

(Stock code: 1742)

Taiwan Wax Company Ltd.

**Handbook for the 2025 Annual
Meeting of Shareholders**

Meeting date: June 3, 2025

Place: No. 68, Zhongzheng Road, Fule Village, Minxiong Township,
Chiayi County (Minxiong Industrial Zone Service Center)

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**Taiwan Wax Company Ltd.
Procedure for the 2025 Annual Meeting of Shareholders**

- I. Call the Meeting to Order
- II. Chairman Remarks
- III. Report Items
- IV. Ratification Items
- V. Discussion Items
- VI. Election Items
- VII. Other Motions
- VIII. Questions and Motions
- IX. Adjournment

Taiwan Wax Company Ltd. Agenda of the 2025 Annual Meeting of Shareholders

Time: 9:00 a.m. on June 3, 2025

Place: No. 68, Zhongzheng Road, Fule Village, Minxiong Township, Chiayi County (Minxiong Industrial Zone Service Center)

Convocation: Physical Shareholders' Meeting

I. Call the Meeting to Order (Present the number of shares represented at the meeting first and the chairman announces the opening of the meeting.)

II. Chairman Remarks

III. Report Items

(I) 2024 Business Report

(II) Audit Committee's Review Report

(III) Report of Buyback of Company Shares Execution Status

(IV) The 2024 employee remuneration and directors' remuneration distribution status report

(V) The actual issuance of private placement of securities resolved by the 2024 general shareholders' meeting

IV. Ratification Items

(I) The 2024 Business Report and Financial Statements

(II) The profit distribution plan for the fiscal year 2024

V. Discussion Items:

(I) Amendment to the "Articles of Incorporation"

(II) The Company's intention to conduct private placement of securities

(III) Disposal of the Company's real estate

VI. Election Items:

(I) Election of all directors

VII. Other Motions:

(I) Proposal of Release the Prohibition on Newly Elected Directors from Participation in Competitive Business

VIII. Questions and Motions

IX. Adjournment

III. Report Items

Report No. 1

Reason: 2024 Business Report, submitted for review.

Explanation: 2024 Business Report is attached as page 16~19, Exhibit 1.

Report No. 2

Reason: Audit Committee's Review Report, submitted for review.

Explanation: 2024 Audit Committee's Review Report is attached as page 20, Exhibit 2.

Report No. 3

Reason: Buyback of Company Shares Execution Status, submitted for review.

Explanation:

- I. Please refer to the table below for the execution status of the repurchase of the Company's shares as of April 19, 2024, the cutoff date for transfer suspension. °

Buyback of Company Shares Execution Status	
Date of Board Resolution	March 13, 2020
Buyback Period	Second round
Purpose of Buyback	Transfer shares to employees
Buyback Period	March 14, 2020 to May 13, 2020
Buyback Price Range	NT\$12.92 to NT\$25.93 per share
Type and Quantity of Shares Repurchased	Common shares, 1,488,000 shares
Number of Shares Repurchased	NT\$28,093,950
Percentage of Repurchased Shares to Planned Repurchase Quantity (%)	49.60%
Quantity of shares canceled and transferred	400,000 shares were transferred to employees on September 8, 2022 200,000 shares were transferred to employees on September 26, 2022
Accumulated number of shares held by the Company	888,000 shares
Percentage of accumulated number of shares held by the Company to the total issued shares (%)	0.95%

Report No.4

Reason: The 2024 employee remuneration and directors' remuneration distribution status report, submitted for review.

Explanation:

- I. In accordance with Article 18-2 of the Company's Articles of Incorporation, the Company shall allocate no less than 1% of its profit for employee compensation and no more than 3% for director compensation, based on the profit of the current fiscal year.
- II. The Company estimated the remuneration to employees and directors to be NT\$844,042 and NT\$844,042 in 2024, respectively, in cash.

Report No. 5

Reason: The actual issuance of private placement of securities resolved by the 2024 general shareholders' meeting, submitted for review.

Explanation:

- I. The Company's shareholders' meeting on June 18, 2024 approved to have the private placement of securities limited to 20 million shares, divided into two installments within one year, and 10 million shares per installment.
- II. As the deadline is approaching and in consideration of the Company's current plans, it is proposed that the remaining quota will no longer be pursued within the remaining time and will be canceled.

IV. Ratification Items

Report No. 1. Proposed by the Board Proposal

Reason: Adoption of the 2024 Business Report and Financial Statements

Explanation:

- I. The consolidated and individual financial statements of the Company for the 2024 have been audited and signed by CPAs Lin, Yu-Ya and CPA Qiu, Yi-Zhi of Benison Associated CPAs' Firm, and have been reviewed by the Audit Committee.
- II. The 2024-year Business Report, auditor's report, and financial statements are attached as page 16 to 19 in Exhibit 1 and page 21 to 40 in Exhibit 3 respectively.

Resolution:

Report No. 2. Proposed by the Board Proposal

Reason: The profit distribution plan for the fiscal year 2024, submitted for approval.

Explanation:

- I. The Company's net income after tax for fiscal year 2024 was NT\$82,716,071. The undistributed earnings at the beginning of the period amounted to NT\$79,878,222. After allocating NT\$8,271,607 as legal reserve, the undistributed earnings at the end of the period totaled NT\$154,322,686. The Company proposes not to distribute dividends. For details, please refer to the Earnings Distribution Table on page 37, Exhibit 4.

Resolution:

V. Discussion Items

Report No. 1. Proposed by the Board Proposal

Reason: Report on the amendments to the Articles of Incorporation. Please proceed to discuss and approve.

Explanation:

- I. To meet the Company's operational needs and comply with regulatory requirements, it is proposed that the Company's address be relocated to No. 610, Section 2, Zhongshan South Road, Dayuan District, Taoyuan City, and that certain provisions of the Company's Articles of Incorporation be amended accordingly.
- II. Comparison table for the amendments of Guideline for "Articles of Incorporation" is attached as page 38, Exhibit 5.
- III. The proposal was approved by the Audit Committee on March 13, 2025.
- IV. Please proceed to discuss.

Resolution:

Report No. 2. Proposed by the Board Proposal

Reason: Proposal of capital increase in cash by private placement of common shares.

Explanation:

- I. In order to enhance operational capital and improve its financial structure, as well as addressing the capital needs for the Company's long-term development and the introduction of strategic partners, the Company intends to conduct a private placement of common shares in accordance with Article 43-6 of the Securities and Exchange Act and the Regulations Governing Private Placements of Securities by Public Companies. The issuance amount will be limited to no more than 20,000,000 shares, with a par value of NT\$10 per share. The Company proposes to authorize the Board of Directors to handle the private placement within one year from the Shareholders' Meeting approval date, in one or two tranches, depending on the actual fundraising situation.

II. Matters to be disclosed in accordance with Article 43-6 of the Securities and Exchange Act are as follows:

(I) The basis and reasonableness of setting the price of private placement of common shares:

1. The reference price of each private placement of common shares is based on the higher of the two standards shown below
 - (1) Taking the simple arithmetic average of the closing prices of the common shares over one, three, or five business days prior to the pricing date, while excluding the impact of stock dividends, rights issues, and distributions, and adding back the price per share after capital reduction adjustments.
 - (2) Taking the simple arithmetic average of the closing prices of the common shares over 30 business days prior to the pricing date, excluding the impact of stock dividends, rights issues, and distributions, and adding back the price per share after capital reduction adjustments.
2. The issuance price of the private placement of common shares shall not be lower than 80% of the reference price in setting the price of the private placement.
3. The actual pricing date and actual private placement price are proposed to be determined by the Board of Directors authorized by the shareholders' meeting within the range of no less than the percentage resolved by the shareholders' meeting, subject to the situation of specific persons and market conditions.
4. The reasonableness of the pricing: The actual issue price of the private placement of common shares is determined in accordance with current laws and regulations, as well as the Company's current status, future prospects, and recent stock price; therefore, the pricing should be reasonable.
5. Impact of private placement on shareholders' equity:
 - (1) If the private placement is fully issued with 20,000,000 common shares, the capital increase after the private

placement of common shares will account for 17.61% of the capital after the private placement. However, due to the three-year lock-up period for the securities and the requirement that the use of the funds raised in this private placement must demonstrate clear benefits before the Company can apply to the competent authority for a public offering, there will be no significant adverse impact on shareholders' interests.

- (2) Considering the impact of market fluctuations, if the private placement of common shares, based on the aforementioned pricing method, results in a price below the par value of the stock and causes the company to incur accumulated losses, future actions will be taken in response to the Company's operations and market conditions. These actions may include capital reduction or the use of retained earnings or capital reserves to offset the losses.

(II) Method of selection for specific persons:

1. The targets for this private placement of common shares are specific individuals that meet the requirements set forth in Article 43-6 of the Securities and Exchange Act and the Ministry of Finance, Securities and Futures Bureau, Tai Cai Zheng (I) No. 0910003455 issued on June 13, 2002.
2. The private placement is intended to introduce strategic investors in full.

(1) Selection method and purpose of the places:

Through the private placement plan, strategic investors can be introduced to help the Company in expanding its market and managing experience and deployment, which in turn helps the Company to secure its growth. Therefore, the strategic investors introduced will give priority to strengthening the competitive advantage or creating shareholders' equity.

(2) Necessity:

In order to create sources of profit and strengthen its competitive edge, the Company intends to seek strategic investors. By leveraging its experience, technology, expertise, and distribution channels, the Company aims to enhance its operational structure, improve profitability, and increase shareholder value. Therefore, the selected subscribers will be strategic investors who can contribute to the Company's future business development. However, no specific subscribers have been identified at this stage.

(3) Expected benefits:

Through the private placement plan, the Company intends to introduce strategic investors who can assist in securing lower-cost and long-term stable funding. This is expected to support the Company's business expansion, strengthen its competitiveness, enhance profitability, and ultimately increase shareholder value.

3. No specific person has been appointed yet. The selection method and purpose for identifying specific persons will prioritize those who have a certain level of understanding of the Company's operations and are expected to contribute directly or indirectly to its future business development. The final candidates will be chosen from among the categories of specific persons permitted under the relevant regulations of the competent authority. Matters relating to the identification and selection of specific persons are proposed to be fully delegated to the Board of Directors upon approval by the shareholders' meeting.

(III) Reasons for the necessity of conducting a private placement:

1. Reasons for not using public offering

The primary consideration for adopting a private placement of new shares is to raise funds based on the Company's current operational status and its acceptability within the capital market.

This approach aims to ensure the timeliness and feasibility of fundraising, enabling the Company to obtain long-term funding in the shortest possible time. Additionally, transfer restrictions help stabilize corporate control and support the Company's business expansion. Therefore, the Company intends to conduct a capital increase through a private placement.

2. Limit of private placement

A private placement of common shares will be conducted within a limit of no more than 20,000,000 shares, with a par value of NT\$10 per share. This proposal seeks to authorize the Board of Directors to determine the number of times the transaction will be conducted, either once or twice, within one year from the date of the general shareholders' meeting resolution, in accordance with Article 43-6 of the Securities and Exchange Act, depending on market conditions and the Company's actual needs.

3. The use of the funds raised by each private placement and the expected benefits to be achieved

This private placement proposal seeks to authorize the Board of Directors to conduct one or two issuances within one year from the date of the shareholders' meeting resolution. The funds raised in each issuance will be used to strengthen operating capital and repay bank loans. The expected benefits from each issuance include improving the financial structure, reducing debt repayment pressure, maintaining financial flexibility, and strengthening the Company's competitiveness, all of which will have a positive impact on shareholders' equity.

(IV) If the introduction of strategic investors may result in changes in management, the Company has requested the underwriter to provide an opinion on the reasonableness and necessity of the private placement of securities. Please refer to Exhibit 6, page 44.

(V) The rights and obligations of the private placement of common

shares are the same as those of the common shares issued by the Company. However, in accordance with Article 43-8 of the Securities and Exchange Act, the private placement of common shares cannot be freely transferred within three years after they are delivered, except under specific circumstances that comply with the laws and regulations. After three years from the date of delivery of the private placement of common shares, the Board of Directors is authorized to apply for a public offering and listing on the Taipei Exchange in accordance with relevant laws and regulations, as circumstances allow.

(VI) The main contents of the private placement plan, except for the percentage of private placement pricing, include, but are not limited to, the issuance conditions, project items, capital utilization progress, expected possible benefits, and other matters not yet fully addressed, which will be finalized based on the resolution of the shareholders' meeting and the approval of the competent authority. If there is any change in the law or regulation, if the competent authority approves the amendment, or if there is any change in the objective factors that need to be amended, the Board of Directors is authorized to handle such matters at the shareholders' meeting.

(VII) To facilitate the private placement of common shares, it is proposed that the shareholders' meeting authorize the chairman of the Board or a designated representative to sign and negotiate contracts and documents related to this private placement of common shares, and to handle matters related to this private placement of common shares after the approval of this proposal.

Resolution:

Report No. 3. Proposed by the Board Proposal

Reason: Disposal of the Company's real estate.

Explanation:

- I. The Company's real estate is planned to be disposed of as follows for the purpose of the Company's long-term development and to activate and enhance the efficiency of real estate use:
 1. Land and buildings at No. 832, 833, 836, 837, 838, 839, Mingong Section, Minxiong Township, Chiayi County.
 2. Land and solar power equipment at No. 1203, 1203-3 - 1203-7, Wanggong Section, Fangyuan Township, Changhua County.
 3. Land and buildings at No. 0466, -0000, 0467, -0000, 0465, -0000, Qingfeng Section, Dayuan District, Taoyuan County.
- II. To prudently activate the Company's assets, ensure the completeness of all relevant procedures, and safeguard the best interests of all shareholders, the Board of Directors is authorized to determine the transaction based on market conditions and to engage professional institutions for valuation. The transaction shall be handled by a professional real estate investment consulting firm. Once the transaction counterparty and transaction amount are determined, the matter will be submitted to the Board of Directors or the Shareholders' Meeting for deliberation in accordance with the Company's "Procedures for Acquisition or Disposal of Assets," and a separate public announcement will be made.
- III. If there are other matters not covered by the above matters or if it is necessary to amend the matters due to the objective environment, market conditions or facts, the Board of Directors is authorized to handle such matters with full authority by the shareholders' meeting.

Resolution:

VI. Election Items

Report No. 1. Proposed by the Board Proposal

Reason: The election of nine directors (including three independent directors) for the 16th term of the board of directors, submitted for election.

Explanation:

- IV. The term of office of the Company's current 15th Board of Directors and Supervisors will expire on June 20, 2025. It is intended to re-elect all directors and independent directors of the Company.
- V. Pursuant to the Articles of Incorporation, the Company shall adopt the candidate nomination system for the election of nine directors (including three independent directors) at the shareholders' meeting. The new directors of the 16th term (including independent directors) shall be elected at the general shareholders' meeting of 2025, and shall be discharged after the re-election at the general shareholders' meeting of 2025. The term of office of the 15th term of directors shall be from June 3, 2025 to June 2, 2028.
- VI. The list of director candidates (including independent directors) was approved by the Board of Directors on April 21, 2025. Shareholders shall elect the directors (including independent directors) from the list of director candidates (including independent director candidates). Please refer to Exhibit 7, pages 48 to 49, for the list of director candidates (including independent directors).

VII. Please proceed to the election.

Election results:

VII. Other Motions

Report No. 1. Proposed by the Board Proposal

Reason: Proposal for releasing the prohibition on newly elected directors from participation in competitive business. Please proceed to discuss and approve.

Explanation:

- I. According to Article 209 of the Company Act, if a director engages in an activity within the scope of the Company's business on behalf of himself or others, he shall obtain the approval of the shareholders' meeting.
- II. In order to meet business needs, it is proposed to request the shareholders' meeting to approve the removal of restrictions on competing business involvements for the 15th term of directors and their representatives as required by Article 209 of the Company Act.
- III. Details regarding the proposed exemption from the non-compete restriction for the nominated directors, to be submitted to the shareholders' meeting for approval upon their election, are listed in the table below for approval.

Title	Name	Other position
Director	Po Yao Tseng	Independent Director, Yonggu Group Inc.
Director	Yang-Zheng Lu	Independent Director, Hua Nan Securities Co., Ltd.
Director	Wan-Chuan Liao	Chairman, Chun Tien Construction Co., Ltd. Vice CEO, Te Hsiu Temple Cultural and Educational Foundation Director, Visual Photonics Epitaxy Co., Ltd.
Independent Director	Yu-Fan Ku	CPA, Qianxiang Yaofan CPA Firm Independent Director, ReaLy Development & Construction Corp.

Resolution:

VIII. Questions and Motions

IX. Adjournment

Exhibit 1

Taiwan Wax Company Ltd.
2024 Business Report

I. Business report implementation result:

1. The total annual production, sales volume, and sales revenue are as follows:

Items	Production Volume(tons)	Sales volume(tones)	Sales value (thousands of NT\$)
Wax	3,274	3,286	171,504
Rental income	-	-	27,122
Revenue from sales of photovoltaic equipment	-	-	32,565
Revenue from sales of aquatic products	-	-	
Summary	3,274	3,286	231,191

2. Profit and loss: Generated a gross profit of NT\$57,232 thousand and incurred a net profit after tax of NT\$82,715 thousand for the whole year.

II. Budget implementation:

Items	Actual figures of 2024 (NT\$1,000)	Budget figures of 2024 (NT\$1,000)
Operating revenue	231,191	224,867
Gross Profit (Loss)	57,232	31,353
Operating Income (Loss)	(87,833)	(1,513)
Profit before Tax (Loss)	83,544	86,126

III. Profitability Analysis

Items	2024
Earnings Per Share (EPS)	0.89
Net After-Tax Profit Margin (%)	35.78%
Return on Assets (ROA) (%)	3.80%
Return on Equity (ROE)	6.14%
Income Before Tax to Paid-in Capital Ratio (%)	8.93%

IV. Business Strategy and Outlook

The global economy and political situation have been in turmoil in recent years, and various extreme events have emerged. Although the impact of the COVID-19 pandemic is gradually weakening, the supply chain restructuring and industrial changes it triggered continue to unfold. Extreme weather events are occurring more frequently, and countries around the world are facing increasingly severe natural disasters and challenges related to energy transition. The ongoing Russia–Ukraine war and the Israel–Palestine conflict have kept geopolitical risks high, affecting international trade and causing fluctuations in raw material prices. In addition, global inflationary pressures have not been reduced. The central banks of various countries have tightened monetary policies, and interest rates have remained high, further affecting the investment and consumer markets, thus slowing down global economic growth.

In such challenging environment, Taiwan Wax's business has continued to maintain steady operation in 2024 with its stable business strategy and market response ability. Although some of the business segments are affected by market changes, the growth of the wax business has effectively supported the overall revenue performance, and the Company's operating results are still better than expected. We know that the achievement of these results would not be possible without the efforts of all our colleagues, the trust and support of our shareholders, and the

continued strengthening of our core business, a flexible response to market changes, and the hope of achieving even greater success in 2025.

The business policies of the Company are described as follows:

1. Wax Business:

The growth of the wax business in 2024 is mainly due to the market demand. As the global industry continues to increase the application of wax, the overall sales scale has increased. Wax products are widely used in fields such as food, packaging, industry, and energy. With the steady growth in market demand, the Company is actively expanding its sales markets to meet customer needs. The overall business performance was promoted by the increase in demand, resulting in an increase in revenue compared to the previous year.

2. Expanding Business Scope:

The solar energy business was affected by a decline in policy changes and market demand, resulting in revenue performance that was not as good as expected. In the future, the business strategy will be adjusted according to market trends, and the new investment and technology development directions will be carefully evaluated to reduce the impact of market recessions. At the same time, the seafood market in Mainland China remains sluggish, affecting the Company's seafood product sales. The Company will strengthen market research, expand new sales channels, and seek cooperation opportunities with customers in different regions to reduce the impact of a single market and further diversify operational risks.

3. Outlook:

Looking to the future, the Company will focus on steady operations, and increase the growth of the wax business to compensate for the decline in other businesses, and continue to invest in the research and development of new products and market development, to ensure its competitive advantages. In addition, the internal

management and cost control will be optimized further to improve the overall operating efficiency. In the case of increasing uncertainty in the market environment, the Company will maintain flexibility and flexibility, adjust strategies to ensure long-term stable development.

Person in charge:
Je-Yin Lin

Manager:
Je-Yin Lin

Sponsoring Accountant:
Po-Yao Tseng

Exhibit 2

Taiwan Wax Company Ltd. Audit Committee's Review Report

The Board of Directors has sent the Company's 2024 annual business report, annual financial statements, and profit distribution proposal, among other documents. The annual financial statements have been audited by the firm Benison Associated CPAs, with accountants Lin Yu-Ya and Qiu Yi-Zhi, and the audit report has been issued. The above-mentioned Business Report, Financial Statements, and Profit Distribution Proposal have been reviewed by the Audit Committee, which finds no discrepancies. Therefore, in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, the report is submitted for review.

Sincerely

2025 Annual Shareholders' Meeting of Taiwan Wax Company Ltd.

The Audit Committee, Chairman: Zhao-Wei Pan

March 13, 2025

Exhibit 3

Independent Auditor's Report

Benison (2025) Cai-Shen-Zi No. 25

Taiwan Wax Products Co., Ltd.:

Opinion

We have completed our audit of the consolidated balance sheets of Taiwan Wax Company Co., Ltd. and its subsidiaries as of December 31, 2024, and December 31, 2023, as well as the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows, and notes to the consolidated financial statements (including a summary of significant accounting policies) for the periods from January 1 to December 31, 2024, and January 1 to December 31, 2023.

In our opinion, the aforementioned consolidated financial statements have been prepared, in all material respects, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, Interpretations, and Interpretation Bulletins endorsed and issued into effect by the Financial Supervisory Commission, and present fairly the consolidated financial position of Taiwan Wax Company Co., Ltd. and its subsidiaries as of December 31, 2024, and December 31, 2023, and their consolidated financial performance and consolidated cash flows for the periods from January 1 to December 31, 2024, and January 1 to December 31, 2023.

Basis for Opinion

We, the auditors, have conducted our audit in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent from Taiwan Wax Products Co., Ltd. and its subsidiaries in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most

significance in our audit of the consolidated financial statements of Taiwan Wax Products Co., Ltd. and its subsidiaries for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters for the consolidated financial statements of Taiwan Wax Products Co., Ltd. and its subsidiaries for the year ended 2024 are as follows:

Purchase services for aquatic products

The transactions related to the purchase services for aquatic products by Taiwan Wax Products Co., Ltd. and its subsidiaries for 2024 had significant total cash flows, and therefore, are listed as a key audit matter for the current year.

The principal audit procedures performed by our auditor in relation to this matter include:

1. Selecting samples from the detailed revenue ledger of the purchase agency services for aquatic products, and auditing the sales contracts, goods acceptance notes, invoices, and receipts, as well as verifying the corresponding procurement contracts, purchase orders, invoices, and payment vouchers.
2. Sending confirmation letters to major customers to confirm the accuracy of the accounts receivable balance at the year-end.

Other Matter

Taiwan Wax Products Co., Ltd. has prepared separate financial statements for the years 2024 and 2023, and the audit reports with unqualified opinions issued by the auditor are on file for reference.

Responsibilities of Management and Those Charged with Governance for the Parent Company consolidated Statements

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

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

realistic alternative but to do so.

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our

auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Benison Associated CPAs' Firm

Auditor:

Auditor:

Approval Document No.: (1998) Tai-Cai-Zheng (VI) No. 27051

Approved-certified No.: Jin-Guan-Zheng-Shen-Zi No.
1080339935

March 13, 2025

Taiwan Wax Products Co., Ltd. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
December 31, 2024 and 2023

Code	Assets	December 31, 2024		December 31, 2023		Unit: NTD thousands
		Amount	%	Amount	%	
	Current Assets					
1100	Cash and cash equivalents (Note 6(1))	\$ 106,772	6	\$ 111,785	3	
1110	Financial assets measured at fair value through profit or loss - Current (Note 6(2))	89,285	5	48,856	1	
1136	Financial assets at amortised cost (Note6(3))	-	-	6,000	-	
1150	Notes receivable, net (Note6(4))	1,015	-	673	-	
1170	Accounts receivable, net (Note6(4))	11,299	1	19,225	1	
1200	Other receivables (Note6(4))	67,319	4	684,384	18	
1220	Current Income Tax Assets (Note 6(28))	8,962	-	3,271	-	
130X	Inventories (Note6(5))	26,162	1	45,656	1	
1410	Prepayments (Note6(6))	9,802	1	58,048	2	
1470	Other current assets (Note6(7))	474,698	25	1,815,671	48	
11XX	Total current assets	<u>795,314</u>	<u>43</u>	<u>2,793,569</u>	<u>74</u>	
	Non-current Assets					
1518	Equity Instruments at Fair Value through Over Comprehensive Income - Non-Current (Note 6(8))	9,125	-	25,755	1	
1600	Property, plant and equipment (Note6(10))	867,277	47	766,485	19	
1755	Right-of-use assets (Note 6(11))	26,900	1	23,788	1	
1760	Investment property, net (Note 6(12))	132,730	8	132,730	4	
1840	Deferred income tax assets (Note6(28))	3,465	-	3,349	-	
1990	Other non-current assets (Note 6(13))	12,089	1	27,472	1	
15XX	Total Non-current Assets	<u>1,051,586</u>	<u>57</u>	<u>979,579</u>	<u>26</u>	
	TOTAL	\$ 1,846,900	100	\$ 3,773,148	100	

(continued on next page)

(Carried forward from previous page)

Code	LIABILITIES AND EQUITY	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
CURRENT LIABILITIES					
2100	Short-term loans (Note 6(14))	\$ 290,800	16	\$ 2,261,650	60
2130	Contract liabilities - current (Note 6(21))	6,332	-	7,208	-
2150	Accounts Payable	224	-	-	-
2170	Accounts Payable	309	-	409	-
2200	Other payables (Note 6(15))	12,011	1	9,843	-
2230	Current income tax liabilities (Note 6(28))	2,617	-	1,898	-
2280	Lease liabilities - current (Note 6(11))	4,509	-	3,569	-
2320	Long-term liabilities - current portion (Note 6(16))	12,832	1	59,323	2
2300	Other Current Liabilities	4,094	-	4,126	-
21XX	Total current liabilities	333,728	18	2,348,026	62
NONCURRENT LIABILITIES					
2540	Long-term borrowings (Note 6(16))	72,977	4	71,071	2
2570	Deferred tax liabilities (Note 6(28))	29,033	2	29,033	1
2580	Lease liabilities - non-current (Note 6(11))	22,838	1	20,509	-
25XX	Total non-current liabilities	124,848	7	120,613	3
	Total Liabilities	458,576	25	2,468,639	65
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT					
3100	Capital Stock (Note 6(18))				
3110	Common shares	935,593	50	935,593	25
31XX	Total share capital	935,593	50	935,593	25
3200	Capital surplus (Note 6(18))				
3211	Capital surplus, additional paid-in capital arising from common shares	164,030	9	164,030	5
3220	Capital surplus - treasury stock transactions	1,068	-	1,068	-
3200	Total capital surplus	165,098	9	165,098	5
3300	Retained earnings (Note 6(18))				
3310	Legal Reserve	38,615	2	34,785	1
3320	Special Reserve	88,694	5	88,694	2
3350	Unappropriated earnings	162,593	9	83,708	2
33XX	Total retained earnings	289,902	16	207,187	5
3400	Other Equity				
3410	Exchange differences on translation of foreign operations' financial statements	11,636	1	8,907	-
3421	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	2,875	-	4,504	-
34XX	Total other equity	14,511	1	13,411	-
3500	Treasury stock (Note 6(18))	(16,780)	(1)	(16,780)	-
3XXX	Total Equity	1,388,324	75	1,304,509	35
	TOTAL Liabilities and Equity	\$ 1,846,900	100	\$ 3,773,148	100

(The attached notes are an integral part of the financial statements of this consolidated entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2024 and 2023

Unit: NTD thousands, except Earnings Per Share in NT\$

Code		2024		2023	
		Amount	%	Amount	%
Operating Revenue (Note 6(21))					
4000	Operating Revenue (Note 6(21))	\$ 231,191	100	\$ 392,001	100
5000	Operating Costs (Notes 6(5), (25) and (26))	(173,959)	(75)	(273,949)	(70)
5950	Gross profit from operations	57,232	25	118,052	30
6000	Operating Expenses (Notes 6(25) and (26))				
6100	Selling expenses	(7,643)	(3)	(6,427)	(2)
6200	Administrative expenses	(57,345)	(25)	(54,064)	(14)
6300	Research and development	-	-	-	-
6450	Expected credit impairment loss	(80,077)	(35)	(8,784)	(2)
	Total operating expenses	(145,065)	(63)	(69,275)	(18)
6900	Net Operating Income (Loss)	(87,833)	(38)	48,777	12
NON-OPERATING INCOME AND EXPENSES					
7100	Interest income	57,955	25	51,309	13
7010	Other Income (Note 6(22))	9,718	4	2,334	1

7020	Other Gains and Losses (Note 6(23))	133,777	58	(28,448)	(7)
7050	Finance Costs (Note 6(24))	(30,073)	(13)	(35,512)	(9)
	Total non-operating income and expenses	171,377	74	(10,317)	(2)
7900	Net Profit before tax	83,544	36	38,460	10
7950	Income Tax Expense (Note 6(28))	(829)	-	(158)	-
8200	Net Profit for Current Year	82,715	36	38,302	10
8300	Other comprehensive income (loss)				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8316	Unrealized Valuation Gain (Loss) on Equity Instruments at Fair Value through Other Comprehensive Income	(2,125)	(1)	4,260	1
8349	Income tax related to items not reclassified to profit or loss	-	-	-	-
		(2,125)	(1)	4,260	1
8360	Items that may be reclassified to profit or loss in the future				
8361	Exchange differences on translation of foreign operations' financial statements	2,729	1	(1,849)	-
8367	Unrealized Valuation Gain (Loss) on Debt Instruments at Fair Value through Other Comprehensive Income	496	-	(496)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		3,225	1	(2,345)	-
		1,100	-	1,915	-
8500	Other comprehensive income (loss) for the year (net of tax)				
8500	Total comprehensive income	\$ 83,815	36	\$ 40,217	11
9750	Earnings Per Share (Note 6(19))				
	Basic	\$ 0.89		\$ 0.41	
9850	Diluted	\$ 0.89		\$ 0.41	

(The attached notes are an integral part of the financial statements of this consolidated entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd. and Subsidiaries
 CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
 For the years ended December 31, 2024 and 2023

Unit: NTD thousands

Co de	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT										Total equity	
	Retained earnings					Others						
	Capital stock	Capital surplus	Legal Reserve	Special Reserve	Unappropriated earnings	Exchange differences on translation of foreign operations' financial statements	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	Treasury stock				
A1	Balance on January 1, 2023	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 45,406	\$ 10,756	\$ 740	\$ (16,780)	\$ 1,264,292		
D1	Net Income for 2023	-	-	-	-	38,302	-	-	-	-	38,302	
D3	Other Comprehensive Income for 2023	-	-	-	-	-	(1,849)	3,764	-	-	1,915	
Z1	Balance on December 31, 2023	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 83,708	\$ 8,907	\$ 4,504	\$ (16,780)	\$ 1,304,509		
A1	Balance on January 1, 2024	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 83,708	\$ 8,907	\$ 4,504	\$ (16,780)	\$ 1,304,509		
	2023 Earnings Appropriation and Distribution											
B1	Legal Reserve	-	-	3,830	-	(3,830)	-	-	-	-	-	
D1	Net Income for 2024	-	-	-	-	82,715	-	-	-	-	82,715	
D3	Other comprehensive income for 2024	-	-	-	-	-	2,729	(1,629)	-	-	1,100	
Z1	Balance on December 31, 2024	\$ 935,593	\$ 165,098	\$ 38,615	\$ 88,694	\$ 162,593	\$ 11,636	\$ 2,875	\$ (16,780)	\$ 1,388,324		

(The accompanying notes are an integral part of these consolidated financial statements)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd. and Subsidiaries
Consolidated statement of cash flows
For the years ended December 31, 2024 and 2023

Code	2024	2023	Unit: NTD thousands
CASH FLOW FROM OPERATING ACTIVITIES			
A10000	Profit Before Tax for the Year	\$ 83,544	\$ 38,460
A20010	Revenue and Expense Items		
A20100	Depreciation Expense of Property, Plant and Equipment and Right-of-Use	20,730	18,914
A20300	Expected credit impairment loss	80,077	8,784
A20400	Net Gain on Financial Assets and Liabilities at Fair Value through Profit or Loss	(3,657)	(9,170)
A20900	Finance Costs	30,073	35,512
A21200	Interest Income	(57,955)	(51,309)
A21300	Dividend Income	(1,017)	(1,398)
A22500	Loss (Gain) on Disposal and Retirement of Property, Plant and Equipment	1,928	(171)
A23100	Loss on Disposal of Investments	312	-
A23700	Impairment Loss on Non-financial Assets	-	10,439
A23800	Gain on Reversal of Impairment Loss on Non-financial Assets	(2,442)	-
A23800	Gain from Recovery of Inventory Write-downs and Obsolescence	(319)	(27,606)
A24100	Unrealized Foreign Exchange (Gain) Loss	(6,108)	56,986
A30000	Changes in Operating Assets/Liabilities		
A31130	Notes Receivable	(342)	2,688
A31150	Accounts Receivable	7,932	78,242
A31180	Other Receivables	530,195	(143,537)
A31200	Inventory	19,813	38,964
A31230	Prepayments	48,246	45,405
A31240	Other Current Assets	(406,483)	246,352
A32125	Contract Liabilities	(876)	(11,643)
A32130	Accounts Payable	224	-
A32150	Accounts Payable	(100)	266
A32180	Other Payables	4,096	(1,466)
A32230	Other Current Liabilities	(32)	3,827
A33000	Cash Generated from Operations	347,839	338,539
A33100	Interest Received	57,955	51,309
A33200	Dividends Received	1,017	1,398
A33300	Interest Paid	(32,001)	(34,381)
A33500	Income Taxes Paid	(5,801)	(1,325)
AAAA	Net Cash Inflow from Operating Activities	369,009	355,540

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Code		2024	2023
	Cash Flows from Investing Activities		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(15,001)
B00020	Disposal of Financial Assets at Fair Value through Other Comprehensive Income	14,689	-
B00050	Disposal of Financial Assets at Amortized Cost	6,000	-
B00100	Acquisition of Financial Assets at Fair Value through Profit or Loss	(98,366)	(10,965)
B00200	Disposal of financial assets at fair value through profit or loss	61,594	8,274
B02700	Cash inflow from acquisition of property, plant and equipment	(102,492)	(233,093)
B02800	Cash outflow from disposal of property, plant and equipment	4,156	171
B03700	Increase in deposits for guarantee	(2,750)	-
B03800	Decrease in deposits for guarantee	800	7,000
B06500	Increase in Other Financial Assets	-	(1,224,201)
B06600	Decrease in Other Financial Assets	1,747,456	-
B07100	Increase in Prepayments for Equipment	-	(17,333)
BBBB	Net Cash Inflow (Outflow) from Investing Activities	1,631,087	(1,485,148)
	CASH FLOW FROM FINANCING ACTIVITIES		
C00100	Increase in short-term borrowings	693,200	2,372,296
C00200	Decrease in short-term borrowings	(2,664,050)	(1,268,166)
C01600	Proceeds from long-term borrowings	-	30,000
C01700	Repayment of long-term borrowings	(44,585)	(19,080)
C04020	Principal repayment of lease liabilities	(5,164)	(4,184)
CCCC	Net Cash (Outflow) Inflow from Financing Activities	(2,020,599)	1,110,866
DDDD	Effect of Exchange Rate Changes on Cash and Cash Equivalents	15,490	(7,207)
EEEE	Decrease in Cash and Cash Equivalents	(5,013)	(25,949)
E00100	Cash and Cash Equivalents at Beginning of Year	111,785	137,734
E00200	CASH AND CASH EQUIVALENT, END OF YEAR	\$ 106,772	\$ 111,785

(The attached notes are an integral part of the financial statements of this consolidated entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Independent Auditor's Report

Benison (2025) Cai-Shen-Zi No. 24

Taiwan Wax Products Co., Ltd.:

Opinion

We have audited the accompanying parent company only financial statements of Taiwan Wax Products Co., Ltd., which comprise the parent company only balance sheets as of December 31, 2024 and 2023, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

The key audit matters for the parent company only financial statements of Taiwan Wax Products Co., Ltd. for 2024 are as follows:

Purchase services for aquatic products

The transactions related to the purchase agency services for aquatic products in 2024 had significant financial implications, and therefore, it is identified as a key audit matter for the current year.

The principal audit procedures performed by our auditor in relation to this matter include:

1. Selecting samples from the detailed revenue ledger of the purchase agency services for aquatic products, and auditing the sales contracts, goods acceptance notes, invoices, and receipts, as well as verifying the corresponding procurement contracts, purchase orders, invoices, and payment vouchers.
2. Sending confirmation letters to major customers to confirm the accuracy of the accounts receivable balance at the year-end.

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

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

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

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements may arise from fraud or error.

Misstatements are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

parent company only financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, the auditor has determined the key audit matters for Taiwan Wax Company Co., Ltd.'s parent company only financial statements for the fiscal year 2024. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Benison Associated CPAs' Firm

Auditor:

Auditor:

Approval Document No.: (1998) Tai-Cai-Zheng (VI) No. 27051

Approved-certified No.: Jin-Guan-Zheng-Shen-Zi No. 1080339935

March 13, 2025

Taiwan Wax Products Co., Ltd.
Parent Company Only balance Sheets
December 31, 2024 and 2023

Code	Assets	December 31, 2024		December 31, 2023		Unit: NTD thousands
		Amount	%	Amount	%	
Current assets						
1100	Cash and cash equivalents (Note 6(1))	\$ 71,502	4	\$ 86,457	2	
1110	Financial assets measured at fair value through profit or loss - Current (Note 6(2))	87,126	5	48,856	1	
1150	Notes receivable, net (Note 6(3))	1,015	-	673	-	
1170	Accounts receivable, net (Note 6(3))	10,569	1	19,225	1	
1200	Other receivables (Note 6(3))	1	-	535,214	14	
1210	Other receivables - Related Parties (Note 6(3))	147,789	8	138,730	4	
1220	Current Income Tax Assets (Note 6(27))	8,962	-	3,271	-	
130X	Inventories (Note 6(4))	26,162	1	26,994	1	
1410	Prepayments (Note 6(5))	2,981	-	10,823	-	
1470	Other current assets (Note 6(6))	422,330	23	1,754,676	47	
11XX	Total Current Assets	778,437	42	2,624,919	70	
Non-current Assets						
1517	Non-current financial assets measured at fair value through other comprehensive income (Note 6(7))	9,125	-	25,755	1	
1550	Investments accounted for using equity method (Note 6(8))	107,371	6	201,536	5	
1600	Property, plant and equipment (Note 6(9))	806,882	43	733,863	20	
1755	Right-of-use assets (Note 6(10))	20,364	1	16,927	-	
1760	Investment property, net (Note 6(11))	132,730	7	132,730	4	
1990	Other non-current assets (Note 6(12))	12,089	1	10,139	-	
15XX	Total Non-current Assets	1,088,561	58	1,120,950	30	
TOTAL		\$ 1,866,998	100	\$ 3,745,869	100	

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(Carried forward from previous page)

Code	LIABILITIES AND EQUITY	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
CURRENT LIABILITIES					
2100	Short-term loans (Note 6(13))	\$ 290,800	15	\$ 2,261,650	60
2130	Contract liabilities - current (Note 6(20))	1,391	-	490	-
2150	Accounts Payable	224	-	-	-
2170	Accounts Payable	309	-	409	-
2200	Other payables (Note 6(14))	9,438	1	8,966	-
2220	Other payables - related parties (Note 7(2))	35,000	2	15,000	-
2230	Current income tax liabilities (Note 6(27))	1,890	-	1,890	-
2280	Lease liabilities - current (Note 6(10))	3,893	-	2,971	-
2320	Long-term liabilities - current portion (Note 6(15))	12,832	1	53,323	3
2300	Other current liabilities	4,076	-	4,103	-
21XX	Total current liabilities	359,853	19	2,348,802	63
NONCURRENT LIABILITIES					
2540	Long-term borrowings (Note 6(15))	72,977	4	49,321	1
2570	Deferred tax liabilities (Note 6(27))	29,033	2	29,033	1
2580	Lease liabilities - non-current (Note 6(10))	16,811	1	14,204	-
25XX	Total non-current liabilities	118,821	7	92,558	2
Total Liabilities					
Equity					
3100	Capital Stock (Note 6(17))				
3110	Common shares	935,593	50	935,593	25
31XX	Total share capital	935,593	50	935,593	25
3200	Capital surplus (Note 6(17))				
3211	Capital surplus, additional paid-in capital arising from common shares	164,030	9	164,030	4
3220	Capital surplus - treasury stock transactions	1,068	-	1,068	-
3200	Total capital surplus	165,098	9	165,098	4
3300	Retained earnings (Note 6(17))				
3310	Legal Reserve	38,615	2	34,785	1
3320	Special Reserve	88,694	4	88,694	3
3350	Unappropriated earnings	162,593	9	83,708	2
33XX	Total retained earnings	289,902	15	207,187	6
3400	Other Equity				
3410	Exchange differences on translation of foreign operations' financial statements	11,636	1	8,907	-
3421	Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value through Other Comprehensive Income	2,875	-	4,504	-
34XX	Total other equity	14,511	1	13,411	-
3500	Treasury shares (Note 6(17))	(16,780)	(1)	(16,780)	-
3XXX	Total Equity	1,388,324	74	1,304,509	35
TOTAL Liabilities and Equity					
		\$ 1,866,998	100	\$ 3,745,869	100

(The attached notes are an integral part of the financial statements of this individual entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd.
Parent Company Only statements of comprehensive income
For the years ended December 31, 2024 and 2023

Code		Unit: NTD thousands, except Earnings Per Share in NT\$			
		2024		2023	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(20))	\$ 215,458	100	\$ 252,738	100
5000	Operating Costs (Note 6(4), (24), and (25))	(164,032)	(76)	(136,666)	(54)
5900	Gross profit from operations	51,426	24	116,072	46
5910	Unrealized sales gains	(5)	-	(1,008)	-
5920	Realized sales gains	1,008	-	3,852	2
5950	Realized gross profit from operations	52,429	24	118,916	48
6000	Operating expenses (Note 6(24) and (25))				
6100	Selling expenses	(7,643)	(4)	(6,427)	(3)
6200	Administrative expenses	(32,584)	(14)	(32,657)	(13)
	Total operating expenses	(40,227)	(18)	(39,084)	(16)
6900	Net Operating Profit	12,202	6	79,832	32
7000	Non-operating income and expenses				
7100	Interest income	57,805	27	51,105	20
7010	Other income (Note 6(21))	2,733	1	2,387	1
7020	Other gains and losses (Note 6(22))	137,434	64	(22,446)	(9)
7050	Finance costs (Note 6(23))	(29,562)	(14)	(35,207)	(14)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method (Note 6(8))	(97,897)	(45)	(37,369)	(15)
	Total non-operating income and expenses	70,513	33	(41,530)	(17)
7900	Net Profit before tax	82,715	39	38,302	15
7950	Income tax expense (Note 6(27))	-	-	-	-
8200	Net Profit for Current Year	82,715	39	38,302	15
8300	Other comprehensive income (loss)				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8316	Unrealized Valuation Gain (Loss) on Equity Instruments at Fair Value				
	through Other Comprehensive Income	(2,125)	(1)	4,260	2
8349	Income tax related to items not reclassified to profit or loss	-	-	-	-
		(2,125)	(1)	4,260	2
8360	Items that may be reclassified to profit or loss in the future				
8361	Exchange differences on translation of foreign operations' financial statements	2,729	1	(1,849)	(1)
8367	Unrealized Valuation Gain (Loss) on Debt Instruments at Fair Value				
	through Other Comprehensive Income	496	-	(496)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		3,225	1	(2,345)	(1)
	Other comprehensive income (loss) for the year (net of tax)	1,100	-	1,915	1
8500	Total comprehensive income	\$ 83,815	39	\$ 40,217	16
9750	Earnings Per Share (Note 6(18))	\$ 0.89		\$ 0.41	
9850	Basic	\$ 0.89		\$ 0.41	
	Diluted	\$ 0.89		\$ 0.41	

(The attached notes are an integral part of the financial statements of this individual entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd.
Parent Company Only statements of changes in equity
For the years ended December 31, 2024 and 2023

Unit: NTD thousands

Code	Retained earnings						Others				
	Capital stock	Capital surplus	Legal Reserve	Special Reserve	Unappropriated earnings	Exchange differences on translation of foreign operations' financial statements	Comprehensive Income	Treasury stock	Total equity		
A1	Balance on January 1, 2023	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 45,406	\$ 10,756	\$ 740	\$ (16,780)	\$ 1,264,292	
D1	Net Income for 2023	-	-	-	-	38,302	-	-	-	38,302	
D3	Other Comprehensive Income for 2023	-	-	-	-	-	(1,849)	3,764	-	1,915	
Z1	Balance on December 31, 2023	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 83,708	\$ 8,907	\$ 4,504	\$ (16,780)	\$ 1,304,509	
A1	Balance on January 1, 2024	\$ 935,593	\$ 165,098	\$ 34,785	\$ 88,694	\$ 83,708	\$ 8,907	\$ 4,504	\$ (16,780)	\$ 1,304,509	
	Appropriation and distribution of net profit for 2023										
B1	Legal Reserve	-	-	3,830	-	(3,830)	-	-	-	-	
D1	Net Income for 2024	-	-	-	-	82,715	-	-	-	82,715	
D3	Other comprehensive income for 2024	-	-	-	-	-	2,729	(1,629)	-	1,100	
Z1	Balance on December 31, 2024	\$ 935,593	\$ 165,098	\$ 38,615	\$ 88,694	\$ 162,593	\$ 11,636	\$ 2,875	\$ (16,780)	\$ 1,388,324	

(The attached notes are an integral part of the financial statements of this individual entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

Taiwan Wax Products Co., Ltd.
Parent Company Only statements of cash flow
For the years ended December 31, 2024 and 2023

Code		2024	Unit: NTD thousands 2023
CASH FLOW FROM OPERATING ACTIVITIES			
A10000	Profit Before Tax for the Year	\$ 82,715	\$ 38,302
A20010	Revenue and Expense Items		
A20100	Depreciation Expense of Property, Plant and Equipment and Right-of-Use	17,550	16,817
A20400	Net Gain on Financial Assets and Liabilities at Fair Value through Profit or Loss	(3,537)	(9,170)
A20900	Finance Costs	29,562	35,207
A21200	Interest Income	(57,805)	(51,105)
A21300	Dividend Income	(1,017)	(1,398)
A22400	Share of losses of subsidiaries, associates and joint ventures accounted for using equity method	97,897	37,369
A22500	Loss (Gain) on Disposal and Retirement of Property, Plant and Equipment	3,642	(171)
A23100	Loss on Disposal of Investments	312	-
A23700	Impairment Loss on Non-financial Assets	-	10,439
A23800	Gain on Reversal of Impairment Loss on Non-financial Assets	(2,442)	-
A23800	Gain from Recovery of Inventory Write-downs and Obsolescence	(319)	(27,606)
A23900	Unrealized sales gains	5	1,008
A24000	Realized sales gains	(1,008)	(3,852)
A24100	Unrealized Foreign Exchange (Gain) Loss	(8,795)	57,262
A30000	Changes in Operating Assets/Liabilities		
A31130	Notes Receivable	(342)	2,688
A31150	Accounts Receivable	8,662	78,242
A31180	Other Receivables	535,213	(188,452)
A31190	Other Receivables from Related Parties	(1,126)	88,019
A31200	Inventory	1,151	24,878
A31230	Prepayments	7,842	(2,266)
A31240	Other Current Assets	(415,110)	269,594
A32125	Contract Liabilities	901	401
A32130	Accounts Payable	224	-
A32150	Accounts Payable	(100)	266
A32180	Other Payables	2,400	(1,209)
A32230	Other Current Liabilities	(27)	(49,487)
A33000	Cash Generated from Operations	296,448	325,776
A33100	Interest Received	57,805	51,105
A33200	Dividends Received	1,017	1,398
A33300	Interest Paid	(31,490)	(34,076)
A33500	Income Taxes Paid	(5,691)	(3,271)
AAAA	Net Cash Inflow from Operating Activities	<u>318,089</u>	<u>340,932</u>

(Continued on next page)

(Carried forward from previous page)

Code		2024	2023
	Cash Flows from Investing Activities		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(15,001)
B00020	Disposal of Financial Assets at Fair Value through Other Comprehensive Income	14,689	-
B00100	Acquisition of Financial Assets at Fair Value through Profit or Loss	(90,595)	(10,965)
B00200	Disposal of financial assets at fair value through profit or loss	55,862	8,274
B02700	Acquisition of property, plant, and equipment	(89,726)	(203,997)
B02800	Disposal of property, plant, and equipment	2,442	171
B03700	Increase in deposits for guarantee	(2,750)	-
B03800	Decrease in deposits for guarantee	800	7,000
B06500	Increase in Other Financial Assets	-	(1,224,201)
B06600	Decrease in Other Financial Assets	1,747,456	-
BBBB	Net Cash Inflow (Outflow) from Investing Activities	1,638,178	(1,438,719)
	CASH FLOW FROM FINANCING ACTIVITIES		
C00100	Increase in short-term borrowings	682,200	2,327,096
C00200	Decrease in short-term borrowings	(2,653,050)	(1,222,966)
C01700	Repayment of long-term borrowings	(16,835)	(16,830)
C03700	Increase in other payables - related parties	20,000	15,000
C04020	Principal repayment of lease liabilities	(4,393)	(3,535)
CCCC	Net Cash (Outflow) Inflow from Financing Activities	(1,972,078)	1,098,765
DDDD	Effect of Exchange Rate Changes on Cash and Cash Equivalents	856	(2,398)
EEEE	Decrease in Cash and Cash Equivalents	(14,955)	(1,420)
E00100	Cash and Cash Equivalents at Beginning of Year	86,457	87,877
E00200	CASH AND CASH EQUIVALENT, END OF YEAR	\$ 71,502	\$ 86,457

(The attached notes are an integral part of the financial statements of this individual entity.)

Chairman: Je-Yin Lin

Manager: Je-Yin Lin

Accounting Director: Po-Yao Tseng

(IV) The profit distribution plan for the fiscal year 2024

Exhibit 4

Taiwan Wax Company Ltd.
The profit distribution plan for the fiscal year 2024

Unit: in thousand

Items	Amount
Opening balance	\$ 79,878,222
Plus: Net income after tax for the year	82,716,071
Less: 10% of the legal reserve appropriated	(8,271,607)
Total of Distributable Amount	154,322,686
 Distribution items:	
Cash dividend to shareholders	0
Shareholders' stock dividends	0
Inappropriate retained earnings of the end of the period	\$ 154,322,686

Note: The earnings of the current year are not distributed, and the retained undistributed earnings are used for future operation and development.

Person in charge:
Je-Yin Lin

Manager:
Je-Yin Lin

Sponsoring Accountant:
Po-Yao Tseng

Exhibit 5

Taiwan Wax Company Ltd.
Comparison table for the amendments of Guideline for "Articles of Incorporation"

Articles	Amended Articles	Original Articles	Description
Article 2	<p>The businesses operated by the Company are as follows: Omitted.</p> <p><u>32. I301010 Information Software Services</u> <u>33. I301020 Data Processing Services</u> <u>34. I301030 Electronic Information Supply Services</u> <u>35. I301040 The Third Party Payment</u> <u>36. H201010 Investment</u> <u>37. H202010 Venture Investment</u> <u>38. I102010 General Investment Consulting</u></p>	<p>The businesses operated by the Company are as follows: Omitted.</p>	To meet the practical needs of the Company.
Article 3	<p>The Company has established its headquarters in <u>Taoyuan City</u> and may, when necessary and by resolution of the Board of Directors, establishes branch offices domestically and internationally.</p>	<p>The Company has established its headquarters in <u>Chiayi County</u> and may, when necessary and by resolution of the Board of Directors, establishes branch offices domestically and internationally.</p>	To meet the practical needs of the Company
Article 18-3	<p>The Company shall allocate no less than 1% of its profits for employee compensation (<u>of which 0.5% should be allocated for the distribution of compensation to frontline employees</u>) and no more than 3% for director compensation in the current fiscal year. However, if the Company still has accumulated losses, it shall reserve the necessary amount for offsetting the losses. Employee compensation may be paid in cash or stock, and shareholders or employees of subsidiary companies who meet certain conditions may be included as recipients.</p>	<p>The Company shall allocate no less than 1% of its profits for employee compensation and no more than 3% for director compensation in the current fiscal year. However, if the Company still has accumulated losses, it shall reserve the necessary amount for offsetting the losses. Employee compensation may be paid in cash or stock, and shareholders or employees of subsidiary companies who meet certain conditions may be included as recipients.</p>	Cooperate with legal regulations
Article 22	<p>These articles of association were established on July 1, 1987. 33rd amendment to these articles of association was made on June 24, 2020.</p>	<p>These articles of association were established on July 1, 1987. 33rd amendment to these articles of association was made on June 24, 2020.</p>	Added dates.

	<p>34th amendment to these articles of association was made on July 20, 2021.</p> <p>35th amendment to these articles of association was made on June 21, 2022.</p> <p>36th amendment to these articles of association was made on June 14, 2023.</p> <p><u>37th amendment to these articles of association was made on June 3, 2025.</u></p>	<p>24, 2020.</p> <p>34th amendment to these articles of association was made on July 20, 2021.</p> <p>35th amendment to these articles of association was made on June 21, 2022.</p> <p>36th amendment to these articles of association was made on June 14, 2023.</p>	
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Taiwan Wax Company Ltd.

Private Placement Necessity and Reasonableness Assessment Report by Securities Underwriter

Engaged Party: Taiwan Wax Company Ltd.

Recipient of the Opinion: Taiwan Wax Company Ltd.

Designated Purpose of the Opinion:

For use by Taiwan Wax Company Ltd. only

Use of Proceeds from the 2025 Private Placement of
Securities

Report Type: Underwriter's Opinion on the Necessity and
Reasonableness of the Private Placement

Evaluating Institution: Taichung Bank Securities Co., Ltd.

April 21, 2025

Taiwan Wax Company Ltd. (hereinafter referred to as “Taiwan Wax” or “the Company”) plans to conduct a private placement of common shares in 2025 (hereinafter referred to as “this Private Placement”) in accordance with Article 43-6 of the Securities and Exchange Act and the Regulations Governing the Offering and Issuance of Securities by Public Companies. This Private Placement is intended to strengthen the Company’s working capital, improve its financial structure, meet funding needs for long-term development, attract strategic partners, and take advantage of the timing and convenience of capital raising. The Company convened board meetings on March 14 and April 21, 2025, to discuss matters related to this Private Placement. According to the resolutions passed at those meetings, the total number of shares to be privately placed shall not exceed 20,000 thousand shares, representing approximately 17.61% of the Company’s total share capital after the placement. This Private Placement is subject to approval by the shareholders’ meeting. Upon approval, the Board of Directors will be authorized to carry out the placement in one or two tranches within one year from the date of the shareholders’ resolution.

According to the 2024 financial statements audited and certified by the CPAs of the Company, the net profit after tax was NT\$82,715 thousand and there was no accumulated loss. After reviewing the proposal of the Board of Directors on April 21, 2025, the Company’s private placement of securities was fully subscribed by strategic investors, so it has complied with the provisions of Article 3 of the “Directions for Public Companies Conducting Private Placements of Securities”:

“A public company with a net profit and no accumulated deficit for the most recent fiscal year shall use the public offering method to issue securities, except in any of the following circumstances in which a private placement may be conducted:

- (I) The company is a public company formed by one single government or juristic-person shareholder.
- (II) The capital raised through private placement is to be used entirely in the introduction of a strategic investor(s).
- (III) The company is a TWSE listed, TPEx listed, or emerging-stock company to which a circumstance is likely to occur under Article 7 or 8 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, where for justifiable reason the company, in urgent need of capital, is unable to achieve the reasonable improvement of the situation necessary for a public offering to be conducted, and has been granted approval by the Taiwan Stock Exchange Corporation (“TWSE”) or Taipei Exchange (“TPEx”). Nevertheless, in no event may a place under the private placement be an insider or related party of the company.”

The Company has resolved that the subscribers for this private placement of securities shall be specific persons selected in accordance with Article 43-6 of the Securities and Exchange Act and the provisions of Tai Cai Zheng (1) No. 0910003455, issued by the Financial Supervisory Commission on June 13, 2002. In accordance with the Directions for Public Companies Conducting Private Placements of Securities, if there has been a significant change in management control within one year prior to the board resolution approving the private placement of securities, or if the introduction of strategic investors through the private placement is expected to result in a significant change in management control, the company shall engage a securities underwriter to issue an evaluation opinion on the necessity and reasonableness of the private placement. Based on the assessment, the Company’s current paid-in capital is 93,559.3 thousand shares. The maximum number of common shares to be issued through this private placement is 20,000 thousand shares, which, if fully issued, is expected to account for 17.61% of the total share capital after the placement. However, as the Company’s entire Board of Directors is scheduled for re-election on June 3, 2025, due to the expiration of their terms, resulting in a change of one-third of the board members, there is

a possibility of future changes in management control. Therefore, the Company has engaged this securities underwriter to issue an evaluation opinion on the necessity and reasonableness of the private placement.

The contents of this opinion are intended solely as a reference for the Company's resolution on April 21, 2025, to proceed with this private placement of securities, and shall not be used for any other purpose. This opinion is based on the proposals submitted to the board of directors of the Company on March 14 and April 21, 2025, as well as the financial information provided by the Company. This opinion will not be updated to reflect any future changes that may result from modifications to the private placement plan or any other circumstances, nor shall the underwriter bear any legal responsibility arising therefrom. This statement is hereby made.

I. Corporate profile

Formed on August 13, 1987, Taiwan Wax was listed for trading on the Taipei Exchange on May 14, 2004, and became the only manufacturer of refined paraffin wax in Taiwan. The Company was engaged in the development and manufacturing of specialized chemicals such as refined paraffin wax. The rise of the red supply chain in China and the fierce market competition have compelled the Company to diversify its business in response to long-term operating losses. In 2019, the Company expanded into the solar energy and fresh aquaculture-related businesses. As of March 31, 2025, the paid-in capital was NT\$935,593 thousand. The condensed financial information of the Company for the three years before the private placement is as follows:

Consolidated Balance Sheet

Based on IFRS

Unit: NT\$ thousands

Year	Items	2022	2023	2024
Current assets	1,883,129	2,793,569	795,314	
Property, plant and equipment	559,334	766,485	867,277	
Intangible assets	—	—	—	
Other assets	182,138	213,094	184,309	
Total assets	2,624,601	3,773,148	1,846,900	
Current liabilities	1,210,708	2,348,026	333,728	
Noncurrent liabilities	149,601	120,613	124,848	
Total liabilities	1,360,309	2,468,639	458,576	
Equity attributable to shareholders of the parent	1,264,292	1,304,509	1,388,324	
Capital Stock	935,593	935,593	935,593	
Capital surplus	165,098	165,098	165,098	
Retained earnings	168,885	207,187	289,902	
Others equity	11,496	13,411	14,511	
Treasury stock	(16,780)	(16,780)	(16,780)	
Non-controlling interest	—	—	—	
Total equity	1,264,292	1,304,509	1,388,324	

Reference: The Company's financial statements for year 2022 to 2024, which have been audited and signed off by the CPA.

Consolidated Statement of Comprehensive Income

Based on IFRS

Unit: NT\$ thousands

Year	Items	2022	2023	2024
Operating revenue		482,012	392,001	231,191
Gross profit		100,716	118,052	57,232
Operating Income (Loss)		(135,169)	48,777	(87,833)
Operating income and expenses		13,813	(10,317)	171,377
Net income (loss) before income tax		(121,356)	38,460	83,544
Net income attributable to shareholders of the parent (loss)		(123,635)	38,302	82,715
Earnings (loss) per share (NTD)		(1.34)	0.41	0.89

Reference: The Company's financial statements for year 2022 to 2024, which have been audited and signed off by the CPA.

II. Underwriter's evaluation opinion

The Board of Directors of Taiwan Wax held meetings on March 14, 2025, and April 21, 2025, to issue a private placement of common shares within the limit of 20,000 thousand shares. The funds raised will be used to enrich the working capital, improve the financial structure, respond to the needs of the Company's long-term development, and introduce strategic partners in order to strengthen the Company's competitiveness, reduce operating pressure, and improve shareholders' equity. According to the Board of Directors' proposals on March 14, 2025 and April 21, 2025, the private placement is limited to strategic investors, i.e. "individuals or corporate entities who, in order to increase the profits of the invested company, through their own experience, technology, knowledge, brands or channels, through vertical industrial integration, horizontal integration or joint research and development of products or markets, to help the invested company to improve technology, improve quality, reduce costs, improve efficiency, and expand the market, and so on." As of April 21, 2025, the Company has no strategic investors.

The evaluation and explanation by this securities underwriter regarding the necessity and reasonableness of the Company's current private placement of securities are as follows:

(I) Evaluation of law compliance

1. Determination of the private placement price

According to Article 4, Paragraph 1, Item 1 of the "Directions for Public Companies Conducting Private Placements of Securities", "if the company is listed, over-the-counter, or on the emerging stock market, and the price of the private placement of common shares is less than 80% of the reference price, or if the price of preferred shares, convertible bonds, warrants attached to preferred shares, warrants attached to corporate bonds, or employee stock options is less than 80% of the theoretical price, the company shall include in the meeting notice the basis and

reasonableness of the pricing, as provided by an independent expert, for shareholders' reference to determine whether they agree with the proposed terms." In addition, Article 4, Paragraph 1, Item 2 stipulates that "If the places are insiders or related parties of the company, ... The price of the private placement of common shares shall not be less than 80% of the reference price..."

Based on the proposals submitted to the Board of Directors on March 14 and April 21, 2025, the pricing basis for the issuance of common shares in this private placement is determined by taking the simple arithmetic average of the closing prices of the common shares over one, three, or five business days prior to the pricing date, excluding the impact of stock dividends, rights issues, and distributions, and adding back the price per share after capital reduction adjustments. And the simple arithmetic average of the closing prices of the common shares over 30 business days prior to the pricing date, excluding the impact of stock dividends, rights issues, and distributions, and adding back the price per share after capital reduction adjustments. The higher of the two is the reference price, and it is set at no less than 80% of the reference price. Therefore, it is not necessary to consult an independent expert for an opinion on the basis and reasonableness of the pricing. The actual pricing date and the private placement price are proposed to the shareholders' meeting for authorization of the Board of Directors to determine within the range of no less than the resolution of the shareholders' meeting. These details have been included in the Board of Directors' proposal; therefore, it is considered to be in compliance with the law.

2. Selection of Places

According to the Company's financial statements for fiscal year 2024, the after-tax net profit was NT\$82,715 thousand, and the undistributed earnings at year-end amounted to NT\$162,593 thousand, with no accumulated deficit. Therefore, pursuant to Article 3 of the "Directions for Public Companies Conducting Private Placements of Securities": "A public company with a net profit and no accumulated deficit for the most recent fiscal year shall use the public offering method to issue securities, except in any of the following circumstances in which a private placement may be conducted:

- (1) The company is a public company formed by one single government or juristic-person shareholder.
- (2) The capital raised through private placement is to be used entirely in the introduction of a strategic investor(s).
- (3) The company is a TWSE listed, TPEx listed, or emerging-stock company to which a circumstance is likely to occur under Article 7 or 8 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers, where for justifiable reason the company, in urgent need of capital, is unable to achieve the reasonable improvement of the situation necessary for a public offering to be conducted, and has been granted approval by the Taiwan Stock Exchange Corporation ("TWSE") or Taipei Exchange ("TPEx"). Nevertheless, in no event may a place under the private placement be an insider or related party of the company."

After reviewing the proposal of the Company's Board of Directors on April 21, 2025, the Company's private placement is limited to strategic investors. Furthermore, pursuant to Article 4, Paragraph 1, Subparagraph 2 of the "Directions for Public

Companies Conducting Private Placements of Securities,” if the places are strategic investors, the method and purpose of selecting such places, the necessity of the private placement, and the expected benefits shall be thoroughly discussed at the board meeting and disclosed in the notice of the shareholders’ meeting. After reviewing the Board of Directors’ proposal on March 13, 2025, the relevant matters have been stated, and the reason for the shareholders’ meeting to be held on June 3, 2025 should be in compliance with relevant laws and regulations.

3. Reasons for the necessity of conducting a private placement

According to the Company’s board resolution dated April 21, 2025, the required disclosures have already been made.

- (1) Reasons for not adopting a public offering: Mainly in consideration of its current operating conditions and the level of acceptance in the capital market. To ensure the timeliness and feasibility of fundraising, and to secure long-term funding within the shortest possible timeframe, the private placement method was chosen. In addition, the transfer restrictions associated with private placements help maintain stability in the Company’s management and ensure a close and long-term cooperative relationship with strategic investors. Therefore, the Company intends to conduct a private placement of new shares through a cash capital increase.
- (2) The private placement amount: Within 20,000 thousand shares
- (3) Number of expected procedures: To be conducted in one or two tranches within one year.
- (4) The funds raised through each tranche of the private placement, which may be conducted once or twice within a one-year period, with a maximum issuance amount of NT\$100,000 thousand per tranche, will be used to strengthen the Company’s working capital and repay bank loans. The expected benefits of each tranche include improving the Company’s financial structure, alleviating the pressure of principal and interest repayments, maintaining financial flexibility, and enhancing overall competitiveness. These outcomes are expected to have a positive impact on shareholders’ equity.

(II) Current Status of Taiwan Wax

Taiwan Wax mainly engages in the development and manufacturing of various wax raw materials and finished products, as well as in the trading of solar photovoltaic equipment and fresh aquatic products. Due to the continuous increase in alternatives to candles, such as LED lights, global demand for wax products has remained sluggish, and supply has gradually decreased. In addition, the prices of raw materials have continued to rise as a result of geopolitical tensions from the Russia–Ukraine war and pandemic-related lockdowns. The supply side of the solar energy business has also been shrinking, leading to a significant decline in profitability. As a result, the Company has experienced losses and its operations have not shown significant performance. The Company’s financial data for fiscal years 2022 to 2024 are as follows:

Unit: NT\$ thousands

Year	Items	2022	2023	2024
Operating revenue	482,012	392,001	231,191	
Gross profit	100,716	118,052	57,232	
Operating Income (Loss)	(135,169)	48,777	(87,833)	
Operating income and expenses	13,813	(10,317)	171,377	
Net income (loss) before income tax	(121,356)	38,460	83,544	
Net income attributable to shareholders of the parent (loss)	(123,635)	38,302	82,715	
Earnings (loss) per share (NTD)	(1.34)	0.41	0.89	

Reference: The Company's financial statements for year 2022 to 2024, which have been audited and signed off by the CPA.

In response to the challenges posed by the Russia-Ukraine war and pandemic-related lockdowns in recent years, which have compressed revenue and profit margins, the Company has made efforts to adjust its business model. It is actively seeking to diversify its sources of raw materials, reduce production costs, and enhance its research and development capabilities. In terms of the business plan, the Company will integrate production, marketing, human resources, and R&D to improve efficiency, reduce costs, and achieve sustainable operations, thereby making products competitive and ensuring stable profits through practical marketing. In terms of market development, the Company will enter the solar photovoltaic and fresh aquatic businesses and carry out diversified operations to increase corporate value and ensure the Company's long-term stable profitability.

(III) The evaluation of the necessity and reasonableness of the current private placement of securities by the Company

1. Evaluation of necessity

Due to the intense competition in the chemical industry, profitability has been challenging for Taiwan Wax. Additionally, the Russia-Ukraine war and pandemic-related lockdowns have caused an increase in raw material costs, restricting the Company's operational flexibility. If the Company were to apply for financing from financial institutions, the resulting interest expenses and repayment pressure would create a financial burden, which would be detrimental to the improvement of the Company's financial health. Therefore, raising funds through equity instruments is considered a more favorable option. If the Company were to proceed with a public offering to raise capital, given its current operational losses, it is unlikely to attract general investors, and there is uncertainty regarding the successful completion of the capital raising plan. Considering that the Company's business is still in a deficit and the operating conditions are not as good as expected, the Company needs to enhance the feasibility of its fundraising plan and implement a fast and simple private placement to raise capital. Therefore, the Company must issue new shares for cash to strategic partners through private placement.

In conclusion, the Company intends to raise capital by issuing common shares

through private placement, which can effectively reduce the cost of capital and ensure the efficiency of capital raising. In addition, the Company's Board of Directors is authorized to increase the flexibility and mobility of capital raising based on the Company's actual operating needs, which is indeed necessary for the adoption of a private placement of common shares.

2. Evaluation of reasonableness

(1) The reasonableness of the procedures for issuing private placement

The Company's Board of Directors resolved to handle the private placement on March 14, 2025 and April 21, 2025, and passed the resolution. The Company intends to submit the resolution to the 2025 general shareholders' meeting for approval, and authorize the Board of Directors to handle the matter. In addition, pursuant to Paragraph 6, Article 43-6 of the Securities and Exchange Act, the Company's shareholders' meeting will list the relevant matters of the private placement of securities. After evaluating the content of the proposal, the pricing method, and the selection of the places, we find that the proposal remains in compliance with the Securities and Exchange Act, as well as related laws and regulations, and that the handling procedure is reasonable and legal.

(2) The reasonableness of the expected benefits from the private placement

After evaluating the matters related to the private placement of securities, the Board of Directors' proposal on March 14, 2025, and April 21, 2025, including the issuance conditions, use of capital, expected benefits, and so on, did not reveal any material abnormalities. The private placement of securities is primarily intended to enrich working capital and repay bank loans. The capital increase in cash through the private placement of securities can obtain stable long-term capital, which helps to improve the financial structure, strengthen the Company's competitiveness, and have a positive effect on shareholders' equity. Compared to a public offering, the private placement of securities imposes a restriction on transferability for three years, which helps ensure a long-term partnership between the Company and its strategic partners. This arrangement is conducive to the Company's medium- to long-term operational growth, and the expected benefits are considered reasonable.

3. Selection and possibility evaluation of the places

(1) Selection method and purpose of the places

The Company's private placement of strategic investors can obtain long-term stable capital, and help the Company expand its business scope, management and financial resources for operations, or enhance the Company's competitive advantages. Therefore, the strategic investors will be prioritized to help the Company strengthen its competitive advantage or create shareholders' equity. However, the Company has not yet defined strategic investors.

(2) The feasibility and necessity of the places

In order to actively create sources of profit and competitive advantages, the Company plans to introduce strategic investors. The goal is to improve the Company's operational structure, enhance profitability, and increase shareholder equity through the investors' experience, technology, knowledge, or channels. Therefore, the selection of places will focus on strategic investors who can

contribute to the Company's future business expansion, which is both feasible and necessary.

4. The impact of the transfer of control on the Company's business, finances, and shareholder equity

The Company has currently issued capital of 93,559.3 thousand shares. This private placement of common stock will be limited to a maximum of 20,000 thousand shares. If fully issued, the increase in share capital from this private placement will represent 17.61% of the post-placement capital. However, on June 3, 2025, the Company will undergo a full re-election of its Board of Directors due to the expiration of their terms, resulting in a change of one-third of the board members. There is a possibility of future changes in control. According to relevant regulations, if the Company experiences changes in board seats or control, it will disclose such information in accordance with applicable laws to ensure the protection of shareholders' rights. The following is an explanation of the potential impact on the Company's business, finances, and shareholder equity if there is a significant change in control of Taiwan Wax in the future:

(1) Impact on the Company's business

Given the highly competitive business environment of the industry in which the Company operates, the Company will consider sustainable operations and future development when pursuing this private placement. The Company plans to explore the introduction of strategic investors who can contribute to its future operations. These investors will help the Company develop appropriate strategies and enhance overall competitiveness, with the aim of improving operational efficiency and profitability. This is expected to have a positive impact on the Company's business operations.

(2) Impact on the Company's finance

The Company's private placement of common shares will be used to enrich working capital and repay bank loans. In addition to helping the Company obtain long-term and stable capital, the private placement of funds can also reduce the repayment pressure to financial institutions and interest expenses each year, strengthen the financial structure and maintain financial flexibility, and enhance the Company's competitiveness. Therefore, the private placement of funds will have a positive effect on the Company's financial aspect.

(3) Impact on the Company's shareholder equity

In addition to the long-term stable capital, the private placement of common shares can also introduce strategic investors to increase the Company's profits and shareholders' equity. According to the pricing principles for this private placement of common stock, the issue price is set at no less than 80% of the reference price. Therefore, the pricing of this private placement complies with the regulations outlined in the "Directions for Public Companies Conducting Private Placements of Securities." Although there is a possibility of a significant change in control after the private placement, the restriction that the securities cannot be freely transferred within three years ensures a long-term cooperative relationship between the Company and its strategic partners. As a result, this private placement is not expected to have a significant adverse impact on the Company's shareholder

equity.

In conclusion, with the long-term development and compliance with financing regulations taken into consideration, the private placement of common shares of Taiwan Wax may obtain long-term stable capital, which helps the Company expand its business scope and competitiveness, improve its operational efficiency and profitability, and has a positive effect on shareholders' equity. After considering the Company's profitability and the feasibility of raising capital through a public offering, the Company intends to issue securities by private placement, which is indeed necessary and reasonable.

Additionally, upon reviewing the board meeting materials prepared by the company, it is evident that the issuance process, the content of the proposal discussion, the basis for the private placement pricing, and the selection method of specific investors all comply with the Securities and Exchange Act and relevant regulations, with no significant irregularities identified.

Declaration of Independence

- I. The Company has been entrusted to provide an evaluation report on the necessity and reasonableness of the private placement of securities conducted by Taiwan Wax Company Ltd. in 2025. This evaluation report maintains a high level of objectivity and independence.

- II. The Company hereby declares that it does not engage in any of the following activities in the execution of the above business:
 - (I) Any party and its parent company, all subsidiaries of its parent company, and venture capital businesses managed by its subsidiaries, collectively holding more than 10% of the shares of the other party.
 - (II) Any party and its subsidiaries appointing directors to the other party's board, exceeding half of the total number of the other party's board members.
 - (III) The Chairperson or President of either party is the same person as the Chairperson or President of the other party, or is a spouse or a relative within the second degree of kinship of the other party.
 - (IV) Any party whose total shareholding exceeds 20% is held by the same shareholder.
 - (V) Any party whose directors or supervisors are more than half the same as those of the other party. The calculation method includes the spouses, children, and relatives within two degrees of kinship of such individuals.
 - (VI) Either party and its related parties collectively hold 50% or more of the total issued shares of the other party.
 - (VII) Both parties are required, in accordance with relevant laws and regulations, to file for merger approval or, after notification, have not been prohibited from merging by the Fair Trade Commission.
 - (VIII) Where other laws or factual evidence indicate that either party directly or indirectly controls the personnel, financial, or business operations of the other

party, thereby compromising its independence.

III. In order to provide an evaluation of the necessity and reasonableness of the proposed private placement of securities, I hereby present my expert opinion, which has been prepared with impartiality and independence.

Declarant: Taichung Bank Securities Co., Ltd.

Representative: Yeh, Hsiu-Hui

April 21, 2025

Exhibit 7

Candidates for directors (including independent directors)

The candidates	Name	Education background	Experience	Current position	Name of the government or legal person represented	The reason for nominating an independent director who has served three terms
Director	Jia-Yo Lin	Chung Yuan Christian University - Department of Business Administration	Manager, Yutian Energy Technology Co., Ltd.	Business Manager, Taiwan Wax Company Ltd.; Chairman, Guan Da Green Energy Co., Ltd.	None	Not applicable
Director	Jia An Lin	Department of Food and Beverage Management., Vanung University	Administration Assistant, Ben Tusan Company	Corporate Shareholder, Shanghai Jinghai Aquatic Product Co., Ltd.	None	Not applicable
Director	Po Yao Tseng	Graduate School of Accounting, Yunlin University of Science and Technology	Passed the CPA examination, Auditor, Examination Manager, PWC	CFO and Spokesperson, Taiwan Wax Company Ltd.; Independent Director, Yonggu Group Inc.	Yuan Jin Co., Ltd.	Not applicable
Director	Yang-Zheng Lu	Ph.D., Financial Management Group, Institute of Management Science, Chiao Tung University	Director of the Department of Finance and Research and Professor of Finance Ming Chuan University; Independent Director, Taiwan Wax Company Ltd.	Independent Director, Hua Nan Securities Co., Ltd.; Representative of the Corporate Director of Taiwan Wax Company Ltd.	Yuan Jin Co., Ltd.	Not applicable
Director	Sen-Xiang Chiu	Master's degree from the Graduate Institute of Accounting, Chung Yuan Christian University	Director of the Kinmen, Tamsui, and Xizhi Audit Offices, National Taxation Bureau of the Northern Area, Ministry of Finance; Senior Auditor and Acting Chief of the Legal Affairs Section I, National Taxation Bureau of the Northern Area, Ministry of Finance.	Part-time Lecturer, Chung Yuan Christian University; Representative of Corporate Director, Taiwan Wax Company Ltd.	Yuan Jin Co., Ltd.	Not applicable
Director	Wan-Chuan Liao	Department of Marine Technology, Taipei University of Marine Technology	Chairperson, Chun Tian Construction Co., Ltd.; Vice CEO, Te Hsiu Temple Education Foundation; Director, Visual Photonics Epitaxy Co., Ltd.	Chairperson, Chun Tian Construction Co., Ltd.; Vice CEO, Te Hsiu Temple Education Foundation; Director, Visual Photonics Epitaxy Co., Ltd.	Yuan Jin Co., Ltd.	Not applicable
Independent Director	Zhao-Wei Pan	College of Law, National Taiwan University	Attorney, Mega Trust International Law Offices	Attorney, Mega Trust International Law Offices; Independent Director, Taiwan Wax Company Ltd.	None	Considering that the person has legal experience, which is helpful to the Company, the Company will continue to nominate the person as an independent director candidate, and the person will supervise the Board of Directors and provide

The candidates	Name	Education background	Experience	Current position	Name of the government or legal person represented	The reason for nominating an independent director who has served three terms
						professional opinions in a timely manner.
Independent Director	Yu-Fan Ku	Master of Accounting, National Taiwan University	CPA, Deloitte Taiwan; CPA, Qianxiang Yaofan CPA Firm	CPA, Qianxiang Yaofan CPA Firm; Independent Director, ReaLy Development & Construction Corp.	None	Not applicable
Independent Director	Yi-Chiao Yang	Ph.D., Department of Business Administration, Chung Yuan Christian University; MBA/Finance of St. John's University; Bachelor, Department of Accounting, Feng Chia University	Deputy Section Chief, Reinsurance Department of Tokio Marine Newa Insurance Co., Ltd.; Underwriting Officer, New Products Department of Tokio Marine Newa Insurance Co., Ltd.; Officer, Business Planning Section, Planning Department of Tokio Marine Newa Insurance Co., Ltd. Corporate Sales Specialist, Futures Brokerage Department, MasterLink Securities Corp.; Assistant Professor, Department of Business Administration, Chien Hsin University of Science and Technology; Lecturer, Department of Business Administration, Chien Hsin University of Science and Technology	Assistant Professor, Department of Business Administration, Chien Hsin University of Science and Technology	None	Not applicable

Appendix 1

Taiwan Wax Company Ltd. Articles of Incorporation

112.6.14 approved by
the shareholders'
meeting

Chapter I General Provision

Article 1: The Company is organized in accordance with the provisions of the Company Act and is named Taiwan Wax Products Co., Ltd.

Article 2: The businesses operated by the Company are as follows:

1. C802990	Other Chemical Products Manufacturing.
2. C803990	Other Petroleum and Charcoal Manufacturing.
3. F401010	International Trade.
4. ZZ99999	All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
5. CH01040	Toys Manufacturing.
6. F109070	Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
7. F209060	Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies.
8. I501010	Product Designing.
9. J601010	Arts and Literature Service.
10. G801010	Warehousing.
11. I199990	Other Consulting Service
12. I404040	General Advertisement Service
13. J799990	Other Recreational Services
14. JZ99030	Photographic Studios
15. JZ99090	Joyous Events Services
16. H701010	Housing and Building Development and Rental
17. H701020	Industrial Factory Development and Rental
18. H703090	Real Estate Commerce
19. H703100	Real Estate Leasing
20. F111090	Wholesale of Building Materials
21. E801010	Indoor Decoration
22. I503010	Landscape and Interior Designing
23. F101050	Wholesale of Fishery Products
24. F101130	Wholesale of Vegetables and Fruits
25. F112010	Wholesale of Gasoline and Diesel Fuel
26. F101040	Wholesale of Livestock and Poultry
27. A102080	Horticultural Services
28. H701060	New Towns, New Community Development
29. I103060	Management Consulting
30. D101060	Self-usage power generation equipment utilizing renewable energy industry
31. H701040	Specific Area Development
32. A101020	Growing of Crops
33. A102050	Crop cultivation
34. A401010	Livestock farm management

- 35. A401020 Raising of livestock and poultry
- 36. A401040 Livestock services
- 37. A401060 Other animal services
- 38. A101050 Growing of Flowers

Article 3: The Company has established its headquarters in Chiayi County and may, when necessary and by resolution of the Board of Directors, establishes branch offices domestically and internationally.

Article 4: The Corporation shall make public announcements in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 5: The total capital of the Corporation shall be NT\$2 billion, divided as 200 million common shares with a par value of NT\$10 per share, which the Board of Directors is authorized to issue in stages.

Article 5-1: The Company's investment in other businesses is not subject to the restriction of the Company Act that prohibits inter-corporate investments exceeding 40% of the paid-in capital of the investing company.

Article 6: The Company's stocks are mainly registered shares, signed or stamped by directors representing the Company, and issued after being certified by a bank authorized to sign and issue stocks under the law.

Article 6-1: When issuing new stocks, our company may print the stocks in a consolidated manner for the total amount of the issuance.

The stocks and securities issued by our company may also be exempt from printing of stock certificates or bonds in accordance with Article 162-2 of the Company Act or other relevant laws and regulations.

The shares and securities issued in accordance with the foregoing provisions shall be registered or kept by a centralized securities depository institution and delivered by means of book-entry transfer. Upon request by the centralized securities depository institution, our company may also issue securities with larger face value by consolidation.

Article 6-2: For matters relating to transfer of stocks, establishment of rights, pledge, loss, inheritance, donation, change of seal or address, etc., by shareholders of our company, except for other provisions of the statutory securities regulations, they shall be handled in accordance with the guidelines for handling stock affairs of publicly traded companies formulated by the competent authority.

Article 7: The transfer of ownership of stocks shall be suspended within 60 days prior to each regular shareholders' meeting, within 30 days prior to each special shareholders' meeting, or within 5 days prior to the record date for distributing dividends, bonuses and other benefits determined by the Company.

Chapter III Shareholders' Meeting

Article 8: There are two types of shareholders' meetings, regular and special meetings. The regular meeting shall be convened at least once a year within six months after the end of each fiscal year by the Board of Directors in accordance with the law. The special meeting shall be convened when necessary, in accordance with the law. The Company may hold shareholders' meetings via video conferencing or other methods announced by the competent authority. The adoption of video shareholders' meetings shall comply with relevant regulations on conditions, procedures, and other matters to be followed, and shall be subject to the provisions of the security's regulatory authority, if any.

Article 9: If a shareholder is unable to attend a shareholders' meeting due to any reason, the shareholder may issue a power of attorney with the Company's seal, specifying the scope of authorization, and sign or affix the seal to authorize an agent to attend. The method shall be handled in accordance with the rules for using a power of attorney to attend shareholders' meetings established by the competent authority for publicly traded companies.

Article 10: Each shareholder of the Company has one voting right per share, except in the case of paragraph 3, Article 157 of the Company Act. However, if the Company has any of the situations listed in paragraph 2, Article 179 of the Company Act, there is no voting right.

Article 11: The resolution of the shareholders' meeting shall be made with the attendance

of more than half of the total issued shares represented by the shareholders and the consent of the majority of the voting rights of the attending shareholders. According to the regulations of the competent authority, the Company's shareholders may also exercise their voting rights electronically as if they were present in person, and related matters shall be handled in accordance with the laws and regulations.

Chapter IV Director and Audit Committee

Article 12: The Company has a Board of Directors consisting of seven to eleven members, with a term of three years. The directors are elected by the shareholders' meeting in accordance with the Company Act from among candidates who have legal capacity and can be re-elected. The total number of shares held by all directors with named stocks shall not be less than a certain percentage of the total number of shares actually paid up by the Company, which shall be handled in accordance with the regulations of the competent authority.

The election of directors of the Company adopts the candidate nomination system under Article 192-1 of the Company Act, and the shareholders shall select from the list of director candidates.

Among the aforementioned director positions of the Company, at least three independent directors shall be appointed, and their number shall not be less than one-fifth of the total number of director positions. During the director election, in accordance with the provisions of Article 198 of the Company Act, the independent directors and non-independent directors shall be elected together and the number of elected directors shall be separately calculated. The candidate with the most votes shall be elected as an independent director or non-independent director, as the case may be.

The Company may purchase liability insurance for its directors in relation to the scope of their duties.

In accordance with Article 14-4 of the Securities Exchange Act, the Company sets up an audit committee, which is responsible for carrying out the duties of a supervisor as required by the Company Act, the Securities Exchange Act,

and other laws and regulations. The audit committee is composed of all independent directors, and its relevant organizational rules are determined by the Board of Directors.

Article 13: The Board of Directors is composed of directors. The Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the board. The chairman represents the Company externally.

Article 13-1: The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice by email or fax.

Article 14: Unless otherwise stipulated by the Company Act, the shareholders' meeting shall be chaired by the chairman of the Board of Directors. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, his proxy shall be handled in accordance with the provisions of Article 208 of the Company Act, and the meeting of the shareholders' meeting shall be handled in accordance with the Company's rules of procedure.

If the Board meeting is convened via videoconferencing, the Director attends the Board meeting via videoconference shall be deemed as attendance in person.

Article 14-1: Unless otherwise stipulated by the Company Act, more than half of the directors must be present, and the consent of more than half of the directors present is required. If a director is unable to attend for some reason, the director shall appoint another director to attend a board meeting in his or her place, which shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may accept a proxy from one person only at time.

Article 15: The remuneration of directors shall be authorized by the Board of Directors, taking into account the degree of participation and contribution value of each director to the Company's operation, and referring to the customary payment

standards established in the domestic and international industry.

Chapter V Personnel

Article 16: The Company may appoint one general manager, and their appointment, dismissal, and compensation shall be handled in accordance with the provisions of Article 29 of the Company Act.

Chapter VI Accounting

Article 17: At the end of each fiscal year, the Company shall prepare and submit to the shareholders' meeting for approval the following documents: (1) business report, (2) financial statements, and (3) proposals for profit distribution or appropriation of losses, and other relevant reports in accordance with statutory procedures.

Article 18: In the event of a surplus in the annual settlement of accounts, the Company shall first pay taxes, offset previous losses, allocate 10% of the surplus as a statutory reserve, and make provisions for special reserves as necessary. The remainder shall be proposed by the Board of Directors for distribution to the shareholders' meeting.

Article 18-1: Taking into account the industry environment and the growth stage of the Company, the cash dividend payout ratio shall be no less than 1% of the total cash dividends for the year. However, if the Company has significant investment plans, significant changes in operations, capacity expansion, or other major capital expenditures, and it is difficult to obtain external funds, or if the cash dividend per share is lower than NT\$0.1, it shall be distributed entirely in the form of stock dividends.

Article 18-2: The Company shall allocate no less than 1% of its profits for employee compensation and no more than 3% for director compensation in the current fiscal year. However, if the Company still has accumulated losses, it shall reserve the necessary amount for offsetting the losses. Employee compensation may be paid in cash or stock, and shareholders or employees of subsidiary companies who meet certain conditions may be included as recipients.

Chapter VII Supplementary Provisions

Article 19: Operation of the Company shall be separately provided for in the Operating Rules.

Article 20: If any matters are not specified in this Articles of Incorporation, they shall be handled in accordance with the provisions of the Company Act.

Article 21: For business needs, the Company may engage in external endorsement and guarantee operations in accordance with the “Endorsement and Guarantee Operation Procedures of this Company”.

Article 22: This Articles of Incorporation was established on July 1, 1987.
1st amendment to this Articles of Incorporation was made on August 19, 1987.
2nd amendment to this Articles of Incorporation was made on February 9, 1988.
3rd amendment to this Articles of Incorporation was made on August 15, 1988.
4th amendment to this Articles of Incorporation was made on October 30, 1989.
5th amendment to this Articles of Incorporation was made on February 4, 1991.
6th amendment to this Articles of Incorporation was made on June 25, 1991.
7th amendment to this Articles of Incorporation was made on August 20, 1991.
8th amendment to this Articles of Incorporation was made on February 29, 1992.
9th amendment to this Articles of Incorporation was made on November 14, 1992.
10th amendment to this Articles of Incorporation was made on June 25, 1993.
11th amendment to this Articles of Incorporation was made on January 17, 1995.
12th amendment to this Articles of Incorporation was made on January 17, 1995.
13th amendment to this Articles of Incorporation was made on January 17, 1995.
14th amendment to this Articles of Incorporation was made on April 9, 1996.
15th amendment to this Articles of Incorporation was made on February 24, 1997.
16th amendment to this Articles of Incorporation was made on June 24, 1998.
17th amendment to this Articles of Incorporation was made on April 9, 1999.
18th amendment to this Articles of Incorporation was made on April 9, 1999.
19th amendment to this Articles of Incorporation was made on May 31, 2002.
20th amendment to this Articles of Incorporation was made on May 5, 2003.
21st amendments to this Articles of Incorporation were made on June 24, 2004.

22nd amendments to this Articles of Incorporation were made on June 16, 2005.
23rd amendments to this Articles of Incorporation were made on June 23, 2006.
24th amendments to this Articles of Incorporation were made on June 28, 2007.
25th amendments to this Articles of Incorporation were made on June 24, 2008.
26th amendments to this Articles of Incorporation were made on June 16, 2009.
27th amendments to this Articles of Incorporation were made on June 29, 2010.
28th amendments to this Articles of Incorporation were made on June 15, 2011.
29th amendments to this Articles of Incorporation were made on June 17, 2015.
30th amendment to this Articles of Incorporation was made on June 22, 2016.
31st amendments to this Articles of Incorporation were made on June 22, 2017.
32nd amendments to this Articles of Incorporation were made on June 28, 2018.
33rd amendments to this Articles of Incorporation were made on June 24, 2020.
34th amendments to this Articles of Incorporation were made on July 20, 2021.
35th amendments to this Articles of Incorporation were made on June 21, 2022.
36th amendment to these articles of association was made on June 14, 2023.

Taiwan Wax Company Ltd.

Chairman: Je-Yin Lin

Appendix 2

Taiwan Wax Company Ltd. Rules of Procedure for Shareholders' meetings

- I. The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
- II. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares attended shall be calculated based on the signature book or the check-in card submitted.
- III. Attendance and voting rights at shareholders' meetings shall be calculated based on numbers of shares.
Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.
A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders' meeting. The number of items limited to 300 words so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

IV. The venue for a shareholders' meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

V. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as proxy. Where the chairperson does not make such a designation, the directors shall select from presenting directors to serve as proxy.

If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

VI. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

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

VII. The Company shall record the entire proceedings of the shareholders' meeting by audio or video, which shall be retained for at least one year.

VIII. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour,

may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

IX. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

After the meeting adjourns, shareholders may not elect another chair to continue the meeting at the original location or another venue. If the chair declares the meeting adjourned in violation of the rules of procedure, the meeting may be continued by electing a new chairman with the consent of a majority of the voting rights present.

X. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

XI. Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chair, and each time shall not exceed five minutes. The chair may stop a shareholder from speaking if their speech violates the preceding provision or goes beyond the scope of the agenda.

XII. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

XIII. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

XIV. The chair may announce the discussion closed and proceed to a vote when the chair deems the discussion of the motion has reached the stage where it can be voted on.

XV. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Immediately after vote counting has been completed, the results of the voting shall be announced on-site at the meeting, and a record made of the vote.

XVI. When a meeting is in progress, the chair may announce a break based on time considerations.

XVII. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. During voting, if the chair inquires and there is no objection, it shall be deemed as passed and shall have the same effect as a vote.

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

required.

- XIX. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word “Proctor.”
- XX. The election of directors at a shareholders’ meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.
- XXI. These Rules shall take effect after having been submitted to and approved by a shareholders’ meeting. Subsequent amendments thereto shall be affected in the same manner.

Appendix 3

Taiwan Wax Company Ltd.
Director Election Procedures

Article 1: The election of the Company's directors shall be conducted in accordance with these Rules.

Article 2: Unless otherwise provided by the Company Act, in the election of the Company's directors, each share shall have voting rights equal to the number of directors to be elected, which may be cast for a single candidate or distributed among multiple candidates.

The election of the Company's directors shall adopt the candidate nomination system. Candidates shall be nominated in accordance with the procedures prescribed in Articles 192-1 and 216-1 of the Company Act.

Article 3: During the vote counting process, the chairperson shall appoint a certain number of scrutineers, ballot announcers, and vote recorders to carry out the related duties.

Article 4: The directors of the Company shall be elected by the shareholders' meeting from among persons with legal capacity. Based on the number of directors specified in the Articles of Incorporation, candidates receiving the highest number of votes representing voting rights shall be elected as either independent or non-independent directors accordingly. If two or more candidates receive the same number of votes that represent voting rights and exceed the number of available positions, the successful candidate shall be determined by drawing lots. For those not present, the chairperson shall draw lots on their behalf.

The election of directors shall be conducted jointly for independent and non-independent directors, but votes shall be counted separately, and candidates shall be elected separately based on the respective vote counts.

Article 5: The ballots shall be prepared by the Board of Directors and shall be numbered and counted by the number of votes represented by the attending shareholders.

Article 6: If the candidate is a shareholder, the voter shall mark down the candidate's account name and shareholder account number in the field of "candidate" in the ballot. If the candidate is not a shareholder, mark down the candidate's name and ID card number. However, when the government or a juristic person shareholder is nominated as a candidate, the candidate name column on the ballot shall indicate the name of the government or juristic person; it may also include both the name of the government or juristic person and the name of its representative. If there are multiple representatives, the names of each representative shall be indicated separately.

Article 7: A ballot is invalid under any of the following circumstances:
I. The ballot is not used as specified in Article 5.

- II. Two or more candidates are included in the same ballot.
- III. Other words or marks are entered in addition to the account name (name) or shareholder account number (ID card number) and the number of votes allocated to the candidate.
- IV. The account name (name) or shareholder account number (ID card number) of the candidate is not filled in.
- V. Cast the votes with blank ballots

Article 8: A candidate is invalid if any of the following applies to the candidate:

- I. Writing on the ballot is unclear and unidentifiable or tampered.
- II. If the candidate is a shareholder, the account name and shareholder account number do not conform to the candidate roster; if the candidate is not a shareholder, the name does not match the candidate roster.

Article 9: The ballot box should be opened on the spot after the end of the poll, and the chair should announce the result on the spot.

Article 10: The Company shall notify the Directors elected to the seats of Directors, complete the “consent form,” and then register the same in accordance with the law before taking office.

Article 11: The Company will not elect a supervisor when establishing an Audit Committee.

Article 12: If the election does not comply with the provisions of Article 26-3, paragraphs 3 and 4 of the Securities and Exchange Act, the election will be invalid.

Article 13: Matters not specified in these rules shall be handled in accordance with the Company Act, the Company’s Articles of Incorporation, and relevant laws and regulations.

Article 14: These regulations shall come into force upon approval by the shareholders’ meeting and shall apply equally to any subsequent amendments. These rules shall apply after being amended and approved at the shareholders’ meeting in 2021 and will be effective during the re-election of directors at the shareholders’ meeting in 2022.

Appendix 4

Taiwan Wax Company Ltd.

Directors' Shareholdings

- I. The minimum number of shares that all directors should hold: 7,484,744 shares.
- II. The number of shares held by directors as recorded in the shareholder registry as of the record date of this shareholders' meeting:

Title	Name	Number of shares held	Shareholding ratio (%)	Remark
Chairman	Je-Yin Lin	8,932,304	9.55	Representative to Yililong Investment Co., Ltd.
Director	Zi-Jun Lin			
Vice-President	Wen-Zhe Lin	14,621,719	15.63	Representative to Yuan Jin Co., Ltd.
Director	Jiu-Jeng Lee			
Director	Sen-Xiang Chiu			
Director	Yang-Zheng Lu			
Independent Director	Zong-Yi Chen	0	0	
Independent Director	Man-Sheng Huang	0	0	
Independent Director	Zhao-Wei Pan	0	0	
Total shareholding of all directors		23,554,023	25.18	