate's name or account name.
- VI. Where the names of two or more candidates are written on the same ballot.

Article 12: Ballots are to be counted openly and immediately after voting.

The chairperson shall announce the outcome of the vote on the site, including the names of elected directors with the number of election powers so won by them.

The ballots for the aforementioned election shall be kept in the box, sealed and signed by the witness, and retained for at least one year. If an action is filed by shareholders pursuant to Article 189 of the Company Act, the records shall be retained until the conclusion of the action.

Article 13: Any matters not specified in the Rules shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 14: The Rules, and any amendments hereto, shall be implemented after adoption by the shareholders' meetings.

Article 15: Establishment and amendment

Establishment date: May 27, 1989.

The 1st amendment date: May 31, 2000.

The 2nd amendment date: May 30, 2002.

The 3rd amendment date: June 17, 2010.

The 4th amendment date: June 27, 2012.

The 5th amendment date: June 28, 2016.

The 6th amendment date: June 27, 2019.

The 7th amendment date: August 26, 2021.

# Rules of Procedure for Shareholders' Meeting of AGV Products Corporation

June 21, 2024

Amendment approved at general shareholders' meeting

Article 1: The Company's shareholders' meeting, unless otherwise provided by law, shall be handled in accordance with the Rules of Procedure for Shareholders' Meetings.

Article 1-1: Unless otherwise provided by law, shareholders' meetings of the Company shall be convened by the Board of Directors. Unless otherwise provided by the Regulations Governing the Administration of Shareholder Services of Public Companies, the convening of a shareholders' meeting via video conference by the Company shall be set forth in the Articles of Incorporation and subject to a resolution of the Board of Directors. A shareholders' meeting convened via video conference shall be subject to a resolution approved by a majority of the directors attending a Board of Directors meeting with the attendance of at least two-thirds of all directors.

Any change of the form in which the shareholders' meeting is held shall be subject to a resolution of the Board of Directors and shall be made, at the latest, before the notice of the shareholders' meeting is sent.

Article 2: When signing in, an attending shareholder (or his/her proxy) shall hand in a sign-in card.

Where the shareholders' meeting is held via video conference, any shareholder intending to attend the meeting via video conference shall register with the Company two days prior to the meeting.

Article 3: Attendance and voting at the shareholders' meeting shall be calculated based on shares.

The number of attending shares shall be calculated based on the number of shares in the attendance book or sign-in cards handed in and that of shares checking in through the video conference platform, plus the number of shares whose voting rights have been exercised in writing or electronically.

Article 3-1: The venue for the shareholders' meeting shall be in a place where

the Company is located or any location easily accessible to shareholders and suitable for the shareholders' meeting. The meeting start time shall be no earlier than 9:00 a.m. and no later than 3:00 p.m. Any decision regarding the venue and time of such meeting shall give full consideration to the opinions of independent directors.

Any shareholders' meeting held via video conference is not subject to the restriction on the meeting venue under the preceding paragraph.

Article 4: Unless otherwise specified in the Company Act, the Chairman shall chair shareholders' meetings. In case the Chairman is on leave or cannot exercise his or her power and authority for whatever reasons, the Vice Chairman shall act on his or her behalf. In case the Vice Chairman is also on leave or unable to exercise his or her power and authority for whatever reasons, the Chairman shall designate one of the Directors, or where the Chairman does not designate a Director, the Directors shall elect from among themselves an acting Chairman.

Article 5: The Company may appoint retained attorney(s), certified public accountant(s) or relevant personnel to participate in a shareholders' meeting.

The personnel administering the shareholders' meeting shall wear ID badges or badges.

Article 6: The Company shall, from the time it starts to accept shareholder check-ins, make uninterrupted audio and video recordings of the processes of shareholder check-in, meeting, voting and vote counting.

The audio and video recordings under the preceding paragraph shall be retained for at least one year. Where any shareholder has filed a lawsuit pursuant to Article 189 of the Company Act, such recordings shall be retained until conclusion of the lawsuit. Where the shareholder's meeting is held via video conference, the Company shall retain the records of information including the registration and entries of shareholders, their check-in, questions and voting records and the result of vote counting, and shall make uninterrupted audio and video recordings of the full process of the video conference.

The information and audio and video recordings under the

preceding paragraph shall be properly retained during the existence of the Company, with the audio and video recordings provided to the video conference service provider engaged by the Company for retention.

Where the shareholder's meeting is held via video conference, it is advised that the Company make audio and video recordings of the back-end operating interface of the video conference platform.

Article 7: Where the number of shares represented by the attending shareholders (or their proxies) reaches a majority of the total outstanding shares, the chairperson shall call the meeting to order and announce the numbers of non-voting shares and attending shares and other related information. If attendance still falls below the legal quorum at the start time of the meeting, the chairperson may postpone the meeting no more than twice, and the total duration of such postponement shall not exceed one hour. Where, after two postponements, the number of shares represented by the attending shareholders still fails to reach one-third of the total outstanding shares, the chairperson shall declare the meeting adjourned due to lack of quorum. If the meeting is held via video conference, the Company shall also announce such adjournment on the video conference platform of the meeting.

If, after two postponements, the number of shares represented by the attending shareholders (or their proxies) still falls short of the quorum but has reached or exceeded one-third of the total outstanding shares, a provisional resolution may be adopted by a majority of the voting rights of the attending shareholders, and all shareholders shall be notified of the provisional resolution indicating that another shareholders' meeting will be convened within one month. If the meeting is held via video conference, any shareholder intending to attend the meeting via video conference shall register again with the Company in accordance with Article 2.

Following the adoption of a provisional resolution under the preceding paragraph, if the number of shares represented by the attending shareholders (or their proxies) has reached the legal quorum prior to the conclusion of the meeting, the chairperson may, in accordance with Article 174 of the

Company Act, call a re-vote by the meeting on the provisional resolution adopted.

Article 8: The agenda of the shareholders' meeting shall be set by the Board of Directors, and relevant motions (including impromptu motions and amendments to original motions) shall be voted on a case-by-case basis. The meeting shall proceed in the order set in the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

The chairperson may not announce the adjournment without the resolution of the board of directors until a resolution is reached with regard to the agenda (including impromptu motions) arranged in accordance with the preceding two paragraphs.

If the chairperson declares the adjournment of the meeting in violation of the Rules of Procedure, other members of the board of directors shall immediately assist the present shareholders at the meeting representing a majority of the voting rights to elect a chairperson to continue the meeting based on statutory procedure.

After the meeting is resolved to be adjourned, shareholders cannot elect another chairperson or seek another venue for continuation of the meeting.

Article 9: When the shareholder's meeting is in session, the Company may adopt electronic or written means for voting; in so doing, the Company shall specify the details of voting by written or electronic means in the notice of the shareholders' meeting. Shareholders casting their votes in written or electronic means shall be deemed to be attending the meeting in person. But votes on impromptu motions or amendments to original motions shall be deemed as their abstention from voting on these motions. Therefore, the Company shall avoid proposing impromptu motions or amendments to original motions.

Instructions to exercise written and electronic votes shall be delivered to the Company at least 2 days before the shareholders' meeting. In the event of duplicate submissions, the earliest submission shall be taken into record. In case of

repeated expressions of intent, the initial intent so expressed shall stand unless declaration for the revocation of the previous expression of intent is made.

Where any shareholder who has exercised voting rights in writing or electronically intends to attend the shareholders' meeting in person or via video conference, the shareholder shall, two days prior to the meeting, revoke his/her declaration of intent for such exercise under the preceding paragraph in the same manner in which he/she has exercised voting rights. Where such revocation is not made within the said time limit, the voting rights exercised in writing or electronically shall prevail. Where any shareholder exercising voting rights in writing or electronically has appointed a proxy to attend the shareholders' meeting by a letter of attorney, the voting rights exercised by the appointed proxy at the meeting shall prevail.

Article 10: Before making a speech, the attending shareholders (or proxies) must fill out and submit a speech memo stating the purpose of the speech, the shareholder account number (or attendance card number) and the account name for the chairperson to determine the order of speakers.

The attending shareholders (or proxies) who have submitted a speech memo but do not speak shall be deemed to have not spoken. In case the contents of the speech delivered are irrelevant to the contents in the speech memo, the confirmed contents shall prevail.

When a shareholder has the floor, all other shareholders shall not interfere unless at the consent of the chairperson or the shareholder who holds the floor. Any unrestrained action shall be discouraged by the chairperson.

Article 11: Except with consent of the chairperson, no shareholder (or his/her proxy) may give a statement more than twice on the same proposal, and each statement shall be given for no longer than five minutes.

If a shareholder's statement has violated the requirements under the preceding paragraph or gone beyond the scope of the proposal, the chairperson may stop the shareholder from continuing his/her statement.

Where the shareholder's meeting is held via video conference, any shareholder attending the meeting via video conference

may, after the chairperson calls the meeting to order and before he/she declares the meeting adjourned, ask questions in a textual form on the video conference platform of the meeting no more than twice for each proposal with no more than 200 words per question.

Any question under the preceding paragraph that has not violated the requirements or gone beyond the scope of the proposal should be disclosed on the video conference platform of the meeting for public information.

Article 12: Where the shareholders may be the government or institutions, more than one representative may be assigned to attend the meeting. Where an institutional shareholder may be appointed as a proxy to attend the shareholders' meeting, such institutional shareholders may appoint only one representative to the meeting.

When an institutional shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

Article 13: After a present shareholder completes speech, the chairperson may respond either in person or through a relevant designated person.

Article 14: The chairperson may announce to discontinue further discussions and arrange sufficient voting time if the motion and amendment or impromptu motion proposed by the shareholder is considered to have been sufficiently described and discussed to proceed with the vote.

Article 15: The ballot monitoring and counting staff for a voting or election process shall be appointed by the Chairman. A monitoring personnel shall be appointed only from among shareholders. The ballots for the voting or election process of the shareholders' meeting in a shareholders' meeting shall be counted in an open manner inside the venue, and the outcome shall be announced on-the-spot after the counting process is completed, including the statistics for the voting rights which shall be covered into the written records.

Where directors and supervisors are elected in a shareholders' meeting, the election shall be duly conducted in accordance with the Rules Governing the Election of Directors defined by

the Company. The outcome of the election shall be announced on-the-spot, including the names of elected directors with the number of election powers so won by them and the names of directors not elected and number of votes they received.

Article 16: Unless otherwise provided by the Company Act and the Articles of Incorporation, any proposal subject to a vote shall be approved by a majority of the voting rights represented by the attending shareholders. At the time of voting, the chairperson or a person appointed by him/her shall, for each proposal, announce the total number of voting rights represented by the attending shareholders, after which shareholders shall vote on the proposal. The results of shareholders voting for and against or abstaining with respect to each proposal shall be uploaded to the MOPS on the same day of the meeting.

A shareholder shall have one voting right per share, except for any shareholder who is subject to restrictions or who has no voting rights under paragraph 2, Article 179 of the Company Act.

If, except for a trust company or any shareholder service agent approved by the competent authority for securities, a proxy is appointed by two or more shareholders, the voting rights represented by the proxy may not exceed 3% of the voting rights represented by the total outstanding shares, and no such excess voting rights will be calculated.

Where the shareholder's meeting is held via video conference, any shareholder attending the meeting via video conference shall, after the chairperson calls the meeting to order, cast votes through the video conference platform for proposals and elections before the chairperson announces the end of voting. Failure to do so within the said time limit will be deemed as abstention.

Where the shareholder's meeting is held via video conference, all votes shall be counted together after the chairperson announces the end of voting, with the results of voting and elections announced thereafter.

In the case of any video-conference-aided shareholders' meeting convened by the Company, if any shareholder who has registered to attend the meeting via video conference in

accordance with Article 2 intended to attend the physical meeting in person, the shareholder shall, two days prior to the meeting, revoke his/her registration in the same manner in which he/she has registered. Where such revocation is not made within the said time limit, the shareholder may only attend the meeting via video conference.

Any shareholder who exercises voting rights in writing or electronically without revoking his/her intent of such exercise and attends the shareholders' meeting via video conference may not exercise voting rights on any original proposal, propose any amendment to any original proposal, or exercise voting rights on any amendment to any original proposal, except with respect to an extraordinary motion.

Article 17: When there is an amendment or an alternative to a proposal, the chairperson shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Article 18: When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including impromptu motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

The resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 19: The chairperson may direct proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public

address equipment set up by the Company, the chairperson may prevent the shareholder from so doing.

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

Article 20: Where the shareholder's meeting is held via video conference, the notice of the meeting shall specify the following information:

1. The manner in which a shareholder attends a video conference and exercises his/her rights.
2. Procedures in the event of any hindrance caused by an act of God, an incident or any other force majeure situation to the video conference platform or attendance via video conference, including at least the following information:
  - (1) The duration of failure to eliminate such hindrance that requires postponement or resumption of the meeting, and the date of the postponed or resumed meeting.
  - (2) Any shareholder who has not registered to attend the original meeting via video conference may not attend the postponed or resumed meeting.
  - (3) Where any video-conference-aided shareholders' meeting convened by the Company cannot resume via video conference, the meeting shall resume if the total number of attending shares less the number of shares attending the meeting via video conference equals or exceeds the legal quorum of the meeting. Any shareholder attending the meeting via video conference shall have the number of his/her attending shares included in the total number of shares held by the attending shareholders, and shall be deemed to have abstained with respect to all proposals for the meeting.
  - (4) Procedures in the event where the results of all proposals have been announced without any extraordinary motion proposed.
3. Where the meeting is held via video conference, the

notice of the meeting shall also specify appropriate alternative measures available for shareholders who have difficulties in attending the meeting via video conference. Except for the circumstances under Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, shareholders shall at least be provided with connection equipment and necessary assistance, and the period during which shareholders may apply to the Company and other relevant information requiring attention shall be specified.

Article 21: Where the shareholders' meeting is held via video conference, the Company shall disclose the results of voting for proposals and elections in a real-time manner on the video conference platform of the meeting after the end of voting as required, and shall keep them disclosed for at least 15 minutes after the chairperson declares the meeting adjourned.

Article 22: For any shareholders' meeting held via video conference, the chairperson and minutes taker shall be located in the same place domestically, and the chairperson shall announce the address of the place at the meeting.

Article 23: For any shareholders' meeting held via video conference, the Company may provide a simple connection testing service to shareholders prior to the meeting, and may provide relevant services on a real-time basis prior to and during the meeting to help address technical problems in communication.

Where the shareholders' meeting is held via video conference, the chairperson shall, at the time the meeting is called to order, announce that except for the circumstance under paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies where postponement or resumption of the meeting is not required, Article 182 of the Company Act is not applicable to the date for postponement or resumption of the meeting within five days if, before the chairperson declares the meeting adjourned, any hindrance caused by an act of God, an incident or any other force majeure situation to the video conference platform or attendance via video conference has lasted for no less than 30 minutes.

Where postponement or resumption of the meeting under the

preceding paragraph is required, any shareholder who has not registered to attend the original meeting via video conference may not attend the postponed or resumed meeting.

Where postponement or resumption of the meeting under paragraph 2 is required, with respect to any shareholder who has registered to attend the original meeting via video conference and completed check-in but has failed to attend the postponed or resumed meeting, the number of his/her attending shares and the numbers of his/her voting rights exercised for proposals and elections at the original meeting shall be included in the total number of shares and the numbers of voting rights for proposals and elections held by the shareholders attending the postponed or resumed meeting. Where the shareholders' meeting is postponed or resumed in accordance with paragraph 2, new discussion and resolution on any proposal for which voting and vote counting have been completed and for which the result of voting or a list of elected directors has been announced is not required.

Where any video-conference-aided shareholders' meeting convened by the Company cannot resume via video conference under paragraph 2, the meeting shall resume if the total number of attending shares less the number of shares attending via video conference equals or exceeds the legal quorum of the meeting without requiring any postponement or resumption in accordance with paragraph 2.

In the event of resumption of the meeting under the preceding paragraph, any shareholder attending the meeting via video conference shall have the number of his/her attending shares included in the total number of shares held by the attending shareholders, and shall be deemed to have abstained with respect to all proposals for the meeting.

Where the Company postpones or resumes the shareholders' meeting in accordance with paragraph 2, preparatory work shall be carried out based on the date of the original meeting and the relevant requirements pursuant to paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

The periods set forth in the second half of Article 12 and paragraph 3, Article 13 of the Regulations Governing the Use

of Proxies for Attendance at Shareholder Meetings of Public Companies and paragraph 2, Article 44-5, Article 44-15 and paragraph 1, Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies shall be based on the date for postponement or resumption of the shareholders' meeting by the Company in accordance with paragraph 2.

Article 24: Where the shareholders' meeting is held via video conference, appropriate alternative measures shall be available for shareholders who have difficulties in attending the meeting via video conference.

Article 25: Matters not provided in this Rules shall be subject to the Company Act and the Articles of Incorporation.

Article 26: This Rules or any amendment hereto shall be implemented after approval by the shareholders' meeting.

## Shareholding Information of Directors

(I) The minimum shareholding required from all directors and statement of director shareholdings under the shareholders register:

Title	Minimum shareholding	Shareholdings under the shareholders register
Director	16,000,000 shares	61,048,196 shares

(II) Statement of director shareholdings:

Title	Name	Shareholders register Shares registered	Remarks
Chairman	Taiwan First Biotechnology Corp.	15,075,450	Representative: Kuan-Han Chen
Vice Chairman	Yueshan Investment Co., Ltd.	6,017,049	Representative: Ching-jen Chen
Director	NICE Enterprise Co., Ltd.	20,780,494	Representative: Michael Chen
Director	Fang Tien Enterprise Co., Ltd.	6,128,000	Representative: Huai-Hsin Liang
Director	Yin-Ji-Li International Consulting Corp.	10,065,007	Representative: Hsien-Chueh Hsieh
Director	Cunyuan Heye Co., Ltd.	2,982,196	Representative: Chih-Chan Chen
Independent Director	Yung-Chien Wu	0	None
Independent Director	Wei-Lung Chen	0	None
Independent Director	Yung-Fu Tseng	0	None

Note: The period of transfer suspension was April 27 to June 25, 2025.