

Stock No: 1525



Kian Shen Corporation

2024 Annual Shareholders' Meeting Meeting Handbook

May 29, 2024

**Venue: China-Motor Training Center, No. 3, Qingnian Rd.,
(Youth Industrial Park) Yangmei Dist., Taoyuan City**

Table of Contents

I. Meeting Agenda.....	1
II. Management Presentation (Company Reports).....	2
III. Matters for Ratification.....	7
IV. Discussion.....	27
V. Questions and Motions	29
[Appendices]	
1. Shareholding of the Directors.....	30
2. Rules of Procedure for Shareholder Meetings.....	31
3. Articles of Incorporation	43
4. Comparison Table of Amendments to the Articles of Incorporation.....	50
5. 2023 Annual Report (Appendix)	

Kian Shen Corporation

2024 Annual Shareholders' Meeting

Means of convention: Physical meeting

Time: 9:00 a.m., May 29, 2024 (Wednesday)

Venue: China-Motor Training Center, No. 3, Qingnian Rd., Yangmei Dist., Taoyuan City, 326013, Taiwan (R.O.C.)

Meeting Agenda

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Management Presentation (Company Reports)
 - (I) 2023 Business Report.
 - (II) Audit Committee's Review Report on the 2023 Financial Statements.
 - (III) The 2023 distribution of compensation of directors.
 - (IV) The 2023 distribution of compensation to employees.
- IV. Matters for Ratification
 - (I) Adoption of the 2023 Financial Statements. Please proceed to approve.
 - (II) Adoption of the proposal for distribution of 2023 profits. Please proceed to approve.
- V. Discussion
 - (I) Amendment to the Articles of Incorporation.
 - (II) Proposal for Release the Prohibition on Directors from Participation in Competitive Business under Company Act 209.
- VI. Questions and Motions
- VII. Adjournment

Management Presentation (Company Reports)

(I) 2023 Business Report

Kian Shen Corporation Business Report

I. Operating Highlights

- (1) Due to the slow inventory turnover in the central plant, the delivery volume of vehicle shells decreased in the second half of the year. Fortunately, after the pandemic, customer export orders rebounded, and parts revenue grew significantly. Coupled with the growth in wooden bed and electric bus shell business, the operating income for 2023 reached NT\$1.598 billion, representing a 7% year-on-year growth.
- (2) Maintaining the economic scale of production, new equipment is successively put into operation, and outsourced components are partly brought back for in-house production to expand the in-house production scale. The Company has also been continuously improving processes to enhance production efficiency, thereby reducing processing costs and optimizing material utilization. Gross profit from operations saw year-on-year growth, with net operating income for 2023 reaching NT\$65.39 million, which represents a significant year-on-year growth.
- (3) Mainland China's domestic car manufacturers have sparked a large-scale price reduction trend, using price wars to boost sales. Electric vehicles have also joined the competition, impacting the sales of Japanese car manufacturers' brands and affecting the operations of reinvested companies. Therefore, aggressive bargaining was employed to reduce purchasing costs and save various expenditures to ensure profitability. Additionally, there was income injection from the disposal of Kian Shen Hangzhou, with a recognized reinvestment income of NT\$455 million for the year, representing a 98% year-on-year increase.
- (4) Overall, our 2023 net income after taxes for the was at NT\$404 million, with earnings per share of NT\$5.5.

II. Future Outlook

- (1) The Directorate General of Budget, Accounting and Statistics estimated that the economic growth rate for 2024 would be 3.43%, with private consumption expected to continue improving along with the job market. In response to the trends of digitalization and net-zero transformation, the Company continues to invest in research and development and process optimization. With the subsidy policies for electrification of public transportation, there is a significant market demand for electric vehicles. It is anticipated that the overall vehicle sales volume in Taiwan will experience moderate growth in 2024.
- (2) In terms of sales, the Company maintains its focus on maintaining stable supply of existing products, while engaging in new vehicle model

development and mass production. In addition, we will also emphasize on our advantages in the R&D and sales of e-bus frames, to actively develop new customers and obtain new orders, so as to increase our revenue.

- (3) Under the push for sales volume and local consumption promotion by mainland Chinese car manufacturers at the end of last year, many car purchases were stimulated to occur earlier. As the penetration rate of new energy vehicles rapidly increases, the market and price competition will become more intense. Cooperating with customer production plans, reinvested companies are concentrating resources to increase production of popular models. They are also setting challenging goals to reduce costs and manage expenses, aiming to enhance the operational performance of the company.

Chairman:
Chao-Wen Chen



Manager:
Chiung-Chih Tseng



Principal Accounting Officer:
Ya-Ling Chang



(II) Audit Committee's Review Report on the 2023 Financial Statements

Kian Shen Corporation Audit Committee's Review Report

The 2023 standalone and consolidated financial statements have been audited by auditors Yu-Ting Huang and Chien-Tse Huang of Ernst Young. The reports, together with the business report and proposal for distribution of profits, have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

Please review and verify.

To

2024 Annual Shareholders' Meeting

Kian Shen Corporation

Convener of the Auditing Committee: Hsuan Wang

March 8, 2024

(III)The 2023 distribution of compensation of directors

- I. Pursuant to Article 20 of the Company's Articles of Incorporation, the Company shall appropriate no higher than 1% of its profit, if any, as remuneration to Directors.
- II. The Company's 2023 net income before tax before deduction of remuneration to employees and Directors is NT\$558,576,864. A cash distribution of director remuneration in the amount of NT\$2,793,000 (0.5%) was made, with a difference of NT\$134,315 from the estimated amount for 2023. This will be adjusted in the profit and loss statement for the year 2024. Independent directors only receive fixed salaries and do not participate in the distribution of director remuneration. For the breakdown of remuneration to individual directors, please refer to "Remuneration to Directors and Independent Directors" on the following page.
- III. The aforementioned distribution of remuneration to Directors has been resolved and passed by the 6th remuneration committee meeting of the 5th committee and the 11th board meeting of the 12th board of directors.

(IV)The 2023 distribution of compensation to employees

- I. Pursuant to Article 20 of the Company's Articles of Incorporation, the Company shall appropriate no less than 0.1% of its profit, if any, as remuneration to employees.
- II. The Company's 2023 net income before tax before deduction of remuneration to employees and Directors is NT\$558,576,864. Employee compensation in the amount of NT\$3,744,220 (0.67%) was distributed in cash, with a difference of NT\$5,030 from the estimated amount for 2023. This will be adjusted in the profit and loss statement for the year 2024.
- III. In addition to the aforementioned remuneration to employees, the Company distributes incentives such as the three-festival-bonuses, year-end bonuses, and operating performance bonuses based on factors including the Company's operating performance and individual's performance so as to encourage the employees to work together towards one common goal with the Company and its shareholders.
- IV. The aforementioned distribution of remuneration to employees has been resolved and passed by the 6th remuneration committee meeting of the 5th committee and the 11th board meeting of the 12th board of directors.

Remuneration to Directors and Independent Directors

Unit: NT\$ thousand

Position	Name	Directors' remuneration				Remuneration to directors holding employee positions concurrently				Sum of A, B, C, and D and as a percentage of net income after tax		Sum of A, B, C, D, E, F and G and as a percentage of net income after tax		Remuneration from an invested company other than the Company's subsidiaries or parent company		
		Compensation (A)		Severance pay and pension (B)		Remuneration to Directors (C)		Fees for services rendered (D)		Salaries, bonuses and special allowances (E)		Retirement pension (F)			Remuneration to employees (G)	
		The Company	All companies in financial statements	The Company	All companies in financial statements	The Company	All companies in financial statements	The Company	All companies in financial statements	The Company	All companies in financial statements	The Company	All companies in financial statements		The Company	All companies in financial statements
Chairman (Note 1)	Chao-Wen Chen	764	-	-	764	931	96	96	0.47%	-	-	-	-	1.29%	9,872	
Director (Note 1)	Chung-Chih Tseng	-	-	-	931	96	96	0.47%	3,277	-	61	-	-	1.29%	1,545	
Director (Note 2)	Wen-Chih Chien	-	-	-	-	96	96	-	-	-	-	-	-	-	0	
Director (Note 2)	Kun-Sheng Lan	-	-	-	1,117	96	96	0.35%	-	-	-	-	-	0.35%	0	
Director (Note 2)	Naoki Kobayashi	-	-	-	-	96	96	-	-	-	-	-	-	-	0	
Director (Note 3)	Hung-Ching Yang	-	-	-	-	96	96	-	-	-	-	-	-	-	0	
Director (Note 3)	Tung-Tai Hsiung	-	-	-	745	0	0	0.23%	-	-	-	-	-	0.23%	5,223	
Director (Note 4)	Hsin-Cheng Tseng	-	-	-	-	96	96	-	-	-	-	-	-	-	4,518	
Independent director	Te-Chang Yeh	-	-	-	-	550	550	0.14%	-	-	-	-	-	0.14%	4,978	
Independent Director (Note 5)	Hsuan Wang	-	-	-	-	300	300	0.07%	-	-	-	-	-	0.07%	0	
Independent Director (Note 5)	Yung-An Lo	-	-	-	-	300	300	0.07%	-	-	-	-	-	0.07%	0	
Independent Director (Note 5)	Wei-Ching Lu	-	-	-	-	140	140	0.03%	-	-	-	-	-	0.03%	1,440	
Independent Director (Note 5)	Chi-Ching Chen	-	-	-	-	140	140	0.03%	-	-	-	-	-	0.03%	1,440	

I. The remuneration provided to the general directors and independent directors of the Company is determined by considering factors such as the responsibilities, risks, and time commitment, and other duties undertaken by the directors and their service on functional committees. The correlation between these factors and the amount of remuneration is outlined, taking into account the compensation levels of directors in peer companies and other listed companies within the group. These remunerations are established and approved by the Board of Directors in accordance with laws and regulations related to the Company Act.

II. Except for independent directors, all directors of the Company serve as legal representatives. Director remuneration is not paid to individual directors. Independent directors only receive fixed salaries and do not participate in the distribution of director remuneration.

Note: (1) Chairman Chao-Wen Chen and Director Chung-Chih Tseng are representatives of China Motor Corporation.

(2) Directors Wen-Chih Chien, Kun-Sheng Lan, and Naoki Kobayashi are representatives of Kouzai Motors Ltd.

(3) Directors Hung-Ching Yang and Tung-Tai Hsiung are representatives of Yulon-Administered Enterprises Co., Ltd.

(4) On January 1, 2024, Hsin-Cheng Tseng, representative of Yulon-Administered Enterprises Co., Ltd. was dismissed, and Tung-Tai Hsiung was appointed as a director.

(5) On March 31, 2023, independent directors Chi-Ching Chen and Wei-Ching Lu resigned due to personal reasons. On June 15, 2023, Hsuan Wang and Yung-An Lo were appointed as independent directors to fill the vacancies.

Matters for Ratification

Item 1

Proposed by the Board of Directors

Subject: Adoption of the 2023 Financial Statements. Please proceed to approve.

Description:

- I. The Company's 2023 standalone and consolidated financial statements have been audited by auditors Yu-Ting Huang and Chien-Tse Huang of Ernst Young. The financial statements, together with the business report, have been reviewed and determined to be correct and accurate by the Audit Committee. We hereby submit the audit report.
- II. For 2023 Business Report and Financial Statements, please refer to p.2 and p.7-18.
- III. Please proceed to approve.

Resolution:

Independent Auditors' Report

To Kian Shen Corporation

Opinion

We have audited the accompanying consolidated balance sheets of Kian Shen Corporation (the "Company") and its subsidiaries as of December 31, 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023, and notes to the consolidated financial statements, including the summary of material accounting policies (together "the consolidated financial statements").

In our opinion, based on our audits, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2023, and their consolidated financial performance and cash flows for the years ended December 31, 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2023 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

The Company and its subsidiaries mainly sell the products such as automotive frames and woodworks. For the years ended December 31, 2023, the sales revenue of the Group amounted to NT\$1,598,496 thousand. Sales revenue is the main indicator used by investors and management to evaluate a company's financial or business performance. Considering that revenue recognition inherently carries a higher risk of fraud, and management is under pressure to achieve expected financial goals, these factors add a risk to the authenticity of revenue, which is considered material to the consolidated financial statements. Therefore, the revenue recognition was determined to be a key audit matter.

Our audit procedures include (but are not limited to) understanding and testing the effectiveness of internal controls related to revenue recognition in the sales cycle, selecting samples to perform test of details of transactions and reviewing the revenue recognition requirements in orders or contracts to ensure performance obligations are met, verifying significant terms and conditions and checking relevant vouchers to determine the correctness of the timing when commodity rights were transferred, and checking relevant vouchers for revenue from the transactions for the periods before and after the balance sheet date to ensure revenue is recognized at the appropriate time.

We also considered the appropriateness of operating revenues disclosures in Note 6 to the consolidated financial statements.

Other Matter – Audit(s) for Previous Period(s) of Other Auditors

The consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2022 were audited by other auditors, and an audit report with unqualified opinions was issued on March 30, 2023.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2023 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Others

We and other auditors have audited and expressed an unqualified opinion including an other matter paragraph and an unqualified opinion on the parent company only financial statements of the Company and its subsidiaries as of and for the years ended December 31, 2023 and 2022, respectively.

Ernst & Young, Taiwan

Huang, Yu-Ting

Huang, Chien- Che

March 8, 2024

Notice to Readers

The accompanying consolidated financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying consolidated financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or Standards on Auditing of the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

Kian Shen Corporation and Subsidiaries
CONSOLIDATED BALANCE SHEETS
31 December 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2023		December 31, 2022		Liabilities and equity		December 31, 2023		December 31, 2022		
Code	Accounts	Amount	%	Amount	%	Code	Accounts	Note	Amount	%	Amount	%
	Current assets						Current liabilities					
1100	Cash and cash equivalents	\$1,787,196	31	\$1,350,072	24	2100	Short-term borrowings	4, 6 (7) and 12	\$60,000	1	\$70,000	1
1110	Financial assets at fair value through profit or loss - current	75,072	1	15,004	-	2130	Contract liabilities - current	4 and 6 (10)	65,408	1	64,498	1
1150	Notes and trade receivables, net	11,299	-	39,131	1	2150	Notes payable	12	181,639	3	241,211	4
1180	Trade receivables from related parties, net	218,623	4	256,865	4	2170	Trade payables	12	74,982	2	96,232	2
130x	Inventories	208,580	4	330,245	6	2180	Trade payables to related parties	7 and 12	27,990	-	36,286	1
1410	Prepayments	5,585	-	5,970	-	2219	Other payables	7 and 12	76,217	1	75,281	1
1479	Other current assets	164,341	3	96,103	2	2230	Current tax liabilities	4 and 6 (14)	31,564	1	49,735	1
11xx	Total current assets	2,470,696	43	2,093,390	37	2280	Leases liabilities - current	4 and 12	-	-	206	-
	Non-current assets					2320	Long-term borrowings, current portion	4, 6 (8), 8 and 12	51,563	1	17,187	-
1550	Investments accounted for using equity method	2,692,058	47	2,950,259	53	2399	Other current liabilities		6,551	-	19,304	1
1600	Property, plant and equipment	553,995	10	549,636	10	21xx	Total current liabilities		575,914	10	669,940	12
1755	Right-of-use assets	-	-	203	-		Non-current liabilities					
1780	Intangible assets	6,117	-	2,030	-	2540	Long-term borrowings	4, 6 (8), 8 and 12	-	-	51,563	1
1840	Deferred tax assets	2,853	-	2,289	-	2570	Deferred tax liabilities	4 and 6 (14)	390,816	7	267,428	5
1900	Other non-current assets	26,067	-	11,566	-	2645	Deposits received		740	-	631	-
15xx	Total non-current assets	3,281,090	57	3,515,983	63	25xx	Total non-current liabilities		391,556	7	319,622	6
						2xxx	Total liabilities		967,470	17	989,562	18
						31xx	Equity attributable to owners of the parent					
						3100	Share capital					
						3110	Common stock	4 and 6 (9)	734,001	12	734,001	13
						3200	Capital surplus	4 and 6 (9)	1,251	-	1,251	-
						3300	Retained earnings	4 and 6 (9)				
						3310	Legal reserve		678,128	12	650,273	11
						3320	Special reserve		340,524	6	397,006	7
						3350	Undistributed earnings		3,455,839	60	3,177,804	57
							Total retained earnings		4,474,491	78	4,225,083	75
						3400	Other equity					
						3410	Exchange differences on translation of foreign financial statements		(425,427)	(7)	(340,524)	(6)
							Total other equity		(425,427)	(7)	(340,524)	(6)
						3xxx	Total equity		4,784,316	83	4,619,811	82
1xxx	Total assets	\$5,751,786	100	\$5,609,373	100		Total liabilities and equity		\$5,751,786	100	\$5,609,373	100

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

Kian Shen Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the year ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Code	Items	Note	2023		2022	
			Amount	%	Amount	%
4000	Operating revenue	4, 6 (10) and 7	\$1,598,496	100	\$1,500,265	100
5000	Operating costs	6 (11) and 7	(1,417,745)	(89)	(1,352,764)	(90)
5900	Gross profit		180,751	11	147,501	10
6000	Operating expenses	6 (11) and 7				
6100	Selling expenses		(3,195)	-	(3,187)	-
6200	Administrative expenses		(88,609)	(6)	(76,177)	(5)
6300	Research and development expenses		(23,554)	(1)	(23,386)	(2)
	Total operating expenses		(115,358)	(7)	(102,750)	(7)
6900	Operating income		65,393	4	44,751	3
7000	Non-operating income and expenses	6 (12) and 7				
7100	Interest income		31,865	2	16,171	1
7010	Other income		1,034	-	1,489	-
7020	Other gains and losses		645	-	3,734	-
7050	Finance costs		(1,697)	-	(1,561)	-
7060	Share of profit or loss of associates and joint ventures accounted for using the equity method	4 and 6 (4)	454,939	29	274,546	19
	Total non-operating income and expenses		486,786	31	294,379	20
7900	Profit before tax		552,179	35	339,130	23
7950	Income tax expense	4 and 6 (14)	(148,356)	(10)	(69,312)	(5)
8200	Net income		403,823	25	269,818	18
8300	Other comprehensive income (Net)	6 (13)				
8310	Items that may not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans		(343)	-	10,912	-
8349	Income tax related to the items not to be reclassified to profit or loss		68	-	(2,182)	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences resulting from translating the financial statements of a foreign operation		(23,549)	(1)	3,382	-
8370	Share of other comprehensive (loss) income of associates and joint ventures accounted for using the equity method - Items that may be reclassified subsequently to profit or loss	4 and 6 (4)	(61,354)	(4)	53,100	4
	Total other comprehensive (loss) income, net of tax		(85,178)	(5)	65,212	4
8500	Total comprehensive income		\$318,645	20	\$335,030	22
8600	Net income attributable to:					
8610	Owners of the parent		\$403,823		\$269,818	
8700	Total comprehensive income attributable to:					
8710	Owners of the parent		\$318,645		\$335,030	
	Earnings per share (NT\$)	4 and 6 (15)				
9750	Basic earnings per share		\$5.50		\$3.68	
9850	Diluted earnings per share		\$5.50		\$3.67	

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

Kian Shen Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Code	Items	Note	Equity attributable to owners of the parent						Total equity
			Share capital	Capital surplus	Retained earnings			Other equity	
					Legal reserve	Special reserve	Undistributed earnings		
			3110	3200	3310	3320	3350	3410	3XXX
A1	Balance as of January 1, 2022	6 (9)	\$734,001	\$1,251	\$621,152	\$382,220	\$3,097,303	\$(397,006)	\$4,438,921
B1	Appropriation and distribution of earnings for the year ended December 31, 2021								
B3	Legal reserve appropriated				29,121	(29,121)			-
B5	Special reserve appropriated				14,786	(14,786)			-
D1	Cash dividends of common stock					(154,140)			(154,140)
D3	Net income for the year ended December 31, 2022	6 (13)				269,818			269,818
D5	Other comprehensive income for the year ended December 31, 2022					8,730		56,482	65,212
Z1	Total comprehensive income	6 (9)	-	-	-	-	278,548	56,482	335,030
	Balance as of December 31, 2022	6 (9)	\$734,001	\$1,251	\$650,273	\$397,006	\$3,177,804	\$(340,524)	\$4,619,811
A1	Balance as of January 1, 2023	6 (9)	\$734,001	\$1,251	\$650,273	\$397,006	\$3,177,804	\$(340,524)	\$4,619,811
B1	Appropriation and distribution of earnings for the year ended December 31, 2022								
B5	Legal reserve appropriated				27,855	(27,855)			-
B17	Cash dividends of common stock					(154,140)			(154,140)
D1	Reversal of special reserve					56,482	(56,482)		-
D3	Net income for the year ended December 31, 2023	6 (13)				403,823			403,823
D5	Other comprehensive income for the year ended December 31, 2023					(275)		(84,903)	(85,178)
Z1	Total comprehensive income	6 (9)	-	-	-	-	403,548	(84,903)	318,645
	Balance as of December 31, 2023	6 (9)	\$734,001	\$1,251	\$678,128	\$340,524	\$3,455,839	\$(425,427)	\$4,784,316

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

Kian Shen Corporation and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31, 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Code	Items	Note	2023	2022	Code	Items	Note	2023	2022
AAAA	Cash flows from operating activities:				BBBB	Cash flows from investing activities:			
A10000	Profit before tax		\$552,179	\$339,130	B00050	Proceeds from disposal of financial assets measured at amortized cost		-	8,724
A20000	Adjustments for:				B00100	Proceeds from disposal of financial assets at fair value through profit or loss		(315,000)	(370,000)
A20010	Adjustments to reconcile profit(loss):				B00200	Proceeds from disposal of financial assets at fair value through profit or loss		255,301	375,152
A20100	Depreciation expense (including right-of-use assets)		62,766	52,436	B02700	Acquisition of property, plant and equipment		(66,360)	(80,247)
A20200	Amortization expense		2,274	2,411	B02800	Proceeds from disposal of property, plant and equipment		39	256
A20400	Net gain from financial asset measured at fair value through profit or loss		(68)	(2)	B03700	Increase in refundable deposits		(6)	-
A20900	Interest expenses		1,697	1,554	B03800	Decrease in refundable deposits		-	321
A21200	Interest income		(31,865)	(16,171)	B04500	Acquisition of intangible assets		(6,361)	(993)
A22300	Share of profit of associates and joint ventures accounted for using the equity method		(454,939)	(274,546)	B07100	(Increase) Decrease in prepayments for equipment		(15,494)	515
A22500	Gain on disposals of property, plant and equipment		(39)	(9)	B07500	Interest received		31,865	15,284
A23100	Gain on disposals of investments		(301)	(152)	B07600	Dividends received		651,786	856,469
A23700	Loss for market price decline and obsolete and slow-moving inventories		2,820	500	BBBB	Net cash from investing activities		535,770	805,481
A24100	Unrealized foreign exchange losses		-	153	CCCC	Cash flows from financing activities:			
A30000	Changes in operating assets and liabilities:				C00100	Increase in short-term borrowings		220,000	140,000
A31130	Decrease (Increase) in notes and trade receivables		27,832	(4,106)	C00200	Decrease in short-term borrowings		(230,000)	(150,000)
A31160	Decrease (Increase) in trade receivables from related parties		38,242	(105,902)	C01700	Repayments of long-term borrowings		(17,187)	-
A31200	Decrease (Increase) in inventories		118,845	(118,523)	C03000	Increase in deposits received		189	531
A31230	Decrease in prepayments		385	4,692	C03100	Decrease in deposits received		(80)	(200)
A31240	(Increase) Decrease in other current assets		(1,839)	728	C04020	Payment of lease liabilities		(207)	(784)
A32125	Increase in contract liabilities		910	15,178	C04500	Cash dividends paid		(154,140)	(154,140)
A32130	(Decrease) Increase in notes payable		(59,572)	82,672	CCCC	Net cash used in financing activities		(181,425)	(164,593)
A32150	(Decrease) Increase in trade payables		(21,250)	27,219	DDDD	Effect of changes in exchange rate on cash and cash equivalents		(23,549)	4,028
A32160	(Decrease) Increase in trade payables to related parties		(8,296)	6,836	EEEE	Increase in current cash and cash equivalents		437,124	572,817
A32180	Increase in other payables		1,276	12,273	E00100	Cash and cash equivalents at the beginning of the period		1,350,072	777,255
A32230	(Decrease) Increase in other current liabilities		(12,753)	14,949	E00200	Cash and cash equivalents at the end of the period	6 (1)	\$1,787,196	\$1,350,072
A32240	(Increase) Decrease in net defined benefit assets		(257)	109					
A33000	Cash generated from operations		218,047	41,429					
A33300	Interest paid		(1,685)	(1,513)					
A33500	Income tax paid		(110,034)	(112,015)					
AAAA	Net cash from (used in) operating activities		106,328	(72,099)					

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

Independent Auditors' Report

To Kian Shen Corporation:

Opinion

We have audited the accompanying parent company only balance sheets of Kian Shen Corporation (the “Company”) as of December 31, 2023, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2023, and notes to the parent company only financial statements, including the summary of material accounting policies (together “the parent company only financial statements”).

In our opinion, based on our audits, the parent company only financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the financial performance and cash flows for the years ended December 31, 2023, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 2023 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue Recognition

The Company mainly sells the products such as automotive frames and woodworks. For the years ended December 31, 2023, the sales revenue of the Company amounted to NT\$1,598,496 thousand. Sales revenue is the main indicator used by investors and management to evaluate a company's financial or business performance. Considering that revenue recognition inherently carries a higher risk of fraud, and management is under pressure to achieve expected financial goals, these factors add a risk to the authenticity of revenue, which is considered material to the parent company only financial statements. Therefore, the revenue recognition was determined to be a key audit matter.

Our audit procedures include (but are not limited to) understanding and testing the effectiveness of internal controls related to revenue recognition in the sales cycle, selecting samples to perform test of details of transactions and reviewing the revenue recognition requirements in orders or contracts to ensure performance obligations are met, verifying significant terms and conditions and checking relevant vouchers to determine the correctness of the timing when commodity rights were transferred, and checking relevant vouchers for revenue from the transactions for the periods before and after the balance sheet date to ensure revenue is recognized at the appropriate time.

We also considered the appropriateness of operating revenue disclosures in Note 6 to the parent company only financial statements.

Other Matter – Audit(s) for Previous Period(s) of Other Auditors

The parent company only financial statements of the Company for the year ended December 31, 2022 were audited by other auditors, and an audit report with

unqualified opinions was issued on March 30, 2023.

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

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

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company.

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

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions,

misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have

complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of 2023 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Huang, Yu-Ting

Huang, Chien-Che

Ernst & Young, Taiwan

March 8, 2024

Notice to Readers

The accompanying parent company only financial statements are intended only to present the financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

Accordingly, the accompanying parent company only financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

Kian Shen Corporation
PARENT COMPANY ONLY BALANCE SHEETS
31 December 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Assets		December 31, 2023			December 31, 2022			Liabilities and equity			December 31, 2023			December 31, 2022					
		Code	Accounts	Note	Amount	%		Code	Accounts	Note	Amount	%		Code	Accounts	Note	Amount	%	
1100	Current assets																		
1110	Cash and cash equivalents			4, 6 (1) and 12	\$34,916	1	2100	Current liabilities									\$70,000	1	
1150	Financial assets at fair value through profit or loss - current			4 and 12	75,072	1	2130	Short-term borrowings									64,498	1	
1180	Notes and trade receivables, net			4, 6 (2) and 12	11,299	-	2150	Contract liabilities - current									241,211	4	
130x	Trade receivables from related parties, net			4, 6 (2), 7 and 12	218,623	4	2170	Notes payable									96,232	2	
1410	Inventories			4 and 6 (3)	208,580	4	2180	Trade payables									36,286	1	
1479	Prepayments			4	5,585	-	2219	Trade payables to related parties									75,281	2	
1479	Other current assets			4	1,874	-	2230	Other payables									49,735	1	
11xx	Total current assets			4	555,949	10	2280	Current tax liabilities									206	-	
1550	Non-current assets						2320	Leases liabilities - current									17,187	-	
1600	Investments accounted for using equity method			4 and 6 (4)	4,606,329	80	2399	Long-term borrowings, current portion									18,820	-	
1755	Property, plant and equipment			4 and 6 (5)	553,995	10	21xx	Other current liabilities									669,456	12	
1780	Right-of-use assets			4	-	-		Total current liabilities											
1840	Intangible assets			4	6,117	-		Non-current liabilities											
1900	Deferred tax assets			4 and 6 (14)	2,853	-	2540	Long-term borrowings									51,563	1	
15xx	Total non-current assets				26,067	-	2570	Deferred tax liabilities									267,428	5	
					5,195,361	90	2645	Deposits received									631	-	
							25xx	Total non-current liabilities									319,622	6	
							2xxx	Total liabilities									989,078	18	
							3100	Equity											
							3110	Share capital										734,001	13
							3200	Common stock									1,251	-	
							3300	Capital surplus											
							3310	Retained earnings											
							3320	Legal reserve											
							3350	Special reserve											
							3400	Undistributed earnings											
							3410	Total retained earnings											
							3xxx	Other equity											
								Exchange differences on translation of foreign financial statements											
								Total other equity											
								Total equity											
								Total liabilities and equity											

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

Kian Shen Corporation
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the years ended 31 December 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

Code	Items	Note	2023		2022	
			Amount	%	Amount	%
4000	Operating income	4, 6 (10) and 7	\$1,598,496	100	\$1,500,265	100
5000	Operating costs	6 (11) and 7	(1,417,745)	(89)	(1,352,764)	(90)
5900	Gross profit		180,751	11	147,501	10
6000	Operating expenses	6 (11) and 7				
6100	Selling expenses		(3,195)	-	(3,187)	-
6200	Administrative expenses		(88,403)	(6)	(75,880)	(5)
6300	Research and development expenses		(23,554)	(1)	(23,386)	(2)
	Total operating expenses		(115,152)	(7)	(102,453)	(7)
6900	Operating income		65,599	4	45,048	3
7000	Non-operating income and expenses	6 (12) and 7				
7100	Interest income		996	-	2,487	-
7010	Other income		1,034	-	1,489	-
7020	Other gains and losses		639	-	3,698	-
7050	Finance costs		(1,697)	-	(1,561)	-
7060	Share of profit or loss of associates and joint ventures accounted for using the equity method	4 and 6 (4)	485,608	30	245,687	17
	Total non-operating income and expenses		486,580	30	251,800	17
7900	Profit before tax		552,179	34	296,848	20
7950	Income tax expense	4 and 6 (14)	(148,356)	(9)	(27,030)	(2)
8200	Net income		403,823	25	269,818	18
8300	Other comprehensive income (Net)	6 (13)				
8310	Items that may not be reclassified subsequently to profit or loss					
8311	Remeasurements of defined benefit plans		(343)	-	10,912	-
8349	Income tax related to the items not to be reclassified to profit or loss		68	-	(2,182)	-
8360	Items that may be reclassified subsequently to profit or loss					
8361	Exchange differences resulting from translating the financial statements of a foreign operation		(23,549)	(1)	3,382	-
8370	Share of other comprehensive (loss) income of associates and joint ventures accounted for using the equity method					
	Items that may be reclassified subsequently to profit or loss	4 and 6 (4)	(61,354)	(4)	53,100	4
	Total other comprehensive (loss) income, net of tax		(85,178)	(5)	65,212	4
8500	Total comprehensive income		\$318,645	20	\$335,030	22
	Earnings per share (NT\$)	4 and 6 (15)				
9750	Basic earnings per share		\$5.50		\$3.68	
9850	Diluted earnings per share		\$5.50		\$3.67	

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

Kian Shen Corporation
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
For the years ended 31 December 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Code	Items	Note	Share capital	Capital surplus	Retained earnings			Other equity	Total equity
					Legal reserve	Special reserve	Undistributed earnings		
A1	Balance as of January 1, 2022	6 (9)	3110	3200	3310	3320	3350	3410	3XXX
	Appropriation and distribution of 2021 earnings		\$734,001	\$1,251	\$621,152	\$382,220	\$3,097,303	\$(397,006)	\$4,438,921
B1	Legal reserve appropriated				29,121	14,786	(29,121)		-
B3	Special reserve appropriated						(14,786)		-
B5	Cash dividends of common stock						(154,140)		(154,140)
D1	Net income for the year ended December 31, 2022						269,818		269,818
D3	Other comprehensive income for the year ended December 31, 2022	6 (13)					8,730	56,482	65,212
D5	Total comprehensive income						278,548	56,482	335,030
Z1	Balance as of December 31, 2022	6 (9)	\$734,001	\$1,251	\$650,273	\$397,006	\$3,177,804	\$(340,524)	\$4,619,811
A1	Balance as of January 1, 2023	6 (9)	\$734,001	\$1,251	\$650,273	\$397,006	\$3,177,804	\$(340,524)	\$4,619,811
	Appropriation and distribution of 2022 earnings								
B1	Legal reserve appropriated				27,855		(27,855)		-
B5	Cash dividends of common stock						(154,140)		(154,140)
B17	Reversal of special reserve					(56,482)	56,482		-
D1	Net income for the year ended December 31, 2023						403,823	(84,903)	403,823
D3	Other comprehensive income for the year ended December 31, 2023	6 (13)					(275)		(85,178)
D5	Total comprehensive income						403,548	(84,903)	318,645
Z1	Balance as of December 31, 2023	6 (9)	\$734,001	\$1,251	\$678,128	\$340,524	\$3,455,839	\$(425,427)	\$4,784,316

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

Kian Shen Corporation
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
For the years ended 31 December 2023 and 2022
(Expressed in Thousands of New Taiwan Dollars)

Code	Items	Note	2023	2022	Code	Items	Note	2023	2022
AAAA	Cash flows from operating activities:				BBBB	Cash flows from investing activities:			
A10000	Profit before tax		\$552,179	\$296,848	B00050	Proceeds from disposal of financial assets measured at amortized cost		-	8,724
A20000	Adjustments for:				B00100	Acquisition of financial assets at fair value through profit or loss		(315,000)	(370,000)
A20010	Adjustments to reconcile profit(loss):				B00200	Proceeds from disposal of financial assets at fair value through profit or loss		255,301	375,152
A20100	Depreciation expense (including right-of-use assets)		62,766	52,436	B02700	Acquisition of property, plant and equipment		(66,360)	(80,247)
A20200	Amortization expense		2,274	2,411	B02800	Proceeds from disposals of property, plant and equipment		39	256
A20400	Net gain from financial asset measured at fair value through profit or loss		(68)	(2)	B03700	Increase in refundable deposits		(6)	-
A20900	Interest expenses		1,697	1,554	B03800	Decrease in refundable deposits		-	321
A21200	Interest income		(996)	(2,487)	B04500	Acquisition of intangible assets		(6,361)	(993)
A22300	Share of profit of associates and joint ventures accounted for using the equity method		(485,608)	(245,687)	B07100	(Increase) Decrease in prepayments for equipment		(15,494)	515
A22500	Gain on disposals of property, plant and equipment		(39)	(9)	B07500	Interest received		996	2,487
A23100	Gain on disposals of investments		(301)	(152)	B07600	Dividends received		80,200	238,755
A23700	Loss for market price decline and obsolete and slow-moving inventories		2,820	500				(66,685)	174,970
A24100	Unrealized foreign exchange losses		-	153	BBBB	Net cash (used in) from investing activities			
A30000	Changes in operating assets and liabilities:				CCCC	Cash flows from financing activities:			
A31130	Decrease (Increase) in notes and trade receivables		27,832	(4,106)	C00100	Increase in short-term borrowings		220,000	140,000
A31160	Decrease (Increase) in trade receivables from related parties		38,242	(105,903)	C00200	Decrease in short-term borrowings		(230,000)	(150,000)
A31200	Decrease (Increase) in inventories		118,845	(118,523)	C01700	Repayments of long-term borrowings		(17,187)	-
A31230	Decrease in prepayments		385	4,692	C03000	Increase in deposits received		189	531
A31240	Decrease (Increase) in other current assets		8,326	(53)	C03100	Decrease in deposits received		(80)	(200)
A32125	Increase in contract liabilities		910	(15,178)	C04020	Payment of lease liabilities		(207)	(784)
A32130	(Decrease) Increase in notes payable		(59,572)	82,672	C04500	Cash dividends paid		(154,140)	(154,140)
A32150	(Decrease) Increase in trade payables		(21,250)	27,219	CCCC	Net cash used in financing activities		(181,425)	(164,593)
A32160	(Decrease) Increase in trade payables to related parties		(8,296)	6,836	EEEE	(Decrease) Increase in current cash and cash equivalents		(65,010)	24,045
A32180	Increase in other payables		1,276	12,259	E00100	Cash and cash equivalents at the beginning of the period		99,926	75,881
A32230	(Decrease) Increase in other current liabilities		(12,745)	15,588	E00200	Cash and cash equivalents at the end of the period	6 (1)	\$34,916	\$99,926
A32240	(Increase) Decrease in net defined benefit assets		(257)	109					
A33000	Cash generated from operations		228,420	41,533					
A33300	Interest paid		(1,685)	(1,497)					
A33500	Income tax paid		(43,635)	(26,368)					
AAAA	Net cash from operating activities		183,100	13,668					

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

Item 2

Proposed by the Board of Directors

Subject: Adoption of the proposal for distribution of 2023 profits. Please proceed to approve.

Description:

- I. According to Article 20 of the Company's Articles of Incorporation, the proposal for profit distribution for the year 2023 is formulated as follows: a cash dividend of NT\$3.3 per share, with a total distribution of NT\$242 million. The profit distribution table is as follows:

2023 PROFIT DISTRIBUTION TABLE (PROPOSED)	Unit: NT\$
Beginning unappropriated retained earnings	\$3,052,290,289
Profit	403,823,521
Remeasurement of the defined benefit plan recognized in retained earnings	(273,910)
Distributable net profit	3,455,839,900
Appropriation of legal reserve	(40,354,961)
Appropriation of special reserve	(84,903,355)
Cash dividend to shareholders (NT\$3.3/share)	(242,220,446)
Unappropriated retained earnings	<u>\$3,088,361,138</u>

- II. Ex-dividend date shall be July 5, 2024, and the dividend distribution will be rounded down to the nearest NT\$. The fractional amounts will be recognized as other income.
- III. It is proposed that the undistributed profits of year 2023 be prioritized for the aforementioned profit distribution.
- IV. Please proceed to approve.

Resolution:

Discussion

Item 1

Proposed by the Board of Directors

Subject: Amendment to the Articles of Incorporation. Please proceed to resolve.

Description:

- I. In order to make the authority of the Company's Board of Directors more practical and flexible, certain articles are being amended in accordance with the Company Act and referencing practices in the same industry.
- II. For comparison table of the before and after amendments of the "Articles of Incorporation", please refer to [Appendix 4] on p. 37.
- III. Please proceed to resolve.

Resolution:

Item 2

Proposed by the Board of Directors

Subject: Proposal for Release the Prohibition on Directors from Participation in Competitive Business under Company Act 209. Please proceed to resolve.

Description:

- I. Handled in accordance with Article 209 of the Company Act.
- II. Due to possible practical need for holding positions as a director at the Company and a subsidiary within the same industry as the Company or other company in consideration of positive effects on overall operating performance, full utilization of talents and the Company's long-term development, there is no need for prohibition on directors from participation in competitive businesses.
- III. The concurrent positions of Tung-Tai Hsiung, the newly appointed representative of legal person as a director of the Company, are as shown in the table below. We propose to lift the restrictions on his involvement in competitive activities.

Name of director	Names and positions of other businesses with similar scope of operations
Tung-Tai Hsiung	Vice President of the Production and Manufacturing Department, China Motor Corporation Director, ROC-SPICER LTD. Director, YUEKI INDUSTRIAL CO., LTD. Director, CHINA ENGINE CORPORATION

- IV. Please proceed to resolve.

Resolution:

Questions and Motions

[Appendix 1]

Shareholding of the Directors

In accordance with Article 26 of the Securities and Exchange Act and Rules and Review Procedures for Director Share Ownership Ratios at Public Companies, the total shareholding of the all of the Company's Directors shall be no less than 8%, or 5,872,010 shares. As of March 31, 2024, the total shareholding of the all of the Company's Directors amounted to 56,390,678 shares (76.82%), which is in compliance with the requirement. The detail of the shareholding is as follows:

Position	Name	Number of shares held	Percentage of shareholding	Remarks
Chairman	Chao-Wen Chen	32,201,367	43.87%	Representatives of China Motor Corporation
Director	Chiung-Chih Tseng			
Director	Wen-Chih Chien	24,178,711	32.94%	Representatives of Kouzui Motors Ltd.
Director	Kun-Sheng Lan			
Director	Naoki Kobayashi			
Director	Hung-Ching Yang	10,600	0.01%	Representatives of Yulon-Administered Enterprises Co., Ltd.
Director	Tung-Tai Hsiung			
Independent director	Te-Chang Yeh	-	-	
Independent director	Hsuan Wang	-	-	
Independent director	Yung-An Lo	-	-	
Total shareholding of the all Directors		56,390,678	76.82%	

Kian Shen Corporation

Rules of Procedure for Shareholder Meetings

Formulated on June 27, 1998.

Amended on June 20, 2002.

Amended on June 25, 2015.

Amended on June 18, 2020.

Amended on July 29, 2021.

Amended on June 21, 2022.

Amended on June 15, 2023.

1. The Company's shareholders' meetings shall be handled in accordance with the Rules of Procedures for Shareholder Meetings

2. Shareholders and their proxies 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.

Shareholders (or proxies) attending the shareholders' meetings shall hand in sign-in cards and check-in their shareholder's number on the virtual meeting platform in lieu of signing in, from which, the number of shares in attendance shall be calculated.

Attendance and voting at a shareholders' meeting shall be calculated based on the number of shares.

3. A shareholders meeting shall, unless otherwise provided for in other law or regulation, be convened by the Board of Directors.

Unless otherwise provided in these Rules of Procedure, if the Company wishes to convene a shareholders' meeting via visual communication network, it shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution passed by at least half of the Directors in attendance in a Board meeting attended by no less than two-thirds of all Board members.

Alterations to the Company's convening of shareholders' meetings shall be resolved by the Board of Directors no later than the mailing of the shareholders' meeting notice.

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 reporting website specified by the Financial Supervisory Commission no later than 30 days before the date of a regular shareholders meeting and no later than 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 send them to the reporting website specified by the Financial Supervisory Commission no later than 21 days before the date of a regular shareholders' meeting and no later than 15 days before the date of a

special shareholders' meeting. At least 15 days before the date of the shareholders' meeting, the Company shall also prepare the shareholders' meeting handbook and supplementary meeting materials and make them available for review by shareholders at any time. The shareholders' meeting handbook and supplementary meeting materials shall also be displayed at the Company premises and the professional shareholder services agent designated thereby.

The aforementioned shareholders' meeting handbook and supplementary meeting materials shall be distributed to the shareholders for their reference on the date of shareholders' meeting by the following means:

1. For physical meetings, the materials shall be distributed on-site at the meeting venue.
2. For physical meetings assisted by visual communication network, the materials shall be distributed on-site at the meeting venue and uploaded to the virtual meeting platform.
3. For meetings held by visual communication network, the materials shall be uploaded to the visual meeting platform.

The cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the meeting notice to be given to shareholders and public announcement; and the notice may, as an alternative, be given by electronic means, after obtaining a prior consent from the recipient(s) thereof.

Matters pertaining to election or discharge of directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, Paragraph 1 of the Company Act, 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 itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders, and shall not be brought up as extemporaneous motions. Essential contents may be posted on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

Where the 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 election in said meeting, such inauguration date may not be altered by any extempore motion or otherwise in the same meeting.

A shareholder holding one percent or more of the total number of issued shares of the Company may propose to the Company a proposal for discussion at a regular shareholders' meeting, provided that only one matter shall be allowed in each single proposal, and in case a proposal contains more than one matter, such proposal shall not be included in the agenda. However, proposals urging the Company to promote public interests or fulfill its social

responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. The Board of Directors may exclude from discussion proposals presented by shareholders that fall within the scope of Article 172-1 Paragraph 4 of the Company Act.

Prior to the date on which share transfer registration is suspended before the convention of a regular shareholders' meeting, the company shall give a public notice announcing acceptance of proposal in writing or by way of electronic transmission, the place and the period for shareholders to submit proposals to be discussed at the meeting; and the period for accepting such proposals shall not be less than ten (10) days.

The number of words of a proposal to be submitted by a shareholder shall be limited to three hundred words; any proposal containing more than 300 words shall not be included in the meeting agenda. A shareholder who has submitted a proposal shall attend, in person or by a proxy, the regular shareholders' meeting whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

The company shall, prior to preparing and delivering the shareholders' meeting notice, inform, by a notice, all the proposal submitting shareholders of the proposal screening results, and shall list in the shareholders' meeting notice the proposals conforming to the requirements set out in this Article. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the board of directors at the shareholders' meeting to be convened.

4. A shareholder may appoint a proxy to attend a shareholders' meeting on their behalf by providing a proxy form printed by the Company stating therein the scope of power authorized to the proxy.

A shareholder may only issue one proxy form and appoint one proxy only, and shall serve such proxy form to the Company no later than 5 days prior to the meeting date of the shareholders' meeting. In case two or more proxy forms are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous proxy form is made. After a proxy form has been delivered to the Company, in case the shareholder issuing the said proxy form intends to attend the shareholders' meeting in person or to exercise their voting power in writing or by electronic means, a proxy rescission notice shall be filed with the Company in writing no later than two days prior to the date of the shareholders' meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

After a proxy form has been delivered to the Company, in case the shareholder issuing the said proxy form intends to attend the shareholders' meeting via visual communication network, a proxy rescission notice shall be filed with the Company in writing two days prior to the date of the shareholders' meeting so as to rescind the proxy at issue, otherwise, the voting power exercised by the authorized proxy at the meeting shall prevail.

4-1. (Principles determining the time and venue of a shareholders' meeting)

A shareholders' meeting shall be held in the place where the Company is located or at any other place that is convenient for the shareholders to attend and appropriate to convene such meeting, and a shareholders' meeting shall commence at a time no earlier than 9:00 a.m. and no later than 3:00 p.m.

When the Company convenes shareholders' meetings via visual communication network, the aforementioned requirements on meeting venues are not applicable.

The Company may designate entrusted attorneys, CPAs, or other relevant personnel to be present at a shareholders' meeting in a non-voting capacity. Staff handling administrative affairs of a shareholders' meeting shall wear identification badges or arm bands.

5. The chair of the meeting shall call the meeting to order at the scheduled time. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chair may announce a postponement of the meeting, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. In the event that the meeting is attended by shareholders not up to the specified quorum but representing more than one-third or more of the total issued shares after two postponements, a tentative resolution may be made in accordance with paragraph one of Article 175 of the Company Act by an affirmative vote of a majority of the voting rights represented by the attending shareholders. For meetings held via visual communication network, if shareholders intend to participate via visual communication network, they shall sign up again with the Company in accordance with Article 10.

In the event that the number of shares represented by attending shareholders reaches more than half of the total issued shares before that same meeting is adjourned, the chair may resubmit the tentative resolution(s) made at the meeting for a vote in accordance with Article 174 of the Company Act.

6. If a shareholders' meeting is convened by the Board of Directors, the chairman of the board of directors shall act as the chair of the meeting. In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the vice chairman shall act on his behalf. In case there is no vice chairman, or the vice chairman is also on leave or absent or unable to exercise his power and authority for any cause, the chairman of the board of directors shall designate one of the managing directors, or where there is no managing directors, one of the directors to act on his behalf. In the absence of such a designation, the managing directors or the directors shall elect from among themselves an acting chairman of the board of directors. For a shareholders' meeting convened by any other person, other than the board of director, having the convening right, they shall act as the chair of that meeting, provided, however, that if there are two or more persons having the convening right, the chair of the meeting shall be elected from among themselves.

7. If a shareholders' meeting is convened by the board of directors, the agenda shall be set by the board of directors. The motions (including extempore motions or amended motions) shall be passed one at a time, and the meeting shall proceed in the order set forth in the agenda, which may not be changed without a resolution at 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 shall not announce adjournment of the meeting until the agenda in the two preceding paragraphs is completed (including extemporaneous motion) unless duly resolved at the shareholders' meeting.

During the session of a shareholders' meeting, if the chair declares the adjournment of the meeting in a manner in violation of such rules governing the proceedings of meetings, a new chair may be elected by a resolution to be adopted by an affirmative vote of a majority of the voting rights represented by the attending shareholders. to continue the proceedings of the meeting.

After the meeting is adjourned, shareholders shall not elect another chair to continue the meeting at the same place or at any other place.

When necessary, the chair may announce the discussion closed, call for a vote, and allow sufficient time for voting.

8. (Documentation of a shareholders' meeting by audio or video)

The Company shall make an uninterrupted audio and video recording of the registration procedure, the entire proceedings of the shareholders' meeting, and the voting, and vote counting procedures, starting from the shareholder attendance registration.

The recorded materials mentioned in the preceding paragraph shall be kept for at least 1 year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials involved shall be kept until the legal proceedings of the foregoing lawsuit have been concluded.

When a shareholders' meeting is convened via visual communication network, the Company shall keep records of shareholder registration, sign-up, sign-in, questions raised, votes cast and results of votes counted by the Company, and make an uninterrupted audio and video recording of the proceedings of the shareholders' meeting.

The aforementioned audio and video recordings shall be kept for the duration of the existence of the Company, and kept with the meeting agency who is entrusted to make such recording.

When a shareholders' meeting is convened via visual communication network, the Company should make an audio and video recording of the back-end operation interface of the virtual meeting platform.

9. An attending shareholder must complete and submit a speaker's slip before speaking at the shareholders' meeting, specifying their shareholder account number, account name, and the subject their speech. The order in which shareholders speak shall be determined 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. In the event of any discrepancies between the contents of the shareholder's speech and those recorded on the speaker's slip, the contents of the shareholder's speech shall prevail.

When an attending shareholder is speaking, no other shareholders may interrupt the speaking shareholder, unless permitted by the chair and the speaking shareholder; the chair may stop any violations.

A shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes.

The chair may stop the speaking of any shareholder that is in violation of the preceding paragraph or whose speech exceeds the scope of the proposal.

10. (Furnishing of documents such as attendance book)

The Company shall indicate on the meeting notice the sign-in time and place for shareholders, solicitors, and proxies (hereinafter collectively referred to as "shareholders"), and other related matters.

The time during which shareholders sign in will be accepted shall start at least 30 minutes before the commencement of the meeting. The place at which sign-ins are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the sign-in. For virtual shareholders meetings, shareholders may begin to sign in on the virtual meeting platform 30 minutes before the commencement of the meeting. Shareholders completing sign-in will be deemed as attending the shareholders' meeting in person.

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 of directors, pre-printed ballots shall also be furnished.

Where 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 as a proxy, it may designate only one person to represent it in the meeting.

For meetings held via visual communication network, if shareholders intend to participate via visual communication network, they shall sign up with the Company 2 days before the shareholders' meeting.

For meetings held via visual communication network, the shareholders' meeting handbook, annual reports, and other relevant documents shall be uploaded onto the virtual meeting platform at least 30 minutes prior to the commencement of the meeting and shall be kept disclosed until the meeting is adjourned.

10-1. (Matters to be stated in the meeting notice when convening a virtual shareholders' meeting)

When the Company convenes shareholders' meeting via visual communication network, the following matters shall be stated in the shareholders' meeting notice:

1. Method of attending a shareholders' meeting via visual communication

network and exercising rights by the shareholders

2. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

(1) The time to which the meeting is postponed or from which the meeting will resume if the above obstruction continues and cannot be cleared, and the date to which the meeting is postponed or on which the meeting will resume.

(2) Shareholders not having signed up to attend the affected virtual shareholders' meeting may not attend the postponed or resumed session. (3) In case of physical meetings assisted by visual communication network, 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 meeting via visual communication network, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the meeting via visual communication network shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the meeting via visual communication network 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 extempore motions have not been carried out.

3. For meetings held via visual communication network, the Company shall provide appropriate alternative measures to shareholders with difficulties in attending meetings via visual communication network.

Unless otherwise provided by Paragraph 6 Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with online equipment and other necessary assistance, and specify the period during which shareholders can apply therefor and other related matters.

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

After an attending shareholder speaks at the meeting, the chair may answer either in person or through a designee.

When a shareholders' meeting is convened via visual communication network, attending shareholders may raise questions in writing on the virtual meeting platform after the meeting is called to order and before the meeting is adjourned. No more than 2 questions may be raised for each motion, and each question shall not exceed 200 characters, and shall not be subject to Article 9.

If the aforementioned questions do not violate the rules or exceed the scope of the agenda item, the questions should be disclosed on the virtual meeting platform for everyone's information.

12. A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed to have non-voting shares under

Article 179, paragraph 2 of the Company Act.

When the Company convenes a shareholders' meeting, it shall adopt the 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 shall be deemed to have attended the meeting in person. However, their rights with respect to the extemporary motions and amendments to scheduled proposals of that meeting are deemed to have been waived. Therefore, the Company should refrain from proposing extraordinary motions, or amendments to the scheduled proposals.

In case a shareholder elects to exercise their voting power in writing or by way of electronic means, their declaration of intention shall be served to the Company 2 days before the shareholders' meeting. If two or more declarations are received from one shareholder, the first one received by the Company shall prevail; unless an explicit statement to revoke the previous declaration is made.

In case a shareholder who has exercised their voting power in writing or by electronic means intends to attend the shareholders' meeting in person or via visual communication network, they shall serve a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting power in the same manner previously used made in exercising the voting power under the preceding paragraph, 2 days before the shareholders' meeting. In the absence of a timely rescission of the previous declaration of intention, the voting power exercised in writing or by electronic means shall prevail. In case a shareholder has exercised their voting power in writing or by electronic means, and has also authorized a proxy to attend the shareholders' meeting on their behalf, then the voting power exercised by the authorized proxy for the said shareholder shall prevail.

When the Company convenes a shareholders' meeting via visual communication network, after the meeting is called to order, shareholders attending the meeting via visual communication network shall cast votes on motions and elections on the virtual meeting platform before the chair announces the voting session closed or shall be deemed abstained from voting.

When the Company convenes a shareholders' meeting via visual communication network, after the chair announces the voting session closed, a single vote counting session shall be conducted and the results of the voting or election shall be announced.

For physical meetings assisted by visual communication network, if the shareholders, solicitors, or proxies who have signed up for attendance via visual communication network in accordance with Article 10 intend to attend the meeting in person, they shall rescind in the same manner as the sign-up process no later than 2 days before the shareholders' meeting. In the absence of a timely rescission, the shareholders, solicitors, or proxies may only attend the meetings via visual communication network.

Shareholders, solicitors, or proxies who are attending the meeting via visual

communication network, and do not rescind their intention of exercising voting rights by correspondence or electronic means, except for extempore motions, shall not be able to exercise their voting rights on the scheduled motions, propose amendments to the scheduled motions, or exercise their voting rights on amended motions.

13. If there shall be an amendment or alternative to a motion, the chair shall determine their orders of the amendment, alternative, and scheduled motion for resolution. When any motion among them is passed, the others will then be deemed rejected, and no further voting shall be required. Vote monitoring and counting personnel for the voting on a motion shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. Vote counting for shareholders' meeting motions or elections shall be conducted in public at the place of the shareholders' meeting. Immediately after vote counting is completed, the results of the voting shall be announced on-site at the meeting, and a record made of the vote.

14. Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the adoption 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, proposals shall be, one at a time, put to a vote by shareholders. On the same day the meeting is held, the numbers of votes for and against and the number of abstentions for each proposal shall be uploaded to the reporting website specified by the Financial Supervisory Commission

A shareholder shall have one voting power in respect of each share in their possession.

Pursuant to Article 177 Paragraph 2 of the Company Act, except for trust enterprises or stock agencies approved by the competent authority, when a person who acts as the proxy for two or more shareholders, the number of voting power they represent shall not exceed 3% of the total number of voting shares of the Company, otherwise, the portion of excess voting power shall not be counted.

15. During the meeting, the chair may announce a break, taking into consideration the time. Where proposals can not be resolved in a shareholders' meeting, the shareholders' meeting may make a resolution to reconvene the meeting within five days without notification or public announcement.

16. Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty (20) days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting may be effected by electronic means.

The Company may distribute the meeting minutes mentioned in the preceding paragraph by means of a public announcement made through the reporting website specified by the Financial Supervisory Commission The meeting

minutes shall accurately record the year, month, day, meeting venue, the chair's full name, the methods by which resolutions were adopted, and a summary of the meeting proceeding, and the voting results (including the number of voting rights), and in case of director elections, the number of voting rights won by each candidate shall be disclosed. The minutes shall be retained for the duration of the existence of the Company.

For meetings held via visual communication network, besides the records as required in the preceding paragraph, the meeting minutes shall also include the starting and ending time of the meetings, convening method of the meetings, full names of the chair and minute-taker(s), and the handling methods and the handling process in case of disruption to the visual meeting platform or participation via visual communication network under the circumstances of force majeure.

When the Company convenes a shareholders' meeting via visual communication network, in addition to the aforementioned rules, the Company shall provide alternative measures to shareholders with difficulties in attending meetings via visual communication network.

17. The chair may instruct patrol personnel (or security personnel) to assist in maintaining the order at the meeting venue. Such patrol personnel (or security personnel) shall wear arm bands marked with "Security" while assisting in maintaining the order on site.

18. Announcement to the Public

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 via correspondence or via visual communication network, and shall make an express disclosure at the meeting venue on the day of the meeting. For meetings held via visual communication network, the aforementioned documents shall be uploaded onto the virtual meeting platform at least 30 minutes prior to commencement of the meeting and shall be kept disclosed until the meeting is adjourned.

When the Company convenes a shareholders' meeting via visual communication network, the number of attending shares shall be disclosed on the virtual meeting platform when the meeting is called to order. The number of attending shares and voting rights recorded during the proceeding of the meeting shall also be disclosed.

If matters put to a resolution at a shareholders' meeting constitute material information identified by the laws and regulations, and Taiwan Stock Exchange Corporation (or the Taipei Exchange), the Company shall upload the content of such resolution to the reporting website specified by the Financial Supervisory Commission.

19. (Disclosures for meetings held via visual communication network)

For meetings held via visual communication network, the Company shall disclose the voting and election results on the virtual meeting platform

immediately after the voting, and the results shall be kept disclosed for at least 15 minutes after the chair declares the meeting adjourned.

20. (Location of the chair and the minute taker(s) for meetings held via visual communication network)

When the Company convenes meetings via visual communication network, the chair and the minute taker(s) shall be situated at the same location, the chair shall announce the address of such location when the meeting is called to order.

21. (Handling of disconnection)

For meetings held via visual communication network, the Company may provide basic connection testing for shareholders prior to the meetings, and provide instant necessary services before or during the meetings to resolve any connection or technical issues.

For meetings held via visual communication network, when the meeting is called to order, the chair shall announce that, unless postponement or resumption of meetings are required in situations stipulated in Article 44-20 Paragraph 4 in the Regulations Governing the Administration of Shareholder Services of Public Companies, the new date for postponement or resumption of meetings that is within 5 days is not subject to Article 182 of the Company Act in circumstances where disruption to the virtual meeting platform or participation via visual communication network due to natural disasters, accidents or force majeure occurs and lasts for more than 30 minutes before the chair declares meeting adjourned.

In the event of the aforementioned postponement or resumption of meetings, shareholders not having signed up to attend the affected virtual shareholders' meeting may not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have signed up to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postponed or resumed session 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.

In the postponed or resumed meetings mentioned in paragraph 2, a new deliberation, or resolution is not required for completed voting, vote counting, and proposals whose voting results or list of elected directors are announced.

In case of physical meetings assisted by visual communication network, when the virtual meeting cannot be continued due to a situation mentioned in paragraph 2, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the meeting via visual communication network, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue, and no postponement or resumption of meetings under paragraph 2 is required.

Under circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the meeting via visual communication network shall be counted towards the total number of

shares represented by shareholders present at the meeting, and the shareholders attending the meeting via visual communication network shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.

When the Company carries out a postponement or resumption of meetings in accordance with paragraph 2, the postponement or resumption of meetings shall be carried out pursuant to Article 44-20 Paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies. The Company shall conduct preliminary works in accordance with the original shareholders' meeting date and all rules and regulations.

Regarding the periods and dates stated in the later part of the Article 12, and Article 13 Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Article 44-5 Paragraph 2, Article 44-15, Article 44-17 Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the postponement and resumption of meetings shall be conducted in accordance with paragraph 2.

22. (Handling of digital divide)

When the Company holds a shareholders' meeting via visual communication network, it shall provide appropriate alternative measures to shareholders with difficulties in attending meetings via visual communication network. Unless otherwise provided by Paragraph 6 Article 44-9 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall provide shareholders with online equipment and other necessary assistance, and specify the period during which shareholders can apply therefor and other related matters.

23. Any matters inadequately provided for herein shall be subject to provisions set forth in the Company's Articles of Incorporation, and relevant laws and regulations.

These Rules, and any amendments hereto, shall be implemented after adoption at shareholders' meetings.

Kian Shen Corporation Articles of Incorporation

The Articles were enacted on April 26, 1963.
1st amendment was made on May 20, 1963.
2nd amendment was made on September 6, 1963.
3rd amendment was made on September 10, 1966.
4th amendment was made on May 4, 1970.
5th amendment was made on December 7, 1976.
6th amendment was made on June 7, 1978.
7th amendment was made on October 29, 1979.
8th amendment was made on November 1, 1980.
9th amendment was made on November 30, 1980.
10th amendment was made on December 24, 1980.
11th amendment was made on September 25, 1982.
12th amendment was made on March 3, 1984.
13th amendment was made on November 6, 1984.
14th amendment was made on February 5, 1986.
15th amendment was made on September 16, 1988.
16th amendment was made on November 22, 1989.
17th amendment was made on August 18, 1990.
18th amendment was made on November 6, 1991.
19th amendment was made on April 15, 1992.
20th amendment was made on May 22, 1993.
21st amendment was made on June 14, 1994.
22nd amendment was made on May 26, 1995.
23rd amendment was made on May 20, 1998.
24th amendment was made on July 13, 1998.
25th amendment was made on April 23, 1999.
26th amendment was made on June 3, 2000.
27th amendment was made on June 12, 2001.
28th amendment was made on June 20, 2002.
29th amendment was made on June 3, 2004.
30th amendment was made on June 2, 2005.
31st amendment was made on June 7, 2006.
32nd amendment was made on June 13, 2007.
33rd amendment was made on June 16, 2009.
34th amendment was made on June 25, 2010.
35th amendment was made on June 18, 2012.
36th amendment was made on June 20, 2013.
37th amendment was made on June 19, 2014.
38th amendment was made on June 25, 2015.
39th amendment was made on June 22, 2016.
40th amendment was made on June 18, 2020.
41st amendment was made on June 21, 2022.

Article 1: The Company is duly incorporated in accordance with the regulations regarding corporations in the Company Act and bears the title of Kian Shen Corporation.

Article 2: The Company is engaged in the following business:

- I. C501030 Plywood Manufacturing
- II. C501060 Manufacture of Wooden Containers
- III. C501990 Other Wooden Woods Manufacturing
- IV. CA04010 Surface Treatments
- V. CD01020 Tramway Cars Manufacturing
- VI. CD01030 Motor Vehicles and Parts Manufacturing
- VII. CD01040 Motorcycles and Parts Manufacturing
- VIII. CD01050 Bicycles and Parts Manufacturing
- IX. CD01990 Other Transport Equipment and Parts Manufacturing
- X. CQ01010 Die Manufacturing
- XI. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
- XII. F401010 International Trade
- XIII. Z99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company shall be headquartered in Taoyuan City, ROC, and shall be free, upon resolution of the Board of Directors to set up branches or offices at other locations within the territory of ROC or abroad.

Article 4: (Deleted)

Article 5: The total authorized capital of the Company is NT\$800 million which may be distributed as 80 million shares, with par value of NT\$10 each. For shares not yet issued, the Board of Directors is authorized to issue the shares in installments depending on actual needs.

Article 6: The total amount of the Company's investment in other businesses is not subject to the restriction requiring that total investment not exceed 40 percent of its paid-in capital as provided in Article 13 of the Company Act.

Article 7: The Company's shares shall all be name-bearing share certificates signed by at least 3 Directors affixed with seals thereof and shall be duly certified or authenticated before issuance thereof. The Company may issue the name-bearing shares without printing any share certificates, but such shares shall be registered with a central securities depository organization.

Article 8: The rename for transfer of shares shall not be conducted within 60 days prior to the convening date of a regular shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Article 9: There are two kinds of shareholders' meetings: the regular shareholders' meeting and the special shareholders' meeting. Regular shareholders' meetings are convened once a year within six months after the close of each fiscal year. Special shareholders' meetings are called at any time when necessary.

When the Company holds a shareholders' meeting, such meeting can be held by means of visual communication network or other methods promulgated by the central competent authority in circumstances of force majeure.

Article 10: Shareholders who are unable to attend the shareholders' meeting in person may appoint a proxy to attend the meeting by providing a signed and sealed proxy form printed by the Company stating therein the scope of power authorized to the proxy.

Article 11: A shareholder shall be entitled to one vote for each share held, but this shall not apply to the shares under the circumstances specified in Article 179 of the Company Act.

Article 12:

- I. A resolution at a shareholders' meeting shall be adopted by a majority of the attending shareholders who represent two-thirds or more of the total number of its outstanding shares. Where stricter criteria require a higher number of shares represented by the attending shareholders or requires a higher number of votes at the shareholders' meeting as specified in the laws or regulations, such stricter criteria shall govern. The Company's shareholders may exercise their voting power by electronic means, and a shareholder exercising voting rights by correspondence or electronic means shall be deemed to have attended the meeting in person.
- II. The following matters at a shareholders' meeting shall be resolved by more than two-thirds of the attending shareholders who represent two-thirds or more of the total number of its outstanding shares. Where stricter criteria require a higher number of shares represented by the attending shareholders or requires a higher number of votes at the shareholders' meeting as specified in the laws or regulations, such stricter criteria shall govern.
 1. Modification or alteration in the Company's Articles of Incorporation;
 2. Increase or decrease in the Company's capital through any method;
 3. Issuance of new shares;
 4. Transfer of the entire or any essential part of the Company's business;
 5. Disposal of an essential part of the Company's property;
 6. Matters related to distribution of retained earnings;
 7. Issuance of corporate bonds; and
 8. Other matters that shall be resolved in this manner pursuant to the laws and regulations.

Article 13:

- I. The Company has 9-12 directors. It adopts the nomination system and the shareholders shall elect directors from among the candidates listed in the roster of director candidates. The total shareholding of all directors of the Company's shall be no less than a specified

percentage of the Company's total name-bearing shares, with the percentage calculated pursuant to the regulations of the competent authorities.

- II. The Company's directors have a three-year term of office and may be re-elected after the term. In case no election of new directors is effected after expiration of the term of office of existing directors, the term of office of out-going directors shall be extended until the time new directors have been elected and assumed their office. When the number of vacancies in the board of directors of the Company is equal to or higher than one-third of the total number of directors, the board of directors shall call, within 60 days, a special shareholders' meeting to elect succeeding directors to fill the vacancies.
- III. Among the aforementioned seats of directors, there shall be seats for independent directors. There shall be no less than 3 independent directors, representing no less than one-fifth of the total number of directors. The Company adopts the nomination system and the shareholders shall elect independent directors from among the candidates listed in the roster of independent director candidates. Independent directors and non-independent directors shall be elected in the same election, but the number of independent directors and non-independent directors elected shall be calculated separately. The professional qualifications, restrictions on shareholding and concurrent positions, method of nomination and election, and other matters of compliance shall be subject to the related regulations of the authority in charge of securities.

Article 14:

- I. The directors shall be organized into the Board. The Board shall elect a chairman from among the directors by a majority vote at a meeting attended by over two-thirds of the directors. The chairman shall represent the Company externally.
- II. A board meeting shall be held at least once every quarter. However, in case of any emergency, such meetings may be convened at any time. A board meeting may be convened by contacting directors in ways of written notice, e-mails or facsimile. A director may authorize another director to attend a board meeting exercise voting rights on all proposed motions at a meeting on their behalf. However, one director may only act on behalf of one other director.
- III. A resolution at a board meeting shall be adopted by a majority of the attending directors who represent at least two-thirds of the total director seats. Where stricter criteria for the total number of attending directors or the required number of votes are specified in the laws or regulations, such stricter criteria shall govern.
- IV. The following matters shall be executed pursuant to a resolution at a board meeting:
 1. Establishment and dissolution of branches;

2. Approval for financing, providing guarantees, acceptance with a financial institution or third party, or any credit extension, or borrowings, at an amount between NT\$20 million to NT\$ 50 million (excluding) for each proposal, provided that proposals with an amount less than NT\$20 million (excluding) shall be reported at the most recent board meeting;
 3. Retaining or dismissal of a certified public accountant;
 4. Approval for capital expenditures, at an amount between NT\$20 million to NT\$ 50 million (excluding) for each proposal, provided that proposals with an amount less than NT\$20 million (excluding) shall be reported at the most recent board meeting;
 5. Approval for financing, providing guarantees, acceptance in the name of the Company shall be executed after passage by resolution at board meetings;
 6. Hiring and dismissal of employees at managerial level (including) or above;
 7. Investment in another company or transfer of shares at an amount no higher than NT\$ 50 million (excluding) for each proposal;
 8. Approval, amendment or termination of the obtaining, transfer, granting and technical cooperation contracts of special technology or patent right, at an amount no higher than NT\$ 10 million (excluding) for each proposal; and
 9. The Company shall purchase liability insurance for directors with respect to liabilities resulting from exercising their duties during their terms of office so as to reduce and diversify the risk of material harm to the Company and shareholders arising from the mistakes or negligence of a director.
- V. The following matters at a board meeting shall be resolved by more than two-thirds of the attending directors who represent two-thirds or more of the total seats of directors.
1. Proposal to amend the Company's Articles of Incorporation;
 2. Approval of annual budgets and review of annual financial statements, including review and supervision of the business plan execution;
 3. Investment in another company or transfer of shares at an amount higher than NT\$50 million (including) for each proposal;
 4. Approval of disposal of all or essential part of the Company's property through pawning, sales, leasing out, pledging, use as collateral, or other methods.
- However, this shall not apply to the following circumstances:
- I. The need for borrowing or financing an amount less than NT\$ 20 million (excluding);
 - II. The need for borrowing or financing that has been approved by the board; and

III. Leasing out of an essential part of the Company's property with leasing term no longer than 1 year.

5. Approval for financing, providing guarantees, acceptance with a financial institution or third party, or any credit extension, or borrowings, at an amount of NT\$ 50 million or higher for each proposal;
6. Approval for capital expenditures, at an amount higher than NT\$50 million (including) for each proposal;
7. Approval of significant transactions with related parties (including affiliates), with transaction price more than NT\$50 million (including) for each proposal or with transaction terms of one year.
8. Approval of major contracts or other material matters. Major contracts or other material matters, refers to those with a price more than NT\$50 million (including) or with transaction terms of more than 1 year;
9. Acquisition, transfer, and grant of intellectual property or patent right, and the approval, amendment or termination of technical cooperation contracts at an amount higher than NT\$10 million (including).

Article 15: In case the chairman of the board of directors is on leave or absent or can not exercise his power and authority for any cause, the designation of a person acting on his behalf shall be conducted in accordance to Article 208 of the Company Act.

Article 16: The board of directors may receive remuneration, and the remuneration shall be based on industry standards. If the Company operates at a profit, remuneration shall be determined in accordance with Article 20.

Article 17: The Company may establish functional committees. The regulations governing the exercise of powers by the functional committees shall be formulated and they shall be enacted after approval by the board of directors.

Article 18: The Company may have a president and several vice presidents and managers. The appointment, discharge and the remuneration shall be handled in accordance with Article 29 of the Company Act.

Article 19: The fiscal year for the Company shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, reports shall be prepared by the board of directors in accordance with Article 228 of the Company Act, and reported at the shareholders' meeting for approval.

Article 20: The Company's net income before tax before deduction of remuneration to employees and directors shall be distributed in accordance with the following:

- (1) No higher than 1% as remuneration to directors; and
- (2) No less than 0.1% as remuneration to employees.

However, when there are accumulated losses, the Company shall first set aside a portion of the profit to offset its accumulated losses, then

distribute the profit in accordance with the preceding two items. The aforementioned employees' remuneration may be distributed in the form of shares or cash; however, the directors' remuneration may be distributed only in the form of cash. The employees' and directors' remuneration shall be reported at the shareholders' meetings.

When the Company operates at a profit, it shall first offset any accumulated losses, set aside 10% of the earning as legal reserve, and then allocate or reverse special reserve pursuant to relevant laws and regulations issued by the competent authority. The board of directors shall draft an earnings distribution proposal of dividends to shareholders regarding the remaining amount along with accumulated undistributed retained earnings and submit it to the shareholders' meeting for approval. Considering the volatility of the Company's industry, the Company being at the maturity phase in its industry life cycle, future working capital needs, and long-term financial planning, the Company distributes no less than 20% of net profit after tax for the year as shareholders' dividends in forms of shares or cash, provided that cash dividends shall account for no less than 20% of total dividends.

Article 21: Any matters inadequately provided for herein shall be subject to provisions set forth in the Company Act.

Article 22: The Articles of Incorporation are amended on June 21, 2022 and enacted on July 1, 2022.

[Appendix 4]

Comparison Table of Amendments to the Articles of Incorporation

Amended Article	Original Article
<p>Article 14 Paragraphs 1 to 3: Omitted. IV. The following matters shall be executed pursuant to a resolution at a board meeting: 1 to 2: Omitted. 3. <u>Appointment, dismissal and remuneration</u> of the Company’s CPAs. 4 to 8: Omitted.</p> <p>V. The following matters at a board meeting shall be resolved by more than two-thirds of the attending directors who represent two-thirds or more of the total seats of directors. 1. Proposal to amend the Company’s Articles of Incorporation; 2. Approval of annual budgets and review of annual financial statements, including review and supervision of the business plan execution; 3. <u>Proposal for the distribution of earnings.</u> 4 to 10: Omitted. 11. <u>Other authorities (responsibilities) conferred by laws, regulations, and resolutions of the shareholders’ meeting.</u></p>	<p>Article 14 Paragraphs 1 to 3: Omitted. IV. The following matters shall be executed pursuant to a resolution at a board meeting: 1 to 2: Omitted. 3. <u>Retaining or dismissal</u> of a certified public accountant; 4 to 8: Omitted. 9. The Company shall purchase liability insurance for directors with respect to liabilities resulting from exercising their duties during their terms of office so as to reduce and diverse the risk of material harm to the Company and shareholders arising from the mistakes or negligence of a director. V. The following matters at a board meeting shall be resolved by more than two-thirds of the attending directors who represent two-thirds or more of the total seats of directors. 1. Proposal to amend the Company’s Articles of Incorporation; 2. Approval of annual budgets and review of annual financial statements, including review and supervision of the business plan execution; 3 to 9: Omitted.</p>
<p>Article 22 (Deleted)</p>	<p>Article 22 The Articles of Incorporation are amended on June 21, 2022 and enacted on July 1, 2022.</p>