



**YUNG CHI PAINT & VARNISH MFG. CO.,
LTD**

2023 General Shareholders Meeting

Meeting Handbook

Meeting Date: June 19, 2023

**Place: No. 26, Yanhai 3rd Rd., Xiaogang Dist., Kaohsiung City
(The Company's International Conference Hall)**

Type of General Shareholders Meeting: Physical

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YUNG CHI PAINT & VARNISH MFG. CO., LTD

2023 General Shareholders Meeting Agenda

- I. Time: June 19, 2023 (Monday) at 10:00 am
- II. Location: No. 26, Yanhai 3rd Road, Xiaogang District, Kaohsiung City (the Company's International Conference Hall)
- III. Call the Meeting to Order
- IV. Chairperson Remarks
- V. Reports:
 - (I) 2022 Business Report
 - (II) 2022 Audit Committee Review Report
 - (III) Report on remuneration for employees and directors of 2022
 - (IV) Report on the implementation of endorsement and guarantee in 2022
 - (V) Report on investment in mainland China in 2022
 - (VI) Report on the amendment to the Company's Regulations Governing Procedure for Board of Directors Meetings.
- VI. Rectification:
 - (I) The Company's Business Report and Financial Statements for 2022
 - (II) 2022 Earnings Distribution Table
- VII. Discussions
Proposal on Articles of Incorporation °
- VIII. Election
Election of directors of the Company's 11th Board of Directors.
- IX. Other Proposals
Proposal to lift the non-compete restrictions on new directors and their representatives.
- X. Extempore Motion
- XI. Meeting Adjourned

Reports

Proposal I

Summary : 2022 Business Report

Explanation:

1. See p.5 of this handbook for the Business Report.
2. See p.6-p.24 of this handbook for the Financial Statements.

Proposal II

Summary: 2022 Audit Committee Review Report

Explanation:

See p.25 of this handbook for the Audit Committee Review Report.

Proposal III

Summary: Remuneration for employees and directors of 2022

Explanation:

1. According to Article 28 of the Company's Articles of Incorporation, if the Company has profit in the fiscal year, 1%~5% of the profit shall be offered as employee remuneration, and no more than 0.5% of the profit shall be allocated as directors' remuneration. However, if the Company still has accumulated losses, an amount shall be reserved in advance to make up for the losses.
2. The Company's 2022 pre-tax profit inclusive of employee remuneration and directors' remuneration was NT\$1,030,716 thousand. As per the Board of Directors' resolution, employee remuneration distributed was NT\$19,392 thousand and directors' remuneration distributed was NT\$ 3,103 thousand, accounting for 1.88% and 0.30%, respectively, of pre-tax profits; both were distributed in cash.
3. The employee remuneration and directors' remuneration resolved on at the Board of Directors meeting is the same as the estimated amount recognized as expenses for 2022.

Proposal IV

Summary: Report on the implementation of endorsement and guarantee in 2022

Explanation:

See p.26 of this handbook for a list of the endorsement and guarantee made.

Proposal V

Summary: Report on investment in mainland China in 2022

Explanation:

See p.27 of this handbook for investment in mainland China.

Proposal VI

Summary: Report on the amendment to the Company's Regulations Governing Procedure for Board of Directors Meetings.

Explanation:

To amend the Company's Regulations Governing Procedure for Board of Directors Meetings to meet the requirements indicated on the FSC official letter Jin-Guan-Zheng-Fa-Zi No.1110383263 dated August 5, 2022. For the original provisions and amended ones, see p.28 of this Handbook.

Rectification:

Proposal I (Proposed by the Board of Directors)

Summary: Adoption of the Company's Business Report and Financial Statements for 2022.

Explanation:

The Company's 2022 standalone financial statements and consolidated financial statements were approved by the Board of Directors, audited by Deloitte Taiwan's CPAs Kuo Li-Yuan and Hsu Jui-

Hsuan, and submitted along with the Business Report to the Audit Committee, which issued a report after review. See p.5-p.25 of this handbook for the above-mentioned reports and financial statements.
Resolutions:

Proposal II (Proposed by the Board of Directors)

Summary: Adoption of the Company's 2022 Earnings Distribution Proposal.

Explanation:

In the 2022 Earnings Distribution Proposal, the Company proposes to distribute a cash dividend of NT\$3.5 per share; amount distributed to each shareholder is rounded to the nearest integral. The fractional amount less than NT\$1 is then totaled and recognized as the Company's other income. After this proposal is passed at the General Shareholders Meeting, the Chairperson is authorized to decide an ex-dividend record date and payable date, among other relevant matters. See p.29 of this handbook for the Earnings Distribution Table.

Resolutions:

Discussions

Proposal I (Proposed by the Board of Directors)

Summary: The proposal on the amendment to the Articles of Incorporation is hereby presented for review.

Explanation:

To amend some provisions of the Company's Articles of Incorporation to align with actual operational needs. For the original provisions and amended ones, see p.30 of this Handbook.

Resolutions:

Election

Summary: Election of directors of the Company's 11th Board of Directors

Explanation:

1. The office term of directors of the Company's 10th Board of Directors will expire on June 19, 2023, so an election of directors is proposed to be held at the General Shareholders Meeting this year.
2. According to Article 16 and Article 16-1 of the Company's Articles of Incorporation, the Company shall have 7 directors. Therefore, it is intended that 7 directors will be elected in this election, including 3 independent directors, who shall then assembled the Audit Committee.
3. Directors elected this time will take office on the date they are elected, for a term from June 19, 2023 through June 18, 2026. The term of the incumbent directors should expire at the time this General Shareholders Meeting ends.
4. This election will be held by the Company's Rules for Election of Directors; see p.49 of this handbook for reference.
5. The Company's directors and independent directors will be elected based on the candidate nomination system. The list of candidates of directors and independent directors has been approved by the Board of Directors. See p.31-p.32 of this handbook for details.
6. It is proposed that an election be held.

Election results:

Other Proposal

Summary: Proposal to lift the non-compete restrictions on new directors and their representatives. The proposal is hereby presented for discussion.

Explanation:

1. According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the company's business, shall explain to the Shareholders Meeting the essential contents of such an act and secure its approval.

2. To allow the Company's directors to give full play to their professionalism to help the Company expand business in a smooth manner, it is proposed to lift the non-compete restrictions on the directors to be elected this time and their representatives. For competition behaviors, see p.31~p.32 of this Handbook.

Resolutions:

Extempore Motion

Meeting Adjourned

YUNG CHI PAINT & VARNISH MFG. CO., LTD

2022 Business Report

I. Achievements of business plans:

Unit: NT\$1,000

Item	2022	2021	Increase or decrease (%)
Operating revenue	7,685,292	6,869,869	11.87
Operating profit	733,451	817,054	-10.23
Post-tax profit	814,474	882,167	-7.67
Earnings per share (NT\$)	5.03	5.45	-7.71

II. Budget execution status: Not applicable because a financial forecast was not disclosed in 2022.

III. Financial income and expenses and profitability analysis:

(I) Financial income and expenses analysis:

Item		2022	2021
Financial structure (%)	Debt-to-total-assets ratio	13.57	15.92
	Ratio of long-term capital to property, plant, and equipment	638.66	616.67
Solvency (%)	Current ratio	370.69	318.60
	Quick ratio	243.44	200.33

(II) Profitability analysis:

Item	2022	2021
Return on assets (%)	7.40	8.41
Return on equity (%)	8.67	9.81
Pre-tax profit to paid-in capital (%)	62.24	63.32
Net profit margin (%)	10.60	12.84
Earnings per share (NT\$)	5.03	5.45

IV. Research and Development:

- (I) The development of UP-168 1-pack polyurea waterproof material was completed.
- (II) The UP600A sound attenuation material was developed.
- (III) The completion of a photocurable coating materials system for iron-based printing has been achieved.
- (IV) A coating system for photovoltaic system brackets made of coiled steel has been developed.
- (V) A glass fiber waterproof material impervious to cracking has been developed.
- (VI) Full-color granite paint has been developed.

V. Future Development Strategies:

- (I) Penetrate the niche market; develop technologically differentiated products;
- (II) Introduce the next-generation Enterprise Resources Planning system to promote digital transformation and improve operating performance
- (III) Give full support to Jiaxing factory's mass production capacity;
- (IV) Promote ESG for sustainable operations and management; fulfill corporate social responsibilities.

Chairperson: Chang Te-Jen

President: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

Independent Auditors' Report

To YUNG CHI PAINT & VARNISH MFG. CO., LTD:

Audit opinion

We have audited the parent company only balance sheet of YUNG CHI PAINT & VARNISH MFG. CO., LTD (YUNG CHI) as of December 31, 2022 and 2021, and the parent company only statement of comprehensive income, parent company only statement of changes in equity, and parent company only statement of cash flows for the period from January 1 through December 31, 2022 and 2021, and the notes to the parent company only financial statements (including the summary of significant accounting policies).

In our opinion, the parent company only financial statements were prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and thus presented fairly, in all material aspects, the financial position of YUNG CHI as of December 31, 2022 and 2021, and its parent company only financial performance and cash flows for the period from January 1 through December 31, 2022 and 2021.

Basis for Opinions

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We were independent of YUNG CHI in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and fulfilled all other responsibilities thereunder. 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 that, in our professional judgment, were of utmost significance in our audit of the parent company only financial statements of YUNG CHI for the year ended December 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these issues.

Key audit matters for the parent company only financial statements of YUNG CHI for the year ended December 31, 2022 are stated as follows:

Revenue recognition

YUNG CHI mainly engages in manufacture and sale of paints and coating materials and the undertaking of painting projects, of which the manufacture and sale of paints and coating materials accounts for more than 90% of annual sales. Since revenue recognition is something whose default setting carries significant risks, and which fluctuates along with market demand changes and is of concern to users of the financial statements, we have identified the revenue from specific customers and the sale of specific paints and coating materials as the key audit matter. For the accounting policy regarding sales revenue, see Note 4 of this parent company only financial statements.

We also performed the following key audit procedures:

- I. Understood and tested the design of the internal control over the sales cycle, as well as the effectiveness of implementation thereof.
- II. Checked relevant documents to see whether the control over products has indeed transferred and performance obligations fulfilled; tested the collection cycle to see whether revenues have indeed occurred.
- III. Examined significant sales return after the reporting date to verify the authenticity of sales revenue recognized before the balance sheet date.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of

assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards will always detect a material misstatement when it exists in these parent company only financial statements. Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also conduct the following tasks:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of YUNG CHI for the year ended December 31, 2022 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.

Deloitte & Touche Taiwan

CPA: Kuo Li-Yuan

CPA: Hsu Jui-Hsuan

Approval No. from the Securities and
Futures Commission

Tai-Tsai-Cheng-Liu-Zi No. 0920123784

Approval No. from the Financial Supervisory
Commission

Jin-Guan-Zheng-Shen-Zi #1020025513

March 16, 2023

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Balance Sheet

As of December 31, 2022 and 2021

Unit: NT\$1,000

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	Current Assets				
1100	Cash and cash equivalents (Note 6)	\$ 626,989	6	\$ 579,720	5
1120	Financial assets at fair value through other comprehensive income (Notes 4 and 7)	384,288	3	416,835	4
1140	Contract assets (Note 20)	95,555	1	115,979	1
1150	Notes receivable, net (Note 8)	330,705	3	208,447	2
1160	Notes receivable - related parties (Notes 8 and 26)	58,079	-	43,760	-
1170	Accounts receivable, net (Note 8)	1,394,160	13	1,230,819	11
1180	Accounts receivable - related parties (Notes 8 and 26)	333,172	3	279,533	3
1200	Other receivables (Note 8)	20,899	-	35,790	1
1210	Other receivables - related parties (Notes 8 and 26)	27,577	-	42,821	-
130X	Inventories (Notes 4, and 9)	1,651,842	15	1,800,429	16
1476	Other financial assets (Note 10)	-	-	166,208	2
1479	Other current assets	58,280	1	41,724	-
11XX	Total Current Assets	<u>4,981,546</u>	<u>45</u>	<u>4,962,065</u>	<u>45</u>
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income (Notes 4 and 7)	75,330	1	78,824	1
1550	Investments accounted for using equity method (Notes 4 and 11)	4,178,083	38	4,056,872	37
1600	Property, plant, and equipment (Notes 4, 12, and 27)	1,523,788	14	1,525,242	14
1755	Right-of-use assets (Notes 4 and 13)	9,068	-	15,953	-
1760	Investment property (Notes 4 and 14)	205,384	2	207,072	2
1780	Intangible assets (Note 4)	4,614	-	4,132	-
1840	Deferred income tax assets (Note 22)	51,048	-	61,604	1
1915	Equipment prepayments	27,204	-	32,229	-
1920	Guarantee deposits paid	17,904	-	17,473	-
1980	Other financial assets (Notes 10 and 27)	1,768	-	1,769	-
15XX	Total Non-current Assets	<u>6,094,191</u>	<u>55</u>	<u>6,001,170</u>	<u>55</u>
1XXX	Total Assets	<u>\$ 11,075,737</u>	<u>100</u>	<u>\$ 10,963,235</u>	<u>100</u>
	Liabilities and Stockholders' Equity				
	Current liabilities				
2100	Short-term borrowings (Notes 15, 26, and 27)	\$ -	-	\$ 10,533	-
2130	Contract liabilities (Note 20)	54,260	1	22,033	-
2150	Notes payable	23,597	-	26,528	-
2170	Accounts payable (Note 26)	701,490	6	813,969	7
2200	Other payables (Notes 16 and 26)	412,712	4	532,415	5
2230	Current income tax liabilities (Note 22)	110,492	1	100,541	1
2280	Lease liability (Notes 4, 13, and 26)	8,346	-	7,922	-
2365	Refund liabilities	32,260	-	41,535	1
2399	Other current liabilities	688	-	1,979	-
21XX	Total Current Liabilities	<u>1,343,845</u>	<u>12</u>	<u>1,557,455</u>	<u>14</u>
	Non-current liabilities				
2550	Provisions (Notes 4 and 17)	15,022	-	29,266	1
2570	Deferred income tax liabilities (Notes 5 and 22)	127,778	1	116,303	1
2580	Lease liability (Notes 4, 13, and 26)	935	-	8,230	-
2640	Net defined benefit liability (Notes 4 and 18)	9,262	-	28,893	-
2645	Guarantee deposit received	5,696	-	5,647	-
25XX	Total Non-current Liabilities	<u>158,693</u>	<u>1</u>	<u>188,339</u>	<u>2</u>
2XXX	Total liabilities	<u>1,502,538</u>	<u>13</u>	<u>1,745,794</u>	<u>16</u>
	Equity (Note 19)				
3110	Capital stock	1,620,000	15	1,620,000	15
3200	Capital surplus	109,380	1	109,328	1
	Retained earnings				
3310	Legal reserve	1,917,371	17	1,825,879	17
3320	Special reserve	490,499	5	492,801	4
3350	Unappropriated earnings	5,630,491	51	5,469,163	50
3300	Total retained earnings	8,038,361	73	7,787,843	71
3400	Other equity	(194,542)	(2)	(299,730)	(3)
3XXX	Total stockholders' equity	<u>9,573,199</u>	<u>87</u>	<u>9,217,441</u>	<u>84</u>
3X2X	Total Liabilities and Equity	<u>\$ 11,075,737</u>	<u>100</u>	<u>\$ 10,963,235</u>	<u>100</u>

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

Chairperson: Chang Te-Jen

Manager: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Statement of Comprehensive Income

January 1 through December 31, 2022 and 2021

Unit: NT\$1,000, except earnings per share

Code		2022		2021	
		Amount	%	Amount	%
	Operating revenue (Notes 4, 20, and 26)				
4100	Goods sales revenue	\$ 7,065,652	92	\$ 6,546,198	95
4520	Construction revenue	<u>619,640</u>	<u>8</u>	<u>323,671</u>	<u>5</u>
4000	Total operating revenue	<u>7,685,292</u>	<u>100</u>	<u>6,869,869</u>	<u>100</u>
	Operating cost (Notes 9, 21, and 26)				
5110	Sales cost	5,499,851	72	4,838,814	71
5520	Construction cost	<u>536,654</u>	<u>7</u>	<u>291,118</u>	<u>4</u>
5000	Total operating cost	<u>6,036,505</u>	<u>79</u>	<u>5,129,932</u>	<u>75</u>
5900	Operating gross profit	1,648,787	21	1,739,937	25
5910	Realized(Unrealized) gain on sales	(<u>19,625</u>)	-	<u>1,670</u>	-
5950	Gross profit	<u>1,629,162</u>	<u>21</u>	<u>1,741,607</u>	<u>25</u>
	Operating expenses (Notes 8, 21, and 26)				
6100	Marketing expenses	501,204	6	512,755	7
6200	General and administrative expenses	188,347	2	178,876	3
6300	R&D expense	213,290	3	225,436	3
6450	Loss (Reversal gain) on expected credit impairment	(<u>7,130</u>)	-	<u>7,486</u>	-
6000	Total operating expenses	<u>895,711</u>	<u>11</u>	<u>924,553</u>	<u>13</u>
6900	Operating Income	<u>733,451</u>	<u>10</u>	<u>817,054</u>	<u>12</u>
	Non-operating income and expenses (Notes 21 and 26)				
7100	Income from interests	2,237	-	1,590	-
7010	Other income	34,561	1	53,259	-
7020	Other gains and losses	102,295	1	(13,984)	-
7050	Financial cost	(1,780)	-	(993)	-
7070	Share of profit or loss of associates and subsidiaries accounted for using the equity method (Note 11)	<u>137,457</u>	<u>2</u>	<u>168,908</u>	<u>3</u>
7000	Total non-operating income and expenses	<u>274,770</u>	<u>4</u>	<u>208,780</u>	<u>3</u>
7900	Net profits before tax	1,008,221	14	1,025,834	15
7950	Income tax expenses (Notes 4 and 22)	<u>193,747</u>	<u>3</u>	<u>143,667</u>	<u>2</u>
8200	Net profit in the current year	<u>814,474</u>	<u>11</u>	<u>882,167</u>	<u>13</u>
	Other comprehensive income (Notes 18, 19, and 22)				
8310	Items that will not be reclassified to profit or loss				
8311	Re-measurement of defined benefit plans	3,805	-	40,941	-
8316	Unrealized valuation gains or losses on investment in equity instruments at fair value through other comprehensive income	(36,041)	-	159,544	2
8330	Share of other comprehensive income of associates and subsidiaries accounted for using equity method	(36)	-	(484)	-
8349	Income tax expenses related to items that will not be reclassified	(761)	-	(8,188)	-
8360	Items that will be reclassified to profit or loss				
8361	Exchange differences arising in the translation of foreign operations	<u>141,265</u>	<u>1</u>	(<u>52,864</u>)	-
8300	Other comprehensive income (net after tax) for the year	<u>108,232</u>	<u>1</u>	<u>138,949</u>	<u>2</u>
8500	Total comprehensive income for the year	<u>\$ 922,706</u>	<u>12</u>	<u>\$ 1,021,116</u>	<u>15</u>
	Earnings per share (Note 23)				
9710	Basic	<u>\$ 5.03</u>		<u>\$ 5.45</u>	
9810	Diluted	<u>\$ 5.02</u>		<u>\$ 5.44</u>	

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

Chairperson: Chang Te-Jen Manager: Chen Hung-Wei Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD
Statement of Changes in Equity
January 1 through December 31, 2022 and 2021

Unit: NT\$1,000

Code		Retained earnings					Total	Exchange differences arising in the translation of foreign operations	Other equity		Total stockholders' equity
		Capital stock	Capital reserves	Legal reserve	Special reserves	Undistributed earnings			Unrealized valuation gains or losses on financial assets at fair value through other comprehensive income	Total	
A1	Balance as of January 1, 2021	\$ 1,620,000	\$ 109,193	\$ 1,742,712	\$ 492,801	\$ 5,204,410	\$ 7,439,923	(\$ 364,926)	(\$ 41,000)	(\$ 405,926)	\$ 8,763,190
	Earnings allocation and distribution for 2020 (Note 19)										
B1	Legal reserve	-	-	83,167	-	(83,167)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(567,000)	(567,000)	-	-	-	(567,000)
C3	Amount from donation	-	135	-	-	-	-	-	-	-	135
D1	Net profit for 2021	-	-	-	-	882,167	882,167	-	-	-	882,167
D3	Other comprehensive income (loss) after tax for 2021	-	-	-	-	32,753	32,753	(52,864)	159,060	106,196	138,949
D5	Total comprehensive income for 2021	-	-	-	-	914,920	914,920	(52,864)	159,060	106,196	1,021,116
Z1	Balance as of December 31, 2021	<u>1,620,000</u>	<u>109,328</u>	<u>1,825,879</u>	<u>492,801</u>	<u>5,469,163</u>	<u>7,787,843</u>	<u>(417,790)</u>	<u>118,060</u>	<u>(299,730)</u>	<u>9,217,441</u>
	Earnings allocation and distribution for 2021 (Note 19)										
B1	Legal reserve	-	-	91,492	-	(91,492)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(567,000)	(567,000)	-	-	-	(567,000)
B17	Reversal of special reserves	-	-	-	(2,302)	2,302	-	-	-	-	-
C3	Amount from donation	-	52	-	-	-	-	-	-	-	52
D1	Net profit for 2022	-	-	-	-	814,474	814,474	-	-	-	814,474
D3	Other comprehensive income (loss) after tax for 2022	-	-	-	-	3,044	3,044	141,265	(36,077)	105,188	108,232
D5	Total comprehensive income for 2022	-	-	-	-	817,518	817,518	141,265	(36,077)	105,188	922,706
Z1	Balance as of December 31, 2022	<u>\$ 1,620,000</u>	<u>\$ 109,380</u>	<u>\$ 1,917,371</u>	<u>\$ 490,499</u>	<u>\$ 5,630,491</u>	<u>\$ 8,038,361</u>	<u>(\$ 276,525)</u>	<u>\$ 81,983</u>	<u>(\$ 194,542)</u>	<u>\$ 9,573,199</u>

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

Chairperson: Chang Te-Jen

Manager: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Statement of Cash Flows

January 1 through December 31, 2022 and 2021

Unit: NT\$1,000

Code		2022	2021
	Cash flow from operating activities		
A10000	Pre-tax profit for the year	\$1,008,221	\$1,025,834
A20010	Income expenses		
A20100	Depreciation	85,962	87,042
A20200	Amortization	1,242	1,123
A20300	Loss (Reversal gain) on expected credit impairment	(7,130)	7,486
A20400	Gains on financial assets at fair value through profit or loss	(145)	(706)
A20900	Financial cost	1,780	993
A21200	Income from interests	(2,237)	(1,590)
A21300	Dividend income	(19,650)	(17,246)
A22400	Share of profit or loss of associates and subsidiaries accounted for using equity method	(137,457)	(168,908)
A22500	Gain on disposal or property, plant and equipment	(39,464)	(233)
A23800	Loss (reversal gains) on inventory devaluation	(19,785)	10,381
A24000	Unrealized (realized) gain on sales	19,625	(1,670)
A29900	Provisions reversed	(14,191)	(12,200)
A30000	Net changes in operating assets and liabilities		
A31125	Contract assets	20,424	19,425
A31130	Notes receivable	(124,753)	56,451
A31140	Notes receivable - related parties	(14,611)	(44,538)
A31150	Accounts receivable	(154,928)	(196,302)
A31160	Accounts receivable - related parties	(52,135)	(28,084)
A31180	Other receivables	14,784	(1,099)
A31190	Other accounts receivable -- related parties	15,244	(6,798)
A31200	Inventories	168,372	(547,871)
A31240	Other current assets	(16,556)	(16,260)
A32125	Contract liabilities	32,227	(1,561)
A32130	Notes payable	(2,931)	3,060
A32150	Accounts payable	(112,479)	318,948
A32180	Other accounts payable	(9,243)	41,623
A32200	Provisions	(53)	-

A32230	Other current liabilities	(1,291)	640
A32240	Net defined benefit liabilities	(15,826)	(19,047)
A32990	Refund liabilities	(<u>9,275</u>)	<u>1,417</u>
A33000	Cash flow from operating activities	\$ 613,741	\$ 510,310
A33100	Interest received	2,344	1,736
A33200	Dividends received	19,650	17,246
A33300	Interest paid	(1,820)	(492)
A33500	Income taxes paid	(<u>162,526</u>)	(<u>175,839</u>)
AAAA	Net cash generated by operating activities	<u>471,389</u>	<u>352,961</u>
Cash Flow from Investing Activities			
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(42,000)
B00100	Acquisition of financial assets at fair value through profit or loss	(100,000)	(543,156)
B00200	Disposal of financial assets at fair value through profit or loss	100,145	887,608
B02700	Acquisition of property, plant and equipment	(90,507)	(327,877)
B02800	Proceeds from disposal of property, plant and equipment	50,014	343
B03700	Increase in guarantee deposit paid	(431)	(694)
B04500	Acquisition of intangible assets	(1,724)	(224)
B06600	Decrease in other financial assets	166,209	175,321
B07600	Dividends from subsidiaries	<u>137,850</u>	<u>-</u>
BBBB	Net cash derived from investing activities	<u>261,556</u>	<u>149,321</u>
Cash Flow from Financing Activities			
C00100	Increase (Decrease) in short-term borrowings	(10,533)	7,531
C03100	Increase in guarantee deposit received	49	811
C03700	Decrease (increase) in other payables	(100,000)	200,000
C04020	Repayment of principal of lease liabilities	(8,244)	(7,961)
C04500	Cash dividends paid	(567,000)	(567,000)
C09900	Refund of shareholder unclaimed dividends	<u>52</u>	<u>135</u>
CCCC	Net cash used in financing activities	(<u>685,676</u>)	(<u>366,484</u>)
EEEE	Increase in cash and cash equivalents	47,269	135,798
E00100	Cash and cash equivalents - beginning of year	<u>579,720</u>	<u>443,922</u>
E00200	Cash and cash equivalents - end of year	<u>\$ 626,989</u>	<u>\$ 579,720</u>

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

Chairperson: Chang Te-Jen Manager: Chen Hung-Wei Accounting Manager: Chen Hsi-Hui

Independent Auditors' Report

To YUNG CHI PAINT & VARNISH MFG. CO., LTD:

Audit opinion

We have audited the consolidated balance sheet of YUNG CHI PAINT & VARNISH MFG. CO., LTD (“YUNG CHI” hereinafter) and its subsidiaries as at December 31, 2022 and 2021, and the consolidated statement of comprehensive income, consolidated statement of changes in equity, and consolidated statement of cash flow for the period from January 1 through December 31, 2022 and 2021, and the notes to the consolidated financial statements (including the summary of significant accounting policies).

In our opinion, the said consolidated financial statements were prepared 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 that were approved and promulgated by the Financial Supervisory Commission (FSC), and thus presented fairly, in all material aspects, the consolidated financial position of YUNG CHI and its subsidiaries as of December 31, 2022 and 2021, and the consolidated financial performance and cash flows for the period from January 1 through December 31, 2022 and 2021.

Basis for Opinions

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We were independent of YUNG CHI and its subsidiaries in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China and fulfilled all other responsibilities thereunder. 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 that, in our professional judgment, were of utmost significance in our audit of the consolidated financial statements of YUNG CHI and its subsidiaries for the year ended December 31, 2022. 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 issues.

Key audit matters for the consolidated financial statements of YUNG CHI and its subsidiaries for the year ended December 31, 2022 are stated as follows:

Revenue recognition

YUNG CHI and its subsidiaries mainly engage in manufacture and sale of paints and coating materials and the undertaking of painting engineering work, of which the manufacture and sale of paints and coating materials accounts for more than 90% of annual operating revenue. Since revenue recognition is something whose default setting carries significant risks, and which fluctuates along with market demand changes and is of concern to users of the financial statements, we have identified the revenue from specific customers and the sale of specific paints and coating materials as the key audit matter. For the accounting policy regarding sales revenue, see Note IV of this consolidated financial statements.

We also performed the following key audit procedures:

- I. Understood and tested the design of the internal control over the sales cycle, as well as the effectiveness of implementation thereof.
- II. Checked relevant documents to see whether the control over products has indeed transferred and performance obligations fulfilled; tested the collection cycle to see whether revenues have indeed occurred.
- III. Examined significant sales return after the reporting date to verify the authenticity of sales revenue recognized before the balance sheet date.

Other Matters

YUNG CHI has prepared the parent company only financial statements for the years ended December 31, 2022 and 2021, for which we have issued an audit report containing an unqualified opinion for reference.

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

The management was responsible for fairly presenting these 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 that were approved and promulgated by the Financial Supervisory Commission, and for maintaining the necessary internal control related to the preparation of these consolidated financial statements to ensure that these consolidated financial statements were free of material misstatements, whether due to fraud or errors.

In preparing the consolidated financial statements, management is responsible for assessing

the ability of YUNG CHI 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 YUNG CHI and its subsidiaries or to cease operations or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for overseeing the financial reporting process of YUNG CHI and its subsidiaries.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with the auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also conduct the following tasks:

- I. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- II. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of internal control of YUNG CHI and its subsidiaries.
- III. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- IV. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of YUNG CHI 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. 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 the Company to cease to continue as a going concern.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of consolidated financial statements of YUNG CHI and its subsidiaries for the year ended December 31, 2022 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.

Deloitte & Touche Taiwan

CPA: Kuo Li-Yuan

CPA: Hsu Jui-Hsuan

Serial number of the official approval letter
from the Securities and Futures
Commission

Tai-Tsai-Cheng-Liu-Zi No. 0920123784

Serial number of the official approval letter
from the Financial Supervisory Commission

Jin-Guan-Zheng-Shen-Zi #1020025513

March 16, 2023

YUNG CHI PAINT & VARNISH MFG. CO., LTD and Subsidiaries
Consolidated Balance Sheets
As of December 31, 2022 and 2021

Unit: NT\$1,000

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	Current Assets				
1100	Cash and cash equivalents (Note 6)	\$ 1,504,433	13	\$ 1,264,134	10
1110	Financial assets at fair value through profit or loss (Notes 4 and 7)	-	-	260,533	2
1120	Financial assets at fair value through other comprehensive income (Notes 4 and 8)	384,288	3	416,835	4
1140	Contract assets (Note 22)	95,555	1	115,979	1
1150	Notes receivable, net (Note 9)	612,957	5	508,895	5
1160	Notes receivable - related parties (Notes 9 and 28)	58,079	1	43,760	-
1170	Accounts receivable, net (Note 9)	1,891,633	17	1,664,570	15
1180	Accounts receivable - related parties (Notes 9 and 28)	101,005	1	174,725	2
1200	Other receivables (Notes 9 and 28)	23,827	-	36,971	-
130X	Inventories (Notes 4, and 10)	2,569,810	23	2,502,731	22
1476	Other financial assets (Note 11)	3,373	-	171,414	2
1479	Other current assets	87,251	1	100,520	1
11XX	Total Current Assets	7,332,211	65	7,261,067	64
	Non-current assets				
1517	Financial assets at fair value through other comprehensive income (Notes 4 and 8)	75,480	1	78,971	1
1550	Investments accounted for using equity method (Notes 4 and 13)	35,844	-	33,182	-
1600	Property, plant, and equipment (Notes 4, 14, and 29)	3,324,419	29	3,220,135	29
1755	Right-of-use assets (Notes 4 and 15)	338,841	3	309,994	3
1760	Investment property (Notes 4 and 16)	205,384	2	207,072	2
1780	Intangible assets (Note 4)	5,070	-	4,729	-
1840	Deferred income tax assets (Note 24)	51,048	-	61,604	1
1915	Equipment prepayments	27,297	-	32,229	-
1920	Guarantee deposits paid	20,129	-	20,225	-
1980	Other financial assets (Notes 11 and 29)	1,768	-	8,585	-
15XX	Total Non-current Assets	4,085,280	35	3,976,726	36
1XXX	Total Assets	\$ 11,417,491	100	\$ 11,237,793	100
	Liabilities and Stockholders' Equity				
	Current liabilities				
2100	Short-term borrowings (Note 17 and 29)	\$ 1,078	-	\$ 10,533	-
2130	Contract liabilities (Note 22)	55,286	1	23,388	-
2150	Notes payable	23,600	-	31,035	-
2170	Accounts payable	844,591	7	942,664	9
2200	Other payables (Notes 18 and 28)	544,730	5	652,109	6
2230	Current income tax liabilities (Notes 24)	116,190	1	111,922	1
2280	Lease liability (Notes 4, 15, and 28)	18,176	-	7,922	-
2365	Refund liabilities	45,005	-	47,358	-
2399	Other current liabilities	954	-	2,228	-
21XX	Total Current Liabilities	1,649,610	14	1,829,159	16
	Non-current liabilities				
2550	Provisions (Notes 4 and 19)	15,022	-	29,266	1
2570	Deferred income tax liabilities (Notes 24)	127,778	1	116,303	1
2580	Lease liability (Notes 4, 15, and 28)	33,280	1	8,230	-
2640	Net defined benefit liability (Notes 4 and 20)	9,262	-	28,893	-
2645	Guarantee deposit received	9,340	-	8,501	-
25XX	Total Non-current Liabilities	194,682	2	191,193	2
2XXX	Total liabilities	1,844,292	16	2,020,352	18
	Equity attributable to owners of the Company (Note 21)				
3110	Capital stock	1,620,000	14	1,620,000	15
3200	Capital surplus	109,380	1	109,328	1
	Retained earnings				
3310	Legal reserve	1,917,371	17	1,825,879	16
3320	Special reserve	490,499	5	492,801	4
3350	Unappropriated earnings	5,630,491	49	5,469,163	49
3300	Total retained earnings	8,038,361	71	7,787,843	69
3400	Other equity	(194,542)	(2)	(299,730)	(3)
3XXX	Total stockholders' equity	9,573,199	84	9,217,441	82
3X2X	Total Liabilities and Equity	\$ 11,417,491	100	\$ 11,237,793	100

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

Chairperson: Chang Te-Jen

Manager: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD and Subsidiaries
Consolidated Statement of Comprehensive Income
January 1 to December 31, 2022 and 2021

Unit: NT\$1,000, except earnings per share

Code		2022		2021	
		Amount	%	Amount	%
	Operating revenue (Notes 4, 22, and 28)				
4100	Goods sales revenue	\$ 9,115,921	94	\$ 8,541,956	96
4520	Construction revenue	<u>619,640</u>	<u>6</u>	<u>323,671</u>	<u>4</u>
4000	Total operating revenue	<u>9,735,561</u>	<u>100</u>	<u>8,865,627</u>	<u>100</u>
	Operating cost (Notes 10, 23, and 28)				
5110	Sales cost	7,041,601	72	6,336,477	72
5520	Construction cost	<u>536,654</u>	<u>6</u>	<u>291,118</u>	<u>3</u>
5000	Total operating cost	<u>7,578,255</u>	<u>78</u>	<u>6,627,595</u>	<u>75</u>
5900	Operating gross profit	<u>2,157,306</u>	<u>22</u>	<u>2,238,032</u>	<u>25</u>
	Operating expenses (Notes 9, 23, and 28)				
6100	Marketing expenses	647,449	7	646,547	7
6200	General and administrative expenses	394,693	4	321,529	4
6300	R&D expense	245,613	2	255,481	3
6450	Loss on expected credit impairment	<u>75</u>	<u>-</u>	<u>11,632</u>	<u>-</u>
6000	Total operating expenses	<u>1,287,830</u>	<u>13</u>	<u>1,235,189</u>	<u>14</u>
6900	Operating Income	<u>869,476</u>	<u>9</u>	<u>1,002,843</u>	<u>11</u>
	Non-operating income and expenses (Notes 23 and 28)				
7100	Income from interests	8,088	-	12,264	-
7010	Other income	45,407	1	61,003	1
7020	Other gains and losses	119,088	1	(10,684)	-
7050	Financial cost	(2,989)	-	(996)	-
7060	Share of profit or loss of associates accounted for using equity method (Note 13)	<u>806</u>	<u>-</u>	<u>(364)</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>170,400</u>	<u>2</u>	<u>61,223</u>	<u>1</u>
7900	Net profits before tax	1,039,876	11	1,064,066	12
7950	Income tax expenses (Notes 4 and 24)	<u>225,402</u>	<u>3</u>	<u>181,899</u>	<u>2</u>
8200	Net profit in the current year	<u>814,474</u>	<u>8</u>	<u>882,167</u>	<u>10</u>
	Other comprehensive income (Notes 20, 21, and 24)				
8310	Items that will not be reclassified to profit or loss				
8311	Re-measurement of defined benefit plans	3,805	-	40,941	-
8316	Unrealized valuation gains or losses on investment in equity instruments at fair value through other comprehensive income	(36,077)	-	159,060	2
8349	Income tax expenses related to items that will not be reclassified	(761)	-	(8,188)	-
8360	Items that will be reclassified to profit or loss				
8361	Exchange differences arising in the translation of foreign operations	<u>141,265</u>	<u>1</u>	<u>(52,864)</u>	<u>-</u>
8300	Other comprehensive income (net after tax) for the year	<u>108,232</u>	<u>1</u>	<u>138,949</u>	<u>2</u>
8500	Total comprehensive income for the year	<u>\$ 922,706</u>	<u>9</u>	<u>\$ 1,021,116</u>	<u>12</u>
8600	Net income attributable to:				
8610	Owners of the Company	<u>\$ 814,474</u>		<u>\$ 882,167</u>	
8700	Total comprehensive income attributable to:				
8710	Owners of the Company	<u>\$ 922,706</u>		<u>\$ 1,021,116</u>	
	Earnings per share (Note 25)				
9710	Basic	<u>\$ 5.03</u>		<u>\$ 5.45</u>	
9810	Diluted	<u>\$ 5.02</u>		<u>\$ 5.44</u>	

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

Chairperson: Chang Te-Jen Manager: Chen Hung-Wei Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD and Subsidiaries
Consolidated Statement of Changes in Equity
January 1 through December 31, 2022 and 2021

Unit: NT\$1,000

Code		Equity attributable to owners of the Company						Other equity		Total stockholders' equity	
		Capital stock	Capital surplus	Legal reserve	Special reserve	Retained earnings		Exchange differences arising in the translation of foreign operations	Unrealized valuation gains or losses on financial assets at fair value through other comprehensive income		
						Unappropriated earnings	Total				Total
A1	Balance as of January 1, 2021	\$ 1,620,000	\$ 109,193	\$ 1,742,712	\$ 492,801	\$ 5,204,410	\$ 7,439,923	(\$ 364,926)	(\$ 41,000)	(\$ 405,926)	\$ 8,763,190
	Earnings allocation and distribution for 2020 (Note 21)										
B1	Legal reserve	-	-	83,167	-	(83,167)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(567,000)	(567,000)	-	-	-	(567,000)
C3	Amount from donation	-	135	-	-	-	-	-	-	-	135
D1	Net profit for 2021	-	-	-	-	882,167	882,167	-	-	-	882,167
D3	Other comprehensive income (loss) after tax for 2021	-	-	-	-	32,753	32,753	(52,864)	159,060	106,196	138,949
D5	Total comprehensive income for 2021	-	-	-	-	914,920	914,920	(52,864)	159,060	106,196	1,021,116
Z1	Balance as of December 31, 2021	<u>1,620,000</u>	<u>109,328</u>	<u>1,825,879</u>	<u>492,801</u>	<u>5,469,163</u>	<u>7,787,843</u>	<u>(417,790)</u>	<u>118,060</u>	<u>(299,730)</u>	<u>\$ 9,217,441</u>
	Earnings allocation and distribution for 2021 (Note 21)										
B1	Legal reserve	-	-	91,492	-	(91,492)	-	-	-	-	-
B5	Cash dividends	-	-	-	-	(567,000)	(567,000)	-	-	-	(567,000)
B17	Reversal of special reserves	-	-	-	(2,302)	2,302	-	-	-	-	-
C3	Amount from donation	-	52	-	-	-	-	-	-	-	52
D1	Net profit for 2022	-	-	-	-	814,474	814,474	-	-	-	814,474
D3	Other comprehensive income (loss) after tax for 2022	-	-	-	-	3,044	3,044	141,265	(36,077)	105,188	108,232
D5	Total comprehensive income for 2022	-	-	-	-	817,518	817,518	141,265	(36,077)	105,188	922,706
Z1	Balance as of December 31, 2022	<u>\$ 1,620,000</u>	<u>\$ 109,380</u>	<u>\$ 1,917,371</u>	<u>\$ 490,499</u>	<u>\$ 5,630,491</u>	<u>\$ 8,038,361</u>	<u>(\$ 276,525)</u>	<u>\$ 81,983</u>	<u>(\$ 194,542)</u>	<u>\$ 9,573,199</u>

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

Chairperson: Chang Te-Jen

Manager: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD and Subsidiaries

Consolidated Statement of Cash Flow

January 1 through December 31, 2022 and 2021

Unit: NT\$1,000

Code		2022	2021
	Cash flow from operating activities		
A10000	Pre-tax profit for the year	\$ 1,039,876	\$ 1,064,066
A20010	Income expenses		
A20100	Depreciation	185,401	156,758
A20200	Amortization	1,416	1,507
A20300	Loss on expected credit impairment	75	11,632
A20400	Gains on financial assets at fair value		
	through profit or loss	(13,618)	(11,207)
A20900	Financial cost	2,989	996
A21200	Income from interests	(8,088)	(12,264)
A21300	Dividend income	(19,650)	(17,246)
A22300	Share of profit or loss of associates		
	accounted for using equity method	(806)	364
A22500	Gain on disposal and retirement of		
	property, plant, and equipment	(39,465)	(206)
A23700	Loss (reversal gains) on inventory		
	devaluation	(28,668)	14,600
A29900	Provisions reversed	(14,191)	(12,200)
A30000	Net changes in operating assets and liabilities		
A31125	Contract assets	20,424	19,425
A31130	Notes receivable	(106,440)	5,491
A31140	Notes receivable - related parties	(14,611)	(44,538)
A31150	Accounts receivable	(226,916)	(156,099)
A31160	Accounts receivable - related parties	75,225	(62,242)
A31180	Other receivables	13,376	490
A31200	Inventories	(41,290)	(624,186)
A31240	Other current assets	13,248	(30,803)
A32125	Contract liabilities	31,898	(1,373)
A32130	Notes payable	(7,435)	7,567
A32150	Accounts payable	(98,073)	276,088
A32180	Other accounts payable	10,853	57,377
A32200	Provisions	(53)	-
A32230	Other current liabilities	(1,274)	535
A32240	Net defined benefit liabilities	(15,826)	(19,047)
A32990	Refund liabilities	(2,353)	5,025

(Continued)

(Continued)

Code		2022	2021
A33000	Cash flow from operating activities	\$ 756,024	\$ 630,510
A33100	Interest received	7,856	12,856
A33200	Dividends received	19,650	17,246
A33300	Interest paid	(3,029)	(495)
A33500	Income taxes paid	(199,864)	(214,441)
AAAA	Net cash generated by operating activities	<u>580,637</u>	<u>445,676</u>
	Cash Flow from Investing Activities		
B00010	Acquisition of financial assets at fair value through other comprehensive income	-	(42,000)
B00100	Acquisition of financial assets at fair value through profit or loss	(1,832,783)	(1,726,193)
B00200	Disposal of financial assets at fair value through profit or loss	2,113,509	2,243,179
B02700	Acquisition of property, plant and equipment	(223,728)	(797,589)
B02800	Proceeds from disposal of property, plant and equipment	51,240	363
B03800	Decrease (Increase) in guarantee deposit paid	96	(541)
B04500	Acquisition of intangible assets	(1,724)	(416)
B06600	Decrease in other financial assets	<u>174,858</u>	<u>185,241</u>
BBBB	Net cash inflow (outflow) from investing activities	<u>281,468</u>	<u>(137,956)</u>
	Cash Flow from Financing Activities		
C00100	Increase (Decrease) in short-term borrowings	(9,455)	5,757
C03100	Increase in guarantee deposit received	839	573
C03700	Decrease (increase) in other payables	(100,000)	200,000
C04020	Repayment of principal of lease liabilities	(15,045)	(7,961)
C04400	Decrease in other non-current liabilities	-	(170)
C04500	Cash dividends paid	(567,000)	(567,000)
C09900	Refund of shareholder unclaimed dividends	<u>52</u>	<u>135</u>
CCCC	Net cash used in financing activities	<u>(690,609)</u>	<u>(368,666)</u>
DDDD	Effects of exchange rate changes on cash and cash equivalents	<u>68,803</u>	<u>(27,615)</u>
EEEE	Increase (decrease) in cash and cash equivalents	240,299	(88,561)
E00100	Cash and cash equivalents - beginning of year	<u>1,264,134</u>	<u>1,352,695</u>
E00200	Cash and cash equivalents - end of year	<u>\$1,504,433</u>	<u>\$1,264,134</u>

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

Chairperson: Chang Te-Jen

Manager: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Audit Committee Review Report

The parent company only financial statements and consolidated financial statements for 2022 prepared by the Board of Directors have been audited by CPA Kuo Li-Yuan and CPA Hsu Jui-Hsuan from Deloitte & Touche. The Audit Committee has reviewed the said Business Report, financial statements, and earnings distribution proposal, and did not find any non-compliance. Therefore, we have prepared this report according to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for your review.

To

YUNG CHI PAINT & VARNISH MFG. CO., LTD General Shareholders Meeting

Audit Committee Convener:

Chan Chin-Yi

March 16, 2023

YUNG CHI PAINT & VARNISH MFG. CO., LTD

List of Endorsement and Guarantee

January 1 through December 31, 2022

Unit: NT\$1,000

Endorsee	Endorsed amount	Remarks
Superkuma International Co., Ltd.	126,000	The limits calculated based on the Company's Regulations for Endorsements and Guarantees, Liabilities, Commitments, and Contingencies are as follows: I. The limit of endorsement and guarantee for other enterprises is NT\$648,000 thousand (Note 2). II. The limit of endorsement and guarantee for a single enterprise is NT\$324,000 thousand (Note 2).
Chief-Go Co., Ltd.	99,786	
Twinahead International Material Co., Ltd.	33,290	
Jusheng Co., Ltd.	31,835	
Quan Shao Industrial Co., Ltd.	24,302	
Reule Enterprise Co., Ltd.	10,774	
Quan Cheng Industrial Co., Ltd.	7,560	
Quan Young Engineering Co., Ltd.	6,326	
Total	339,873	

Note 1: Companies with which the Company transacts.

Note 2: This is in accordance with the Company's Regulations for Making of Endorsements and Guarantees, which cap the Company's provision of endorsement and guarantee at 40% of the Company's paid-in capital, and which also cap the Company's provision of endorsement and guarantee for a single enterprise at 20% of the Company's paid-in capital.

YUNG CHI PAINT & VARNISH MFG. CO., LTD and Subsidiaries

Information on Investments in Mainland China

January 1 through December 31, 2022

Unit: NT\$ thousand, unless otherwise stated

Investee in Mainland China	Main businesses	Total amount of Paid-in Capital (Note 1)	Method of investment	Accumulated outflow of investment from Taiwan as of January 1, 2022 (Note 1)	Investment Flow (Note 1)		Accumulated outflow of investment from Taiwan as of December 31, 2022 (Note 1)	Profit or loss of investee in the year (Note 2)	% of ownership of direct or indirect investment	Investment gains of losses recognized in the year (losses)	Carrying amount as of December 31, 2022	Accumulated inward remittance of earnings as of December 31, 2022 (Note 1)	Remarks
					Outflow	Inflow							
JUNG CHI PAINT & VARNISH MFG. CO., LTD. (Kunshan)	Manufacture and sale of paints and undertaking of coating and painting engineering projects.	\$ 493,722	Investment in China through a company in a third region	\$ 483,140	\$ -	\$ -	\$ 483,140	\$ 175,263	100.00	\$ 175,263	\$ 1,527,296	\$ 1,164,396	
JUNG CHI PAINT & VARNISH MFG. CO., LTD. (Jiaxing)	Manufacture and sale of paints and undertaking of coating and painting engineering projects.	1,517,013	Investment in China through a company in a third region	158,460	-	-	158,460	(53,435)	100.00	(53,435)	1,429,100	-	

Name of investor	Accumulated investment from Taiwan to Mainland China as of December 31, 2022 (Notes 1 and 4)	Investment amount approved by the Investment Commission, MOEA (Note 1)	Upper limit on the Company's investment in China (Note 3)
the Company	\$ 652,182	\$ 1,134,420	\$ 5,743,919

Note 1: The investment gain or loss is recognized based on the Taiwan parent's financial statements audited and attested by CPAs.

Note 2: The accumulated investment amount remitted from Taiwan to Bmass at the end of this year was US\$20,132 thousand, but the amount actually invested in YUNG CHI Kunshan and YUNG CHI Jiaxing by Bmass was US\$14,687 thousand and US\$ 5,132 thousand, respectively.

Note 3: This is the amount converted using the exchange rates at the end of December 2022.

Note 4: Calculated by the "Regulations Governing the Examination of Investment or Technical Cooperation in Mainland China" promulgated by the Investment Review Committee on August 29, 2008: Net worth \$9,573,199×60% = \$5,743,919. Note 5: Written off during compiling the consolidated financial statements.

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Regulations Governing Procedure for Board of Directors Meetings Before and After Amendment

Type of provisions	Provisions before amendment	Provisions after amendment	Note to amendment
III.	<p>Convention of a Board of Directors meeting and provision of a meeting notice</p> <p>1. The Company shall convene a board of directors meeting at least quarterly.</p> <p>2. The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called at shorter notice. The notice set forth in the preceding paragraph may be effected by means of electronic transmission.</p> <p>3. All matters set out in the subparagraphs of Article 12 herein shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.</p>	<p>Convention of a Board of Directors meeting and provision of a meeting notice</p> <p>1. The Company shall convene a board of directors meeting at least quarterly.</p> <p>2. The reasons for calling a board of directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called at shorter notice. The notice set forth in the preceding paragraph may be effected by means of electronic transmission.</p> <p>3. All matters set out in the subparagraphs of Article 12 herein shall be specified in the notice of the reasons for calling a board of directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.</p>	Amended to align with laws.
XII	<p>Matters subject to a discussion at a Board of Directors meeting</p> <p>The following matters shall be discussed in the Company's board meetings: (Paragraphs 1 through 5 omitted) (This is a newly added paragraph)</p> <p>(Paragraphs 6 through 8 omitted)</p> <p>“Related party” mentioned herein shall mean the related party set forth in the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”... (omitted below)</p>	<p>Matters subject to a discussion at a Board of Directors meeting</p> <p>The following matters shall be discussed in the Company's board meetings: (Paragraphs 1 through 5 omitted)</p> <p><u>6. The election or dismissal of the Chairperson of a Board of Directors which does not have a managing director.</u></p> <p>(The original Paragraph 6 to Paragraph 8 were renumbered Paragraph 7 to Paragraph 9.)</p> <p>“Related party” mentioned <u>in Paragraph 8</u> herein shall mean the related party set forth in the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”....(omitted below)</p>	Added to align with laws.

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Earnings Distribution Table

2022

	Unit: NT\$
Undistributed earnings - beginning of period	\$4,810,670,926
Add: post-tax profit	814,473,772
Reversal of special reserves -sale of land	2,302,434
Actuarial gains and losses from defined benefit plans	3,043,842
Less: Legal reserve provision	81,982,005

Distributable earnings	\$5,548,508,969
Distribution items:	
Shareholder bonus -- Cash dividend (NT\$3.5 per share)	567,000,000

Undistributed earnings - end of period	\$4,981,508,969
	=====

Note 1: After the cash dividend distribution is approved by the General Shareholders Meeting, the Chairperson is authorized to decide an ex-dividend record date and payable date, among other relevant matters

Chairperson: Chang Te-Jen

President: Chen Hung-Wei

Accounting Manager: Chen Hsi-Hui

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Articles of Incorporation

Before and After Amendment

Type of provisions	Provisions before amendment	Provisions after amendment	Note to amendment
Article 2	<p>The Company mainly engages in the following business:</p> <p>I. Manufacturing, domestic sale, and export of paints and pigments.</p> <p>II. Undertaking of painting projects.</p> <p>III. Manufacturing and trading of synthetic resins.</p> <p>IV. Manufacturing and sale of fireproof materials (such as fire resistant mortar, fire retardant, fireproof composite materials, etc.) and acoustic insulation materials.</p> <p>V. Manufacturing and sale of construction materials; architecture coating; heavy duty coating; marine paints; coil painting; can coating; nuclear coating; curtain wall coating.</p> <p>VI. Manufacturing and trading of cement and its products.</p> <p>VII. Undertaking of anti-corrosion projects.</p> <p>VIII. Undertaking of projects of lining, cladding, water jet derusting and wet sand blasting.</p> <p>IX. Undertaking of electrolytic protection projects.</p> <p>X. Iron barrel manufacturing and trading.</p> <p>XI. H701010 Housing and Building Development and Rental</p> <p>XII. C802030 Paints and Varnishes Manufacturing</p> <p>XIII. All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>	<p>The Company mainly engages in the following business:</p> <p>I. C802200 Coating, Paint, Dye and Pigment Manufacturing;</p> <p>II. C802120 Industrial and Additive Manufacturing;</p> <p>III. C801100 Synthetic Resin and Plastic Manufacturing;</p> <p>IV. C901060 Manufacture of Refractory Products;</p> <p>V. C901050 Cement and Concrete Products Manufacturing;</p> <p>VI. C802990 Other Chemical Products Manufacturing;</p> <p>VII. C801990 Other Chemical Materials Manufacturing;</p> <p>VIII. C901990 Other Other Non-Metallic Mineral Products Manufacturing;</p> <p>IX. CA02060 Metal Containers Manufacturing;</p> <p>X. CA04010 Surface Treatments;</p> <p>XI. E901010 Painting Engineering;</p> <p>XII. E903010 Anti-Corrosion and Anti-Rust Engineering;</p> <p>XIII. E603120 Sand Blasting Engineering;</p> <p>XIV. EZ99990 Other Engineering;</p> <p>XV. H701010 Housing and Building Development and Rental;</p> <p>XVI. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.</p>	Amended to meet actual needs.
Article 31	<p>The Articles of Incorporation were formulated on May 1, 1957</p> <p>The 1st amendment was made on February 26, 1963 (Omitted below)</p> <p>The 41st amendment was made on June 22, 2022.</p>	<p>The Articles of Incorporation were formulated on May 1, 1957</p> <p>The 1st amendment was made on February 26, 1963 (Omitted below)</p> <p>The 41st amendment was made on June 22, 2022.</p> <p>The 42nd amendment was made on June 19, 2023.</p>	Added an amendment date.

YUNG CHI PAINT & VARNISH MFG. CO., LTD

List of candidates of directors and independent directors

Title	Candidate	Schooling and experience	Current Position	Number of shares held
Director	Chang Te-Jen	Bachelor of Business Administration, Yung Ta Institute of Technology & Commerce Chairperson, YUNG CHI PAINT & VARNISH MFG. CO., LTD.	Chairperson, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. (Kunshan) Director, Yong Ying Investment Co., Ltd. Director, Jieyou Industrial Co., Ltd. Director, Sanxiangmin Co., Ltd. Director, Yongxiang Investment Co., Ltd. Director, JAUH - HSING ENTERPRISE CO., LTD. Chairperson, Bmass Investment Co.,Ltd. Director, CHERN LUNG FISHERY CO., LTD.	11,529,971
Director	Chang Te-Hsiung	Master of Management, Cheng Shiu University Chairperson, YUNG CHI PAINT & VARNISH MFG. CO., LTD.	Director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Chairperson, Jieyou Industrial Co., Ltd. Supervisor, Yong Ying Investment Co., Ltd. Supervisor, Sanxiangmin Co., Ltd. Director, Yongxiang Investment Co., Ltd. Director, JAUH – HSING ENTERPRISE CO., LTD. Chairperson, YUNG CHI PAINT & VARNISH MFG. CO., LTD. (Vietnam) Chairperson, Emass Investment International Co.,Ltd. Director, YUNG CHI America Corp. Director, Continental Coatings Inc.	12,248,846
Director	Chang Te-Sheng	EMBA, National Sun Yat-sen University General Manager, YUNG CHI PAINT & VARNISH MFG. CO., LTD.	Director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Chairperson, Yongxiang Investment Co., Ltd. Director, Yong Ying Investment Co., Ltd. Director, Jieyou Industrial Co., Ltd. Director, Sanxiangmin Co., Ltd. Director, JAUH - HSING ENTERPRISE CO., LTD. Director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. (Kunshan) Chairperson, Cmass Investment Co.,Ltd. Chairperson, Dmass Investment International Co.,Ltd.	10,365,996
Director	Wu Hsiao-Yen	Master, Institute of Law, National Chung Cheng University. Office Chief, Kaohsiung Office, Chien Yeh Law Offices	Director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Office Chief, Kaohsiung Office, Chien Yeh Law Offices Independent director, Shiny Chemical	0

			Industrial Co., Ltd Independent director, Kao Hsing Chang Iron & Steel Corp.	
Independent director	Chan Chin-Yi	EMBA, College of Management, NSYSU Chairperson, TAIWAN FILAMENT WEAVING DEVELOPMENT CO., LTD. Independent director, HAI KWANG ENTERPRISE CORPORATION	Independent director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Partner CPA, L. L. CHANG& CO., CPAs	0
Independent director	Wu Chien- Hsun	Bachelor, Department of Law, Fu Jen Catholic University Changhua District Court - Judge Taiwan High Court - Judge Partner lawyer, Zhengbang Joint Law Office	Independent director, YUNG CHI PAINT & VARNISH MFG. CO., LTD. Legal practitioner, Wu Chien-Hsun & Partners	0
Independent director	Chang Chin- Cheng	Bachelor, Department of Accounting, Chung Yuan Christian University Associate Vice President, Division of Tax, Deloitte & Touche Taiwan	CPA Partner, Chia-Chung Accounting Firm	0

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Articles of Incorporation

Chapter 1 General Provisions

- Article 1 The Company is incorporated in accordance with the regulations for companies limited by shares specified in the Company Act, and shall have the name of “永記造漆工業股份有限公司” in Chinese and “YUNG CHI PAINT & VARNISH MFG. CO., LTD” in English.
- Article 2 The Company mainly engages in the following business:
- I. Manufacturing, domestic sale, and export of paints and pigments.
 - II. Undertaking of painting projects.
 - III. Manufacturing and trading of synthetic resins.
 - IV. Manufacturing and sale of fireproof materials (such as: fire resistant mortar, fire retardant, fireproof composite materials, etc.) and acoustic insulation materials.
 - V. Manufacturing and sale of construction materials; architecture coating; heavy duty coating; marine paints; coil painting; can coating; nuclear coating; curtain wall coating.
 - VI. Manufacturing and trading of cement and its products.
 - VII. Undertaking of anti-corrosion projects.
 - VIII. Undertaking of projects of lining, cladding, water jet derusting and wet sand blasting.
 - IX. Undertaking of electrolytic protection projects.
 - X. Iron barrel manufacturing and trading.
 - XI. H701010 Housing and Building Development and Rental
 - XII. C802030 Paints and Varnishes Manufacturing
 - XIII. All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 2-1 The Company’s reinvestment amount may exceed 40% of its paid-in capital, and the Company may make endorsement and guarantee for others if an approval from the Board of Directors is obtained.
- Article 3 The Company shall have its head office in Kaohsiung City, Taiwan, Republic of China, and shall be free to set up representative and branch offices at various locations within and without the territory of the Republic of China, wherever and whenever the Board of Directors deems it necessary.
- Article 4 The Company’s announcement methods are in accordance with Article 28 of the Company Act.

Chapter 2 shares

- Article 5 The total capital stock of the Company shall be in the amount of 1,800,000,000 New Taiwan Dollars, divided into 180,000,000 shares, at ten New Taiwan Dollars each; unissued shares may be issued in installments if the Board of Directors deems it a business requirement.
- Article 6 Shares issued by the Company need not take the form of printed share certificates; however, the Company shall register the issued shares with a centralized securities depository enterprise.
- Article 7 Shareholders shall register their name and residence with the Company, and shall fill in the signature card and deposit it with the Company. No dividend or bonus may be claimed, or communication in writing with the Company or replacement of the signature card may be made without the specimen chop specified on the signature card.
- Article 8 The Company Act and the “Regulations Governing the Administration of Shareholder Services of Public Companies” promulgated by the competent authority shall apply to the handling of any

scenarios in which the Company's shares are transferred, lost, or destroyed.

Article 9 Registration for transfer of shares shall be suspended sixty (60) days immediately before the date of the General Shareholders Meeting, thirty (30) days immediately before the date of any extraordinary shareholders meeting, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Company.

Article 9-1 Matters concerning the Company's shares shall be handled in accordance with the regulations of the competent authority.

Chapter 3 Shareholders' meeting

Article 10 Shareholders' meetings of the Company are of two types, namely: (1) general shareholders meetings and (2) extraordinary shareholders meetings. General shareholders meetings shall be convened by the Board of Directors within six (6) months after the close of each fiscal year by giving a meeting notice to shareholders at least 30 days before the intended meeting date. Extraordinary shareholders meetings may be held whenever necessary. Shareholders shall be notified of the convening of a shareholders meeting at least 15 days before the intended meeting date; the notice or announcement must specify the meeting date, place, and subject matters.

The Company's shareholders meetings may be held by videoconferencing or other means announced by the competent authority of the central government. If the criteria for holding a videoconference, operating procedures for holding a videoconference, or other compliance matters involving a videoconference are specified otherwise in any regulation of the competent authority, the competent authority's regulation shall prevail.

Article 11 A shareholder failing to attend the shareholders meeting for any reason may pursuant to Article 177 of the Company Act and Article 25-1 of the Securities and Exchange Act designate proxy to attend the meeting on his/her behalf by signing, and affixing his/her specimen chop on, a proxy form specifying thereon the extent of authorization. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, such a shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

Article 12 The Chairperson shall chair the shareholders meeting. If the Chairperson cannot attend the meeting for any reason, the Vice Chairperson or other directors shall act as an acting chair in accordance with Article 19 herein.

Article 13 Unless the law specifies otherwise, the Company's shareholders shall be entitled to one vote for each shares in their possession.

Article 14 Resolutions at a shareholders meeting shall be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares, unless the Company Act provides otherwise.

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy thereof distributed to each shareholder within 20 days after the conclusion of the meeting.

The meeting minutes mentioned in the previous paragraph shall be distributed in accordance with Article 183 of the Company Act.

Article 15 Shareholders holding more than 3% of total issued shares for more than 1 year may, by submitting suggestions and the underlying reasons in writing, request that the Board of Directors hold an extraordinary shareholders meeting within 15 days after the request is made; if the Board of Directors fails to issue a meeting notice, shareholders may hold the meeting by themselves, subject to an approval from the competent authority.

Shareholders holding more than half of total issued shares for more than three months may hold an extraordinary shareholders meeting as they wish.

Chapter 4 Directors and the Audit Committee

Article 16 The Company shall have 7 directors, who shall serve an office term of 3 years and are eligible for re-election.

When electing directors at a shareholders meeting, one share shall be entitled to the number of votes equal to the number of directors; such votes may be cast in full in favor of a single candidate, or in part in favor of several candidates. The person winning the most votes shall be the director. Of the number of directors to be elected for each term as specified in Paragraph 1, the number of independent directors shall be at least three, and shall not be less than one fifth of total directors to be elected. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other matters for compliance with respect to independent directors shall be in accordance with the Securities and Exchange Act. The Company's directors shall be elected based on the candidate nomination system, by which shareholders elect directors from among the candidates on the candidate list.

Independent directors and non-independent directors shall be nominated separately and elected at the same time, with the votes therefor being counted separately.

Article 16-1 The Company shall establish the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. Matters regarding the Audit Committee and the exercise of the powers and duties of the committee members shall be handled in accordance with the Securities and Exchange Act.

Article 17 When the office term of directors and independent directors are about to expire and there is no sufficient time for an election, their office term shall be extended to the date when newly elected directors and independent directors take office.

If a seat on the Board of Director is vacant due to the dismissal of an independent director for any reason, an election to fill such vacancy shall be held in the nearest shareholders' meeting. If the seats on the Board of Directors are vacant by one third or more, or if all independent directors are discharged, the Board of Directors shall convene an extraordinary shareholders' meeting within 60 days to hold an election to fill such vacancy; however, the directors/independent directors so elected shall have an office term that expires on the date when the office term of the original directors/independent directors expires.

Article 18 Directors shall assemble the Board of Directors, and shall elect a Chairperson and a Vice Chairperson from among them by a majority vote at a Board of Directors meeting attended by two thirds or more of all directors. The Chairperson shall represent the Company, and shall execute all matters relating to the Company in accordance with laws and regulations, internal regulations, and resolutions adopted at the Shareholders Meeting and the Board of Directors meeting.

Article 19 When the Chairperson is on leave or not able to exercise powers for any reason, the Vice Chairperson shall act as the acting chairperson. If the Vice Chairperson is also not able to exercise powers for any reason, the Chairperson shall designate a director to be the acting chairperson. If the Chairperson does not designate an acting chairperson, the directors shall elect such an acting chairperson from among themselves.

Article 20 Deleted.

Article 21 Deleted.

Article 22 The Company's business policy and other important matters shall be determined by the Board of Directors. A Board of Directors meeting shall be convened and chaired by the Chairperson, except the first meeting of each Board of Directors, which shall be convened by the director winning the most votes in the election. If the Chairperson fails to exercise powers, such powers

may be exercised by the Vice Chairperson or other directors in the manner specified in Article 19 herein.

Article 23 Except the Company Act provides otherwise, a resolution may be adopted only at a Board of Directors meeting attended by more than half of all directors. A director failing to attend a meeting for any reason may designate another director to attend the meeting on his/her behalf by giving such a director a proxy form specifying thereon the extent of authorization with respect to the reasons for convening the meeting. However, the number of persons one proxy is allowed to represent is limited to 1. Resolutions may be adopted by a majority vote of the directors present; resolutions so adopted shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair and directors present and a copy distributed to each director within 20 days after the conclusion of the meeting. The meeting minutes shall record the essentials of the proceedings and the results, and shall be retained in the Company along with the attendance book on which directors signed and the proxy forms.

Article 23-1 Where a Board of Directors meeting is convened by videoconference, directors attending the meeting by videoconference shall be deemed to have attended the meeting in person.

Article 24 Deleted.

Chapter 5 Manager

Article 25 The Company may have managers; their appointment and dismissal shall be handled in accordance with Article 29 of the Company Act.

Article 26 Remuneration for managers shall be determined by a majority vote at the Board of Directors meeting.

Chapter 6 Accounting

Article 27 December shall be the Company's account closing period. By the end of the fiscal year, the Board of Directors shall prepare the following books and statements, and shall submit them to the Audit Committee for review at least 30 days before the General Shareholders Meeting. The Audit Committee shall then issue a review report accordingly. Such books and statements and the Audit Committee Review Report shall be made available, both in the Company at least 10 days before the meeting for shareholders or their lawyers or accountants to consult, and at the meeting premises for the approval by the Shareholders Meeting.

I. Business Report

II. Financial Statements

III. Earnings Distribution Proposal or Loss Make-up Proposal

After the said books and statements are approved by the Shareholders Meeting, a copy thereof shall be distributed by the Board of Directors to each shareholder.

Article 28 If the Company has profit in the fiscal year, 1%~5% of the profit shall be offered as employee remuneration, and no more than 0.5% of the profit shall be allocated as directors' remuneration. However, if the Company still has accumulated losses, an amount shall be reserved in advance to make up for the losses. The amount and manner of distribution of employee remuneration and directors' remuneration shall be determined through a resolution adopted by a majority vote at a Board of Directors meeting attended by two thirds or more of directors, and shall be reported to the Shareholders Meeting. Directors' remuneration shall be proposed by the Remuneration Committee and submitted to Board of Directors for approval.

The "profit in the fiscal year" referred to in Paragraph 1 means the pre-tax profit inclusive of employee remuneration and directors' remuneration.

Article 28-1 If the Company has earnings in the final account, such earnings shall be used first to pay income tax and second to make up for previous deficits; thirdly, 10 percent of the remainder,

if any, shall be provided as legal reserve. Any remainder shall be used to provide special reserves according to business or legal requirements. The remainder earnings, if any, along with the undistributed earnings at the beginning of the period, shall be used by the Board of Directors to draft the Earnings Distribution Proposal, which shall then be submitted to the Shareholders Meeting for approval, thus distribution. The Company is a coating manufacturing company which is at the “maturity” stage of the business life cycle. Considering capital expenditure needs and a sound financial planning requisite for sustainable development, the Company shall distribute no less than 50% of the annual earnings as shareholder dividends in principle. The Company may distribute dividends in cash or in shares. Considering the Company’s growth rate and capital expenditure status, the Company shall distribute earnings more in cash than in shares; the cash dividends distributed shall not be less than 60% of total dividends distributed in the given year.

Chapter 7 Supplementary provisions

Article 29 Matters not provided in this Articles of Incorporation shall be handled in accordance with the Company Act and other laws and regulations.

Article 30 The Company’s organizational charters and other detailed operating procedures shall be determined by the Board of Directors through a resolution.

Article 31 The Articles of Incorporation were formulated on May 1, 1957

The 1st amendment was made on February 26, 1963

The 3rd amendment was made on September 1, 1967

The 5th amendment was made on February 20, 1974

The 7th amendment was made on November 7, 1976

The 9th amendment was made on September 10, 1979

The 11th amendment was made on May 3, 1985

The 13th amendment was made on May 10, 1987

The 15th amendment was made on November 15, 1989

The 17th amendment was made on November 23, 1992

The 19th amendment was made on December 24, 1993

The 21st amendment was made on June 24, 1995

The 23rd amendment was made on June 12, 1997

The 25th amendment was made on June 11, 1999

The 27th amendment was made on June 9, 2001

The 29th amendment was made on June 20, 2003

The 31st amendment was made on June 16, 2006

The 33rd amendment was made on June 20, 2008

The 35th amendment was made on June 29, 2012

The 37th amendment was made on June 12, 2015

The 39th amendment was made on June 28, 2019

The 41st amendment was made on June 22, 2022.

The 2nd amendment was made on May 11, 1967

The 4th amendment was made on April 20, 1970

The 6th amendment was made on November 22, 1975

The 8th amendment was made on June 12, 1978

The 10th amendment was made on June 10, 1981

The 12th amendment was made on February 24, 1986

The 14th amendment was made on November 6, 1988

The 16th amendment was made on April 12, 1992

The 18th amendment was made on June 19, 1993

The 20th amendment was made on August 19, 1994

The 22nd amendment was made on June 22, 1996

The 24th amendment was made on March 27, 1998

The 26th amendment was made on June 9, 2000

The 28th amendment was made on June 7, 2002

The 30th amendment was made on June 10, 2005

The 32nd amendment was made on June 22, 2007

The 34th amendment was made on June 18, 2010

The 36th amendment was made on June 16, 2014

The 38th amendment was made on June 30, 2016

The 40th amendment was made on June 20, 2020

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Rules of Procedures for Shareholders Meeting

- I. To establish a strong governance system and sound supervisory capabilities for the Company's Shareholders' Meetings, and to strengthen management capabilities, these Rules of Procedure for Shareholders Meetings are adopted pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies
- II. Unless otherwise specified by laws or the Articles of Incorporation, shareholders meetings of the Company shall proceed according to the terms of these Rules.
- III. Unless otherwise provided by law or regulation, the Company's Shareholders' Meetings shall be convened by the Board of Directors.

Any changes to the convening of a shareholder meeting shall be resolved in a board meeting, which should be completed at the latest before the notice of the shareholder meeting is sent.

The Company shall prepare electronic versions of the Shareholders' Meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders' meeting or 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting handbook and supplemental meeting materials and upload them to the MOPS 21 days before the date of the general shareholders' meeting or 15 days before the date of the extraordinary shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby. The Company shall make the meeting handbook and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

- (I) For physical shareholders' meetings, to be distributed on-site at the meeting.
- (II) For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- (III) For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in

electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

Where re-election of all directors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders' meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any extraordinary motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares may submit to the Company a proposal for discussion at a regular shareholders' meeting. The number of items so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the company to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda. Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce its acceptance of submission of shareholder proposals, the manner in which a submission in writing or electronic form will be accepted, and the location and time period for their submission; the period for acceptance of submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders' meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders' meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders' meeting the Board of Directors shall explain the reasons for exclusion of any shareholder proposals from the agenda.

- IV. For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of authorization granted to the proxy.

A shareholder may issue only one proxy form and appoint only one proxy for any given

shareholders' meeting, and shall deliver the proxy form to the Company or its stock affairs agency five days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail. However, if a declaration is made to cancel the previous proxy appointment, such a declaration shall prevail.

After a proxy form has been delivered to the Company or its stock affairs agency, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Should the shareholder decide to attend a shareholder meeting by teleconferencing after a proxy form has been received by the Company, a written notice must be sent to the Company no later than 2 days before the meeting commences to withdraw the proxy arrangement. If the shareholder fails to withdraw the proxy arrangement before the due date, the vote of the proxy attendant shall prevail.

- V. Shareholders' meetings should be held at the location of the Company or the place convenient for the shareholders and suitable for the meeting occasion. The meeting should not be earlier than 9am or later than 3pm.

Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

If the shareholder meeting is held by videoconferencing, it is not subject to the restriction on the revenue as specified in the preceding paragraph.

- VI. The Company shall specify in its shareholders' meeting notices the time during which attendance registrations for shareholders, solicitors and proxies (collectively "shareholders") will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For virtual shareholders' meetings, shareholders may begin to register on the virtual meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The Company shall furnish attending Shareholders with the meeting handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election for directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend a

shareholders' meeting as proxy, it may designate only one person to represent it in the meeting. Shareholders who would like to attend the teleconferencing shareholder meeting should register with the Company at least two days before the shareholder meeting.

For shareholder meetings that are held by videoconference, the Company shall upload the meeting manual, annual report and other relevant information to the videoconference platform of the shareholder meeting at least 30 minutes before the meeting starts, and keep them disclosed until the end of the meeting.

VI-1: To convene a virtual shareholders' meeting, the Company shall include the following particulars in the shareholders' meeting notice:

- (I) The manner in which shareholders attend the virtual meeting and exercise their rights.
- (II) Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents, or other force majeure events, at least covering the following particulars:
 - 1. To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - 2. Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.
 - 3. In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - 4. Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.
- (III) To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

VII. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman of the Board. When the Chairman of the Board is on leave or for any reason unable to exercise the powers as chairman, the Vice Chairman shall act in place of the Chairman; if there is no vice chairman or the Vice Chairman is also on leave or for any reason unable to exercise the powers as vice chairman, the Chairman shall appoint one of the directors to act as chair. Where the Chairman does not make such a designation, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair, as referred to in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director

that serves as chair.

It is advisable that shareholders' meetings convened by the Board of Directors be chaired by the Chairman of the Board in person and attended by a majority of the directors, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes. If a shareholders' meeting is convened by a party with power to convene other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall select a chair from among themselves.

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

VIII. The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one year. However, if a shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

For the shareholder meetings held by teleconferencing, the Company shall retain records of the shareholders' registration, login, check-in, questioning, voting and vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire meeting.

The above-mentioned materials and audio and video recordings shall be properly retained by the Company during the period of existence, and they shall be provided to those who are entrusted with handling teleconferencing tasks.

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

IX. Attendance at shareholders' meetings shall be calculated based on number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders' meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. In the event of a virtual shareholders' meeting, shareholders intending to attend

the meeting online shall re-register with the Company in accordance with Article 6. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

- X. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda mentioned in the previous two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to be put to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

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

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

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

After an attending shareholder speaks, the chairman shall personally answer or designate a person to answer.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in

paragraphs 1 to 5 do not apply.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

XII. Votes casted at a shareholders' meeting shall be calculated based the number of shares.

The shares of the shareholders without voting rights are not counted in the total issued shares for the resolution of the meeting.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

XIII. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person; however, such a shareholder shall be deemed to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting. It is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail; however, if a declaration is made to cancel the said intent, such a declaration shall prevail.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, two business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Vote counting for shareholders' meeting proposals or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

When the Company convenes a virtual shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends; the shareholder failing to do so will be deemed to have abstained from voting.

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

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they may not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

- XIV. The election of directors and independent directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and independent directors and the numbers of votes with which they were elected, and the names of directors and independent directors not elected and number of votes they received. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a

shareholder raises a litigious claim against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

XV. Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting.

The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors. The minutes shall be retained for the duration of the existence of the Company.

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

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

XVI. On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting. During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

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

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

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

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

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

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

XIX. For shareholder meetings that are held by teleconferencing, the Company immediately discloses the voting results of motions and election results to the teleconferencing platform of the shareholder meeting in accordance with the regulations, and keeps them disclosed for at least another 15 minutes after the chair announces the ending of the meeting.

XX. Both the chairperson and the meeting minute keeper shall be at the same domestic location when holding teleconferencing shareholder meetings, and the chair should announce the address of the place at the beginning of the meeting.

XXI. In the event of a virtual shareholders meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real services before and during the meeting to help resolve communication technical issues.

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

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

For a meeting to be postponed or resumed under the preceding two paragraphs, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights, and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under paragraph 2, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue as described in paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under paragraph 2 is required.

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

When postponing or resuming a meeting according to paragraph 2, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

XXII. When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

XXIII. These Rules are to be announced and implemented after being approved by the shareholders meeting, and likewise for the revision.

YUNG CHI PAINT & VARNISH MFG. CO., LTD

Rules for Election of Directors

Article 1. Except as otherwise provided by law and regulation or by the Company's Articles of Incorporation, elections of directors and independent directors shall be conducted in accordance with these Rules.

Article 2. The election of the Company's directors and independent directors shall adopt the nomination approach in accordance with Article 192-1 of the Company Act.

The election of the Company's directors and independent directors adopts the uni-nominal cumulative voting system. The antecedence card number may be printed on the ballot in lieu of the name of the elector. Unless the law specifies otherwise, one share shall be entitled to the number of votes equal to the number of directors and independent directors to be elected; such votes may be cast in full for a single candidate, or separately for several candidates.

Article 3. The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors in independent directors. The composition of the board of directors shall be determined by taking diversity into consideration; an appropriate policy on diversity based on the Company's operation, operational dynamics, and development needs shall also be formulated. The Company's Board of Directors shall consider adjusting its membership composition based on the performance evaluation results.

The qualifications and election of independent directors of the Company shall comply with 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.

The number of directors will be as specified in the Company Articles of Incorporation, with voting rights separately calculated for independent and non-independent director positions. Those receiving ballots representing the highest numbers of voting rights will be elected as director and independent director sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.

Article 3-1. The number of directors who are a spouse or a relative within the second degree of kinship with another director shall be less than half of the total number of directors.

Article 3-2. If the elected directors and independent directors of the Company do not comply with the provisions of Article 3-1 of these rules, the elected directors and independent directors shall be determined in accordance with the following provisions.

1. Among the non-compliant directors-elect, the one(s) who receive(s) fewer votes shall

be deemed to have not been elected.

2. The rule in the preceding paragraph shall apply mutatis mutandis to non-compliant independent directors-elect.
3. Among the non-compliant directors-elect and independent directors-elect, the independent director(s) who receive(s) fewer votes shall be deemed to have not been elected.

Article 4. Before the election begins, the chair shall appoint a number of persons to perform the respective duties of vote monitoring and counting.

The ballot boxes shall be prepared by the board of directors and publicly checked by the vote monitoring personnel before voting commences.

Article 5. The Company shall prepare separate ballots for directors in numbers corresponding to the directors or independent directors to be elected. The number of votes associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 6. The voting shareholder shall specify in the "Candidate" field on the ballot the candidate's account name and shareholder account number if the candidate is a shareholder, or the candidate's name and national identification card number if the candidate is not a shareholder. However, if the candidate is a government agency or corporation, the "Candidate" field on the ballot shall be filled in with the name of the government agency or corporation, or the name of the government or corporation and the representative thereof.

Article 7. A ballot is invalid under any of the following circumstances:

- (I) The ballot was not prepared in accordance with these rules.
- (II) A blank ballot is placed in the ballot box.
- (III) The writing is unclear and indecipherable or has been altered.
- (IV) The name or shareholder account number of the candidate who is a shareholder does not agree with that on the shareholder register; the name or national identification number of the candidate who is not a shareholder is verified to be inconsistent.
- (V) Other words or marks are entered in addition to candidate's name and account number.
- (VI) The shareholder account number or national identification card number is not specified for a candidate who is a shareholder.
- (VII) The ballot is marked with two or more candidates and thus exceeds the number of candidates to be elected.

Article 8. Votes shall be counted on the spot immediately after the voting is closed, and the voting results, including the list of directors- and independent directors-elect and the votes they receive, shall be declared by the chair on the spot. The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a shareholder raises a litigious claim

against the Company according to Article 189 of The Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 9. Directors- and independent directors-elect will be given a certificate of election by the Company.

Article 10. Matters not provided herein shall be conducted in accordance with the Company Act and other laws and regulations.

Article 11. These rules shall take effect after being approved by the General Shareholders Meeting, so shall any amendment thereto.

YUNG CHI PAINT & VARNISH MFG. CO., LTD**Shareholding of All Directors**

I. The number of shares that the law requires the Company's directors as a whole to hold and the number of shares currently held by the Company's directors as a whole are stated below:

The Company issues a total of 162,000,000 common shares.

All directors as whole are required by law to hold 9,720,000 shares (no less than 7.5% of total issued shares).

II. Shareholding by all directors as a whole as of April 21, 2023, which was the book closure date of 2023 before the Shareholders Meeting, is stated in the following table:

Identity	Name	Number of shares held (shares)	Percentage (%)
Chairperson	Chang Te-Jen	11,529,971	7.12
Director	Chang Te-Hsiung	12,248,846	7.56
Director	Chang Te-Sheng	10,365,996	6.40
Director	Wu Hsiao-Yen	0	0.00
Independent director	Chan Chin-Yi	0	0.00
Independent director	Wu Chien-Hsun	0	0.00
Independent director	Chuang Pi-Yang	0	0.00
Total number of shares held by all directors as a whole		34,144,813	21.08