

Stock Code : 7631

# **GENII IDEAS Co., Ltd.**

## **Handbook for the 2026 Annual Meeting of Shareholders**

# **GENII IDEAS**

**Meeting Time : May 29, 2026**

## ***DISCLAIMER***

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**GENII IDEAS**

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# **GENII IDEAS Co., Ltd.**

## **Procedure for the 2026 Annual Meeting of Shareholders**

- 1. Call the Meeting to Order**
- 2. Chairperson Remarks**
- 3. Reported Matters**
- 4. Acknowledged Matters**
- 5. Discussion Matters**
- 6. Election Matters**
- 7. Extemporaneous Motions**
- 8. Adjournment**

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**GENII IDEAS Co., Ltd.**  
**Year 2026**  
**Agenda of Annual Meeting of Shareholders**

- I. Time : May 29, 2026 (Friday) at 10:00 AM
- II. Place : 188 Chung Hwa Road Section 2, Hsinchu, Taiwan (AMBASSADOR Hsinchu, 10F BOARDROOM C)
- III. Meeting Type: Physical shareholders' meeting
- IV. Meeting Procedure
  1. Call the Meeting to Order
  2. Chairperson Remarks
  3. Reported Matters
    - (1) 2025 Business Report
    - (2) 2025 Audit Committee's review report
    - (3) 2025 Distribution report of director compensation and employee compensation
    - (4) The report on the distribution of cash dividends for the fiscal year 2025.
    - (5) The report on the implementation of the company's 2025 Sustainable Development Promotion Plan and the 2026 Sustainable Development Promotion Plan.
    - (6) Report on Material Related Party Transactions for 2025.
  4. Acknowledged Matters
    - (1) Approval of the 2025 Business Report and Final Accounts Proposal
    - (2) Approval of the 2025 Surplus distribution proposal
  5. Discussion Matters
    - (1) Discussion of amendments to the Company's "Procedures for Endorsements & Guarantees".
    - (2) Discussion of amendments to the Company's "Operating Procedures of Fund Lending".
  6. Elections Matters:
    - (1) By-election for director.
  7. Extemporaneous Motions
  8. Adjournment

## Reported Matters

Item 1 :

Description: 2025 Business Report

Explanation: Please refer to “Annex1” (page8-13) of this handbook.

Item 2 :

Description: 2025 Audit Committee's review report

Explanation: Please refer to “Annex2” (page14) of this handbook.

Item 3 :

Description: 2025 Distribution report of director compensation and employee compensation

Explanation:

1. The Board of Directors approved the 2025 employee' compensation of NT\$8,232,919 on Mar 10, 2026. The employee' compensation is to be distributed in cash. (Employee compensation for non-managerial staff is NT\$5,351,398, accounting for 65% of the total employee compensation.)
2. The Board of Directors approved the 2025 directors' compensation of NT\$1,646,584 on Mar. 10, 2026. The directors' compensation is to be distributed in cash.

Item 4 :

Description: The report on the distribution of cash dividends for the fiscal year 2025

Explanation: GENIIDEAS's Articles of Incorporation authorize the Board of Directors to approve quarterly cash dividends. The amounts and payment dates of 2025 quarterly cash

dividends are demonstrated in the table below:

2025 Approval Date	Approval Date (month/day/year)	Payment Date (month/day/year)	Cash Dividend Per Share (NT\$)	Total Amount (NT\$)
First Quarter	2025/05/14	2025/10/31	0.65	12,870,000
Second Quarter	2025/08/08	2026/01/30	0.73726541	14,850,000
Third Quarter	2026/11/07	2026/04/30	0.75	15,106,500
Fourth Quarter	2026/03/10	2026/07/31	1.60	32,227,200
	Total		3.73726541	75,053,700

Note 1: If there is a change in the Company's number of outstanding shares on the ex-dividend record date, the Board of Directors is authorized to adjust the cash dividend payout in accordance with the number of outstanding shares as of the ex-dividend date.

Note2: The cash dividend is calculated and rounded up to NT\$1 according to the distribution ratio. The Chairman is authorized to handle the total fractional amount of less than NT\$1.

Item 5 :

Description: The report on the implementation of the company's 2025 Sustainable Development Promotion Plan and the 2026 Sustainable Development Promotion Plan.

Explanation: Please refer to “Annex3” (page15-20) of this handbook.

Item 6 :

Description: Report on Material Related Party Transactions for 2025.

Explanation: In accordance with Article 17 of our Corporate Governance Principles, the Company ensures fair and reasonable dealings to eliminate irregular transactions. No significant related-party transactions occurred in 2025.

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## **Acknowledged Matters**

Item 1 : (Proposed by the Board of Directors)

Description: Approval of the 2025 Business Report and Final Accounts Proposal

Explanation: GENIIDEAS Company's Financial Statements, including the balance sheet, statement of comprehensive income, statement of change in equity, and statement of cash flows, were audited by independent auditors, HUANG, CHING-YA and LO, WEN-CHEN CPA of Ernst & Young Global Limited, Taiwan. Also Business Report and Financial Statements have been approved by the Board held on Mar. 10, 2026 and examined by the Audit Committee of GENIIDEAS Company. The 2025 Business Report independent auditors' report, and the above mentioned Financial Statements please refer to "Annex1" (page8-13)、"Annex2" (page14) and "Annex5" (page22-44) of this handbook.

**Resolution :**

Item 2 : (Proposed by the Board of Directors)

Description: Approval of the 2025 Surplus distribution proposal

Explanation: Please refer to "Annex6" (page 45) of this handbook.

**Resolution :**

## Discussion Matters

Item 1 : (Proposed by the Board of Directors)

Description: Discussion of amendments to the Company's "Procedures for Endorsements & Guarantees".

Explanation: In order to meet the Company's operating needs, some provisions of the Company's " Procedures for Endorsements & Guarantees " have been amended. Please refer to “Annex7” (page46-47) of this handbook.

**Resolution :**

Item 2 : (Proposed by the Board of Directors)

Description: Discussion of amendments to the Company's " Operating Procedures of Fund Lending ".

Explanation: In order to meet the Company's operating needs, some provisions of the Company's " Operating Procedures of Fund Lending " have been amended. Please refer to “Annex8” (page48-49) of this handbook.

**Resolution :**

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## **Elections Matters**

Item 1 : (Proposed by the Board of Directors)

Description: By-election for director.

Explanation:

1. Mr. Wei-Chun Chen, a current Director of the Company, has resigned effective May 29, 2026, due to personal reasons. A by-election is proposed at the 2026 Annual General Meeting.
2. The newly elected Director shall take office immediately upon election at this Annual General Meeting, at which time the outgoing Director shall be dismissed. The term of the newly elected Director shall be from May 29, 2026, to June 19, 2028.
3. For the list of director candidates please refer to “Annex4” (page21) for the list.

**Voting by Poll :**

## **Extemporary Motions**

**Adjournment**



## GENII IDEAS Co., Ltd.

### 2025 Business Report

#### I. 2025 Business Operating Results

##### (I) Operating Results

As AI demand continued to rise and global supply chains underwent adjustment, leading semiconductor manufacturers actively expanded their capital expenditures. As a result, the volume of the Company's tool hook-up projects at the Hsinchu Science Park, Southern Taiwan Science Park, and Kaohsiung facilities increased significantly. In addition, revenue was further supported by contributions from the Singapore project, driving operating revenue for 2025 to NT\$1,102,454 thousand, representing a substantial year-over-year increase of 29.58%. In terms of profitability, the overall gross margin declined from 31.26% to 27.53% due to a higher proportion of new installation projects with relatively lower gross margins during the year. Nevertheless, supported by the expansion in revenue scale, gross profit still grew steadily to NT\$303,467 thousand. On the expense side, in order to support business growth and overseas expansion, the Company simultaneously increased headcount in its engineering, research and development, and overseas business teams, resulting in a 17.87% year-over-year increase in operating expenses. Overall, benefiting from increased project volume and sound cost control, both operating income and net income after tax for 2025 increased compared with the previous year, reaching NT\$153,593 thousand and NT\$126,452 thousand, respectively. Earnings per share were NT\$6.56, reflecting solid overall operating performance.

##### (II) Budget Implementation

Not applicable, as the Group did not disclose a financial forecast for 2025.

##### (III) Analysis of Financial Performance and Profitability

Item		FY2024	FY2025
Capital Structure	Debt Ratio(%)	49.45	43.30
	Ratio of Long-term Capital to Property, Plant, and Equipment (PPE) (%)	556.48	778.97
Liquidity	Current Ratio (%)	238.01	266.93
	Quick Ratio (%)	118.13	158.22
	Interest Coverage Ratio	55.32	56.96
Profitability	Return on Assets (%)	10.69	10.33
	Return on Equity (%)	18.67	18.72

	Ratio of Pre-tax Net Income to Paid-in Capital (%)	70.98	78.54
	Net Profit Margin (%)	10.87	11.47
	Earnings Per Share (NT\$)	5.51	6.56

For 2025, the Group recorded a net cash inflow of NT\$401,831 thousand, including net cash inflows from operating activities of NT\$216,241 thousand, net cash outflows from investing activities of NT\$35,564 thousand, and net cash inflows from financing activities of NT\$218,373 thousand. The net cash inflow from operating activities was mainly attributable to profit before tax of NT\$158,199 thousand for the year, while the net cash inflow from financing activities was primarily contributed by NT\$242,371 thousand raised through the pre-listing cash capital increase. In addition, analyses of the Group's financial structure, solvency, and profitability are presented in the table above.

#### **(IV) Research and Development**

The Company's research and development expenses in 2025 amounted to NT\$21,911 thousand, representing a significant increase of 68.31% compared with NT\$13,018 thousand in 2024, and accounting for 1.99% of operating revenue. The technologies or products successfully developed in 2025 are as follows:

1. Anti-crystallization vibration device for piping
2. Automated laser welding equipment for metal piping

## **II. Overview of the 2026 Business Plan**

### **(I) Business Policy**

1. Capturing global fab expansion demand through "regionalized delivery capabilities"

In response to the accelerating regionalization of the semiconductor supply chain, the Company has adopted a strategy centered on serving customers through nearby overseas locations, while continuing to strengthen its cross-regional project management and local execution support capabilities. Overseas subsidiaries in Japan, Singapore, the United States, and Germany have become key footholds for local delivery and international project expansion, gradually building a highly flexible global service network. The successful implementation of the Singapore project in 2025 demonstrated the Company's integrated capabilities in cross-border logistics, local regulatory coordination, and the allocation of regional talent and supplier resources. Going forward, the Company will continue to deepen its presence in key markets such as the United States, Japan, and Germany to ensure timely responses to customers' demand for advanced processes and overseas fab expansion.

2. Enhancing order scale and revenue visibility through "cross-system / large-scale projects"

The Company's business strategy has gradually evolved from a single-system focus (gas hook-up) to cross-system integrated services (turnkey solutions). By integrating gas, vacuum, water supply and drainage, process cooling water, and electrical systems, the Company provides customers with one-stop solutions that effectively reduce interface coordination costs and improve construction quality. Through undertaking multiple turnkey hook-up projects for a large semiconductor fab in Singapore, the Company's revenue in 2025 exceeded NT\$1.1 billion, reaching a record high. In addition to building broader and more stable revenue momentum, this strategy will also enable the Company to continue capturing overseas expansion opportunities, particularly in the United States, thereby ensuring operating momentum and revenue visibility in 2026.

### 3. Implementing ESG-driven sustainable operations and positioning for next-generation energy applications

The Company has embedded ESG and sustainability principles into its R&D and product strategies, focusing on key technological directions such as low-carbon processes, environmentally friendly materials, and the circular economy. In addition to continuing to advance the commercialization of its proprietary equipment, the Company is also focusing on metal piping laser welding solutions aimed at improving welding efficiency and lowering labor skill requirements. At the same time, it is pursuing multi-country patent deployment and international standards verification/certification, such as SEMI S2 and CE, in order to expand applications and business opportunities beyond the semiconductor industry into sectors such as chemicals, wind power, and defense. In addition, the Company is actively investing in the R&D of third-generation solar perovskite applications for green buildings, as well as scientific validation in smart agriculture, in order to continue exploring a second medium- to long-term growth curve.

## **(II) Expected Sales Volume and Its Basis**

Driven by robust demand for AI (artificial intelligence), HPC (high-performance computing), and advanced data center infrastructure, the semiconductor industry has entered an unprecedented growth trajectory. According to the latest forecast by the World Semiconductor Trade Statistics (WSTS), global semiconductor market output is expected to surpass US\$975 billion in 2026, approaching the US\$1 trillion milestone, representing a year-over-year growth rate of as high as 26.3%. In terms of semiconductor fab investment, capacity expansion and technology upgrades are expected to keep equipment spending at a high level. According to the latest SEMI World Fab Forecast, global wafer fab equipment spending is projected to increase to US\$133.89 billion in 2026. At the same time, global semiconductor equipment sales are expected to reach approximately US\$138.1 billion to

US\$139.0 billion, indicating that investment momentum in advanced process technologies and advanced packaging remains strong. In addition, Taiwan Semiconductor Manufacturing Company (TSMC), the world's leading pure-play foundry, estimates that its capital expenditures in 2026 will increase to between US\$52 billion and US\$56 billion, representing growth of approximately 27% to 37% over the previous year. In summary, given the clear expansion trend in both the global semiconductor market and wafer fab equipment investment in 2026, demand for expansion, new fab construction, and tool installation by major wafer manufacturers is expected to continue to be released, which will serve as the primary basis for the Company's growth in engineering volume and order scale in 2026.

### **(III) Key Production and Marketing Policies**

1.Continue optimizing the processes and quality of existing facility engineering services, while reducing costs and manpower through the development of piping technologies, equipment, and supporting tools. These efforts aim to simplify workflows, improve operational efficiency, and enhance profitability.

1.Standardization of engineering operations and profit optimization

With “standardization, modularization, and digitalization” as the core of its management approach, the Company continues to optimize key work procedures and occupational safety inspection processes in order to improve first-pass acceptance rates and reduce safety risks. At the same time, the Company has introduced KPI-based management to strengthen the tracking and analysis of data such as labor hours, material consumption, and quality deficiencies, thereby enhancing project execution efficiency and gross margin control. In addition, through the adoption of automation tools and process innovation, the Company is reducing its dependence on specific skilled labor, improving on-site construction efficiency and output per employee. This enables the Company to improve both operating efficiency and profitability structure while expanding its revenue scale.

2.Technology commercialization and cross-industry customized development

Leveraging its proven track record in component R&D and its strength in cross-industry laser technology integration, the Company continues to promote its transformation from an engineering service provider into a high-value-added technology solutions provider. By co-developing next-generation measuring, cutting, and other equipment with customers across different industries, the Company provides customized solutions that meet the needs of advanced manufacturing processes and help customers improve production efficiency and reduce operating costs. This strategy not only strengthens customer loyalty, but also supports the sales growth of the Company's self-branded equipment. In addition, the Company is extending its core laser technologies into emerging industries and, through product commercialization and patent deployment, building long-term revenue

streams with high technical barriers, thereby reinforcing its competitive advantage in the market.

### 3. Supply chain localization and system integration

In response to the trends of regionalization and resilience in the global semiconductor supply chain, the Company continues to strengthen the local operating capabilities of its overseas bases, establish regional talent pools and occupational safety management systems, and deepen strategic cooperation with local suppliers in order to ensure stable delivery schedules and resilient project execution. In terms of business breadth, the Company has expanded from single-system engineering services to cross-system integrated services (turnkey solutions), covering multiple systems including gas, vacuum, water, electromechanical, and chemical systems. Through its cross-system coordination and integrated delivery capabilities, the Company is able to reduce costs, improve construction quality, and further capture fab expansion demand in markets such as the United States, Japan, Germany, and Singapore, thereby enhancing order visibility and medium- to long-term profitability.

## III. Future Development Strategy

The Company's self-developed automated laser welding equipment for metal piping is primarily used in gas, vacuum, and pure water pipeline transmission systems in the semiconductor industry. Since mid-2025, the Company has launched comprehensive marketing and promotional activities, including exposure through professional magazines, journals, and electronic media; participation in exchanges with laser technology-related industry associations; and product showcases at major exhibitions such as semiconductor exhibitions, defense industry exhibitions, and innovative technology exhibitions. Through these efforts, the Company aims to expand its customer base across diverse industries and promote business cooperation and technical exchange. In addition, the Company will continue to leverage its core technological capabilities and collaborate with research institutions on cross-disciplinary projects to actively explore applications in emerging markets. For example, in the field of third-generation solar perovskite technology, the Company has entered into strategic cooperation with the Industrial Technology Research Institute (ITRI) and Taiwan Perovskite Solar Corp. At the "Genii Ideas Smart Energy Creation Demonstration Site," the parties are conducting scientific validation of BIPV applications that integrate building façade windows and doors with photovoltaic modules, with the aim of promoting the feasibility of self-generating buildings and pioneering a new green energy economic model. Through the parallel advancement of the above marketing initiatives and cross-disciplinary collaborations, the Company expects to further enhance market recognition of its core laser technology capabilities and system integration strengths, while also driving demand for diversified

customized equipment development, process optimization, and professional technical services. These efforts will expand cooperation opportunities, strengthen market competitiveness, and enhance the Company's growth momentum.

#### **IV. Impact of External Competitive Environment, Regulatory Environment, and Macro economic Conditions**

In recent years, affected by the U.S.-China technology rivalry and geopolitical realignment, global supply chains have shifted from a cost-driven model to a resilience-driven model, accelerating the trend toward "regionalized production." In 2026, as the tariff policies of the new U.S. administration are gradually implemented, broad-based tariffs of 10% to 25% are being imposed on imported goods worldwide, while higher tariff pressure continues to be maintained on certain trading partners, such as China. As a result, inflation risks and cost volatility have intensified, international trade barriers have become increasingly complex, and macroeconomic uncertainty has further increased. At the same time, leading Taiwanese semiconductor companies have entered a critical stage of investment in advanced process technologies and advanced packaging in the United States, Japan, and other regions, driving the cross-regional restructuring of industry supply chains and resources. The Company will continue to closely monitor policy and market developments, flexibly allocate global manpower and production capacity, and actively capture international project opportunities by cultivating local talent overseas and strengthening relationships with supply chain partners.

The Company's management team possesses extensive experience in facility engineering and equipment services and is therefore well positioned to accurately respond to customers' regional deployment and capacity expansion needs. In addition to continuing to invest in technology R&D and optimizing engineering management and service processes to enhance delivery efficiency and customer satisfaction, the Company is also actively cultivating local professional talent overseas and deepening strategic cooperation with local suppliers to ensure cross-regional delivery capabilities and competitive advantages. At the same time, the Company is actively investing in engineering technology innovation and the application of environmentally friendly materials to help customers build low-carbon green facilities and achieve ESG sustainability goals. It is also strengthening the patent deployment of its core technologies and, through connections with global partners, academic and research institutions, and the capital market, continuously enhancing its operating value and profitability in order to deliver returns to all shareholders.

Chairman : Mulder Tseng

Manager : Eva Cheng

Chief Accounting officer : Sean Hsu

## **Annex 2**

### **GENII IDEAS Co., Ltd.**

#### **Audit Committee's Review Report**

To: The 2026 Annual General Shareholders' Meeting of GENII IDEAS Co., Ltd.

We, as the Audit Committee of GENII IDEAS Co., Ltd., have reviewed the 2025 Business Report, Financial Statements and Earnings Distribution Proposal submitted by the Board of Directors. The 2025 Financial Statements were audited by Independent Ernst & Young Global Limited, Taiwan (EY), and are supported with an audit report issued by EY. The aforementioned information have been reviewed by the Audit Committee and are deemed to be free of discrepancies. The 2025 Business Report, Financial Statements and Earnings Distribution Proposal are hereby submitted to you according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely yours,

Chairperson of Audit Committee: Young, Wei-Ju

Mar. 10, 2026

## Annex 3

### 2025 Sustainable Development Implementation Status and 2026 Sustainable Development Plan.

#### 2025 Sustainable Development Implementation Status.

Materiality	Implementation Status
Governance	<p>1. Enhance disclosure of sustainable development information :</p> <p>(1) In accordance with the ISO 14064-1 greenhouse gas inventory standard, the Company completed the 2024 greenhouse gas inventory and verification. The verified results have been disclosed in the annual financial statements, the sustainability report, and on the Company’s official website.</p> <p>(2) In August 2025, the Company published the 2024 sustainability report and simultaneously uploaded it to the Market Observation Post System (MOPS), continuously enhancing information transparency and the quality of disclosures.</p> <p>2. Ethical and Sustainable:</p> <p>During the July consensus camp, the Company conducted compliance and integrity training for a total of 146 employees. The training covered topics including insider trading prevention, the code of ethical conduct, handling of material information, principles of integrity in business operations, as well as the prevention of workplace sexual harassment and unlawful infringement. This initiative aims to strengthen employees’ compliance awareness and foster a culture of integrity.</p> <p>3. Improve information security management :</p> <p>In addition to strengthening firewall protection levels, the Company conducted information security awareness training for 146 employees during the July consensus camp, promoting cybersecurity concepts and preventive measures. Furthermore, a Single Sign-On (SSO) system was introduced to centralize identity management, thereby enhancing both information security protection and management efficiency.</p> <p>4. Performance-Based Compensation Program:</p> <p>The Company has implemented a performance-based compensation program aimed at establishing a clearer and more motivating performance management system. Through well-defined goal setting, evaluation criteria, and linkage to compensation, the program ensures employees have a clear understanding of their performance, while improving overall organizational effectiveness and</p>

Materiality	Implementation Status
	<p>employee engagement.</p> <p>5. Implementation of a Quality Management System: Starting from July 2025, the Company initiated the implementation of the ISO 9001 Quality Management System. This effort is intended to enhance corporate image and customer relationships, strengthen internal management and operational efficiency, reduce costs and resource waste, and support sustainable development. The Company expects to complete third-party certification and obtain the certificate by Q2 of 2026.</p>
Social	<p>1. Building talent pool:</p> <p><b>(1) Talent Pool Development:</b> <b>Industry–Academia Collaboration and Talent Cultivation:</b> The Company collaborates with academic institutions to provide students with both theoretical knowledge and practical experience, while fostering proper work attitudes, a sense of responsibility, and independence in the workplace. To support sustainable talent development, the Company offers educational subsidies to interns in technical positions. In 2025, a total of three interns were recruited.</p> <p><b>(2) Organizational Restructuring:</b> In response to future business expansion and operational adjustments, the “Engineering Services Department” was reorganized into two divisions:</p> <ul style="list-style-type: none"> <li>• <b>Engineering Services Department / Section 1:</b> Responsible for gas piping services in facility engineering.</li> <li>• <b>Engineering Services Department / Section 2:</b> Responsible for non-gas system engineering services.</li> </ul> <p>Currently, Section 2 has seven employees. This restructuring enhances service capacity and strengthens professional specialization.</p> <p>2. Occupational Safety and Health</p> <p><b>(1)</b> The Company successfully obtained certification for the ISO 45001 Occupational Health and Safety Management System on July 18, 2025, and continues to implement and improve the system.</p> <p><b>(2) Training Implementation:</b></p> <ul style="list-style-type: none"> <li>• <b>New Employees:</b> Complete onboarding training across seven modules within one week, followed by assessments.</li> <li>• <b>Current Employees:</b> Complete annual training and assessments in accordance with the 2025 training plan.</li> <li>• <b>Special Operations Personnel and Supervisors:</b> Receive legally required external training, obtain certifications, and participate in</li> </ul>

Materiality	Implementation Status
	<p>periodic refresher courses.</p> <p>(3) In compliance with regulations, the Company conducts regular inspections and reporting of fire protection systems and equipment. In 2025, two fire safety training sessions were held in Taichung and Tainan, with a total of 27 employees participating. A third fire drill is scheduled in November at Hsinchu FPark, featuring a lithium battery indoor fire simulation to strengthen employees' safety awareness and emergency response capabilities.</p> <p>(4) The Company provides annual health check-ups for all employees and implements the “Four Major Labor Health Protection Programs,” along with lactation room management. The 2025 health report is expected to be completed in the first quarter of 2026. In addition, a health seminar titled <b>“Office Core Training: Eliminating Shoulder, Neck, and Lower Back Pain”</b> was conducted both online and onsite to help employees understand common musculoskeletal disorders and prevention methods, promoting self-health management.</p> <p>3. Social Engagement and Public Welfare:</p> <p><b>(1) Monthly Volunteer Visits:</b> A total of 17 employees participate in volunteer activities, visiting families in need across various regions together with volunteer Ms. Hsu, providing care and support.</p> <p><b>(2)</b> On January 18, 2025, the Company hosted two outdoor 3D mobile cinema events, attracting 145 employees, family members, and guests. The initiative aimed to convey positive values through visual media and inspire greater awareness of future and sustainability issues among younger generations.</p> <p><b>(3) Sustainability Picture Books:</b> In collaboration with the YIT group, the Company developed sustainability-themed picture books. The first publication was released in the third quarter of 2025, promoting sustainability concepts through engaging and educational storytelling.</p> <p><b>(4)</b> On June 14, 2025, the Company held a private screening of the documentary <i>Guardians of Our Planet</i> in Hsinchu, in support of climate change awareness. A total of 124 participants—including employees, family members, students and teachers from rural schools, and partners—attended the event, enhancing awareness of environmental protection and sustainable development.</p> <p><b>(5)</b> The Company partnered with the Sheng Sheng Bu Xi Education</p>

Materiality	Implementation Status
	<p>Foundation to co-organize an educational and interactive event on September 13, aligned with <b>SDG 12 (Responsible Consumption and Production)</b>. Participants gained a comprehensive understanding of recycling processes and were encouraged to rethink daily actions. Employees were also encouraged to engage in volunteer work in schools to further spread positive impact and sustainability awareness.</p> <p><b>(6) Christmas Charity Initiative:</b>  From December 19 to December 23, Christmas gifts were delivered to 33 schools in remote areas, benefiting a total of 1,875 children. The Company also invited other enterprises to join in spreading warmth and joy during the holiday season.</p>
Environment	<p><b>1. Energy Conservation and Innovative Renewable Applications:</b>  In alignment with government policies on energy conservation and carbon reduction, the Company actively implements resource recycling, water conservation, and energy management to reduce electricity and fuel consumption. In addition, the Company has collaborated with a Taiwan-based perovskite materials startup to install <b>perovskite solar power-generating windows</b> in its Hsinchu showroom. These windows can directly supply electricity to standby or low-energy-consuming equipment, demonstrating new opportunities for innovative renewable energy applications in sustainable buildings.</p> <p><b>2. Environmental Education and Engagement Activities:</b>  In January 2025, the Company sponsored the “Starlight Art Village – Marine Debris Hunter Camp,” primarily targeting high school students. Through hands-on participation and multi-sensory experiences, the program aimed to foster environmental awareness and empathy.  To further enhance environmental awareness among employees and their families, the Company organized the “<b>Starlight Art Village Environmental Education × Beach Cleanup Activity</b>” on October 18, 2025, with 28 participants. The event integrated interactive games and experiential learning, enabling participants to move from awareness to action and gain a deeper understanding of environmental sustainability.</p> <p><b>3. Promotion of Low-Carbon Transportation:</b>  The Company encourages employees to adopt low-carbon transportation by offering subsidies for electric scooter purchases. In 2025, a total of 18 employees applied for subsidies to purchase Gogoro electric scooters, supporting green commuting and carbon reduction efforts.</p>

Materiality	Implementation Status
	<p><b>4. Greenhouse Gas Inventory and Verification:</b> The Company plans to complete the 2025 ISO 14064-1 greenhouse gas inventory and verification in the first quarter of 2026.</p> <p><b>5. Paperless Initiative:</b> To balance R&amp;D confidentiality and operational efficiency, the Company is prioritizing the implementation of paperless internal processes. Currently, three electronic forms have been developed and are in the testing phase, with full implementation expected by the end of the year.</p>

※ The implementation status of sustainability initiatives and related information for 2025 will be disclosed in 2026 in the Company’s 2025 annual financial statements, sustainability report, and on the Company’s official website.

### 2026 Sustainable Development Plan

Governance	<ol style="list-style-type: none"> <li>1. Regularly review and evaluate the implementation and effectiveness of the Company’s management systems to ensure continuous optimization and proper execution of governance mechanisms.</li> <li>2. Complete the 2025 Sustainability Report and disclose relevant information on the Company’s official website and the Market Observation Post System (MOPS).</li> <li>3. Implement the requirements of the “Trade Secret Management Regulations” to strengthen information security management and ensure the integrity and protection of the Company’s confidential information.</li> <li>4. Obtain ISO 9001 certification, enhancing operational efficiency and service quality through standardized processes.</li> <li>5. Complete the application and onboarding process for B Corporation Certification, demonstrating the Company’s commitment to balancing economic performance with social and environmental responsibility.</li> <li>6. Participate in the Taiwan Corporate Sustainability Awards using the 2025 Sustainability Report, showcasing the Company’s commitment to continuous improvement and alignment with international sustainability standards.</li> </ol>
Social	<ol style="list-style-type: none"> <li>1. Continue to promote industry–academia collaboration programs to attract outstanding young talent into the industry, while strengthening exchanges and talent connections between the Company and academic institutions.</li> </ol>

	<ol style="list-style-type: none"> <li>2. Organize professional skills and management training programs on a regular basis, and introduce additional sustainability-related training topics to enhance employees' sustainability knowledge and practical application capabilities.</li> <li>3. Conduct health promotion seminars to encourage employees to maintain physical and mental well-being and adopt healthy lifestyles, fostering a positive and wellness-oriented workplace environment.</li> <li>4. Continue existing public welfare initiatives and carry forward routine charitable activities from 2025 into 2026, fulfilling the Company's commitment to corporate social responsibility (CSR).</li> </ol>
Environment	<ol style="list-style-type: none"> <li>1. Promote energy conservation and carbon reduction initiatives, as well as waste reduction and resource recycling, to effectively lower energy consumption and strengthen waste management practices.</li> <li>2. Provide long-term sponsorship to Starlight Art Village, expanding the impact of sustainability education for future generations and encouraging broader participation from other organizations in environmental sustainability initiatives.</li> <li>3. Organize regular beach cleanup activities to support the long-term protection and sustainability of marine ecosystems.</li> <li>4. Complete the 2025 greenhouse gas inventory.</li> <li>5. Incorporate climate change-related risks into the Company's risk management framework, and disclose climate risk information in the annual financial statements, sustainability report, and on the Company's official website, thereby enhancing corporate resilience and transparency.</li> <li>6. Promote paperless operations by implementing a phased digitalization process based on internal audit and internal control documentation lists, reducing paper usage, improving administrative efficiency, and supporting environmental sustainability.</li> <li>7. Indigenous Forest Carbon Sequestration Project: Through the carbon removal benefits of forest carbon sinks, the Company can partially offset carbon emissions from its operations or products, supporting long-term carbon neutrality strategies and climate commitments.</li> </ol>

**Annex 4****GENII IDEAS Co., Ltd.  
List of director candidates**

Item Title	Name	No. of Shares	Education	Current Position	Experience
1 Director	BEI HOLDINGS LTD.	6,533,400	NA	NA	NA

**Genii Ideas Company Limited**  
**Parent Company Only Financial Statements**  
**for the Year Ended December 31, 2025 and**  
**2024 and Independent Auditors' Report**

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For the convenience of readers and for information purpose only, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

## Independent Auditors' Report

To the Board of Directors and Shareholders of Genii Ideas Company Limited

### **Opinion**

We have audited the accompanying parent company only balance sheets of Genii Ideas Company Limited as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity, and cash flows for the years then ended, as well as the notes to the parent company only financial statements, including a summary of significant accounting policies (collectively referred to as the “parent company only financial statements”).

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of Genii Ideas Company Limited as of December 31, 2025, and 2024, as well as parent company only financial performance and parent company only cash flows for the years then ended, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of Genii Ideas Company Limited for the year ended December 31, 2025. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in

forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue recognition

The construction revenue of Genii Ideas Company Limited is recognized over time based on the stage of completion, with the stage of completion measured by the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. When contracts are subject to additions or reductions, the costs incurred and estimated total costs are reassessed, and the percentage of completion is recalculated based on the adjusted costs. The accuracy of construction revenue recognition is affected by whether the stage of completion and the estimated total costs of construction are appropriately estimated. Therefore, we have determined that the testing of revenue recognition is a key audit matter.

Our audit procedures included, but were not limited to, evaluating the appropriateness of the accounting policies adopted for revenue recognition; assessing and testing the design and operating effectiveness of internal controls established by management over revenue recognition, including those related to the estimation of the percentage of completion and the accuracy of contract revenue calculations; selecting and examining customer contracts to confirm the total contract consideration; obtaining project input schedules and inspecting supporting documentation, such as quotations and cost evaluation records, to verify the reasonableness of estimated total costs; inspecting supporting evidence for costs incurred to verify that input costs were appropriately recorded; recalculating contract revenues and verifying their consistency with the percentage-of-completion method; and, for projects with significant changes during the reporting period, inspecting project change evaluation documents to assess whether the calculation of the percentage of completion and the recognition of contract revenues were appropriate.

The auditor also considered the appropriateness of the disclosures related to revenue as set forth in Notes 4 and 6 to the parent company only financial statements.

### **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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China. Management is also responsible for establishing and maintaining the necessary internal controls relevant to the preparation of parent company only financial statements to ensure that

such financial statements are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability of Genii Ideas Company Limited 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 Genii Ideas Company Limited or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of Genii Ideas Company Limited (including the Audit Committee) are responsible for overseeing the financial reporting process.

### **Auditor's 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 auditor's report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards will always detect a material misstatement when it exists in the parent company only financial statements. Misstatements can arise from fraud or error. If misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements, they are considered material.

In conducting our audit in accordance with auditing standards, we exercised professional judgment and maintained professional skepticism throughout the audit. We also performed the following procedures:

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 assessed risks, and obtain sufficient and appropriate audit evidence to provide a basis for the audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of Genii Ideas Company Limited.
3. Evaluate the appropriateness of accounting policies adopted by management 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 whether, based on the audit evidence obtained, a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of Genii Ideas Company Limited to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion accordingly. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Genii Ideas Company Limited 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 assess whether the parent company only financial statements, as a whole, represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the group to express an opinion on the parent financial statements. We are responsible for the direction, supervision, and performance of the group audit, and 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 identified during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of Genii Ideas Company Limited for the year 2025 and are therefore the key audit matters. We describe these matters in our auditor's 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.

Huang, Ching Ya

Lo, Wen Chen

Ernst & Young ,Taiwan

March 10, 2026

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The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

GENII IDEAS COMPANY LIMITED  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

ASSETS	Notes	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
<b>Current assets</b>					
Cash and cash equivalents	4,6(1)	\$368,172	28	\$169,669	17
Current contract assets	4,6(6),6(16),6(17)	422,639	32	379,381	38
Accounts receivable, net	4,6(2),6(17),7	160,408	12	192,543	19
Other receivables	7	4,238	-	1,898	-
Inventories	4,6(3)	28,350	2	20,820	2
Prepayments	6(4),7	48,754	4	7,942	1
Other current assets		250	-	1,341	-
Total current assets		1,032,811	78	773,594	77
<b>Non-current assets</b>					
Financial assets at fair value through other comprehensive income-non-current	4,6(5)	-	-	1,567	-
Investments accounted for using equity method	4,6(7)	106,688	8	37,532	4
Property, plant and equipment	4,6(8),8	113,285	9	119,708	12
Right-of-use assets	4,6(18),7	12,146	1	14,231	1
Investment property	4,6(9),8	43,156	3	44,710	4
Intangible assets	4,6(10)	5,422	-	7,208	1
Deferred income tax assets	4,6(22)	5,339	-	5,921	1
Other non-current assets		8,544	1	2,140	-
Total non-current assets		294,580	22	233,017	23
<b>Total assets</b>		<b>\$1,327,391</b>	<b>100</b>	<b>\$1,006,611</b>	<b>100</b>

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

GENII IDEAS COMPANY LIMITED  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

LIABILITIES AND EQUITY	Notes	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
Current liabilities					
Current contract liabilities	4,6(6),6(16)	\$48,741	4	\$71,458	7
Accounts payable	7	135,725	10	142,986	14
Other payables	6(11)	105,682	8	86,495	9
Current income tax liabilities	4	15,757	1	10,267	1
Current provisions	4	1,959	-	3,653	-
Current lease liabilities	4,6(18),7	6,177	1	5,103	1
Current portion of long-term borrowings	4,6(12)	18,922	1	18,250	2
Other current liabilities		3,023	-	1,036	-
Total current liabilities		<u>335,986</u>	<u>25</u>	<u>339,248</u>	<u>34</u>
Non-current liabilities					
Long-term borrowings	4,6(12)	131,245	10	132,333	13
Deferred income tax liabilities	4,6(22)	3,186	-	322	-
Non-current lease liabilities	4,6(18),7	6,283	1	9,471	1
Other non-current liabilities – others		9,757	1	15,346	1
Total non-current liabilities		<u>150,471</u>	<u>12</u>	<u>157,472</u>	<u>15</u>
Total liabilities		<u>486,457</u>	<u>37</u>	<u>496,720</u>	<u>49</u>
Equity	6(14)				
Share capital					
Ordinary Shares		201,420	15	168,000	17
Capital surplus		338,042	25	100,758	10
Retained earnings					
Legal reserve		73,485	6	64,298	6
Special reserve		13,479	1	10,040	1
Unappropriated earnings		225,865	17	178,626	18
Total retained earnings		<u>312,829</u>	<u>24</u>	<u>252,964</u>	<u>25</u>
Other equity		<u>(11,357)</u>	<u>(1)</u>	<u>(11,831)</u>	<u>(1)</u>
Total equity		<u>840,934</u>	<u>63</u>	<u>509,891</u>	<u>51</u>
Total liabilities and equity		<u>\$1,327,391</u>	<u>100</u>	<u>\$1,006,611</u>	<u>100</u>

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

GENII IDEAS COMPANY LIMITED  
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	Notes	2025		2024	
		Amount	%	Amount	%
Operating revenue	4,6(6),6(16),7	\$927,183	100	\$847,842	100
Operating cost	6(3),6(19),7	(657,426)	(71)	(583,689)	(69)
Gross profit		269,757	29	264,153	31
Operating expenses	6(19),7				
Selling expenses		(19,766)	(2)	(13,986)	(2)
Administrative expenses		(94,389)	(10)	(93,584)	(11)
Research and development expenses		(21,911)	(2)	(13,018)	(1)
Total operating expenses		(136,066)	(14)	(120,588)	(14)
Operating profit		133,691	15	143,565	17
Non-operating income and expenses	4,6(20),7				
Interest income		2,464	-	1,708	-
Other income		3,508	-	1,856	-
Other gains and losses		1,273	-	(21,060)	(2)
Finance costs		(2,652)	-	(2,174)	-
Share of profits(losses) of subsidiaries and associates	6(7)	16,495	2	(4,656)	(1)
Total non-operating income and expenses		21,088	2	(24,326)	(3)
Net income before income tax		154,779	17	119,239	14
Income tax expense	4,6(22)	(28,327)	(3)	(26,725)	(3)
Net income		126,452	14	92,514	11
Other comprehensive income	4,6(7),6(21),6(22)				
Items that will not be reclassified to profit or loss					
Unrealized gains (losses) on equity investments at fair value through other comprehensive income		(1,567)	-	(3,320)	-
Income tax relating to items that will not be reclassified to profit or loss		315	-	664	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		2,157	-	(605)	-
Income tax relating to items that may be reclassified to profit or loss		(431)	-	121	-
Other comprehensive income(loss), net of tax		474	-	(3,140)	-
Total comprehensive income		\$126,926	14	\$89,374	11
Earnings per share(NTD)	6(23)				
Basic earnings per share		\$6.56		\$5.51	
Diluted earnings per share		\$6.46		\$5.36	

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

GENII IDEAS COMPANY LIMITED  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	Equity Attributable to Shareholders of the Parent							Total equity
	Share capital	Capital surplus	Retained earnings			Other equity		
			Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	
Balance as of January 1, 2024	\$168,000	\$90,820	\$52,811	\$8,075	\$170,124	\$ -	\$(8,691)	\$481,139
Appropriation and distribution of earnings								
Legal reserve	-	-	11,487	-	(11,487)	-	-	-
Special reserve	-	-	-	1,965	(1,965)	-	-	-
Cash dividends	-	-	-	-	(70,560)	-	-	(70,560)
Net income for the year ended December 31, 2024	-	-	-	-	92,514	-	-	92,514
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	(484)	(2,656)	(3,140)
Total comprehensive income	-	-	-	-	92,514	(484)	(2,656)	89,374
Share-based payment transactions	-	9,938	-	-	-	-	-	9,938
Balance as of December 31, 2024	\$168,000	\$100,758	\$64,298	\$10,040	\$178,626	\$(484)	\$(11,347)	\$509,891
Balance as of January 1, 2025	\$168,000	\$100,758	\$64,298	\$10,040	\$178,626	\$(484)	\$(11,347)	\$509,891
Appropriation and distribution of earnings								
Legal reserve	-	-	9,187	-	(9,187)	-	-	-
Special reserve	-	-	-	3,439	(3,439)	-	-	-
Cash dividends	-	-	-	-	(66,587)	-	-	(66,587)
Net income for the year ended December 31, 2025	-	-	-	-	126,452	-	-	126,452
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	-	1,726	(1,252)	474
Total comprehensive income	-	-	-	-	126,452	1,726	(1,252)	126,926
Capital increase in cash	30,000	212,371	-	-	-	-	-	242,371
Share-based payment transactions	3,420	24,913	-	-	-	-	-	28,333
Balance as of December 31, 2025	\$201,420	\$338,042	\$73,485	\$13,479	\$225,865	\$1,242	\$(12,599)	\$840,934

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

GENII IDEAS COMPANY LIMITED  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	2025	2024
	Amount	Amount
Cash flow from operating activities:		
Net income before income tax	\$154,779	\$119,239
Adjustment for:		
The profit or loss items which did not affect cash flows:		
Depreciation expense	24,012	20,016
Amortization expenses	2,232	2,201
Interest expense	2,652	2,174
Interest income	(2,464)	(1,708)
Share-based payment expense	8,839	9,938
Share of losses(profits) of subsidiaries and associates	(16,495)	4,656
Losses on disposal or retirement of property, plant and equipment	-	115
Unrealized gain on foreign currency exchange	(1,744)	-
Gain on lease modification	-	(102)
Other losses	-	20,304
Changes in operating assets and liabilities:		
Contract assets	(43,258)	(63,795)
Accounts receivable	33,107	(113,540)
Other receivables	(2,186)	367
Inventories	(7,530)	4,590
Prepayments	(40,746)	2,788
Other current assets	1,091	650
Contract liabilities	(22,717)	26,952
Accounts payable	(7,261)	61,777
Other payables	(2,171)	2,424
Provisions	(1,694)	2,524
Other current liabilities	1,987	387
Cash inflow generated from operations	80,433	101,957
Interest received	2,464	1,708
Interest paid	(2,324)	(1,690)
Income tax paid	(19,507)	(57,880)
Net cash inflow from operating activities	61,066	44,095
Cash flow from investing activities:		
Acquisition of investments accounted for using equity method	(50,504)	(42,793)
Acquisition of property, plant and equipment	(11,504)	(101,819)
Disposal of property, plant and equipment	2	18
Refundable deposits decrease(increase)	(5,804)	3,255
Acquisition of intangible assets	(512)	(658)
Acquisition of right-of-use assets	-	(95)
Acquisition of investment property	-	(45,358)
Increase in other non-current assets	(600)	-
Increase in advance payments for equipment	-	(264)
Net cash flows used in investing activities	(68,922)	(187,714)
Cash flows from financing activities:		
Increase in short-term borrowings	20,000	40,950
Decrease in short-term borrowings	(20,000)	(50,950)
Increase in long-term borrowings	30,000	140,000
Repayment of long-term borrowings	(30,416)	(6,000)
Decrease (increase) in guarantee deposits received	(114)	233
Repayment of lease principal	(6,586)	(7,355)
Decrease in other non-current liabilities	-	(115)
Cash dividends paid	(48,390)	(58,800)
Capital increase in cash	242,371	-
Exercise Employee Stock Options	19,494	-
Net cash inflow from financing activities	206,359	57,963
Net increase(decrease) in cash and cash equivalents	198,503	(85,656)
Cash and cash equivalents at the beginning of the year	169,669	255,325
Cash and cash equivalents at the end of the year	\$368,172	\$169,669

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

**Genii Ideas Company Limited and  
Subsidiaries**

**Consolidated Financial Statements for  
the Year Ended December 31, 2025 and  
2024 and Independent Auditors' Report**

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For the convenience of readers and for information purpose only, the auditors' report and the accompanying financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. In the event of any discrepancy between the English version and the original Chinese version or any differences in the interpretation of the two versions, the Chinese-language auditors' report and financial statements shall prevail.

## Representation Letter

For the fiscal year of 2025 (January 1 to December 31, 2025), the entities required to be included in the preparation of the consolidated financial statements of affiliates pursuant to the "Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises" are identical to those entities included in the consolidated financial statements of the parent and subsidiary companies prepared in accordance with International Financial Reporting Standard No. 10 (IFRS 10) — Consolidated Financial Statements. Moreover, all information required to be disclosed in the consolidated financial statements of affiliates has been fully disclosed in the aforementioned consolidated financial statements of the parent and subsidiary companies. Accordingly, a separate set of consolidated financial statements of affiliates has not been prepared.

Very truly yours,

Genii Ideas Company Limited

Tseng, Kuo Chiang

March 10, 2026

## Independent Auditors' Report

To the Board of Directors and Shareholders of Genii Ideas Company Limited

### **Opinion**

We have audited the accompanying consolidated balance sheets of Genii Ideas Company Limited and its subsidiaries as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended, as well as the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Genii Ideas Company Limited and its subsidiaries as of December 31, 2025, and 2024, as well as their consolidated financial performance and consolidated cash flows for the years then ended, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

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

### **Key Audit Matters**

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

## Revenue recognition

The construction revenue of Genii Ideas Company Limited and its subsidiaries is recognized over time based on the stage of completion, with the stage of completion measured by the proportion of contract costs incurred for work performed to date relative to the estimated total contract costs. When contracts are subject to additions or reductions, the costs incurred and estimated total costs are reassessed, and the percentage of completion is recalculated based on the adjusted costs. The accuracy of construction revenue recognition is affected by whether the stage of completion and the estimated total costs of construction are appropriately estimated. Therefore, we have determined that the testing of revenue recognition is a key audit matter.

Our audit procedures included, but were not limited to, evaluating the appropriateness of the accounting policies adopted for revenue recognition; assessing and testing the design and operating effectiveness of internal controls established by management over revenue recognition, including those related to the estimation of the percentage of completion and the accuracy of contract revenue calculations; selecting and examining customer contracts to confirm the total contract consideration; obtaining project input schedules and inspecting supporting documentation, such as quotations and cost evaluation records, to verify the reasonableness of estimated total costs; inspecting supporting evidence for costs incurred to verify that input costs were appropriately recorded; recalculating contract revenues and verifying their consistency with the percentage-of-completion method; and, for projects with significant changes during the reporting period, inspecting project change evaluation documents to assess whether the calculation of the percentage of completion and the recognition of contract revenues were appropriate.

The auditor also considered the appropriateness of the disclosures related to revenue as set forth in Notes 4 and 6 to the consolidated financial statements.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China. Management is also responsible for establishing and maintaining the necessary internal controls relevant to the preparation of consolidated financial statements to ensure that such financial statements are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the ability of Genii Ideas Company Limited and its subsidiaries 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 Genii Ideas Company Limited and its subsidiaries or to cease operations, or has no realistic alternative but to do so.

Those charged with governance of Genii Ideas Company Limited and its subsidiaries (including the Audit Committee) are responsible for overseeing the financial reporting process.

### **Auditor's 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 auditor's report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards will always detect a material misstatement when it exists in the consolidated financial statements. Misstatements can arise from fraud or error. If misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements, they are considered material.

In conducting our audit in accordance with auditing standards, we exercised professional judgment and maintained professional skepticism throughout the audit. We also performed the following procedures:

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and we communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and, where applicable, the 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 of Genii Ideas Company Limited and its subsidiaries for the year 2025 and are therefore the key audit matters. We describe these matters in our auditor's 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.

## Others

Genii Ideas Company Limited has prepared parent-company-only financial statements for the years ended December 31, 2025 and 2024, on which we have expressed unmodified opinions for reference purposes.

Huang, Ching Ya

Lo, Wen Chen

Ernst & Young ,Taiwan

March 10, 2026

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

GENII IDEAS COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

ASSETS	Notes	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
Current assets					
Cash and cash equivalents	4,6(1)	\$610,574	41	\$208,743	21
Current contract assets	4,6(5),6(15),6(16)	457,655	31	379,381	37
Accounts receivable, net	4,6(2),6(16)	99,413	7	192,543	19
Other receivables	7	1,040	-	139	-
Inventories	4,6(3)	28,350	2	20,820	2
Prepayments	6(6),7	79,241	5	8,510	1
Other current assets		250	-	1,341	-
Total current assets		<u>1,276,523</u>	<u>86</u>	<u>811,477</u>	<u>80</u>
Non-current assets					
Financial assets at fair value through other comprehensive income-non-current	4,6(4)	-	-	1,567	-
Property, plant and equipment	4,6(7),8	128,997	9	119,978	12
Right-of-use assets	4,6(17),7	14,476	1	15,375	2
Investment property	4,6(8),8	43,156	3	44,710	4
Intangible assets	4,6(9)	5,422	-	7,208	1
Deferred income tax assets	4,6(21)	5,339	-	5,921	1
Other non-current assets		9,159	1	2,363	-
Total non-current assets		<u>206,549</u>	<u>14</u>	<u>197,122</u>	<u>20</u>
Total assets		<u>\$1,483,072</u>	<u>100</u>	<u>\$1,008,599</u>	<u>100</u>

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

GENII IDEAS COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

LIABILITIES AND EQUITY	Notes	December 31, 2025		December 31, 2024	
		Amount	%	Amount	%
Current liabilities					
Current contract liabilities	4,6(5),6(15)	\$41,778	3	\$71,458	7
Accounts payable	7	276,797	19	142,986	14
Other payables	6(10)	107,698	7	87,248	9
Current income tax liabilities	4	19,266	1	10,267	1
Current provisions	4	1,959	-	3,653	-
Current lease liabilities	4,6(17),7	7,730	1	5,963	1
Current portion of long-term borrowings	4,6(11)	19,859	1	18,250	2
Other current liabilities		3,135	-	1,120	-
Total current liabilities		478,222	32	340,945	34
Non-current liabilities					
Long-term borrowings	4,6(11)	143,895	10	132,333	13
Deferred income tax liabilities	4,6(21)	3,186	-	322	-
Non-current lease liabilities	4,6(17),7	7,078	-	9,762	1
Other non-current liabilities – others		9,757	1	15,346	1
Total non-current liabilities		163,916	11	157,763	15
Total liabilities		642,138	43	498,708	49
Equity	6(13)				
Share capital					
Ordinary Shares		201,420	14	168,000	17
Capital surplus		338,042	23	100,758	10
Retained earnings					
Legal reserve		73,485	5	64,298	6
Special reserve		13,479	1	10,040	1
Unappropriated earnings		225,865	15	178,626	18
Total retained earnings		312,829	21	252,964	25
Other equity		(11,357)	(1)	(11,831)	(1)
Total equity		840,934	57	509,891	51
Total liabilities and equity		\$1,483,072	100	\$1,008,599	100

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

GENII IDEAS COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	Notes	2025		2024	
		Amount	%	Amount	%
Operating revenue	4,6(5),6(15),7	\$1,102,454	100	\$850,790	100
Operating cost	6(3),6(18),7	(798,987)	(72)	(584,822)	(69)
Gross profit		303,467	28	265,968	31
Operating expenses	6(18),7				
Selling expenses		(19,766)	(2)	(14,077)	(2)
Administrative expenses		(108,197)	(10)	(100,060)	(12)
Research and development expenses		(21,911)	(2)	(13,018)	(1)
Total operating expenses		(149,874)	(14)	(127,155)	(15)
Operating profit		153,593	14	138,813	16
Non-operating income and expenses	4,6(19),7				
Interest income		2,487	-	1,708	-
Other income		3,879	-	1,973	-
Other gains and losses		1,067	-	(21,060)	(2)
Finance costs		(2,827)	-	(2,195)	-
Total non-operating income and expenses		4,606	-	(19,574)	(2)
Net income before income tax		158,199	14	119,239	14
Income tax expense	4,6(21)	(31,747)	(3)	(26,725)	(3)
Net income		126,452	11	92,514	11
Other comprehensive income	4,6(20),6(21)				
Items that will not be reclassified to profit or loss					
Unrealized gains (losses) on equity investments at fair value through other comprehensive income		(1,567)	-	(3,320)	-
Income tax relating to items that will not be reclassified to profit or loss		315	-	664	-
Items that may be reclassified subsequently to profit or loss					
Exchange differences resulting from translating the financial statements of foreign operations		2,157	-	(605)	-
Income tax relating to items that may be reclassified to profit or loss		(431)	-	121	-
Other comprehensive income(loss), net of tax		474	-	(3,140)	-
Total comprehensive income		\$126,926	11	\$89,374	11
Net income attributable to:					
Owners of the parent company		\$126,452		\$92,514	
Non-controlling interests		-		-	
		\$126,452		\$92,514	
Total comprehensive income attributable to:					
Owners of the parent company		\$126,926		\$89,374	
Non-controlling interests		-		-	
		\$126,926		\$89,374	
Earnings per share(NTD)	6(22)				
Basic earnings per share		\$6.56		\$5.51	
Diluted earnings per share		\$6.46		\$5.36	

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

GENII IDEAS COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OF CHANGES IN EQUITY  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	Equity Attributable to Shareholders of the Parent							Total equity
	Share capital	Capital surplus	Retained earnings			Other equity		
			Legal reserve	Special reserve	Unappropriated earnings	Exchange differences resulting from translating the financial statements of foreign operations	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	
Balance as of January 1, 2024	\$168,000	\$90,820	\$52,811	\$8,075	\$170,124	\$ -	\$(8,691)	\$481,139
Appropriation and distribution of earnings								
Legal reserve	-	-	11,487	-	(11,487)	-	-	-
Special reserve	-	-	-	1,965	(1,965)	-	-	-
Cash dividends	-	-	-	-	(70,560)	-	-	(70,560)
Net income for the year ended December 31, 2024	-	-	-	-	92,514	-	-	92,514
Other comprehensive income for the year ended December 31, 2024	-	-	-	-	-	(484)	(2,656)	(3,140)
Total comprehensive income	-	-	-	-	92,514	(484)	(2,656)	89,374
Share-based payment transactions	-	9,938	-	-	-	-	-	9,938
Balance as of December 31, 2024	<u>\$168,000</u>	<u>\$100,758</u>	<u>\$64,298</u>	<u>\$10,040</u>	<u>\$178,626</u>	<u>\$(484)</u>	<u>\$(11,347)</u>	<u>\$509,891</u>
Balance as of January 1, 2025	\$168,000	\$100,758	\$64,298	\$10,040	\$178,626	\$(484)	\$(11,347)	\$509,891
Appropriation and distribution of earnings								
Legal reserve	-	-	9,187	-	(9,187)	-	-	-
Special reserve	-	-	-	3,439	(3,439)	-	-	-
Cash dividends	-	-	-	-	(66,587)	-	-	(66,587)
Net income for the year ended December 31, 2025	-	-	-	-	126,452	-	-	126,452
Other comprehensive income for the year ended December 31, 2025	-	-	-	-	-	1,726	(1,252)	474
Total comprehensive income	-	-	-	-	126,452	1,726	(1,252)	126,926
Capital increase in cash	30,000	212,371	-	-	-	-	-	242,371
Share-based payment transactions	3,420	24,913	-	-	-	-	-	28,333
Balance as of December 31, 2025	<u>\$201,420</u>	<u>\$338,042</u>	<u>\$73,485</u>	<u>\$13,479</u>	<u>\$225,865</u>	<u>\$1,242</u>	<u>\$(12,599)</u>	<u>\$840,934</u>

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

GENII IDEAS COMPANY LIMITED AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
DECEMBER 31, 2025 AND 2024  
(In Thousand of New Taiwan Dollars)

Description	2025	2024
	Amount	Amount
Cash flow from operating activities:		
Net income before income tax	\$158,199	\$119,239
Adjustment for:		
The profit or loss items which did not affect cash flows:		
Depreciation expense	26,112	20,598
Amortization expenses	2,232	2,201
Interest expense	2,827	2,195
Interest income	(2,487)	(1,708)
Share-based payment expense	8,839	9,938
Losses on disposal or retirement of property, plant and equipment	131	115
Unrealized gain on foreign currency exchange	(707)	-
Gain on lease modification	(50)	(102)
Other losses	-	20,304
Changes in operating assets and liabilities:		
Contract assets	(78,274)	(63,795)
Accounts receivable	93,130	(113,540)
Other receivables	(812)	2,126
Inventories	(7,530)	4,590
Prepayments	(70,632)	2,220
Current assets	1,091	650
Contract liabilities	(29,680)	26,952
Accounts payable	133,811	61,777
Other payables	(908)	3,177
Provisions	(1,694)	2,524
Other current liabilities	2,015	471
Cash inflow generated from operations	235,613	99,932
Interest received	2,487	1,708
Interest paid	(2,441)	(1,691)
Income tax paid	(19,418)	(57,880)
Net cash inflow from operating activities	216,241	42,069
Cash flow from investing activities:		
Acquisition of property, plant and equipment	(28,258)	(102,097)
Disposal of property, plant and equipment	2	18
Refundable deposits decrease(increase)	(6,141)	3,036
Acquisition of intangible assets	(512)	(658)
Acquisition of right-of-use assets	-	(95)
Acquisition of investment property	-	(45,358)
Increase in other non-current assets	(655)	(4)
Increase in advance payments for equipment	-	(264)
Net cash flows used in investing activities	(35,564)	(145,422)
Cash flows from financing activities:		
Increase in short-term borrowings	20,000	40,950
Decrease in short-term borrowings	(20,000)	(50,950)
Increase in long-term borrowings	44,056	140,000
Repayment of long-term borrowings	(30,885)	(6,000)
Decrease (increase) in guarantee deposits received	(114)	233
Repayment of lease principal	(8,159)	(7,945)
Decrease in other non-current liabilities	-	(115)
Cash dividends paid	(48,390)	(58,800)
Capital increase in cash	242,371	-
Exercise Employee Stock Options	19,494	-
Net cash inflow from financing activities	218,373	57,373
Effect of exchange rate changes on cash and cash equivalents	2,781	(602)
Net increase(decrease) in cash and cash equivalents	401,831	(46,582)
Cash and cash equivalents at the beginning of the year	208,743	255,325
Cash and cash equivalents at the end of the year	\$610,574	\$208,743

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

## Genii Ideas Co., Ltd.

## 2025 Earnings Distribution Table

Item	Unit : NT\$
Item	Amount
Retain earnings in the beginning of 2025	149,737,738
Add : Net profit after tax for the year 2025	126,452,482
Subtract : Setting aside legal reserve	(12,645,246)
Subtract : Reversal of Special Reserve	473,532
Earnings available for distribution by the end of the fiscal year	<u>264,018,506</u>
Distribution items <sup>(Note1)</sup> :	
1 <sup>st</sup> quarter of 2025 shareholder's dividends — Cash (NT\$ 0.65 per share)	(12,870,000)
2 <sup>nd</sup> quarter of 2025 shareholder's dividends — Cash (NT\$ 0.73726541 per hare) <sup>(Note2)</sup>	(14,850,000)
3 <sup>rd</sup> quarter of 2025 shareholder's dividends — Cash (NT\$ 0.75 per share)	(15,106,500)
4 <sup>th</sup> quarter of 2025 shareholder's dividends — Cash (NT\$ 1.6 per share) <sup>(</sup>	<u>(32,227,200)</u>
Undistributed earnings by the end of 2025	<u>188,964,806</u>

Note1 : The declaration and payment of cash dividends shall be determined by the Board of Directors and reported to the Shareholders' Meeting.

Note2 : The actual cash dividend per share will be adjusted by the Chairman based on the total number of outstanding common shares on the record date. The cash dividend shall be calculated and rounded down to the nearest whole dollar, with any fractional amounts less than one dollar disregarded. The total amount of such disregarded fractional sums shall be fully handled at the discretion of the Chairman.

Chairman : Mulder Tseng

Manager : Eva Cheng

Chief Accounting officer : Sean Hsu

## GENII IDEAS CO., LTD.

Table of Amendments to the Procedures for Guarantee Endorsement Operating Procedures

Item	Revised Provisions	Current Provisions	Explanation
II. Operating Procedures	<p>(III) Evaluation Standards for Guarantee Endorsements Due to Business Relationships</p> <p>Where an endorsement or guarantee is provided due to business dealings, the amount of endorsement or guarantee provided by the Company to any single counterparty shall not exceed the total amount of business transactions between the parties. The term “total amount of business transactions” refers to the higher of <u>(i) the actual purchase or sales amount between the parties within the most recent twelve months, or (ii) the amount under purchase, sales, or other transaction contracts entered into between the parties.</u> However, this restriction shall not apply to the Company’s subsidiaries in which the Company directly or indirectly holds 100% of the equity interest.</p>	<p>(III) Evaluation Standards for Guarantee Endorsements Due to Business Relationships</p> <p>For guarantee endorsements made due to business relationships, the amount of guarantee endorsement provided by the Company to a single entity shall not exceed the total amount of business transactions between the two parties in the most recent twelve months. The term “total amount of business transactions” refers to the higher of <u>the purchase or sales amount between the two parties.</u> However, this restriction does not apply to subsidiaries in which the Company directly and indirectly holds 100% of the shares.</p>	<p>To accommodate the expansion of operating locations and increasing funding needs, the limits on endorsements and guarantees are adjusted in order to enhance the flexibility of financial support and the overall efficiency of capital utilization, thereby meeting the needs of business development.</p>
II. Operating Procedures	<p>(IV) Guarantee Endorsement Limits</p> <p>(i) The total amount of external guarantee endorsements provided by the Company shall not exceed 50% of the Company’s net worth.</p> <p>(ii) The amount of guarantee endorsement provided by the Company to a single enterprise shall not exceed</p>	<p>(IV) Guarantee Endorsement Limits</p> <p>(i) The total amount of external guarantee endorsements provided by the Company shall not exceed 50% of the Company’s net worth.</p> <p>(ii) The amount of guarantee endorsement provided by the Company to a single enterprise shall not exceed</p>	

Item	Revised Provisions	Current Provisions	Explanation
	<p><u>30%</u> of the Company's net worth.</p> <p>(iii) The total amount of guarantee endorsements provided by the Company and its subsidiaries as a whole shall be limited to 50% of the Company's net worth, and the amount of guarantee endorsement to a single enterprise shall be limited to <u>30%</u> of the Company's net worth.</p>	<p><u>20%</u> of the Company's net worth.</p> <p>(iii) The total amount of guarantee endorsements provided by the Company and its subsidiaries as a whole shall be limited to 50% of the Company's net worth, and the amount of guarantee endorsement to a single enterprise shall be limited to <u>20%</u> of the Company's net worth.</p>	

## GENII IDEAS CO., LTD.

Table of Amendments to the Procedures for  
Operational Procedures for Loaning Funds to Others

Item	Revised Provisions	Current Provisions	Explanation
II. Operating Procedures	<p>(III) Total amount of fund lending and limits for individual borrowers</p> <p>(i) For companies or firms having business transactions with the Company, the aggregate amount of loans to such parties shall not exceed <u>40%</u> of the Company's net worth. For companies or firms requiring short-term financing, the aggregate amount of loans to such parties shall not exceed 40% of the Company's net worth. <u>The aggregate amount of loans granted due to business transactions and loans granted for short-term financing needs, taken together, shall not exceed 40% of the Company's net worth.</u></p> <p>(ii) For companies or firms having business transactions with the Company, the amount of loans to any individual counterparty shall not exceed the total amount of business transactions between the parties and shall not exceed <u>20%</u> of the Company's net worth. The term "amount of business transactions" refers to the higher of (i) <u>the actual purchase or sales amount between the</u></p>	<p>(III) Total amount of fund lending and limits for individual borrowers</p> <p>(i) For companies or firms that have business dealings with the Company, the total amount of fund lending shall not exceed <u>ten percent</u> of the Company's net worth; for companies or firms that have short-term financing needs, the total amount of fund lending shall not exceed forty percent of the Company's net worth.</p> <p>(ii) For companies or firms that have business dealings with the Company, the amount of funds lent to an individual borrower shall not exceed the amount of business transactions between the two parties and shall not exceed <u>ten percent</u> of the Company's net worth. The term "amount of business transactions" refers to the higher of <u>the actual purchase or sales amount between the two parties in the most recent year.</u></p> <p>(iii) For companies or firms that have short-term financing needs, the amount of funds lent to an individual borrower shall not exceed <u>ten percent</u> of the Company's net worth.</p>	<p>To accommodate the expansion of operating locations and increasing funding needs, the limits on loans of funds are adjusted in order to enhance the flexibility of fund deployment and the efficiency of capital utilization, thereby meeting the needs of business development.</p>

	<p><u>parties within the most recent twelve months, or (ii) the amount under purchase, sales, or other transaction contracts entered into between the parties.</u></p> <p>(iii) For companies or firms requiring short-term financing, the amount of loans to any individual counterparty shall not exceed <u>20%</u> of the Company's net worth.</p> <p>(iv) In the case of loans of funds between foreign companies in which the Company directly and indirectly holds 100% of the voting shares, <u>or loans of funds made by a foreign company in which the Company directly and indirectly holds 100% of the voting shares to the Company</u>, the aggregate amount of such loans shall not exceed <u>40%</u> of the Company's net worth, and the limit for any individual counterparty shall not exceed <u>20%</u> of the Company's net worth.</p>	<p>(iv) When fund lending is conducted between foreign companies in which the Company directly and indirectly holds one hundred percent of the voting shares, the total amount shall be limited to no more than <u>twenty percent</u> of the Company's net worth; the limit for an individual borrower shall not exceed <u>ten percent</u> of the Company's net worth.</p>	
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Effective Date	September 20, 2023	Issuing Department	Finance and Accounting Unit	Document No.	<b>2-FM02</b>
Edition	3			Page number	Page 1 of 10
Name	<b>Guarantee Endorsement Operating Procedures</b>				

## I. Purpose

This operating procedure is established to provide guidelines for the company's guarantee endorsement operations. For any matters not covered in this operating procedure, relevant laws and regulations shall apply.

## II. Operating Procedures

- (I) Scope of Application: The guarantee endorsements referred to in this operating procedure include:
- (i) Financing guarantee endorsements, which refer to discounting of client bills, endorsements or guarantees made for the purpose of financing other companies, and issuing notes to non-financial enterprises as security for the purpose of the Company's financing.
  - (ii) Customs guarantee endorsements, which refer to endorsements or guarantees made for customs-related matters for the Company or other companies.
  - (iii) Other guarantee endorsements, which refer to endorsement or guarantee matters that cannot be classified under the previous two categories.
  - (iv) When the Company provides movable or immovable property as collateral by establishing pledges or mortgages for other companies' loans, such actions shall also be handled in accordance with this operating procedure.
- (II) Restrictions on Guarantee Endorsement Recipients:
- (i) Companies with which the Company has business dealings.
  - (ii) Companies in which the Company directly and indirectly holds more than 50% of the voting shares.
  - (iii) Companies that directly and indirectly hold more than 50% of the voting shares in the Company.

Effective Date	September 20, 2023	Issuing Department	Finance and Accounting Unit	Document No.	<b>2-FM02</b>
Edition	3			Page number	Page 2 of 10
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- (iv) Between companies in which the Company directly and indirectly holds 90% or more of the voting shares, guarantee endorsements may be made, and the amount shall not exceed 10% of the Company's net worth. However, this restriction does not apply to guarantee endorsements between companies in which the Company directly and indirectly holds 100% of the voting shares.
  - (v) The Company may provide mutual guarantees between industry peers as required by construction contracts, or due to joint investment relationships, all contributing shareholders may provide guarantee endorsements to the invested company according to their shareholding ratios, without being subject to the restrictions of the previous four items.
  - (vi) The term "contribution" mentioned in the previous item refers to direct contribution by the Company or contribution through companies in which the Company holds 100% of the voting shares.
  - (vii) The terms "subsidiary" and "parent company" as used in these Operating Procedures shall be determined in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
  - (viii) When the Company prepares its financial reports in accordance with International Financial Reporting Standards, the term "net worth" in this operating procedure refers to the equity attributable to the owners of the parent company as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- (III) Evaluation Standards for Guarantee Endorsements Due to Business Relationships
- For guarantee endorsements made due to business relationships, the amount of guarantee endorsement provided by the Company to a single entity shall not exceed the total amount of business transactions between the two parties in the most recent twelve months. The term "total amount of business transactions"

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refers to the higher of the purchase or sales amount between the two parties. However, this restriction does not apply to subsidiaries in which the Company directly and indirectly holds 100% of the shares.

(IV) Guarantee Endorsement Limits

- (i) The total amount of external guarantee endorsements provided by the Company shall not exceed 50% of the Company's net worth.
- (ii) The amount of guarantee endorsement provided by the Company to a single enterprise shall not exceed 20% of the Company's net worth.
- (iii) The total amount of guarantee endorsements provided by the Company and its subsidiaries as a whole shall be limited to 50% of the Company's net worth, and the amount of guarantee endorsement to a single enterprise shall be limited to 20% of the Company's net worth.

(V) Decision-Making and Authorization Levels

- (i) Guarantee endorsement matters of the Company shall be implemented only after being approved by the Board of Directors. However, to accommodate timing requirements, the Board of Directors may authorize the Chairman to make decisions within a certain limit, with subsequent reporting to the nearest Board meeting for ratification.
- (ii) Before a subsidiary in which the Company directly and indirectly holds 90% or more of the voting shares provides a guarantee endorsement according to Article 2, Paragraph 4, it must report to the Company's Board of Directors for approval before proceeding. However, this restriction does not apply to guarantee endorsements between companies in which the Company directly and indirectly holds 100% of the voting shares.
- (iii) If the Company needs to exceed the limits set in this operating procedure due to business requirements, and the situation meets the conditions stipulated in

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this operating procedure, it must first obtain approval from the Board of Directors. Additionally, more than half of the directors must personally provide joint guarantees for any potential losses that may arise from the Company exceeding the limit before proceeding. The Company shall also amend this operating procedure and report to the shareholders' meeting for ratification. If the shareholders' meeting does not approve, a plan shall be established to eliminate the excess portion within a specific period.

- (iv) If the Company has appointed independent directors, the Company shall fully consider the opinions of each independent director regarding guarantee endorsement matters, and record their explicit consent or objection and the reasons for objection in the Board of Directors meeting minutes.

(VI) Guarantee Endorsement Procedures

- (i) When an enterprise requires a guarantee endorsement from the Company, it shall provide basic information and financial data, and complete a "Guarantee Endorsement Application Form" to submit to the Company's Finance and Accounting Unit. The Finance and Accounting Unit shall thoroughly evaluate the risks and conduct credit investigations. Evaluation items include the necessity and reasonableness, credit investigation and risk assessment of the recipient, whether the guarantee endorsement amount is commensurate with the business transaction amount for guarantee endorsements due to business relationships, the impact on the Company's operational risk, financial status and shareholders' equity, and whether collateral should be obtained and its value assessment.
- (ii) The responsible personnel in the Company's Finance and Accounting Unit shall compile the relevant information and evaluation results mentioned in the previous paragraph. If the accumulated balance of the guarantee endorsement at the time does not exceed 20% of the Company's net worth, it shall be submitted to the Chairman for approval before proceeding, and subsequently

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reported to the nearest Board meeting for ratification. If the accumulated balance of the guarantee endorsement has already exceeded 20% of the Company's net worth, it shall be submitted to the Board of Directors for approval, and handled according to the Board's resolution.

- (iii) If the guarantee endorsement recipient is an enterprise whose net worth is less than half of its paid-in capital (including the Company's subsidiaries), the recipient shall be requested to provide a debt repayment plan, which shall be submitted to the Company's Board of Directors for resolution, and the implementation status of the debt repayment plan shall be regularly reported to the Company's Board of Directors thereafter. For subsidiaries with no par value shares or a par value per share that is not NT\$10, the paid-in capital calculated according to regulations should be the sum of share capital plus capital surplus - premium on share issuance.
- (iv) When handling guarantee endorsement matters, the Finance and Accounting Unit shall establish a "Guarantee Endorsement Register" to record in detail the guarantee endorsement recipient, amount, approval date by the Board of Directors or decision date by the Chairman, guarantee endorsement date, matters that should be carefully evaluated according to these regulations, contents and assessed value of collateral, and the conditions and date for releasing the guarantee endorsement responsibility.
- (v) When the guaranteed enterprise makes repayments, it should notify the Company of the repayment information to release the Company from its guarantee responsibility, and this should be recorded in the "Guarantee Endorsement Register."
- (vi) If, due to changing circumstances, the guarantee endorsement recipient no longer complies with the regulations or the amount exceeds the limit, the Finance and Accounting Unit shall establish an improvement plan and submit

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the related improvement plan to the Audit Committee, and complete the improvements according to the plan schedule.

(VII) Seal Usage and Custody Procedures

The dedicated seal for guarantee endorsements shall be the company seal registered with the Ministry of Economic Affairs. This seal shall be kept by a designated person approved by the Board of Directors, and the same applies when there is a change in the custodian. When processing guarantee endorsements, the seal shall be used or notes shall be issued in accordance with the “Seal Usage and Management Operating Procedures.”

If the Company provides guarantees to foreign companies, the guarantee letter issued by the Company shall be signed by a person authorized by the Board of Directors.

(VIII) Internal Auditing

The Company’s internal auditors shall audit the guarantee endorsement operating procedures and their implementation at least quarterly and prepare written records. If significant violations are found, they shall immediately notify the Audit Committee in writing.

(IX) Control Procedures for Subsidiaries’ Guarantee Endorsements

- (i) When a subsidiary of the Company intends to provide endorsements or guarantees for others, it shall first report to the Company’s Finance and Accounting Unit and personnel designated by the Chairman for specific evaluation of the necessity and reasonableness of the guarantee endorsement, its risk, and the impact on the operational risk, financial status, and shareholders’ equity of the Company and the subsidiary. It may proceed only after obtaining approval from the Chairman.
- (ii) If a subsidiary of the Company intends to provide guarantee endorsements for others, the Company shall instruct it to establish guarantee endorsement

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operating procedures in accordance with the “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” and the Company’s operating procedures, and to follow the procedures it has established. However, the net worth is calculated based on the subsidiary’s net worth.

- (iii) The Finance and Accounting Unit shall obtain the monthly statement of changes in external guarantee endorsement amounts from each subsidiary at the beginning of each month.
- (iv) The Company’s internal auditors shall regularly audit the implementation of guarantee endorsement operations of each subsidiary, prepare audit reports, notify the audited subsidiaries of improvements, and regularly prepare follow-up reports to ensure they have taken appropriate improvement measures in a timely manner.

(X) Information Disclosure

- (i) The Company shall announce and report the previous month’s guarantee endorsements of the Company and its subsidiaries before the 10th of each month.
- (ii) At the beginning of each month, a “Guarantee Endorsement Detail Table” for the previous month shall be prepared and submitted to the Chairman. If there are no transactions, this requirement is waived.
- (iii) If the Company’s guarantee endorsements reach any of the following standards, they shall be announced and reported within two days from the date of occurrence:
  1. The balance of guarantee endorsements by the Company and its subsidiaries reaches 50% or more of the Company’s net worth in the most recent financial statements.

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2. The balance of guarantee endorsements by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth in the most recent financial statements.
  3. The balance of guarantee endorsements by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more, and the total amount of its guarantee endorsements, investments accounted for using the equity method, and balance of loans reaches 30% or more of the Company's net worth in the most recent financial statements.
  4. The newly added guarantee endorsement amount of the Company or its subsidiaries reaches NT\$30 million or more and 5% or more of the Company's net worth in the most recent financial statements.
- (iv) The term "date of occurrence" in the preceding paragraph refers to the signing date, payment date, Board of Directors resolution date, or other date that can determine the guarantee endorsement recipient and amount, whichever comes first.
- (v) If a subsidiary of the Company is not a domestic public company, and the subsidiary has matters requiring announcement and reporting as mentioned in the third paragraph, item 4, the Company shall make the announcement and report on behalf of the subsidiary.
- (vi) The Company shall evaluate or recognize contingent losses from guarantee endorsements, appropriately disclose guarantee endorsement information in financial reports, and provide relevant information to certified public accountants to perform necessary audit procedures.
- (vii) If the total amount of guarantee endorsements that can be made by the Company and its subsidiaries reaches 50% or more of the Company's net worth, the necessity and reasonableness shall be explained at the shareholders' meeting.

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(XI) Penalties

When handling guarantee endorsement-related matters, the Company's managers and responsible personnel shall comply with the provisions of this operating procedure to protect the Company from losses due to improper operations. If there are violations of relevant laws or these operational procedures, disciplinary actions shall be handled in accordance with the provisions of the Company's relevant personnel regulations.

### III. Implementation and Amendments

The establishment of these Operating Procedures shall be approved by more than half of all members of the Audit Committee and submitted to the Board of Directors for resolution. If approval from more than half of all Audit Committee members is not obtained, it may be implemented with the approval of more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the Board of Directors meeting minutes. If any director expresses objection and it is recorded or submitted in writing, the Company shall submit the objection to the Audit Committee and report it to the shareholders' meeting for discussion. The same applies to amendments. The terms "all members of the Audit Committee" and "all directors" mentioned above refer to those actually in office.

If the Company has established independent directors, when submitting these Operating Procedures to the Board of Directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has objections or reservations, they shall be recorded in the minutes of the Board meeting.

### IV. Control Points

- (I) Whether "Guarantee Endorsement Operating Procedures" related regulations have been established and comply with legal requirements.
- (II) Whether the recipients and limits of guarantee endorsements comply with regulations and have been appropriately approved.

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- (III) Whether applications for guarantee endorsements or changes in limits are handled according to regulations.
- (IV) Whether guarantee endorsement matters are reported to the Board of Directors for approval, or authorized to the Chairman for decision within a limited amount, and whether they are subsequently reported to the nearest Board meeting for ratification.
- (V) Whether guarantee endorsement matters are recorded in detail in the “Guarantee Endorsement Register,” and whether rights and obligations are settled, canceled, or released and the register is updated when the guarantee period expires.
- (VI) Whether the seal usage for guarantee endorsements complies with regulations. Whether the appointment and changes of the seal custodian comply with regulations.
- (VII) Whether guarantee endorsement-related vouchers and documents are properly preserved.
- (VIII) Evaluating contingent losses from guarantee endorsements and disclosing relevant information in financial reports.
- (IX) Whether necessary announcements are made according to regulations.

## V. Reference

Seal Usage and Management Operating Procedures

Working Guidelines

## VI. Forms Used

Guarantee Endorsement Application Form

Guarantee Endorsement Register

Guarantee Endorsement Detail Table

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## I. Purpose

These Procedures are instituted to provide the basis for the Company's Operational Procedures for Loaning Funds to Others. For any matters not covered in this operating procedure, relevant laws and regulations shall apply.

## II. Operating Procedures

### (I) Restrictions on loan recipients:

- (i) According to Article 15 of the Company Act, the Company's funds shall not be loaned to shareholders or any other person, except under the following circumstances:
  1. Business transactions between the Company and its affiliates
  2. Where there is a need for short-term financing between the Company and its affiliates. The amount of financing shall not exceed 40% of the net worth of the Company.
- (ii) Short-term" as used in the preceding paragraph means one year. However, if the Company's business cycle is longer than one year, the business cycle shall prevail.
- (iii) The financing amount referred to in Subparagraph 2 of Paragraph 1 of this Article means the cumulative balance of the Company's short-term financing.
- (iv) The lending of funds between foreign companies in which our company directly or indirectly holds one hundred percent of the voting shares shall not be subject to the restrictions of Paragraph 1, Subparagraph 2 of this Article. However, it is still subject to the regulations of Paragraph 4 of Article 3 and Paragraph 1 of Article 4.
- (v) When the Company prepares its financial reports in accordance with International Financial Reporting Standards, the term "net worth" in this operating procedure refers to the equity attributable to the owners of the parent company as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

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- (vi) The terms “subsidiary” and “parent company” as used in these Operating Procedures shall be determined in accordance with the provisions of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- (II) Standards for evaluating loans to others
  - (i) For lending funds due to business dealings: Limited to the company’s operational turnover needs.
  - (ii) For lending funds due to short-term financing needs, it shall be limited to the following circumstances:
    1. The Company’s affiliated enterprises that have business needs or operational turnover needs.
    2. Other entities approved by the Company’s Board of Directors for fund lending.
- (III) Total amount of fund lending and limits for individual borrowers
  - (i) For companies or firms that have business dealings with the Company, the total amount of fund lending shall not exceed ten percent of the Company’s net worth; for companies or firms that have short-term financing needs, the total amount of fund lending shall not exceed forty percent of the Company’s net worth.
  - (ii) For companies or firms that have business dealings with the Company, the amount of funds lent to an individual borrower shall not exceed the amount of business transactions between the two parties and shall not exceed ten percent of the Company’s net worth. The term “amount of business transactions” refers to the higher of the actual purchase or sales amount between the two parties in the most recent year.
  - (iii) For companies or firms that have short-term financing needs, the amount of funds lent to an individual borrower shall not exceed ten percent of the Company’s net worth.

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- (iv) When fund lending is conducted between foreign companies in which the Company directly and indirectly holds one hundred percent of the voting shares, the total amount shall be limited to no more than twenty percent of the Company's net worth; the limit for an individual borrower shall not exceed ten percent of the Company's net worth.

(IV) Fund Lending Period and Interest Calculation Method

- (i) Each fund lending period shall, in principle, not exceed one year or one business cycle (whichever is longer) from the date of the loan; however, extensions approved by resolution of the Board of Directors shall not be subject to this limitation.
- (ii) The interest on the loaned funds shall be calculated on a daily basis. The interest rate for fund lending should be determined with reference to the Company's deposit and loan interest rate levels at financial institutions.
- (iii) Unless otherwise specified, the collection of loan interest shall, in principle, be made once a month, with the borrower being notified one week before the agreed interest payment date to make timely interest payments.
- (iv) Foreign subsidiaries subject to these Operating Procedures pursuant to Paragraph 4 of Article 3 may apply local laws and regulations to the interest calculation method for fund lending, and are not subject to the restrictions of the preceding paragraph.

(V) Fund Lending Review Procedures:

- (i) Application Process:
1. The borrower shall provide basic information and financial data, and complete a "Fund Lending Application Form" stating the purpose of the funds, the borrowing period and amount, and submit it to the Company's finance and accounting unit.
  2. If fund lending is conducted due to business relationship, the personnel of the Company's finance and accounting unit shall evaluate whether the lending amount is commensurate with the amount of business

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transactions; if it is due to the necessity of short-term financing, they shall enumerate the reasons and circumstances for the lending, conduct credit investigations, report the relevant information and proposed lending terms to the head of the finance and accounting unit and the Chairman, and then submit it to the Board of Directors for resolution and approval. The Board of Directors shall not authorize others to make decisions. Both situations shall be handled in accordance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies and these Operating Procedures, and shall review the necessity and reasonableness of lending funds to others, and conduct credit investigations and risk assessments.

3. Fund lending between the Company and its subsidiaries, or between its subsidiaries, shall be submitted to the Board of Directors for resolution in accordance with the preceding paragraph, and the Chairman may be authorized to make disbursements in installments or revolve the use of funds to the same borrowing entity within a certain amount resolved by the Board of Directors and for a period not exceeding one year. The term “certain amount” refers to the authorized amount of fund lending by the Company or its subsidiaries to a single enterprise, which shall not exceed ten percent of the net worth in the latest financial statements of that company, except in cases complying with Paragraph 4 of Article 1.
  - (ii) Credit investigation and risk assessment
    1. For first-time borrowers, the borrower shall provide basic information and financial data to facilitate credit investigation and risk assessment.
    2. For continuing borrowers, in principle, credit investigation and risk assessment shall be conducted again when applying for loan renewal. In case of major or urgent events, these may be conducted as needed.
    3. If the borrower’s financial condition is good and the annual financial statements have been certified by an accountant, an investigation report

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that is less than one year old may be used, along with the accountant's audit report for that period, as a reference for lending.

4. When conducting credit investigation and risk assessment on borrowers, the Company shall simultaneously evaluate the impact of the fund lending on the Company's operational risk, financial condition, and shareholders' equity, as well as whether collateral should be obtained and the assessed value of such collateral.

(VI) Loan Approval and Notification:

- (i) After credit investigation and assessment, if the Board of Directors resolves not to approve the loan, the handling personnel shall promptly reply to the borrower with the reasons for refusal.
- (ii) After credit investigation and assessment, if the Board of Directors resolves to approve the loan, the handling personnel shall promptly notify the borrower, detailing the Company's loan conditions, including amount, term, interest rate, collateral, and guarantor requirements, and request the borrower to complete the signing procedures within the specified period.

(VII) Contract Signing and Verification

- (i) The handling personnel shall draft the contractual terms for the loan, which shall be processed for contract signing after review by the General Manager.
- (ii) The content of the contract shall match the approved loan conditions. After the borrower and joint guarantor sign the contract, the handling personnel shall complete the verification procedures.
- (iii) The evaluation of collateral value and the establishment of rights refer to the borrower providing collateral and completing the procedures for establishing a pledge or mortgage. The Company shall also evaluate the value of the collateral to secure its claims.

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## (VIII) Insurance

- (i) Collateral, except for land and securities, shall be insured against fire and related risks. The insurance amount shall, in principle, not be less than the pledged value of the collateral, and the insurance policy shall specify the Company as the beneficiary. The name, quantity, storage location, insurance conditions, and insurance endorsements of the insured item stated in the policy shall match the Company's original loan approval conditions.
- (iv) The handling personnel shall notify the borrower to renew the insurance before the insurance period expires.

## (IX) Disbursement

After the loan conditions are approved, the borrower shall be promptly notified to sign the contract within the specified period, complete the verification, and establish collateral or guarantee, after which the funds can be disbursed.

## (X) Repayment

- (i) Before the loan period expires, the borrower shall be notified to repay the principal and interest at maturity or to process extension procedures.
- (ii) When the borrower repays the loan at maturity, the interest payable shall be calculated first, and after both the principal and interest are repaid, the promissory note, loan receipt, and other debt certificates can be canceled and returned to the borrower.
- (iii) When the borrower applies for the cancellation of a pledge (mortgage), it should first be verified whether there is any remaining loan balance, and after appropriate approval, proceed with the full or partial cancellation of the mortgage or pledge rights, or the release of guarantee obligations.

## (XI) Subsequent Control Measures for Loaned Amounts and Procedures for Handling Overdue Debts

- (i) The Company shall establish a "Register of Fund Lending to Others" to record in detail the borrower, amount, date of Board approval, date of fund

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lending, and matters that should be carefully evaluated according to these Operating Procedures.

- (ii) After the loan is disbursed, the financial and business conditions and related credit status of the borrower and guarantor shall be regularly monitored. If collateral is provided, attention shall also be paid to any changes in its value. In case of significant changes, the Chairman shall be immediately notified, and appropriate actions shall be taken as instructed. The Board of Directors shall be convened if necessary.
- (iii) After disbursement, the handling personnel responsible for the loan case shall organize the promissory notes and other debt certificates, collateral documents, insurance policies, and correspondence in sequence, place them in a custody bag, note the contents of the custody items and the client's name on the bag, and submit it to the head of the finance and accounting unit for inspection. After verification, the bag shall be sealed, and both parties shall sign or stamp the custody register before it is stored.
- (iv) The borrower shall repay the principal and interest immediately upon the maturity of the loan. If the borrower is unable to repay at maturity and needs an extension, an application for renewal and extension shall be submitted one month before the loan maturity date. After approval by the Board of Directors, the relevant procedures shall be reprocessed.
- (v) If the borrower fails to repay the principal and interest on schedule, unless a request is submitted in advance and an extension is approved by the Board of Directors, the Company shall require the borrower to immediately repay all loans or dispose of and recover from the collateral or guarantor provided by the borrower according to law.
- (vi) If, due to changing circumstances, the borrowing entity no longer meets the requirements or the balance exceeds the limit, the finance and accounting unit shall formulate an improvement plan to report to the Board of Directors,

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submit the relevant improvement plan to the Audit Committee, and complete the improvements according to the plan schedule.

(XII) Internal Auditing

The Company's internal auditors shall audit the fund lending procedures and their implementation at least quarterly and prepare written records. If any significant violations are discovered, they shall immediately notify the Audit Committee in writing.

(XIII) Control Procedures for Subsidiaries' Fund Lending to Others:

The Company's control over subsidiaries shall be handled in accordance with the "Regulations for Supervision and Management of Subsidiaries." If a subsidiary of the Company subsequently intends to lend funds to others, the Company shall instruct the subsidiary to establish fund lending procedures in accordance with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies."

(XIV) Information Disclosure

- (i) The Company shall announce and report the balance of fund lending by the Company and its subsidiaries for the previous month before the 10th day of each month.
- (ii) At the beginning of each month, the Company shall prepare a "Schedule of Fund Lending to Others" for the previous month and submit it to the Chairman. If there are no transactions, this is not required. And according to the deadline specified in the preceding paragraph, report the data of fund lending to others by the Company and its subsidiaries monthly.
- (iii) After the Company becomes publicly listed, if the fund lending reaches one of the following standards, it shall be input into the information reporting website designated by the Financial Supervisory Commission within two days from the date of occurrence:

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1. The balance of fund lending to others by the Company and its subsidiaries reaches twenty percent or more of the net worth in the Company's latest financial statements.
  2. The Company and its subsidiaries' balance of fund lending to a single enterprise reaches ten percent or more of the net worth in the Company's latest financial statements.
  3. The Company or any of its subsidiaries newly increases the amount of fund lending by NTD 10 million or more and reaches two percent or more of the net worth in the Company's latest financial statements.
- (iv) The "date of occurrence" referred to in the preceding paragraph means the date of contract signing, date of payment, date of Board of Directors resolution, or other date that can confirm the counterparty and monetary amount of the fund lending, whichever comes first.
- (v) If the subsidiary of the Company is not a domestic public company, the matters to be announced and reported in accordance with Subparagraph 3, Paragraph 3 of this article shall be done by the Company.
- (vi) The Company shall evaluate the fund lending situation and make adequate provision for bad debts, appropriately disclose relevant information in the financial reports, and provide relevant data to the certifying accountant to perform necessary audit procedures.

(XV) Penalties

When handling matters related to fund lending to others, the Company's managers and responsible personnel shall comply with the provisions of these Operating Procedures to protect the Company from losses due to improper operations. If there are violations of relevant laws or these operational procedures, disciplinary actions shall be handled in accordance with the provisions of the Company's relevant personnel regulations. When the person in charge of the Company violates the provisions of Paragraph 1 of Article 1, they shall be jointly liable for repayment with

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the borrower; if the Company suffers any damage, they shall also be liable for compensation.

### III. Implementation and Amendments

The establishment of these Operating Procedures shall be approved by more than half of all members of the Audit Committee and submitted to the Board of Directors for resolution. If not approved by more than half of all members of the Audit Committee, it may be implemented with the approval of more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting. The same applies to amendments. The terms “all members of the Audit Committee” and “all directors” mentioned above refer to those actually in office.

If the Company has established independent directors, when submitting these Operating Procedures to the Board of Directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered. If an independent director has objections or reservations, they shall be recorded in the minutes of the Board meeting.

### IV. Control Points

- (I) Whether “Procedures for Fund Lending to Others” and other related regulations have been established and comply with legal requirements.
- (II) Whether the counterparties, limits, terms, and interest rates of fund lending to others comply with regulations.
- (III) Whether the application procedures for fund lending to others comply with regulations.
- (IV) Whether endorsement guarantees and fund lending undergo credit investigation procedures. Whether promissory notes or collateral from the borrower are obtained when lending funds. Whether the value of lending collateral is reviewed.
- (V) Whether a fund lending control table and a fund lending register are established according to regulations, recording the borrower, amount, lending date, Board of Directors approval date, and other required items.

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- (VI) Whether there are any matured loans that have not been repaid. Whether extension procedures are handled according to regulations.
- (VII) Whether accounts receivable from related parties beyond the normal credit period are recorded in detail and approved by responsible supervisors.
- (VIII) Whether accounts receivable from related parties beyond the normal credit period are reclassified as other receivables – related parties, and approved by responsible supervisors.
- (IX) Whether fund lending situations are evaluated and adequate allowance for bad debts is provided, with relevant information disclosed in financial reports.
- (X) Whether fund lending forms are stamped according to regulations.
- (XI) Whether certificates and documents related to fund lending to others are properly preserved.
- (XII) Whether all matters related to fund lending to others are disclosed and relevant information is reported according to regulations.

## V. Reference

Working Guidelines

## VI. Forms Used

Fund Lending to Others Application Form

Fund Lending to Others Register

Fund Lending to Others Schedule

# Articles of Incorporation of GENII IDEAS Co., Ltd.

## Chapter 1 General Provisions

Article 1 The Company is organized in accordance with the Company Act and is named 聚賢研發股份有限公司. The English name of the Company is GENII IDEAS Co., Ltd.

Article 2 The business scope of the Company is as follows:

CB01010 Machinery Equipment Manufacturing

CC01080 Electronics Components Manufacturing

E604010 Machinery Installation

F213040 Retail Sale of Precision Instruments

F401010 International Trade

I501010 Product Designing

ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

CB01990 Other Machinery Manufacturing

CE01010 General Instrument Manufacturing

E502010 Fuel Catheter Installation Engineering

E601010 Electric Appliance Construction

E603010 Cable Installation Engineering

E603040 Fire Safety Equipment Installation Engineering

E603100 Electric Welding Engineering

E605010 Computer Equipment Installation

E801030 Indoor Light-gauge Steel Frame Engineering

E903010 Anti-corrosion and Anti-rust Engineering

EZ02010 Crane and Hoist Services Engineering

EZ09010 Electrostatic Protection and Cancellation Engineering

EZ99990 Other Engineering

F106010 Wholesale of Hardware

F107990 Wholesale of Other Chemical Products

F113010 Wholesale of Machinery

F113020 Wholesale of Electrical Appliances

F113030 Wholesale of Precision Instruments

G801010 Warehousing

I103060 Management Consulting

IZ12010 Manpower Dispatched

CA02050 Valves Manufacturing

E599010 Piping Engineering

E603050 Automatic Control Equipment Engineering

EZ05010 Instrument and Meters Installation Engineering

Article 3 The Company's headquarters is established in Hsinchu City. When necessary and upon resolution by the Board of Directors, branch offices may be established domestically and overseas.

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

Article 4-1 The Company's investment amount may exceed 40% of its paid-in capital, and the Board of Directors is authorized to execute such investments.

Article 4-2 For business needs, the Company may provide guarantees to external parties in accordance with the Company's "Endorsement and Guarantee Operating Procedures."

Article 4-3 Deleted.

## Chapter 2: Shares

Article 5 The total capital of the Company is set at NT\$300 million, divided into 30 million shares, with a par value of NT\$10 per share, to be issued in installments.

From the total shares mentioned in the preceding paragraph, NT\$30 million, divided into 3 million shares with a par value of NT\$10 per share, is reserved for issuing employee stock options, and the Board of Directors is authorized to issue these in installments.

Article 6 Treasury stocks purchased by the Company in accordance with the Company Act may be transferred to employees of controlling or subsidiary companies who meet certain conditions set by the Board of Directors.

The recipients of employee stock options include employees of controlling or subsidiary companies who meet certain conditions set by the Board of Directors.

When the Company issues new shares, the employees entitled to subscribe include employees of

controlling or subsidiary companies who meet certain conditions set by the Board of Directors. The recipients of restricted employee shares issued by the Company include employees of controlling or subsidiary companies who meet certain conditions set by the Board of Directors.

Article 7 The Company's shares shall all be registered shares. The time of issuance and method of production of share certificates shall comply with regulations of the competent authority and the Company Act. The Company may issue shares without printing physical certificates, but shall register with a centralized securities depository enterprise, and the issuance of shares shall be handled in accordance with the regulations of that institution.

Article 8 Changes and transfers in the shareholders' register shall be handled in accordance with Article 165 of the Company Act.

### Chapter 3: Shareholders' Meetings

Article 9 Shareholders' meetings are divided into two types: regular meetings and special meetings. Regular meetings shall be convened at least once a year, and legally held within six months after the end of each fiscal year. Special meetings shall be convened as necessary according to law. The notice of shareholders' meeting shall specify the date, place, and reasons for convening the meeting and notify each shareholder. With the consent of the recipient, the notice may be given electronically.

Resolutions of shareholders' meetings shall be recorded in minutes in accordance with Article 183 of the Company Act.

Article 10 The Company's shareholders' meetings may be held by video conference or other methods announced by the central competent authority.

The procedures for shareholders to delegate proxies, in addition to Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act, shall be handled in accordance with the "Rules Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" issued by the competent authority.

Article 11 Unless otherwise provided by law, each share of the Company carries one voting right.

Article 12 Resolutions at shareholders' meetings, unless otherwise provided by the Company Act and relevant laws and regulations, shall be adopted by a majority of the voting rights represented by the shareholders present who represent more than half of the total issued shares.

The Company shall include electronic means as one of the channels for exercising voting rights at shareholders' meetings. Shareholders who exercise their voting rights by electronic means shall be deemed to have attended in person, and relevant matters shall be handled in accordance with the law.

Article 13 If the Company intends to cancel its public offering status, it must be approved by shareholders representing more than half of the total issued shares at a shareholders' meeting, with the approval of more than two-thirds of the voting rights of the shareholders present. This article shall remain unchanged during the emerging stock market period and the listed/OTC period.

#### Chapter 4: Directors and Audit Committee

Article 14 The Company shall have five to nine directors, with the number of directors to be determined by resolution of the Board of Directors. Directors shall serve a term of three years and shall be elected from a list of candidates under the candidate nomination system. They may be re-elected for consecutive terms.

Of the above-mentioned directors, the number of independent directors shall not be less than three and shall not be less than one-third of the board seats.

The professional qualifications, shareholding, restrictions on concurrent positions, nomination method, and other matters to be complied with regarding independent directors shall be handled in accordance with the relevant regulations of the competent authority. Article 14-1: When the vacancies of directors reach one-third of the total number, the Board of Directors shall convene a special shareholders' meeting within sixty days to elect new directors to fill the vacancies. The term of the newly elected directors shall be limited to the remaining term of the original directors.

Article 15 When the Company establishes an Audit Committee in accordance with the Securities and Exchange Act, it shall be composed of all independent directors. Additionally, if the Chairman and the General Manager or person holding an equivalent position are the same person, spouses, or relatives within the first degree of kinship, the number of independent directors shall not be less than four.

Matters regarding the number, term, authority, rules of procedure, etc., of the Audit Committee shall be separately established in the Audit Committee Charter in accordance with the "Regulations Governing the Exercise of Powers by Audit Committees of Public Companies."

Furthermore, the Board of Directors may establish various functional committees, and their member qualifications, exercise of powers, and related matters shall be handled in accordance with relevant laws and regulations, and shall be separately determined by the Board of Directors.

Article 16 The Company's business policies and other important matters shall be decided by the Board of Directors.

When the Chairman is on leave or unable to exercise his/her powers for any reason, a proxy shall be appointed in accordance with Article 208 of the Company Act.

When a director is unable to attend for any reason, they may issue a proxy specifying the scope of authorization for the matters stated in the meeting notice and appoint another director to attend the Board meeting on their behalf; however, each director may act as a proxy for only one other director.

When the Board of Directors holds a meeting by video conference, directors participating in the meeting through video screens shall be deemed to have attended in person.

The convening of Board meetings shall specify the reasons and notify each director seven days in advance. However, in case of emergency, meetings may be convened at any time, and the meeting notice may be given in writing, by fax, or by email.

Article 17 The remuneration of all directors shall be determined by the Board of Directors according to their level of participation in the Company's operations, the value of their contributions, and in accordance with industry practices and normal standards. The Board of Directors may resolve to provide directors with transportation allowances according to normal industry standards.

#### Chapter 5: Managers

Article 18 The Company may appoint managers. Their appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

#### Chapter 6: Accounting

Article 19 At the end of each fiscal year, the Board of Directors shall prepare the following statements and submit them to the regular shareholders' meeting for approval according to legal procedures:

- (I) Business Report
- (II) Financial Statements
- (III) Earnings distribution or loss make-up

The Company's profit distribution or loss offset shall be made after the end of each quarter.

Article 20 If the Company makes a profit in a year, no less than 1% of the profit shall be distributed as remuneration to employees and no more than 5% as remuneration to directors. Number of employee remuneration in the amount, no less than 50% of the amount shall be distributed as remuneration to the employees at the entry level. However, if the Company has accumulated losses, the amount of loss should be covered first. Employee remuneration and grassroots employee remuneration can be in the form of stocks or cash and can be provided to employees of controlling or affiliated companies who meet certain conditions set by the Board of Directors. The remuneration to directors mentioned in the preceding paragraph can only be paid in cash.

The preceding two paragraphs shall be implemented by a resolution of the Board of Directors with the attendance of more than two-thirds of the directors and the consent of more than half of the attending directors and shall be reported to the shareholders' meeting.

Article 21 If the Company has profits after the annual final accounting, it shall first pay taxes and cover previous losses, then allocate 10% as a legal reserve, but this restriction does not apply if the legal reserve has reached the Company's paid-in capital; special reserves shall be allocated or reversed according to operational needs and legal requirements. If there are still profits, they shall be combined with the undistributed profits from the previous quarters as distributable profits. The Board of Directors shall prepare a profit distribution proposal and submit it to the shareholders' meeting for resolution.

When distributing profits each quarter, the Company shall first estimate and reserve the taxes payable, cover losses according to law, allocate a legal reserve, and estimate and reserve employee and director compensation. However, this restriction does not apply if the legal reserve has reached the paid-in capital. When the aforementioned profit distribution is made by issuing new shares, it shall be handled in accordance with Article 240 of the Company Act; if distributed in cash, it shall be resolved by the Board of Directors.

Article 22 The distribution of annual profits referred to in the first paragraph of Article 21 shall be coordinated with current and future development plans, and take into account domestic industry competition, investment environment, capital requirements and other factors. It may be distributed in the form of stock dividends or cash dividends, and shall reference the general dividend distribution levels of

peers and the capital market as the basis for dividend distribution. In addition to being handled in accordance with the preceding article, when there is a profit in the annual final accounting, the shareholders' dividends shall be at least 10% of the distributable profits for the year. Furthermore, when the distributable profit is less than 20% of the paid-in capital, it may not be distributed. However, the proportion of cash dividends distributed shall account for at least 10% of the total dividends.

When the Company distributes shareholders' dividends, legal reserve, and capital reserve in whole or in part in cash, it is authorized to be resolved by the Board of Directors with the attendance of more than two-thirds of the directors and the approval of a majority of the directors present, and reported to the shareholders' meeting.

#### Chapter 7: Supplementary Provisions

Article 23 The organizational regulations and detailed rules of this Articles of Incorporation shall be separately established by the Board of Directors.

Article 24 Matters not covered in these Articles shall be handled in accordance with the Company Act and other relevant laws and regulations.

Article 25 These Articles were established on January 9, 2018  
The first amendment was made on August 5, 2018.  
The second amendment was made on December 17, 2018.  
The third amendment was made on June 21, 2019.  
The fourth amendment was made on November 6, 2020.  
The fifth amendment was made on August 17, 2021.  
The sixth amendment was made on January 12, 2022.  
The seventh amendment was made on April 20, 2022.  
The eighth amendment was made on February 15, 2023.  
The ninth amendment was made on September 20, 2023.  
The tenth amendment was made on June 21, 2024.  
The eleventh amendment was made on June 20, 2025.

GENII IDEAS Co., Ltd.

Chairman: Tseng Kuo-Chiang

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## I. Purpose

To establish a sound corporate governance system for shareholders' meetings, strengthen supervisory functions, and enhance management capabilities, these rules are formulated in accordance with Article 5 of the "Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies."

## II. Operating Procedures

### (I) Scope

The rules of procedure for the Company's shareholders' meetings shall be followed in accordance with these rules, except as otherwise provided by laws or the Articles of Incorporation.

### (II) Definitions

Shareholder: Refers to the shareholder personally or a proxy appointed by the shareholder.

### (III) Convening of Shareholders' Meetings and Meeting Notifications

(i) Unless otherwise provided by law, the Company's shareholders' meetings shall be convened by the Board of Directors.

(ii) When the Company convenes a video conference shareholders' meeting, except as otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, it shall be specified in the Articles of Incorporation and resolved by the Board of Directors. A video conference shareholders' meeting shall be approved by a resolution of the Board of Directors with at least two-thirds of the directors present and a majority of the attending directors' consent.

(iii) Any change in the meeting format of the Company's shareholders' meeting shall be resolved by the Board of Directors and made at the latest before the dispatch of the shareholders' meeting notice.

(iv) The Company shall prepare electronic files of the shareholders' meeting notice, proxy forms, and explanatory materials relating to proposals for

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ratification, discussion, election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before an annual shareholders' meeting or 15 days before a special shareholders' meeting. The shareholders' meeting handbook and supplementary meeting materials shall be prepared as electronic files and uploaded to the MOPS 21 days before an annual shareholders' meeting or 15 days before a special shareholders' meeting. The shareholders' meeting handbook and supplementary materials shall be made available for shareholders to review at any time, displayed at the Company and the professional shareholder services agent appointed by the Company, and distributed at the shareholders' meeting venue 15 days before an annual shareholders' meeting.

- (v) The meeting notice and announcement shall specify the reasons for convening the meeting; the notice may be given electronically with the consent of the recipient.
- (vi) Items such as the election or dismissal of directors, amendments to the Articles of Incorporation, capital reduction, application for the cessation of public offering, approval of competing activities of directors, capitalization of earnings, capitalization of capital reserve, company dissolution, merger, demerger, or matters specified in Article 185, Paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be listed in the reasons for convening the meeting and shall not be proposed as extemporary motions.
- (vii) When the convening reason for a shareholders' meeting has specified a complete re-election of directors and the date of assumption of office, after the re-election is completed at that meeting, the date of assumption of office shall not be changed by an extemporary motion or by any other means at the same meeting.
- (viii) Shareholders holding at least one percent of the total issued shares may propose agenda items for the annual shareholders' meeting. However, each

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shareholder may propose only one item; proposals containing more than one item will not be included in the agenda. Furthermore, if a shareholder proposal falls under any of the circumstances specified in Paragraph 4, Article 172-1 of the Company Act, the Board of Directors may exclude it from the agenda.

- (ix) Shareholders may submit advisory proposals to urge the Company to promote public interest or fulfill its social responsibilities. Procedurally, in accordance with the relevant provisions of Article 172-1 of the Company Act, only one proposal is allowed; proposals exceeding one item will not be included in the agenda.
  - (x) The Company shall, prior to the book closure date before the annual shareholders' meeting, publicly announce the acceptance of shareholder proposals, the written or electronic means of acceptance, the place of acceptance, and the acceptance period, which shall not be less than ten days.
  - (xi) Shareholder proposals are limited to 300 characters; proposals exceeding 300 characters will not be included in the agenda. The proposing shareholder shall attend the annual shareholders' meeting in person or by proxy and participate in the discussion of the proposal.
  - (xii) The Company shall notify the proposing shareholders of the processing results before the date of the shareholders' meeting notice and include proposals that comply with the provisions of this article in the meeting notice. For shareholder proposals not included in the agenda, the Board of Directors shall explain the reasons for non-inclusion at the shareholders' meeting.
- (IV) Regarding proxy attendance at shareholders' meetings and authorization
- (i) For each shareholders' meeting, a shareholder may issue a proxy form printed by the Company, specifying the scope of authorization, to appoint a proxy to attend the shareholders' meeting.
  - (ii) A shareholder may issue only one proxy form and appoint only one proxy. The proxy form shall be delivered to the Company five days before the

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shareholders' meeting. When duplicate proxy forms are received, the one received earliest shall prevail, unless a declaration is made to revoke the previous proxy.

- (iii) After a proxy form has been delivered to the Company, if the shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, the shareholder shall notify the Company in writing to revoke the proxy at least two days before the meeting date. If the revocation is made after that deadline, the voting rights exercised by the proxy shall prevail.
- (iv) After a proxy form has been delivered to the Company, if the shareholder wishes to attend the shareholders' meeting via video conference, the shareholder shall notify the Company in writing to revoke the proxy at least two days before the meeting date. If the revocation is made after that deadline, the voting rights exercised by the proxy shall prevail.

- (V) Principles for determining the venue and time of shareholders' meetings  
The venue of a shareholders' meeting shall be within the premises of the Company or at a location convenient for shareholders to attend and suitable for holding shareholders' meetings. The meeting shall not begin earlier than 9 a.m. or later than 3 p.m. The venue and time of the meeting shall fully take into account the opinions of independent directors.

When the Company convenes a video conference shareholders' meeting, it is not restricted by the venue limitations mentioned in the preceding paragraph.

- (VI) Preparation of Signature Book and Other Documents
  - (i) The Company shall specify in the meeting notice the time for shareholder registration, the location of the registration desk, and other important notes for shareholders, solicitors, and proxy agents (hereinafter referred to as shareholders).
  - (ii) The registration period mentioned in the preceding paragraph shall begin at least 30 minutes before the meeting starts; the registration desk shall be clearly marked and staffed with adequate and competent personnel. For video

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conference shareholders' meetings, shareholder registration shall be accepted on the video conference platform 30 minutes before the meeting begins.

Shareholders who complete registration are considered to be attending the shareholders' meeting in person.

- (iii) Shareholders shall attend shareholders' meetings by presenting attendance cards, sign-in cards, or other attendance documents. The Company shall not arbitrarily add requirements for other identification documents from attending shareholders. Solicitors seeking proxy forms shall also bring identification documents for verification.
  - (iv) The Company shall provide a sign-in book for attending shareholders to sign in, or attending shareholders may submit a sign-in card in lieu of signing in.
  - (v) The Company shall provide attending shareholders with the meeting handbook, annual report, attendance card, speaker's slip, voting ballot, and other meeting materials. If there is an election of directors, separate ballots shall be provided.
  - (vi) When a government or legal entity is a shareholder, more than one representative may attend the shareholders' meeting. When a legal entity is entrusted to attend the shareholders' meeting, it may appoint only one person as its representative.
  - (vii) For a shareholders' meeting held via video conference, shareholders who wish to attend via video conference shall register with the Company two days before the meeting date.
  - (viii) For a shareholders' meeting held via video conference, the Company shall upload the meeting handbook, annual report, and other relevant materials to the video conference platform at least 30 minutes before the meeting begins and keep them accessible until the end of the meeting.
- (VII) When the Company convenes a video conference shareholders' meeting, the meeting notice shall include the following:
- (i) Methods for shareholders to participate in the video conference and exercise their rights.

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(ii) In case of natural disasters, incidents, or other force majeure events that cause disruption to the video conference platform or video participation, the handling procedures shall include at least the following items:

1. The time until which the meeting must be postponed or continued if the aforementioned disruption persists and cannot be resolved, and the date for the postponed or continued meeting if necessary.
2. Shareholders who did not register to participate in the original shareholders' meeting by video conference shall not participate in the postponed or continued meeting.
3. When convening a video-assisted shareholders' meeting, if the video conference cannot continue, after deducting the number of shares held by shareholders participating via video, the meeting should continue as long as the total number of shares present still meets the legal quorum for the shareholders' meeting. The attendance of shareholders participating by video shall be counted in the total number of shares present; however, these shareholders shall be deemed to have abstained from voting on all proposals at that shareholders' meeting.
4. The handling procedure when all proposals have been announced with results and no extemporary motions are being conducted.

(iii) When convening a video conference shareholders' meeting, appropriate alternative measures provided to shareholders who have difficulty participating in the shareholders' meeting by video shall also be specified. Except in situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and specify the period during which shareholders may apply to the Company and other relevant matters that require attention.

(VIII) Chairman of Shareholders' Meeting and Attendees

- (i) If a shareholders' meeting is convened by the Board of Directors, the chairman of the Board shall act as the chairman of the shareholders' meeting.

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In case the chairman is on leave or unable to exercise their powers for any reason, the vice chairman shall act on the chairman's behalf. If there is no vice chairman, or if the vice chairman is also on leave or unable to exercise their powers, the chairman shall designate one managing director to act on their behalf. If there are no managing directors, the chairman shall designate one director to act on their behalf. If the chairman has not designated a proxy, the managing directors or directors shall elect one person from among themselves to act as the chairman.

- (ii) The chairman referred to in the preceding paragraph who is a managing director or director shall have held that position for at least six months and understand the company's financial and business conditions. The same applies if the chairman is the representative of a corporate director.
  - (iii) For shareholders' meetings convened by the Board of Directors, the chairman should personally preside over the meeting. It is advisable to have more than half of the directors of the Board and at least one representative from each functional committee attend, and their attendance shall be recorded in the minutes of the shareholders' meeting.
  - (iv) If a shareholders' meeting is convened by any person with convening right other than the Board of Directors, such convener shall act as the chairman of the meeting. When there are two or more conveners, they shall elect one from among themselves to serve as the chairman.
  - (v) The Company may appoint attorneys, certified public accountants, or related personnel to attend the shareholders' meeting.
- (IX) Audio or Video Recording of Shareholders' Meeting for Evidence
- (i) The Company shall make an uninterrupted audio and video recording of the shareholder registration process, the meeting proceedings, and the voting and vote counting processes from the time of shareholder registration.
  - (ii) The aforementioned audio and video recordings shall be preserved for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of

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the Company Act, these recordings shall be preserved until the conclusion of the litigation.

- (iii) For shareholders' meetings held via video conference, the Company shall record and preserve data regarding shareholders' registration, sign-in, attendance, questions, voting, and the Company's vote counting results. The Company shall also make a continuous, uninterrupted audio and video recording of the entire video conference.
  - (iv) The Company shall properly preserve the aforementioned data and recordings throughout their retention period and shall provide the audio and video recordings to the entity entrusted with handling video conference affairs for preservation.
  - (v) For shareholders' meetings held via video conference, the Company should make audio and video recordings of the back-end operation interface of the video conference platform.
- (X) Calculation of Attending Shares and Commencement of Meeting
- (i) Attendance at shareholders' meetings shall be calculated based on shares. The number of shares in attendance shall be calculated based on the sign-in book or the sign-in cards submitted, plus the number of shareholders who have registered on the video conference platform and the number of shares with voting rights exercised in writing or electronically.
  - (ii) When the meeting time arrives, the chairman shall immediately announce the commencement of the meeting and simultaneously announce the number of shares without voting rights and the number of shares present. However, if shareholders representing less than half of the total issued shares are present, the chairman may postpone the meeting. The number of postponements shall be limited to two, and the total time of postponement shall not exceed one hour. If, after two postponements, the number of shareholders present still represents less than one-third of the total issued shares, the chairman shall announce the meeting adjourned. For shareholders' meetings held via video

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conference, the Company shall also announce the adjournment on the video conference platform.

- (iii) If, after two postponements, the number of shareholders present still represents less than half but more than one-third of the total issued shares, a tentative resolution may be adopted in accordance with Paragraph 1, Article 175 of the Company Act. All shareholders shall be notified of the tentative resolution, and another shareholders' meeting shall be convened within one month. For shareholders' meetings held via video conference, shareholders who wish to attend via video conference shall re-register with the Company in accordance with Article 6.
- (iv) If, before the end of the meeting, the number of shares represented by the shareholders present reaches more than half of the total issued shares, the chairman may resubmit the tentative resolution for voting by the shareholders' meeting in accordance with Article 174 of the Company Act.

(XI) Discussion of Proposals

- (i) If a shareholders' meeting is convened by the Board of Directors, the agenda shall be set by the Board of Directors. Related proposals (including extemporary motions and amendments to the original proposals) shall be voted on one by one. The meeting shall proceed according to the scheduled agenda and shall not be changed without a resolution of the shareholders' meeting.
- (ii) If a shareholders' meeting is convened by any person with convening right other than the Board of Directors, the provisions of the preceding paragraph shall apply mutatis mutandis.
- (iii) The chairman shall not announce adjournment of the meeting before completion of deliberation on the agenda items (including extemporary motions) referred to in the preceding two paragraphs without a resolution. If the chairman violates the rules of procedure and declares the meeting adjourned, other members of the Board of Directors shall promptly assist the attending shareholders in following legal procedures to elect, by a majority of

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the voting rights represented by the attending shareholders, one person as chairman to continue the meeting.

- (iv) The chairman shall allow ample opportunity for explanation and discussion of proposals and amendments or extemporary motions put forward by the shareholders. When the chairman considers that a proposal has been discussed sufficiently to put it to a vote, the chairman may announce the discussion closed, call for a vote, and arrange adequate voting time.

(XII) Shareholder Comments

- (i) Before speaking, attending shareholders must fill out a speaker's slip stating the main points of their speech, their shareholder account number (or attendance card number), and account name. The chairman will determine the order of speaking.
- (ii) Attending shareholders who submit a speaker's slip but do not speak shall be deemed as not having spoken. If the content of the speech differs from that recorded on the speaker's slip, the actual speech content shall prevail.
- (iii) For each proposal, each shareholder may not speak more than twice without the consent of the chairman, and each speech may not exceed five minutes. If a shareholder's speech violates regulations or exceeds the scope of the proposal, the chairman may stop the speech.
- (iv) When a shareholder is speaking, other shareholders shall not speak or interrupt unless they have obtained the consent of the chairman and the speaking shareholder. The chairman shall stop any violators.
- (v) When a corporate shareholder appoints two or more representatives to attend the shareholders' meeting, only one representative may speak on the same proposal.
- (vi) After a shareholder has spoken, the chairman may respond personally or designate relevant personnel to respond.
- (vii) For shareholders' meetings held via video conference, shareholders participating by video conference may submit questions in text form on the video conference platform after the chairman announces the commencement

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of the meeting and before the chairman announces the adjournment. For each proposal, questions may be submitted no more than twice, and each submission shall be limited to 200 characters. Paragraphs 1 to 5 of this Article do not apply in such cases.

- (viii) Questions in the preceding paragraph that do not violate regulations or exceed the scope of the proposal should be disclosed on the video conference platform for all to see.

(XIII) Calculation of Voting Shares and Recusal System

- (i) Voting at a shareholders' meeting shall be calculated based on the number of shares.
- (ii) When resolving a proposal at a shareholders' meeting, the number of shares held by shareholders with no voting rights shall not be counted in the total number of issued shares.
- (iii) When a shareholder has a personal interest in a matter under discussion that may impair the interests of the Company, the shareholder may not vote on that matter and may not exercise voting rights as a proxy for other shareholders.
- (iv) The number of shares for which voting rights cannot be exercised under the preceding paragraph shall not be counted in the number of voting rights of shareholders present.
- (v) Except for trust enterprises or shareholder services agencies approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the total voting rights of the issued shares. Any excess voting rights shall not be counted.

(XIV) Voting on Proposals, Monitoring, and Counting Method

- (i) Each shareholder shall have one voting right per share; however, this does not apply to shares with restricted rights or shares with no voting rights as listed in Paragraph 2, Article 179 of the Company Act.

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- (ii) When the Company convenes a shareholders' meeting, shareholders may exercise their voting rights in writing or electronically. When exercising voting rights in writing or electronically, the method shall be specified in the shareholders' meeting notice. Shareholders who exercise their voting rights in writing or electronically shall be deemed to have attended the shareholders' meeting in person. However, they shall be deemed to have waived their rights with respect to extemporary motions and amendments to the original proposals at that shareholders' meeting. Therefore, the Company should avoid proposing extemporary motions and amendments to original proposals.
- (iii) The intention to exercise voting rights in writing or electronically as mentioned in the preceding paragraph shall be delivered to the Company two days before the shareholders' meeting. When there are duplicate expressions of intention, the one received earliest shall prevail. Unless a declaration is made to revoke the previous expression of intention.
- (iv) After a shareholder has exercised voting rights in writing or electronically, if the shareholder intends to attend the shareholders' meeting in person or via video conference, the shareholder shall, two days before the meeting date, revoke the expression of intention to exercise voting rights using the same method as that used to exercise the voting rights. If the revocation is made after that deadline, the voting rights exercised in writing or electronically shall prevail. When a shareholder exercises voting rights in writing or electronically and also appoints a proxy to attend the shareholders' meeting, the voting rights exercised by the proxy shall prevail.
- (v) Unless otherwise provided by the Company Act and the Company's Articles of Incorporation, a proposal shall be passed with the approval of a majority of the voting rights represented by the attending shareholders. When voting, the chairman or a person designated by the chairman shall announce the total number of voting rights of the attending shareholders for each proposal before the shareholders vote. Shareholders shall vote on each proposal separately. On the day of the shareholders' meeting, the results of shareholders' approval,

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disapproval, and abstention shall be entered into the Market Observation Post System.

- (vi) Vote monitoring and counting personnel for a proposal shall be appointed by the chairman. However, the monitoring personnel shall have shareholder status.
- (vii) When there are amendments or substitute proposals for the same proposal, the chairperson shall determine the order of voting together with the original proposal. If one of the proposals has been passed, the other proposals shall be deemed rejected and no further voting is required.
- (viii) The vote counting for shareholders' meeting proposals or elections shall be conducted in an open area at the shareholders' meeting venue. After the counting is completed, the voting results, including the number of votes, shall be announced on the spot and recorded.
- (ix) For shareholders' meetings held via video conference, shareholders participating via video conference shall vote on each proposal and election through the video conference platform after the chairman announces the commencement of the meeting, and shall complete voting before the chairman announces the end of voting. Those who do not vote within the time limit shall be deemed to have abstained.
- (x) For shareholders' meetings held via video conference, votes shall be counted at once after the chairman announces the end of voting, and the voting and election results shall be announced.
- (xi) When the Company holds a video-assisted shareholders' meeting, shareholders who have registered to attend the shareholders' meeting via video conference in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall revoke their registration using the same method as registration two days before the meeting date. If the revocation is made after that deadline, they may only attend the shareholders' meeting via video conference.

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(xii) Shareholders who have exercised their voting rights in writing or electronically, have not revoked their expression of intention, and participate in the shareholders' meeting via video conference shall not exercise their voting rights on the original proposals, propose amendments to the original proposals, or vote on amendments to the original proposals, except for extemporary motions.

(XV) Election Matters

- (i) When electing directors at a shareholders' meeting, the election shall be conducted in accordance with the relevant election regulations established by the Company. The election results shall be announced on the spot, including the list of elected directors with their elected vote counts and the list of non-elected directors with their received vote counts.
- (ii) The election ballots mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and properly kept for at least one year. However, if a shareholder files a lawsuit pursuant to Article 189 of the Company Act, these recordings shall be preserved until the conclusion of the litigation.

(XVI) Meeting Minutes and Signing Matters

- (i) The resolutions of shareholders' meetings shall be recorded in the minutes, which shall be signed or sealed by the chairman and distributed to all shareholders within 20 days after the meeting. The production and distribution of the minutes may be conducted electronically.
- (ii) The distribution of the minutes mentioned in the preceding paragraph may be made by the Company by entering the information into the Market Observation Post System.
- (iii) The minutes shall accurately record the year, month, day, place, chairman's name, method of resolution, summary of the proceedings, and results. When directors are elected, the number of votes received by each candidate shall be disclosed. The minutes shall be permanently preserved during the existence of the Company.

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- (iv) For shareholders' meetings held via video conference, in addition to the matters required by the preceding paragraph, the minutes shall also record the start and end times of the meeting, the method of convening the meeting, the names of the chairman and the recorder, and the handling methods and situations that arise when disruptions occur to the video conference platform or participation via video conference due to natural disasters, incidents, or other force majeure events.
- (v) When convening a video conference shareholders' meeting, in addition to complying with the preceding paragraph, the Company shall specify in the minutes the alternative measures provided to shareholders who have difficulty participating in the shareholders' meeting via video conference.

(XVII) Public Announcements

- (i) The Company shall, on the day of the shareholders' meeting, compile a statistical table in the prescribed format showing the number of shares obtained by solicitors and the number of shares represented by proxy agents, as well as the number of shares attended by shareholders in writing or electronically, and shall clearly display it at the shareholders' meeting venue. For shareholders' meetings held via video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes before the meeting begins and continue to disclose it until the end of the meeting.
- (ii) When the Company holds a shareholders' meeting via video conference, upon announcing the commencement of the meeting, the total number of shares present shall be disclosed on the video conference platform. The same applies if the total number of shares and voting rights of the attending shareholders are counted again during the meeting.
- (iii) If any resolution of the shareholders' meeting constitutes material information as defined by laws and regulations or by the Taiwan Stock Exchange Corporation (Taipei Exchange), the Company shall transmit the content to the Market Observation Post System within the prescribed time.

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## (XVIII) Maintaining Order at the Meeting Venue

- (i) Staff handling the shareholders' meeting affairs shall wear identification cards or armbands.
- (ii) The chairman may direct disciplinary personnel or security guards to assist in maintaining order at the meeting venue. When disciplinary personnel or security guards are present to assist in maintaining order, they shall wear armbands or identification cards with the word "Disciplinary Personnel."
- (iii) In a venue equipped with sound amplification equipment, if a shareholder speaks using equipment not provided by the Company, the chairman may stop them.
- (iv) If a shareholder violates the rules of procedure and does not comply with the chairman's correction, disrupting the meeting proceedings and disobeying after being stopped, the chairman may direct disciplinary personnel or security guards to request that the shareholder leave the meeting venue.

## (XIX) Recess and Continuation of the Meeting

- (i) During the meeting, the chairman may announce a recess at his/her discretion. In the event of force majeure, the chairman may rule to temporarily suspend the meeting and announce the time to resume the meeting depending on the circumstances.
- (ii) If the meeting venue becomes unavailable for continued use before the agenda (including extemporary motions) set for the shareholders' meeting is completed, the shareholders' meeting may resolve to find another venue to continue the meeting.
- (iii) The shareholders' meeting may resolve to postpone or continue the meeting within five days in accordance with Article 182 of the Company Act.

## (XX) Disclosure of Information for Video Conference Meetings

For shareholders' meetings held via video conference, the Company shall, immediately after the end of voting, disclose the voting results and election results of each proposal in accordance with regulations on the video conference platform, and

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shall continue to disclose for at least 15 minutes after the chairman announces the adjournment of the meeting.

(XXI) Location of the Chairman and Recorder of Video Conference Meetings

When the Company holds a shareholders' meeting via video conference, the chairman and the recorder shall be at the same location in Taiwan, and the chairman shall announce the address of that location at the beginning of the meeting.

(XXII) Handling of Connection Failures

- (i) When the Company holds a shareholders' meeting via video conference, it may provide simple connectivity tests before the meeting and provide relevant services in real time before and during the meeting to assist in resolving technical communication problems.
- (ii) When the Company holds a shareholders' meeting via video conference, the chairman shall, when announcing the commencement of the meeting, separately announce that, except in situations specified in Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies where postponement or continuation of the meeting is not required, if the video conference platform or video participation is disrupted due to natural disasters, incidents, or other force majeure events before the chairman announces the adjournment of the meeting, and the disruption continues for more than 30 minutes, the meeting shall be postponed or continued within five days, and Article 182 of the Company Act shall not apply.
- (iii) In the event of a postponement or continuation of the meeting as mentioned in the preceding paragraph, shareholders who did not register to participate in the original shareholders' meeting via video conference shall not participate in the postponed or continued meeting.
- (iv) For a meeting that should be postponed or continued according to Paragraph 2, if shareholders who have registered to participate in the original shareholders' meeting via video conference and have completed registration do not participate in the postponed or continued meeting, their attendance, votes cast,

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and votes for election at the original shareholders' meeting shall be counted in the total number of shares, voting rights, and election rights of shareholders present at the postponed or continued meeting.

- (v) When postponing or continuing a shareholders' meeting in accordance with Paragraph 2, for proposals where voting and vote counting have been completed and the voting results or list of elected directors have been announced, there is no need for re-discussion or resolution.
- (vi) When the Company holds a video-assisted shareholders' meeting and encounters a situation where the video conference cannot continue as described in Paragraph 2, if after deducting the number of shares of shareholders attending the shareholders' meeting via video conference, the total number of shares present still reaches the legal quorum for the shareholders' meeting, the meeting shall continue without the need to postpone or continue the meeting as specified in Paragraph 2.
- (vii) In the event that the meeting should continue as mentioned in the preceding paragraph, the attendance of shareholders participating in the shareholders' meeting via video conference shall be counted in the total number of shares of the attending shareholders. However, regarding all proposals at that shareholders' meeting, these shareholders shall be deemed to have abstained.
- (viii) When the Company postpones or continues a meeting in accordance with Paragraph 2, it shall follow the regulations listed in Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies to handle relevant preliminary procedures based on the date of the original shareholders' meeting and in accordance with the provisions of each relevant article.
- (ix) For the periods specified in the latter part of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Paragraph 2 of Article 44-5, Article 44-15, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the

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Company shall handle them according to the date of the shareholders' meeting that is postponed or continued in accordance with Paragraph 2.

(XXIII) Handling of Digital Divide

When the Company convenes a video conference shareholders' meeting, it shall provide appropriate alternative measures for shareholders who have difficulty attending the shareholders' meeting via video conference. Except in situations specified in Paragraph 6, Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall at least provide shareholders with connection equipment and necessary assistance, and specify the period during which shareholders may apply to the Company and other relevant matters that require attention

### III. Control Points

None.

### IV. Implementation and Amendments

- (I) These Rules shall be established upon approval by the Board of Directors and shall be implemented after being submitted to and approved by the shareholders' meeting. The same procedure applies to any amendments.
- (II) Any matters not covered by these Rules shall be handled in accordance with the provisions of the Company Act.

### V. Reference

Company Act

Securities and Exchange Act

Regulations Governing the Offering and Issuance of Securities by Securities Issuers

### VI. Forms Used

None.

## Procedures for Election of Directors

- Article 1 These procedures are established in accordance with Articles 21 and 41 of the “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies” to ensure a fair, just, and transparent process for the election of directors.
- Article 2 The election of directors of the Company shall be conducted in accordance with these procedures, except as otherwise provided by law or the Articles of Incorporation.
- Article 3 The election of directors of the Company shall take into consideration the overall composition of the Board of Directors. Board members should be selected with consideration for diversity. The composition of the Board should be determined based on the Company’s operations, business model, and development needs, with appropriate diversity guidelines that include, but are not limited to, standards in the following two major dimensions:
- (I) Basic conditions and values: gender, age, nationality, and culture, etc.
  - (II) Professional knowledge and skills: professional background (such as law, accounting, industry, finance, marketing, or technology), professional expertise, and industry experience, etc.
- Board members should generally possess the knowledge, skills, and qualities necessary to perform their duties. The overall capabilities that the Board should possess are as follows:
- (I) Operating judgment
  - (II) Accounting and financial analysis ability.
  - (III) Business management ability
  - (IV) Crisis management ability
  - (V) Industry knowledge.
  - (VI) International market perspective
  - (VII) Leadership ability
  - (VIII) Decision-making ability
- More than half of the director seats should not be held by individuals who have spousal relationships or are relatives within the second degree of kinship.
- The Company’s Board of Directors should consider adjusting the composition of Board members based on the results of performance evaluations.

- Article 4 The qualifications of the Company’s independent directors shall comply with the provisions of Articles 2, 3, and 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies.”
- The election of the Company’s independent directors shall comply with the provisions of Articles 5, 6, 7, 8, and 9 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies,” and shall be conducted in accordance with Article 24 of the “Corporate Governance Best-Practice Principles for TWSE/TPEX Listed Companies.”
- Article 5 Election of the Company’s directors shall be conducted in accordance with the candidate nomination system and procedures specified in Article 192-1 of the “Company Act.”
- If a director is dismissed for any reason resulting in fewer than five directors, the Company shall hold a by-election at the next shareholders’ meeting. However, if the number of director vacancies reaches one-third of the total number of director seats stipulated in the Articles of Incorporation, the Company shall convene a special shareholders’ meeting for by-election within 60 days from the date of occurrence.
- If the number of independent directors falls below the requirement specified in the proviso of Paragraph 1, Article 14-2 of the “Securities and Exchange Act,” a by-election shall be held at the next shareholders’ meeting; when all independent directors have been dismissed, a special shareholders’ meeting shall be convened within 60 days from the date of occurrence to hold a by-election.
- Article 6 The election of the Company’s directors shall be conducted using the cumulative voting method. Each share shall have voting rights equivalent to the number of directors to be elected, and the voting rights may be exercised to elect one candidate or may be distributed among several candidates.
- Article 7 The Board of Directors shall prepare election ballots equal to the number of directors to be elected, mark the number of voting rights on each ballot, and distribute them to shareholders present at the shareholders’ meeting. The voter’s name may be represented by the attendance card number printed on the ballot.
- Article 8 The directors of the Company shall be elected in accordance with the number specified in the Articles of Incorporation. Independent directors and non-independent directors shall be elected separately, with those

receiving the highest number of votes being elected in sequence. If two or more persons receive the same number of votes, exceeding the specified number of positions, the persons with the same number of votes shall draw lots to determine the winner. The chairperson shall draw lots on behalf of any person not present.

Article 9 Before the election begins, the chairperson shall appoint several ballot counters and scrutineers with shareholder status to perform relevant duties. The ballot boxes shall be prepared by the Board of Directors and publicly examined by the scrutineers before voting commences.

Article 10 A ballot shall be deemed invalid under any of the following circumstances:

- (I) Ballots not prepared by the convener of the meeting.
- (II) Cast the votes with blank ballots
- (III) The writing is unclear, unidentifiable or tampered.
- (IV) The name of the candidate is inconsistent with the list of director candidates.
- (V) Other words or marks are entered in addition to the number of votes allocated to the ballot.

Article 11 The ballots shall be counted immediately after the voting is completed, and the chairman shall announce the voting results on the spot, including the list of elected directors and the number of votes they received. The election ballots mentioned in the preceding paragraph shall be sealed and signed by the scrutineers and properly kept for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the “Company Act,” the ballots shall be retained until the conclusion of the litigation.

Article 12 The elected directors shall be issued notices of election by the Company’s Board of Directors.

Article 13 These procedures shall be implemented after approval by the shareholders’ meeting, and the same applies when amendments are made.

## Appendix 6

### GENII IDEAS Co., Ltd.

#### Directors' Shareholding

Book closure date : 2026/03/31

Job Title	Name	Appointment Date	As at Mar. 31, 2026 (Note1)	
			No. of Shares	Holding Percentage (%)
Director	Tseng Kuo-Chiang	Jun. 20, 2025	1,355,221	6.73%
Director	Liao Pei-Chun	Jun. 20, 2025	581,000	2.88%
Director	Cheng Hui-Yun	Jun. 20, 2025	194,405	0.97%
Director	Chen Sheng-Piao	Jun. 20, 2025	227,250	1.13%
Director	Chen Wei-Chun	Jun. 20, 2025	121,200	0.60%
Independent Director	Lee Tseng-Hua	Jun. 20, 2025	-	-
Independent Director	Chiu I-Hsien	Jun. 20, 2025	-	-
Independent Director	Young Wei-Ju	Jun. 20, 2025	-	-
Independent Director	Hsieh Teng-Lung	Jun. 20, 2025	-	-
Total shareholding of directors			2,479,076	12.31%

Note1 : As of Mar 31, 2026, the date of suspension of transfer for the general shareholders' meeting, the Company's paid-in capital was NTD 201,420,000, and the total number of issued shares was 20,142,000.

Note2 : In accordance with Article 26 of the Securities and Exchange Act, the minimum number of shares required to be held by all directors is 2,417,040 shares.

Note3 : In accordance with Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies", if two or more independent directors are elected at the same time, the percentage of shareholding of all directors other than independent directors is reduced to 80%.

Note4 : The number of shares held by each individual director and all directors as recorded in the shareholder roster has met the legal percentage standard.