

Stock Code: 3701



FIC Global, Inc.

2024 General Shareholders' Meeting

Meeting Handbook

6 June 2024

Table of Contents

I.	2024 GENERAL SHAREHOLDERS' MEETING PROCEDURE.....	1
II.	2024 GENERAL SHAREHOLDERS' MEETING AGENDA.....	2
	REPORTED MATTERS.....	3
	APPROVAL MATTERS.....	4
	DISCUSS MATTERS.....	5
	MOTIONS.....	5
	ADJOURNMENT.....	5
III.	ATTACHMENT	
	2023 BUSINESS REPORT	6
	AUDIT COMMITTEE'S AUDITOR REPORT.....	8
	ACCOUNTANT'S EXAMINATION REPORT AND 2023 ANNUAL FINANCIAL STATEMENT.	9
	2023 SURPLUS DISTRIBUTION TABLE	35
	COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF INCORPORATION.....	36
	COMPARISON TABLE OF THE REVISED PROVISIONS OF "PROCEDURES FOR LENDING AND HANDLING OF FUNDS"	38
IV.	APPENDIX	
	FIC GLOBAL, INC. ARTICLES OF INCORPORATION (BEFORE THE AMENDMENT).....	39
	RULES OF PROCEDURE FOR SHAREHOLDERS MEETINGS.....	44
	"PROCEDURES FOR LENDING AND HANDLING FUNDS" (BEFORE THE AMENDMENT).....	46
	FIC GLOBAL INC. DIRECTOR SHAREHOLDING STATUS.....	49
	OTHER NOTES.....	50

FIC Global Inc.

2024 General Shareholders' Meeting Procedure

1. Announcement of Commencement
2. Chairman's Speech
3. Reported Matters
4. Approval Matters
5. Discuss Matters
6. Motions
7. Adjournment

FIC Global Inc.
2024 General Shareholders' Meeting Agenda

Time: 9:00 a.m. (Thursday) 6 June 2024

Location: 2F, No. 12, Zhouzi Street, Neihu District, Taipei City

- I. Announcement of Commencement (attending shareholders and total number of shares represented reported)
- II. Chairman's Speech
- III. Reported Matters
 - (I) 2023 business report.
 - (II) Audit committee auditor report.
 - (III) 2023 employee remuneration and director remuneration distribution report.
- IV. Approval Matters
 - (I) 2023 business report and financial statements.
 - (II) 2023 profit distribution proposal.
- V. Discuss Matters
 - (I) Amendments to the regulations on the "articles of incorporation".
 - (II) Amendments to the regulations on the "procedures for lending and handling some funds".
- VI. Motions
- VII. Adjournment

Reported Matters

- I. 2023 business report is submitted for review.
Illustration: For 2023 business report, please refer to pages 6-7 [Attachment 1] of this handbook.

- II. Audit committee auditor report is submitted for review.
Illustration: For 2023 audit committee auditor report please refer to page 8 [Attachment 2] of this handbook.

- III. 2023 employee remuneration and director remuneration distribution report is submitted for review.
Illustration: (I) In accordance with the Articles of Association of the Company, 2-10% is provisioned as employee remuneration. The target of issuance may include employees of subsidiaries meeting certain conditions. No more than 1.5% is provisioned as director remuneration.
(II) After the resolution of the board of directors, 4% of NT\$14,222,000 of pre-tax net profit in 2024 is proposed to be allocated as employee remuneration; another 0.4% of NT\$1,422,000 is proposed to be allocated as director's remuneration, which will be paid in cash.

Approval Matters

I. Approval of 2023 business report and financial statements.

<Proposed by Board of Directors>

Illustration: (I) 2023 financial statements of the Company have been audited and certified by Deloitte Taiwan and has been submitted together with the business report to and audited by the audit committee.

(II) For business report and above financial statements, please refer to pages 6-7 [Attachment 1] and pages 9-34 [Attachment 3] of this handbook.

(III) Approval requested.

Resolution:

II. Approval of 2023 profit distribution proposal.

<Proposed by Board of Directors>

Illustration: (I) The company's 2023 surplus distribution statement, plans to allocate a total of NT\$164,299,949 in cash dividends to shareholders from the 2023 distributable surplus, calculated on the basis of the company's 234,714,213 ordinary shares in circulation as of March 20, 2024, and allotment per share NT\$0.7. Cash dividends are calculated up to NTD, rounded up below NTD, and the total amount of odds and zeros less than NTD 1 is adjusted from the largest to the smallest decimal point to meet the total cash dividend distribution. Please refer to [Attachment 4] on page 35 of this handbook.

(II) After the case is approved by the ordinary meeting of shareholders, the chairman of the board of directors is authorized to set another dividend distribution base date and payment date, and if there is a change in the total number of shares of the company, resulting in a change in the distribution rate, the chairman of the board of directors is also authorized to adjust it. Please acknowledge it

(III) Approval requested.

Resolution:

Discuss Matters

- I. Amendments to the regulations on the “articles of incorporation”.
< Proposal by Board of Directors >

Illustration: (I) To comply with the amendment of relevant laws and regulations, and to meet the needs of practical operation, to amend some provisions of the "Articles of Association" of the Company.

- (II) For a cross-reference table of the amendments to the Articles of Association, please refer to [Attachment 5] on pages 36 - 37 of this Handbook.

Resolution:

- II. Amendments to the regulations on the “articles of incorporation”.
< Proposal by Board of Directors >

Illustration: (I) To meet the needs of practical operation, some provisions of the Company's "Procedures for Capital Loan and Processing" are amended.

- (II) For a comparative table of the revised provisions of "Procedures for Lending and Handling of Funds", please refer to [Attachment 6] on page 38 of this Handbook.

Resolution:

Motions

Adjournment

Business Report of 2023

The main operating profit and loss of FIC Global, Inc. mainly came from the recognition of net investment profit and loss of relevant reinvestment enterprises of FIC Group. To improve performance and industry competitiveness, continually adjust the industries invested by the Group and integrate them per their characteristics, keep what is valuable and reject what is worthless, and strictly control each important subsidiary and affiliate, the Company strived to increase revenue and reduce expenditure, lower costs, and improve profits to adjust the Group's constitution. When looking back to 2023, we have found that the consolidated net profit of the Company in 2022 reached NT\$723,053K, while this figure was NT\$626,727K in 2023. Despite the influence of the epidemic, the Company returned to the profiting track again this year, and each enterprise in the Group realized favorable development. The operating status of the Company in 2023 is hereby compared with that last year, and the specific indicators are summarized as follows:

Analytical Statement of Operating Status

Unit: NT\$1,000

Item	2023	2022
Operating income	13,283,396	12,448,435
Operating cost	(11,227,876)	(10,781,900)
Operating expenses	(1,401,644)	(1,241,674)
Operating profit	653,876	424,861
Current profit	626,727	723,053
Current (net loss) profit (attributed to the owner(s) of parent company)	332,140	476,470

Note: The statement above is prepared in accordance with the Company's consolidated financial statements.

Analytical Statement of Profitability

Item	2023	2022
Return on assets (%)	5.99	7.74
Return on equity (%)	9.95	14.65
Ratio of operating (loss) profit in paid-in capital (%)	27.86	19.75
Ratio of before-tax (net loss) profit in paid-in capital (%)	33.27	35.53
Net profit ratio (%)	4.72	5.81
Basic (loss) earnings per share (NT\$)	1.49	2.23
Diluted (loss) earnings per share (NT\$)	1.42	2.10

In order to execute the strategies of industry holdings and separate business operations, FIC Global Inc. sticks to industry resource orientation as principle, while First International Computer, Inc., 3CEMS Corp. and Ubiqconn Technology, Inc. are important subsidiaries of FIC Global, Inc. In 2022, under the efforts of all supervisors and employees, the Company continually lowered cost, improved business flexibility, and continuously dedicated to automotive electronics related systems, electronic OEM services, R&D and designs, system assembly and industrial computer production and sales.

Under the management policy of continuous adjustment of strategy, review and reform, First International Computer, Inc. (FIC) has already clarified its business operation direction and gradually achieved its transformation goals. Software and hardware platforms with ARM structure are adopted to develop products in fields of A (Automotive), A (Automation) and M (Medical) which are the main development axis. In the field of G (Green), Honeywell, Tridium, and Niagara are applied as development platforms to develop self-owned AI algorithm which is applied in the markets of Smart City, Smart Energy Management, Smart Building, Smart Retail and ITS. FIC seeks niche products and markets with professional R&D technology. It is expected that AR HUD, the automotive augmented reality head-up display independently developed and manufactured by FIC, will drive FIC Global Inc. to enter a crucial period for its development of factory-installed products in the field of new energy vehicle/electric vehicle.

In recent years, 3CEMS Corp. has actively engaged in the organizational reform and product structural adjustment. When the original computer related business volume remains stable, 3CEMS has continuously developed new products (e.g., electronic sports computer, AIOT computer and peripherals), and its business in communication products (including optical fibers) has also realized gradual growth. Furthermore, 3CEMS has also expanded its business in industries with high added value such as automotive electronics, industrial control electronics and precision SMT products. 3CEMS focuses on the OEM of advanced electronic products applied in the fields of aerospace, navigation, automobile, and semiconductor.

Ubiqconn pays equal attention to ODM and brand and aims to realize 50% of profit contribution rate for ODM and brand respectively. Ubiqconn is committed to developing industrial personal computer (IPC) related business and taking the rugged tablet computers of its self-owned brand of RuggON as well as 6G devices as the main axis. Based on the vision of "Connection Everywhere", Ubiqconn focuses on the linking technology related to rugged portable computers, the establishment of ecosystem of each vertical market and solidly linked supply chains and digital collaboration platform, as well as its core values (Curiosity, Empathy, Agility, Can-do Attitude and Discipline) to connect all its employees. Expectedly, Ubiqconn will strive to become a TWSE/TPEX listed company and offer shareholders better rewards given the continuous bettering of its corporate constitution.

Each reinvestment company will adjust their product structures in consideration of industrial demands, and their products will be integrated and complement with each other, thus bringing bigger space and markets for their products. Also, relevant sales, purchasing, R&D, management and information platforms are provided to share the resources and facilitate the overall operation performance of FIC Global, Inc. and its reinvestment companies.

Shareholders' ceaseless support is highly appreciated. Our operation teams will exert continual efforts this year to earn rewards for shareholders. All the operation teams of the Company will work harder and spare no effort to improve enterprise value so as to pay back to shareholders' support and encouragement.

Chairman:
CHIEN LEO MING TZ

Manager:
CHIEN LEO MING TZ

Accounting Manager:
LI, YU-HUA

Audit Committee's Auditor Report

The Board of Directors has already submitted the Company's business report, financial statements (including consolidated financial statements) and proposal for profit distribution in the year of 2023. The financial statements (including consolidated financial statements) have already been audited and certified by CPAs LIN, PO-CHUAN and CHANG, SHU-CHIUNG from PRICEWATERHOUSECOOPERS TAIWAN and relevant audit report has been issued. The aforesaid business report, financial statements (including consolidated financial statements) and proposal for profit distribution have already been audited by the Audit Committee which concludes that no inconsistency has existed and reports as above in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act. Please check and verify.

FIC Global, Inc.
Convener of the Audit Committee:

KAO, TIEN-CHING

March 28, 2024

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of FIC Global, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of FIC Global, Inc. and subsidiaries (the “Group”) as at December 31, 2023 and 2022, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to the Other matter section), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and 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 Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the reports of the other independent auditors, we

believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the consolidated financial statements for the year ended December 31, 2023 are stated as follows:

Existence of sales revenue

Description

Refer to Note 4(34) for accounting policies on revenue recognition, and Note 6(23) for the details of operating revenue.

The Group is primarily engaged in the research and development, production and sales of automotive electronics, surveillance products and industrial computers, electronic contract manufacturing of computers and server products. Since product orders are affected by project cycles, and the Group will have to focus on accepting orders of new projects, which has a significant impact on the consolidated operating revenue. Thus, the existence of sales revenue has been identified as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

1. Obtained an understanding of, and assessed the Group's internal controls over sales transactions.

2. Selected samples of sales transactions from sales customers and verified against related vouchers to ascertain existence of sales revenue.

Evaluation of inventories

Description

Refer to Note 4(14) for the accounting policies on the evaluation of inventories; Note 5(2) for the uncertainty of accounting estimates and assumptions for evaluation of inventories, and Note 6(6) for the details of inventory.

Due to the rapid technological innovations and competition within the industry, frequent releases of new products result in potential price fluctuations and product marginalization in the market. Additionally, it also affects the estimation of net realizable values of inventories. In response to changing markets and its development strategies, the Group adjusts its inventory levels. As a result, the related inventory levels for the product line as mentioned above are significant. Inventories are stated at the lower of cost and net realizable value. Since the evaluation of inventories is subject to management's judgement and the accounting estimations will have significant influence on the inventory values, the evaluation of inventories has been identified as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

1. Assessed the policy on allowance for inventory valuation loss based on our understanding of the operations and industry of the Group.
2. Inspected the management's individually identified out-of-date inventory list and checked the related supporting documents.
3. Tested the basis of market value used in calculating the net realizable values of

inventory and validated the accuracy of net realizable value calculation of selected samples.

Other matter - Reference to the audits of other auditors

We did not audit the financial statements of certain consolidated subsidiaries and investments accounted for under the equity method, which statements reflect total assets of \$145,604 thousand and \$103,155 thousand, both constituting 1% of consolidated total assets as of December 31, 2023 and 2022, respectively, total operating revenues of \$0, constituting 0% of consolidated total operating revenues for both years ended, the balance of investments accounted for under the equity method amounted to \$381,956 thousand and \$114,008 thousand, constituting 3% and 1% of consolidated total assets as at December 31, 2023 and 2022, respectively, and the share of profit and other comprehensive income of associates and joint ventures accounted for under the equity method of \$(4,938) thousand and \$14,629 thousand, constituting (1%) and 2% of consolidated total comprehensive income for the years then ended, respectively. The financial statements of these investee companies were audited by other independent auditors whose reports thereon have been furnished to us and our opinion expressed herein, insofar as it relates to the amounts included in the consolidated financial statements and information disclosed relative to these consolidated subsidiaries and investments accounted for under the equity method, is based solely on the reports of other independent auditors.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion with an Other matter section on the parent company only financial statements of FIC Global, Inc. as of and for the years ended December 31, 2023 and 2022.

Responsibilities of management and those charged with governance for the consolidated statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditors' responsibilities for the audit of the consolidated financial statements

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

when it exists. Misstatements 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 Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

LIN, PO-CHUAN

Chang, Shu-Chiung

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 28, 2024

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

As the financial statements are the responsibility of the management, PricewaterhouseCoopers 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.

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023, DECEMBER 31, 2022 AND JANUARY 01, 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Assets	Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
Current assets								
1100	Cash and cash equivalents	6(1)	\$ 2,782,947	24	\$ 1,347,873	13	\$ 1,153,318	13
1110	Financial assets at fair value through profit or loss - current	6(2)	92,785	1	4,493	-	20,931	-
1136	Current financial assets at amortised cost	6(3) and 8	101,265	1	106,510	1	98,869	1
1140	Current contract assets	6(23)	5,487	-	6,879	-	7,162	-
1150	Notes receivable, net	6(4) and 8	72,676	1	89,587	1	82,342	1
1170	Accounts receivable, net	6(4)	2,781,225	23	2,804,466	27	2,427,041	26
1180	Accounts receivable - related parties	7	35,234	-	12,782	-	25,029	-
1199	Finance lease receivable due from related parties, net	6(11) and 7	14,063	-	15,278	-	13,936	-
1200	Other receivables	6(5)	80,771	1	65,420	1	53,300	1
1210	Other receivables due from related parties	7	8,114	-	3,987	-	21,844	-
1220	Current tax assets		20,651	-	1,765	-	5,614	-
130X	Inventories	6(6)	2,994,368	25	3,250,615	32	2,951,637	32
1410	Prepayments		60,941	1	94,522	1	104,274	1
1460	Non-current assets or disposal groups classified as held for sale, net	6(13)	-	-	20,336	-	-	-
1479	Other current assets, others		1,843	-	2,120	-	2,603	-
11XX	Total current assets		<u>9,052,370</u>	<u>77</u>	<u>7,826,633</u>	<u>76</u>	<u>6,967,900</u>	<u>75</u>
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(7)	38,090	-	21,251	-	19,372	-
1550	Investments accounted for under equity method	6(8)	430,070	4	200,577	2	181,186	2
1600	Property, plant and equipment	6(9), 7 and 8	618,177	5	530,735	5	603,109	6
1755	Right-of-use assets	6(10) and 8	505,516	4	412,379	4	372,799	4
1760	Investment property, net	6(12) and 8	891,810	8	936,675	9	950,874	10
1780	Intangible assets		30,565	-	31,616	-	35,445	-
1840	Deferred income tax assets	6(29)	158,001	1	156,922	2	77,208	1
1920	Guarantee deposits paid	8	68,730	1	82,754	1	48,527	1
194K	Long-term finance lease receivable due from related parties, net	6(11) and 7	27,796	-	39,821	1	56,316	1
1990	Other non-current assets		7,696	-	6,318	-	2,556	-
15XX	Total non-current assets		<u>2,776,451</u>	<u>23</u>	<u>2,419,048</u>	<u>24</u>	<u>2,347,392</u>	<u>25</u>
1XXX	Total assets		<u>\$ 11,828,821</u>	<u>100</u>	<u>\$ 10,245,681</u>	<u>100</u>	<u>\$ 9,315,292</u>	<u>100</u>

(Continued)

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2023, DECEMBER 31, 2022 AND JANUARY 01, 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Liabilities and Equity	Notes	December 31, 2023		(adjusted) December 31, 2022		(adjusted) January 1, 2022		
		AMOUNT	%	AMOUNT	%	AMOUNT	%	
Current liabilities								
2100	Short-term borrowings	6(14)	\$ 35,233	-	\$ 189,891	2	\$ 99,383	1
2120	Current financial liabilities at fair value through profit or loss	6(2)	5,039	-	-	-	-	-
2130	Current contract liabilities	6(23) and 7	284,726	2	255,945	3	187,433	2
2150	Notes payable		307	-	307	-	2,002	-
2170	Accounts payable		1,969,577	17	1,816,000	18	2,156,884	23
2180	Accounts payable - related parties	7	8,518	-	12,219	-	3,263	-
2200	Other payables	6(4)(15)	556,588	5	557,891	6	501,972	6
2220	Other payables - related parties	7	345,238	3	130,709	1	4,799	-
2230	Current income tax liabilities		81,836	1	82,959	1	17,032	-
2250	Current provisions		8,013	-	3,589	-	5,909	-
2280	Current lease liabilities	6(10)	193,540	2	229,192	2	171,344	2
2310	Advance receipts		1,732	-	4,068	-	7,526	-
2320	Long-term liabilities, current portion	6(16)(17)	33,884	-	242,418	2	-	-
2399	Other current liabilities		9,574	-	5,113	-	5,426	-
21XX	Total current liabilities		<u>3,533,805</u>	<u>30</u>	<u>3,530,301</u>	<u>35</u>	<u>3,162,973</u>	<u>34</u>
Non-current liabilities								
2530	Bonds payable	6(16)	570,611	5	-	-	285,734	3
2540	Long-term borrowings	6(17)	-	-	38,511	-	-	-
2550	Non-current provisions		2,381	-	2,113	-	2,328	-
2570	Deferred tax liabilities	6(29)	85,285	1	92,841	1	71,773	1
2580	Non-current lease liabilities	6(10)	349,334	3	231,461	2	256,986	3
2620	Long-term notes and accounts payable to related parties	7	-	-	965,741	10	961,800	10
2640	Net defined benefit liabilities	6(18)	97	-	448	-	13,582	-
2670	Other non-current liabilities		39,233	-	35,725	-	37,308	-
25XX	Total non-current liabilities		<u>1,046,941</u>	<u>9</u>	<u>1,366,840</u>	<u>13</u>	<u>1,629,511</u>	<u>17</u>
2XXX	Total liabilities		<u>4,580,746</u>	<u>39</u>	<u>4,897,141</u>	<u>48</u>	<u>4,792,484</u>	<u>51</u>
Equity								
Equity attributable to owners of parent								
Share capital								
3110	Common stock	6(20)	2,346,758	20	2,151,721	21	2,109,305	23
Capital surplus								
3200	Capital surplus	6(21)	1,090,188	10	439,563	4	393,596	4
Retained earnings								
3310	Legal reserve	6(22)	100,986	1	52,361	-	28,827	-
3320	Special reserve		379,890	3	290,770	3	269,545	3
3350	Unappropriated retained earnings		763,384	6	676,830	7	235,339	3
Other equity interest								
3400	Other equity interest		(427,552)	(4)	(379,890)	(4)	(290,770)	(3)
31XX	Total Equity attributable to owners of the parent		<u>4,253,654</u>	<u>36</u>	<u>3,231,355</u>	<u>31</u>	<u>2,745,842</u>	<u>30</u>
36XX	Non-controlling interests	4(3)	<u>2,994,421</u>	<u>25</u>	<u>2,117,185</u>	<u>21</u>	<u>1,776,966</u>	<u>19</u>
3XXX	Total equity		<u>7,248,075</u>	<u>61</u>	<u>5,348,540</u>	<u>52</u>	<u>4,522,808</u>	<u>49</u>
Significant Events after the Balance Sheet Date								
3X2X	Total liabilities and equity		<u>\$ 11,828,821</u>	<u>100</u>	<u>\$ 10,245,681</u>	<u>100</u>	<u>\$ 9,315,292</u>	<u>100</u>

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

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Year ended December 31					
Items		Notes	2023		2022 (adjusted)		
			AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(23) and 7	\$ 13,283,396	100	\$ 12,448,435	100	
5000	Operating costs	6(6)(28) and 7	(11,227,876)	(84)	(10,781,900)	(87)	
5900	Gross profit		<u>2,055,520</u>	<u>16</u>	<u>1,666,535</u>	<u>13</u>	
	Operating expenses	6(28) and 7					
6100	Sales and marketing expenses		(516,922)	(4)	(357,033)	(3)	
6200	General and administrative expenses		(553,753)	(4)	(525,462)	(4)	
6300	Research and development expenses		(344,949)	(3)	(320,813)	(3)	
6450	Expected credit gain (loss)		13,980	-	38,366	-	
6000	Total operating expenses		<u>(1,401,644)</u>	<u>(11)</u>	<u>(1,241,674)</u>	<u>(10)</u>	
6900	Operating profit		<u>653,876</u>	<u>5</u>	<u>424,861</u>	<u>3</u>	
	Non-operating income and expenses						
7100	Interest income	6(24)	45,957	-	14,351	-	
7010	Other income	6(25) and 7	50,185	-	82,531	1	
7020	Other gains and losses	6(26)	75,797	1	244,962	2	
7050	Finance costs	6(27) and 7	(42,358)	-	(36,228)	-	
7055	Expected credit gain		-	-	14,688	-	
7060	Share of (loss) profit of associates and joint ventures accounted for using equity method	6(8)	(2,588)	-	19,327	-	
7000	Total non-operating income and expenses		<u>126,993</u>	<u>1</u>	<u>339,631</u>	<u>3</u>	
7900	Profit before income tax		<u>780,869</u>	<u>6</u>	<u>764,492</u>	<u>6</u>	
7950	Income tax expense	6(29)	(154,142)	(1)	(41,439)	-	
8200	Profit for the year		<u>\$ 626,727</u>	<u>5</u>	<u>\$ 723,053</u>	<u>6</u>	
	Other comprehensive income						
	Components of other comprehensive income that will not be reclassified to profit or loss						
8311	Gains on remeasurements of defined benefit plans	6(18)	\$ 235	-	\$ 11,104	-	
8316	Unrealized gains from investments in equity instruments at fair value through other comprehensive income	6(7)	16,839	-	1,879	-	
8320	Share of other comprehensive income (loss) of associates and joint ventures accounted for using equity method, that will not be reclassified to profit or loss		<u>1,237</u>	<u>-</u>	<u>(778)</u>	<u>-</u>	
8310	Other comprehensive income that will not be reclassified to profit or loss		<u>18,311</u>	<u>-</u>	<u>12,205</u>	<u>-</u>	
	Components of other comprehensive income that will be reclassified to profit or loss						
8361	Exchange differences on translation of foreign financial statements		(122,654)	(1)	(42,672)	-	
8370	Share of other comprehensive income of associates and joint ventures accounted for using equity method, that will be reclassified to profit or loss		<u>6,503</u>	<u>-</u>	<u>1,228</u>	<u>-</u>	
8360	Other comprehensive loss that will be reclassified to profit or loss		<u>(116,151)</u>	<u>(1)</u>	<u>41,444</u>	<u>-</u>	
8300	Other comprehensive loss for the year		<u>(\$ 97,840)</u>	<u>(1)</u>	<u>(\$ 29,239)</u>	<u>-</u>	
8500	Total comprehensive income for the year		<u>\$ 528,887</u>	<u>4</u>	<u>\$ 693,814</u>	<u>6</u>	
	Profit attributable to:						
8610	Shareholders of the parent		\$ 332,140	3	\$ 476,470	4	
8620	Non-controlling interests		294,587	2	246,583	2	
			<u>\$ 626,727</u>	<u>5</u>	<u>\$ 723,053</u>	<u>6</u>	
	Comprehensive income attributable to:						
8710	Shareholders of the parent		\$ 284,429	2	\$ 473,985	4	
8720	Non-controlling interests		244,458	2	219,829	2	
			<u>\$ 528,887</u>	<u>4</u>	<u>\$ 693,814</u>	<u>6</u>	
	Earnings per share (in dollars)	6(30)					
9750	Basic earnings per share		\$ 1.49		\$ 2.23		
9850	Diluted earnings per share		<u>\$ 1.42</u>		<u>\$ 2.10</u>		

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

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Equity attributable to owners of the parent									
		Retained Earnings					Other equity interest				
		Share capital - common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total	Non-controlling interests	Total equity
Year ended December 31, 2022											
Balance at January 1, 2022		\$ 2,109,305	\$ 393,596	\$ 28,827	\$ 269,545	\$ 235,339	(\$ 286,465)	(\$ 4,305)	\$ 2,745,842	\$ 1,776,966	\$ 4,522,808
Profit for the year		-	-	-	-	476,470	-	-	476,470	246,583	723,053
Other comprehensive income (loss) for the year		-	-	-	-	9,780	(13,447)	1,182	(2,485)	(26,754)	(29,239)
Total comprehensive income (loss)		-	-	-	-	486,250	(13,447)	1,182	473,985	219,829	693,814
Appropriations of 2021 earnings :	6(22)										
Legal reserve		-	-	23,534	-	(23,534)	-	-	-	-	-
Special reserve		-	-	-	21,225	(21,225)	-	-	-	-	-
Changes in ownership interests in subsidiaries	6(21)(31)	-	8,311	-	-	-	-	-	8,311	(7,848)	463
Conversion of convertible bonds	6(20)(21)	42,416	35,950	-	-	-	-	-	78,366	-	78,366
Changes in equity of associates and joint ventures accounted for using equity method	6(21)	-	(4)	-	-	-	-	-	(4)	-	(4)
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(21)(31)	-	1,710	-	-	-	-	-	1,710	(1,710)	-
Disposal of subsidiaries		-	-	-	-	-	(76,855)	-	(76,855)	-	(76,855)
Changes in non-controlling interests	6(31)	-	-	-	-	-	-	-	-	129,948	129,948
Balance at December 31, 2022		\$ 2,151,721	\$ 439,563	\$ 52,361	\$ 290,770	\$ 676,830	(\$ 376,767)	(\$ 3,123)	\$ 3,231,355	\$ 2,117,185	\$ 5,348,540
Year ended December 31, 2023											
Balance at January 1, 2023		\$ 2,151,721	\$ 439,563	\$ 52,361	\$ 290,770	\$ 676,830	(\$ 376,767)	(\$ 3,123)	\$ 3,231,355	\$ 2,117,185	\$ 5,348,540
Profit for the year		-	-	-	-	332,140	-	-	332,140	294,587	626,727
Other comprehensive income (loss) for the year		-	-	-	-	(49)	(65,662)	18,000	(47,711)	(50,129)	(97,840)
Total comprehensive income (loss)		-	-	-	-	332,091	(65,662)	18,000	284,429	244,458	528,887
Appropriations of 2022 earnings :	6(22)										
Legal reserve		-	-	48,625	-	(48,625)	-	-	-	-	-
Special reserve		-	-	-	89,120	(89,120)	-	-	-	-	-
Cash dividends of ordinary share		-	-	-	-	(107,792)	-	-	(107,792)	-	(107,792)
Issue of shares	6(19)(20)(21)	100,000	415,407	-	-	-	-	-	515,407	-	515,407
Changes in ownership interests in subsidiaries	6(19)(21)(31)	-	72,630	-	-	-	-	-	72,630	623,298	695,928
Due to recognition of equity component of convertible bonds issued	6(16)(21)	-	33,711	-	-	-	-	-	33,711	-	33,711
Conversion of convertible bonds	6(20)(21)	95,037	84,347	-	-	-	-	-	179,384	-	179,384
Changes in equity of associates and joint ventures accounted for using equity method	6(21)	-	12,420	-	-	-	-	-	12,420	201	12,621
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(21)(31)	-	32,110	-	-	-	-	-	32,110	20,490	52,600
Changes in non-controlling interests	6(31)	-	-	-	-	-	-	-	-	(11,211)	(11,211)
Balance at December 31, 2023		\$ 2,346,758	\$ 1,090,188	\$ 100,986	\$ 379,890	\$ 763,384	(\$ 442,429)	\$ 14,877	\$ 4,253,654	\$ 2,994,421	\$ 7,248,075

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

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Year ended December 31	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		\$ 780,869	\$ 764,492
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(28)	491,104	520,499
Amortization	6(28)	12,531	9,770
Expected credit gain (loss)		(13,980)	23,678
Net loss on financial assets or liabilities at fair value through profit or loss	6(26)	28	847
Interest expense	6(27)	42,358	36,228
Interest income	6(24)	(45,957)	(14,351)
Dividend income	6(25)	(1,194)	(1,050)
Share-based payments	6(19)	21,101	463
Gains on write-off of past due payable	6(25)	(4,464)	(16,577)
Share of profit of associates and joint ventures accounted for using equity method	6(8)	2,588	(19,327)
Loss on disposal of property, plant and equipment	6(26)	2,723	3,612
Gains on disposals of investments	6(26)	-	76,812
Gain from lease modification	6(10)(26)	(1,880)	-
Amortization of government grant income related to assets		(4,873)	(8,991)
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss		(87,492)	14,928
Contract assets		1,392	283
Notes receivable		16,911	(7,245)
Accounts receivable		4,914	(418,197)
Accounts receivable due from related parties		(22,452)	12,247
Other receivables		7,655	(1,482)
Other receivables due from related parties		(4,127)	17,857
Inventories		256,247	(298,978)
Prepayments		35,511	15,645
Other current assets		278	482
Changes in operating liabilities			
Contract liabilities		28,781	68,512
Notes payable		-	(1,695)
Accounts payable		153,577	(340,884)
Accounts payable - related parties		(3,701)	8,956
Other payables		(22,930)	81,023
Other payables - related parties		(2,997)	125,754
Provisions		4,692	(2,535)
Advance receipts		(2,336)	(3,458)
Other current liabilities		4,461	(313)
Net defined benefit liabilities		(116)	(2,030)
Cash inflow generated from operations		1,649,222	491,351
Interest received		45,124	13,641
Dividends received		14,166	10,666
Interest paid		(33,946)	(28,117)
Income taxes paid		(165,385)	(28,662)
Net cash flows from operating activities		<u>1,509,181</u>	<u>458,879</u>

(Continued)

FIC GLOBAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Year ended December 31	
		2023	2022
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Acquisition of financial assets at amortised cost		(\$ 5,062)	(\$ 7,641)
Proceeds from disposal of financial assets at amortised cost		10,307	-
Acquisition of investments accounted for using equity method	6(8)	(273,240)	(10,000)
Proceeds from disposal of investments accounted for using equity method	6(8)	46,515	736
Acquisition of property, plant and equipment	6(32)	(314,598)	(220,139)
Proceeds from disposal of property, plant and equipment		2,325	3,739
Decrease in finance lease receivable		13,240	11,111
Acquisition of intangible assets		(11,034)	(5,955)
Decrease (Increase) in refundable deposits		14,024	(39,667)
Increase in other non-current assets		(7,696)	(3,762)
Receipt of government grants related to assets		8,545	4,248
Net cash flows used in investing activities		(516,674)	(267,330)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
(Decrease) increase in short-term borrowings	6(33)	(153,863)	90,644
Proceeds from issuing bonds	6(33)	601,583	-
Decrease in long-term borrowings	6(33)	(162,903)	(28,014)
Increase in long-term borrowings	6(33)	92,000	96,337
Repayments of lease liabilities	6(33)	(235,862)	(232,381)
Decrease in financing payables - related parties	6(33)	(123,200)	-
(Decrease)increase in long-term notes and accounts payable due from related parties	6(33)	(642,231)	(5,184)
(Decrease)increase in guarantee deposits received	6(33)	(2)	2,988
Cash dividends paid	6(22)	(107,729)	-
Proceeds from issuing shares	6(20)	500,000	-
Change in non-controlling interests	6(19)(31)	733,579	129,948
Net cash flows from financing activities		501,372	54,338
Effect of exchange rate changes		(58,805)	(51,332)
Net increase in cash and cash equivalents		1,435,074	194,555
Cash and cash equivalents at beginning of year		1,347,873	1,153,318
Cash and cash equivalents at end of year		\$ 2,782,947	\$ 1,347,873

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of FIC Global, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of FIC Global, Inc. (the "FICG") as at December 31, 2023 and 2022, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to the Other matter section), the accompanying parent company only financial statements present fairly, in all material respects, the financial position of FICG as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with 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 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 FICG in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the reports of the other independent auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audits matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. 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, we do not provide a separate opinion on these matters.

Key audit matters for the parent company only financial statements for the year ended December 31, 2023 are stated as follows:

Valuation of investments accounted for using equity method

Refer to Note 4(10) for accounting policy on investments accounted for using equity method and Note 6(3) for details of investments accounted for using equity method.

As at December 31, 2023, the balance of FICG's investments in its subsidiaries amounted to \$3,696,312 thousand, constituting 75% of the total assets. As the balance of investments in subsidiaries is material to the financial statements, we considered the valuation of investments accounted for using equity method a key audit matter. Accordingly, we determined that the key audit matters of FICG's investments accounted for using equity method - existence of sales revenue and evaluation of inventories, are also applicable as key areas of focus for this year's audit of FICG.

Investments accounted for using equity method - existence of sales revenue

Description

Refer to Note 4(34) of the consolidated financial statements for accounting policies on revenue recognition, and Note 6(23) of the consolidated financial statements for details of operating revenue.

FICG's subsidiaries are primarily engaged in the research and development, production and sales of automotive electronics, surveillance products and industrial computers, electronic contract manufacturing of computers and server products. Since product orders are affected by project cycles and the subsidiaries will have to focus on accepting orders of new projects, which has a significant impact on the financial statements. Thus, the existence of FICG's subsidiaries' sales revenue has been identified as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures in respect of the above key audit matter:

3. Obtained an understanding of, and assessed FICG's subsidiaries' internal controls over sales transactions.
4. Selected samples of sales transactions from the sales customers and verified against related vouchers to ascertain existence of sales revenue.

Investments accounted for using equity method - evaluation of inventories

Description

Refer to Note 4(14) of the consolidated financial statements for the accounting policies on the evaluation of inventories, Note 5(2) of the consolidated financial statements for the uncertainty of accounting estimates and assumptions for evaluation of inventories, and Note 6(6) of the consolidated financial statements for the details of inventory.

Due to the rapid technological innovations and competition within the industry, frequent releases of new products result in potential price fluctuations and product marginalization in the market. Additionally, it also affects the estimation of net realizable values of inventories. In response to changing markets and its development strategies, FICG's subsidiaries adjust their inventory levels. As a result, the related inventory levels for the product line as mentioned above are significant. Inventories are stated at the lower of cost and net realizable value. Since the evaluation of inventories is subject to management's

judgement and the accounting estimations will have significant influence on the inventory values, the evaluation of inventories has been identified as one of the key audit matters.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

4. Assessed the policy on allowance for inventory valuation loss based on our understanding of the operations and industry of FICG's subsidiaries.
5. Inspected the management's individually identified out-of-date inventory list and checked the related supporting documents.
6. Tested the basis of market value used in calculating the net realizable values of inventory and validated the accuracy of net realizable value calculation of selected samples.

Other matter – reference to the audits of other auditors

We did not audit the financial statements of certain investments accounted for using the equity method. The balance of these investments accounted for using the equity method amounted to NT\$703,192 thousand and NT\$387,223 thousand, constituting 14% and 11% of total assets as of December 31, 2023 and 2022, respectively, and the share of profit of associates accounted for using the equity method amounted to NT\$33,370 thousand and NT\$49,732 thousand, constituting 12% and 10% of total comprehensive income for the years then ended, respectively. The financial statements of these investees were audited by other independent auditors whose reports thereon have been furnished to us, and our opinion expressed herein, insofar as it relates to the amounts included in the financial statements relative to these investees is based solely on the audit reports of the other independent auditors.

Responsibilities of management and those charged with governance for the parent company only financial statements

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

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

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

Auditors' responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements 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 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 FICG's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on FICG's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause FICG to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within FICG to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of the current period 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.

LIN, PO-CHUAN

Chang, Shu-Chiung

For and on Behalf of PricewaterhouseCoopers, Taiwan

March 28, 2024

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

As the financial statements are the responsibility of the management, PricewaterhouseCoopers 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.

FIC GLOBAL, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Assets	Notes	December 31, 2023		December 31, 2022	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 52,660	1	\$ 237,909	7
1110	Current financial assets at fair value through profit or loss	6(2)	-	-	1,129	-
1180	Accounts receivable due from related parties, net	7	515	-	515	-
1200	Other receivables		22	-	138	-
1210	Other receivables due from related parties	7	850,306	17	-	-
1470	Other current assets		1,076	-	641	-
11XX	Total current assets		<u>904,579</u>	<u>18</u>	<u>240,332</u>	<u>7</u>
Non-current assets						
1550	Investments accounted for using equity method	6(3) and 7	3,994,471	82	3,356,897	93
1600	Property, plant and equipment		18	-	24	-
1780	Intangible assets		1,278	-	1,944	-
15XX	Total non-current assets		<u>3,995,767</u>	<u>82</u>	<u>3,358,865</u>	<u>93</u>
1XXX	Total assets		<u>\$ 4,900,346</u>	<u>100</u>	<u>\$ 3,599,197</u>	<u>100</u>

(Continued)

FIC GLOBAL, INC.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Liabilities and Equity	Notes	December 31, 2023		December 31, 2022		
		AMOUNT	%	AMOUNT	%	
Current liabilities						
2120	Current financial liabilities at fair value through profit or loss	6(2)	\$ 5,039	-	\$ -	-
2200	Other payables	6(4)	25,076	-	24,350	1
2220	Other payables to related parties	7	-	-	123,200	3
2230	Current tax liabilities		12,036	-	9,529	-
2320	Long-term liabilities, current portion	6(5)	33,884	1	210,726	6
2399	Other current liabilities, others		46	-	37	-
21XX	Total current liabilities		<u>76,081</u>	<u>1</u>	<u>367,842</u>	<u>10</u>
Non-current liabilities						
2530	Bonds payable	6(5)	<u>570,611</u>	<u>12</u>	<u>-</u>	<u>-</u>
25XX	Total non-current liabilities		<u>570,611</u>	<u>12</u>	<u>-</u>	<u>-</u>
2XXX	Total liabilities		<u>646,692</u>	<u>13</u>	<u>367,842</u>	<u>10</u>
Equity						
	Share capital	6(8)				
3110	Common stock		2,346,758	48	2,151,721	60
	Capital surplus	6(9)				
3200	Capital surplus		1,090,188	23	439,563	12
	Retained earnings	6(10)				
3310	Legal reserve		100,986	2	52,361	1
3320	Special reserve		379,890	8	290,770	8
3350	Unappropriated retained earnings		763,384	15	676,830	19
	Other equity interest					
3400	Other equity interest		(427,552)	(9)	(379,890)	(10)
3XXX	Total equity		<u>4,253,654</u>	<u>87</u>	<u>3,231,355</u>	<u>90</u>
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		<u>\$ 4,900,346</u>	<u>100</u>	<u>\$ 3,599,197</u>	<u>100</u>

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

FIC GLOBAL, INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earning per share amount)

				Year ended December 31			
Items		Notes	2023		2022		
			AMOUNT	%	AMOUNT	%	
4000	Operating revenue	6(11) and 7	\$ 363,195	100	\$ 503,080	100	
	Operating expenses	6(15) and 7					
6200	General and administrative expenses		(17,949)	(5)	(19,346)	(4)	
6900	Net operating income		345,246	95	483,734	96	
	Non-operating income and expenses						
7100	Interest income	6(12) and 7	10,620	3	3,001	1	
7010	Other income		5,626	2	400	-	
7020	Other gains and losses	6(13)	(5,381)	(2)	3,440	1	
7050	Finance costs	6(14) and 7	(11,936)	(3)	(4,576)	(1)	
7000	Total non-operating income and expenses		(1,071)	-	2,265	1	
7900	Profit before income tax		344,175	95	485,999	97	
7950	Income Tax expense	6(16)	(12,035)	(4)	(9,529)	(2)	
8200	Profit for the year		\$ 332,140	91	\$ 476,470	95	
	Other comprehensive income						
	Components of other comprehensive income that will not be reclassified to profit or loss						
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		\$ 17,951	5	\$ 10,962	2	
8310	Other comprehensive income that will not be reclassified to profit or loss		17,951	5	10,962	2	
	Components of other comprehensive income that will be reclassified to profit or loss						
8361	Exchange differences on translation of foreign operations		(72,651)	(20)	(14,168)	(3)	
8380	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will be reclassified to profit or loss		6,989	2	721	-	
8360	Other comprehensive loss that will be reclassified to profit or loss		(65,662)	(18)	(13,447)	(3)	
8300	Other comprehensive loss		(\$ 47,711)	(13)	(\$ 2,485)	(1)	
8500	Total comprehensive income		\$ 284,429	78	\$ 473,985	94	
	Earnings per share (in dollars)	6(17)					
9750	Basic earnings per share		\$ 1.49		\$ 2.23		
9850	Diluted earnings per share		\$ 1.42		\$ 2.10		

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

FIC GLOBAL, INC.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

	Notes	Retained Earnings					Other equity interest		Total equity
		Ordinary share	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings (accumulated deficit)	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	
Year ended December 31, 2022									
Balance, January 1, 2022		\$ 2,109,305	\$ 393,596	\$ 28,827	\$ 269,545	\$ 235,339	(\$ 286,465)	(\$ 4,305)	\$ 2,745,842
Profit for the year		-	-	-	-	476,470	-	-	476,470
Other comprehensive income (loss) for the year		-	-	-	-	9,780	(13,447)	1,182	(2,485)
Total comprehensive income (loss)		-	-	-	-	486,250	(13,447)	1,182	473,985
Appropriations of 2021 earnings:	6(10)								
Legal reserve		-	-	23,534	-	(23,534)	-	-	-
Special reserve		-	-	-	21,225	(21,225)	-	-	-
Changes in ownership interests in subsidiaries	6(9)	-	8,311	-	-	-	-	-	8,311
Conversion of convertible bonds	6(8)(9)	42,416	35,950	-	-	-	-	-	78,366
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(3)	-	1,710	-	-	-	-	-	1,710
Changes in equity of associates and joint ventures accounted for using equity method	6(9)	-	(4)	-	-	-	-	-	(4)
Disposal of subsidiaries		-	-	-	-	-	(76,855)	-	(76,855)
Balance, December 31, 2022		\$ 2,151,721	\$ 439,563	\$ 52,361	\$ 290,770	\$ 676,830	(\$ 376,767)	(\$ 3,123)	\$ 3,231,355
Year ended December 31, 2023									
Balance, January 1, 2023		\$ 2,151,721	\$ 439,563	\$ 52,361	\$ 290,770	\$ 676,830	(\$ 376,767)	(\$ 3,123)	\$ 3,231,355
Profit for the year		-	-	-	-	332,140	-	-	332,140
Other comprehensive income (loss) for the year		-	-	-	-	(49)	(65,662)	18,000	(47,711)
Total comprehensive income		-	-	-	-	332,091	(65,662)	18,000	284,429
Appropriations of 2022 earnings:	6(10)								
Legal reserve		-	-	48,625	-	(48,625)	-	-	-
Special reserve		-	-	-	89,120	(89,120)	-	-	-
Cash dividends of ordinary share		-	-	-	-	(107,792)	-	-	(107,792)
Issue of shares	6(7)(8)(9)	100,000	415,407	-	-	-	-	-	515,407
Changes in ownership interests in subsidiaries	6(9)	-	72,630	-	-	-	-	-	72,630
Due to recognition of equity component of convertible bonds issued	6(9)	-	33,711	-	-	-	-	-	33,711
Conversion of convertible bonds	6(8)(9)	95,037	84,347	-	-	-	-	-	179,384
Changes in equity of associates and joint ventures accounted for using equity method	6(9)	-	12,420	-	-	-	-	-	12,420
Difference between consideration and carrying amount of subsidiaries acquired or disposed	6(3)(9)	-	32,110	-	-	-	-	-	32,110
Balance, December 31, 2023		\$ 2,346,758	\$ 1,090,188	\$ 100,986	\$ 379,890	\$ 763,384	(\$ 442,429)	\$ 14,877	\$ 4,253,654

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

FIC GLOBAL, INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

	Notes	Year ended December 31	
		2023	2022
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Profit before tax		\$ 344,175	\$ 485,999
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation	6(15)	6	2
Amortization	6(15)	666	56
Net loss on financial assets or liabilities at fair value through profit or loss	6(2)(13)	1,957	95
Interest expense	6(14)	11,936	4,576
Interest income	6(12)	(10,620)	(3,001)
Share-based payments	6(7)	264	-
Share of profit of subsidiaries and associates accounted for using equity method	6(3)(11)	(341,819)	(483,113)
Changes in operating assets and liabilities			
Changes in operating assets			
Accounts receivable - related parties		-	10
Other receivables		(16)	-
Other receivables due from related parties		(306)	-
Other current assets		-	(8)
Changes in operating liabilities			
Other payables		481	5,645
Other payables - related parties		(13,980)	(7,074)
Other current liabilities, others		9	17
Cash (outflow) inflow generated from operations		(7,247)	3,204
Interest received		10,752	2,864
Dividends received		23,457	3,377
Interest paid		(2,199)	(555)
Income taxes paid		(9,963)	(180)
Net cash flows from operating activities		<u>14,800</u>	<u>8,710</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
(Increase) decrease in financing receivable from related parties		(850,000)	226,570
Acquisition of investments accounted for using equity method	6(3)	(273,240)	(74,228)
Proceeds from disposal of investments accounted for using equity method	6(3) and 7	52,600	4,176
Acquisition of property and equipment		-	(26)
Acquisition of intangible assets		-	(600)
Net cash flows (used in) from investing activities		<u>(1,070,640)</u>	<u>155,892</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Proceeds from issuing bonds	6(19)	601,583	-
Decrease in financing payable to related parties	6(19)	(123,200)	(16,800)
Decrease in long-term notes and accounts payable to related parties	6(19)	-	(51,000)
Cash dividends paid	6(10)	(107,792)	-
Proceeds from issuing shares	6(8)	500,000	-
Net cash flows from (used in) financing activities		<u>870,591</u>	<u>(67,800)</u>
Net (decrease) increase in cash and cash equivalents		(185,249)	96,802
Cash and cash equivalents at beginning of year		237,909	141,107
Cash and cash equivalents at end of year		<u>\$ 52,660</u>	<u>\$ 237,909</u>

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

FIC Global, Inc.
Surplus Allocation Statement of 2023

Unit: NT\$

Beginning undistributed profit	431,294,199
Recognition of premeasured amount of defined benefit plan in retained earnings	(49,182)
Undistributed profit after adjustment	431,245,017
Net profit after tax for the year	332,139,328
Less: 10% of the statutory surplus reserve	(33,209,015)
Less: Lawfully set aside special surplus reserve	(47,662,066)
Surplus available for distribution	682,513,264
Assign items:	
Shareholder dividend-cash(NT0.7 per share)	(164,299,949)
Undistributed surplus at the end of the period	518,213,315

Chairman:
CHIEN LEO MING TZ

Manager:
CHIEN LEO MING TZ

Accounting Manager:
LI, YU-HUA

FIC Global, Inc.

Comparison table of the revised provisions of “Articles of Incorporation”

	Content of Article before Amendment	Content of Article after Amendment	
Articles 6-1	The Company acquires treasury shares, issues employee stock warrants, issues new shares for cash capital increase, and issues new shares with restricted employee rights in accordance with the law, including employees of controlled or subordinate companies who meet certain conditions.		It is increased according to the actual operation of the company
Articles 16	The Company has 5 to 11 directors, elected by shareholders' meeting from a list of director candidates under the candidate nomination system. The same person may be re-elected upon expiry of the term. The qualification, nomination manner and other compliance matters shall be as prescribed by the competent authority. <u>Among the number of directors under the previous paragraph, there shall be at least 3 independent directors and the number of independent directors shall represent at least 1/3 of all board seats.</u>	The Company has 5 to 11 directors, elected by shareholders' meeting from a list of director candidates under the candidate nomination system. The same person may be re-elected upon expiry of the term. The qualification, nomination manner and other compliance matters shall be as prescribed by the competent authority. Among the number of directors under the previous paragraph, there shall be at least 2 independent directors and the number of independent directors shall represent at least 1/5 of all board seats.	Cooperate with the amendment of current laws and regulations.
Articles 16-1	Directors are elected under the candidate nomination system. Nomination shall be in accordance with Article 192-1 of the Company Act. Independent directors and non-independent directors shall be elected at the same time and the number of elected directors shall be calculated separately.	The Company has 3 independent directors among the number of directors under the previous article. Directors are elected under the candidate nomination system. Nomination shall be in accordance with Article 192-1 of the Company Act. Independent directors and non-independent directors shall be elected at the same time and the number of elected directors shall be calculated separately.	Cooperate with the amendment of current laws and regulations.

<p>Articles 27</p>	<p>These Articles of Incorporation were established on 25 June 2004.</p> <p>The first amendment was made on 22 June 2005.</p> <p>The second amendment was made on 15 June 2006.</p> <p>The third amendment was made on 13 June 2007.</p> <p>The fourth amendment was made on 15 June 2010.</p> <p>The fifth amendment was made on 18 June 2012.</p> <p>The sixth amendment was made on 19 June 2013.</p> <p>The seventh amendment was made on 28 June 2016.</p> <p>The eighth amendment was made on 9 June 2020.</p> <p>The ninth amendment was made on 23 June 2022.</p> <p><u>The tenth amendment was made on 6 June 2024.</u></p>	<p>These Articles of Incorporation were established on 25 June 2004.</p> <p>The first amendment was made on 22 June 2005.</p> <p>The second amendment was made on 15 June 2006.</p> <p>The third amendment was made on 13 June 2007.</p> <p>The fourth amendment was made on 15 June 2010.</p> <p>The fifth amendment was made on 18 June 2012.</p> <p>The sixth amendment was made on 19 June 2013.</p> <p>The seventh amendment was made on 28 June 2016.</p> <p>The eighth amendment was made on 9 June 2020.</p> <p>The ninth amendment was made on 23 June 2022.</p>	
--------------------	--	---	--

FIC Global, Inc.

Comparison table of the revised provisions of “Procedures for Lending and Handling of Funds”

	Content of Article before Amendment	Content of Article after Amendment	
Articles 4	<p>2. Interest calculation method: <u>The interest rate of the capital loan shall be determined with reference to the interest rate of the Company's deposits and loans in financial institutions,</u> and shall be resolved by the Board of Directors, and the above interest shall be calculated once a month. However, subsidiaries with 100% shareholding of the Company are not subject to this restriction, and their interest calculation method shall be determined by the Board of Directors.</p>	<p>2. Interest calculation method: <u>The New Taiwan dollar shall not be lower than the one-year deposit flexible interest rate of Bank First on the first day of the month, and the foreign currency shall not be lower than the six-month London Interbank Offered Rate (LIBOR) on the same day.</u> However, subsidiaries with 100% shareholding of the Company are not subject to this restriction, and their interest calculation method shall be determined by the Board of Directors.</p>	Cooperate with the revision of practical operations

FIC Global, Inc. Articles of Incorporation

Chapter 1 General

- Article 1. The Company is organized in accordance with Business Merger and Acquisition Act, Company Act and applicable legislations and is named FIC Global, Inc.
- Article 2. The Company operates the following businesses:
1. H201010 Investment
 2. ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3. The Company may provide loans, endorsements and guarantees as required for its business or subsidiary and the board of directors is authorized to establish relevant rules.
- Article 4. The Company has its headquarters in Taipei City and may set up domestic or overseas branches or representative offices as required through board resolutions.
- Article 5. The Company makes public announcements in accordance with Article 28 of the Company Act.

Chapter 2 Shares

- Article 6. The Company's total capital is NT\$25,000,000,000, divided into 2,500,000,000 shares, which may be issued through multiple issuances. The face value is NT\$10 per share. The board of directors is authorized to issue the shares based on actual requirements. Among the total number of shares under the previous paragraph, 1,000,000,000 shares are reserved for subscription against warrants, special shares with warrants or corporate bonds with warrants issued by the Company.
- Article 7. Deleted.
- Article 7-1 Deleted.
- Article 7-2 Deleted.
- Article 8. Deleted
- Article 9. The Company does not need to print share certificates for shares it issues, provided that shares issued in accordance with this paragraph shall be registered with the Taiwan Depository and Clearing Corporation.

Article 10. All shares of the Company are registered shares and are issued after affixation of directors' signatures or seals on the Company's behalf and certification in accordance with the law.

Article 11. Registration of share transfer in the shareholders register is suspended during a period of 60 days before any general shareholders' meeting, 30 days before any extraordinary shareholders' meeting and 5 days before the record date for distribution of dividend or bonus decided by the Company. The period starts from the meeting date or record date.

Chapter 3 Shareholders' Meeting

Article 12. Shareholders' meetings are divided into general shareholders' meetings and extraordinary shareholders' meetings. General meetings are held once a year in accordance with the law within 6 months from the end of each accounting year. Extraordinary meetings are held as required in accordance with the law.

With the consent of the counterparties, shareholders' meeting notice may be given in electronic manners. For any shareholder holding less than 1,000 registered shares, shareholders' meeting notice may be given in the form of public announcement. The Company may hold shareholders' meetings through video conference or in other manners published by the central competent authority. The conditions for holding meetings through video conference, the procedures thereof and other compliance matters shall be in accordance with the regulations further established by the securities competent authority.

Article 13. For each shareholders' meeting, shareholders may issue proxies printed by the Company, specifying the scope of authorization, to designate a representative to attend the shareholders' meeting on the shareholders' behalf.

Article 14. Unless otherwise provided by law, each shareholder of the Company is entitled to one vote per share.

Article 15. When the Company holds a shareholders' meeting and uses an electronic manner as one of the voting manners, shareholders exercising voting rights in electronic manners are deemed to have attended the meeting in person. Matters related to such exercise shall be governed by current legislations.

Unless otherwise provided by Company Act, resolutions of shareholders' meetings shall be approved by shareholders representing the majority of voting rights of attending shareholders in a meeting that is attended by shareholders representing the majority of all outstanding shares.

Resolutions of shareholders' meetings shall be recorded in minutes.

The minutes under the previous paragraph shall be prepared and distributed in accordance with Article 183 of the Company Act.

Chapter 4 Directors and Supervisors

Article 16. The Company has 5 to 11 directors, elected by shareholders' meeting from a list of director candidates under the candidate nomination system. The same person may be re-elected upon expiry of the term. The qualification, nomination manner and other compliance matters shall be as prescribed by the competent authority.

Among the number of directors under the previous paragraph, there shall be at least 2 independent directors and the number of independent directors shall represent at least 1/5 of all board seats.

Article 16-1 The Company has 3 independent directors among the number of directors under the previous article. Directors are elected under the candidate nomination system. Nomination shall be in accordance with Article 192-1 of the Company Act. Independent directors and non-independent directors shall be elected at the same time and the number of elected directors shall be calculated separately.

Article 16-2 The Company has an audit committee in accordance with Article 14-4 of the Securities and Exchange Act, composed of all independent directors. The audit committee or members thereof is responsible for performing the duties of supervisors in accordance with the Company Act, Securities and Exchange Act and other legislations. Supervisors shall be cancelled on the date on which the audit committee is established.

Article 17. The board of directors is composed of directors. One chairman shall be elected by directors from among themselves through approval by the majority of directors attending a meeting that is attended by 2/3 or more directors. Board meeting notice may be given in writing, by email or fax. Directors shall attend board meetings in person, provided that they may also be represented by other directors. When a director asks another director to attend a board meeting on his/her behalf, he/she shall issue a proxy on each occasion, specifying the scope of authorization for the agenda. Any director participating in a meeting through video conference shall be deemed to have attended the meeting in person.

Article 18. Deleted.

Article 19. When the chairman is on leave or cannot perform his/her duties for any reason, the representation shall be in accordance with Article 208 of the Company Act.

Article 20. Other than directors' remuneration under Article 24 of these Articles of Association, the board of directors is authorized to determine the remuneration for directors of the Company up to a total of NT\$20,000,000 per year, regardless of whether the Company is profit-making or loss-making. Directors of the Company are paid an attendance fee of NT\$2,500 per person per meeting, or NT\$5,000 for independent directors.

Article 21. Directors of the Company may also serve as directors or supervisors of subsidiaries.

Chapter 5 Managers

Article 22. The Company has multiple managers and may have technical, legal, accounting and financial experts as advisors as required for its business. The hiring, dismissal and remuneration of such persons shall be in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 23. The Company's accounting year is from 1 January to 31 December of each year. At the end of each accounting year, the board of directors shall prepare business report, financial statements, profit distribution or loss compensation proposal, etc. and submit them to the general shareholders' meeting for approval.

Article 24. If the Company has profit in a year, 2% to 10% shall be provisioned as employee remuneration, to be distributed in stock or in cash through board resolution. The target of issuance may include employees of subsidiaries meeting certain conditions. Among the above amount of profit, the board may pass a resolution to provision up to 1.5% as director remuneration. Employee remuneration and director remuneration distribution proposals shall be reported to the shareholders' meeting.

However, if the Company still has accumulated losses, the amount of compensation shall first be provisioned before employee remuneration and director remuneration are provisioned in the ratios under the previous paragraph.

Article 24-1 If the Company has profit in yearly closing, taxes shall first be paid and accumulated losses shall be compensated. Then 10% legal reserve shall be provisioned, unless the amount of legal reserve has reached the paid-in capital of the Company. The rest may be used to provision for or recycle special reserve in accordance with the law. The balance amount, if any, shall be subject to profit distribution proposal to be prepared by the board of directors together with accumulated non-distributed profit and submitted to the shareholders' meeting for resolution to distribute shareholder

dividend and bonus. In consideration of its funding requirements and in order to reinforce its financial structure, as well as to duly satisfy shareholders' cash flow requirements, the Company's dividend policy may be issued in cash or in stock. Cash stock shall be at least 1% of the total amount of dividend distributed.

Article 25. The organizational charters and bylaws of the Company and the board of directors shall be further established by the board of directors.

Chapter 7 Miscellaneous

Article 26. Any matter that is not stipulated in these Articles of Association shall be governed by the Business Merger and Acquisition Act, Company Act and applicable legislations.

Article 27. These Articles of Incorporation were established on 25 June 2004.

The first amendment was made on 22 June 2005.

The second amendment was made on 15 June 2006.

The third amendment was made on 13 June 2007.

The fourth amendment was made on 15 June 2010.

The fifth amendment was made on 18 June 2012.

The sixth amendment was made on 19 June 2013.

The seventh amendment was made on 28 June 2016.

The eighth amendment was made on 9 June 2020.

The ninth amendment was made on 23 June 2022.

FIC Global, Inc.

Chairman: CHIEN LEO MING TZ

FIG Global Inc.
Rules of Procedure for Shareholders Meetings

Established on 25 June 2004
Articles 8 and 14 amended on 15 June 2006
Article 20 amended on 18 June 2012

1. The rules of procedures for the Company's shareholders meetings shall be as provided in these Rules.
2. "Shareholders" referred to in these Rules mean shareholders listed in the shareholders register and proxy holders.
3. Shareholders (or proxy holders) shall sign on the "attendance book" or hand in "sign-in cards" and the numbers of shares represented shall be calculated accordingly.
4. The chair shall call the meeting to order when shareholders representing the majority of the total number of issued shares are in attendance. If the attending shareholders do not represent the statutory quorum after the appointed meeting time, the chair may announce a postponement. If the quorum is not met after two postponements (20 minutes for the first postponement and 10 minutes for the second postponement) and the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175 of the Company Act with the consent of shareholders representing the majority of voting rights in attendance. If the total number of shares represented by attending shareholders meets the statutory quorum at the time of the above tentative resolution, the chair may officially call the meeting to order at any time and ask the meeting to ratify the tentative resolution already passed.
5. (1) The agenda of shareholders meeting shall be set by the board of directors. After shareholders complete attendance registration, the chair shall distribute the agenda to attending shareholders or proxy holders. The meeting shall proceed in the order set by the agenda, provided that it may be changed with a resolution of the shareholders meeting.
(2) 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.
(3) The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. After the meeting convened in accordance with the Rules of Procedure is adjourned, no shareholder shall not elect another chair and continue the meeting either at the same location or at a different location.
6. Before speaking, an attending shareholder must specify on a speaker's slip the shareholders' name, number of attendance card and subject of the speech. The order in which shareholders speak will be set by the chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.
7. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting. When a government or juristic person shareholder appoints two or more representatives to attend a shareholders meeting, only one of the representatives so appointed may speak on the same proposal.
8. Deleted.
9. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.

10. No discussion or voting shall take place on any matter outside the agenda. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
11. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
12. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company. The results of the voting shall be announced on-site at the meeting and a record made of the vote.
13. Except as otherwise provided in the Company Act and in the Company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, if there is no objection voiced after the chair's enquiry, the proposal shall be deemed approved with the same effect as voting. With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares. The number of shares for which voting rights may not be exercised shall not be calculated as part of the voting rights represented by attending shareholders.
14. Deleted.
15. When a proxy holder attends a shareholders meeting, with the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.
16. When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
17. When a meeting is in progress, the chair may announce a break based on time considerations.
18. In case of air strike exercise during the proceeding of a meeting, the meeting shall be suspended and participants shall evacuate. The meeting shall continue one hour after the alarm is lifted.
19. The chair may direct the proctors (or security personnel) to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
20. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form. The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and results. The minutes shall be kept together with the attendance book or sign-in cards of attending shareholders and proxies.
21. When a shareholders meeting cannot be held at the notified time and date for any reason or if the agenda cannot continue during the meeting, the chair is authorized to defer or resume the meeting within five days in accordance with Article 182 of the Company Act. Article 172 of the Company Act about the procedure for convene a meeting is not applicable to the above deferred or resumed meeting.
22. Anything that is not stipulated in these Rules shall be governed by the Company Act, the Articles of Association of the Company and other applicable laws.
23. These Rules were established on 25 June 2004 and implemented after approval by the founders meeting shareholders meeting of the Company. The same shall be applicable to any amendment hereto.

FIC GLOBAL, INC.
Procedures for Lending and Handling Funds

Established on 22 June 2005
Articles 2、4 and 7 amended on 13 June 2007
Articles 3、4 and 7 amended on 19 June 2008
Articles 10 and 13 amended on 19 June 2009
Articles 5 and 14 amended on 15 June 2010

- Article 1 The Company's handling of capital loans shall be handled in accordance with the provisions of this Procedure. Any other matters not set forth in the Procedures shall be dealt with in accordance with the applicable laws, rules, and regulations.
- Article 2 Entities to which the company may loan funds:
Those who need to lend funds for short-term financing funds shall be limited to the following circumstances.
1. The Company's subsidiaries need to repay bank loans, purchase equipment or business turnover.
 2. The investee company or the related persons of the Company evaluated by the equity method for repayment of bank loans, purchase of equipment or business turnover needs.
 3. The Company's subsidiaries are required to reinvest and the reinvestment business is related to the business of the Company and is beneficial to the future business development of the Company.
- The above-mentioned subsidiaries and related parties shall be identified in accordance with the provisions of the Standards for the Preparation of Financial Reports of Securities Issuers.
- Article 3 Fund loan and limit:
1. The accumulated total of loans granted shall not exceed 40% of the net worth of the Company.
 2. The aggregate amount of loans and the maximum amount permitted to a single borrower:
If there is a need for short-term financing, the amount of individual loans shall not exceed 30% of the net value of the Company's latest audited or audited financial statements.
- Article 4 Duration of loans and calculation of interest:
1. The term of each loan extended by the Company shall not exceed one year.
 2. Interest calculation method:
The New Taiwan dollar shall not be lower than the one-year deposit flexible interest rate of Bank First on the first day of the month, and the foreign currency shall not be lower than the six-month London Interbank Offered Rate (LIBOR) on the same day. However, subsidiaries with 100% shareholding of the Company are not subject to this restriction, and their interest calculation method shall be determined by the Board of Directors.
- Article 5 The Company may lend funds to the review process:
1. Application:
When applying for a capital loan, the borrower shall issue an application letter detailing the amount, term and purpose of the loan, so as to facilitate the assessment of its necessity and reasonableness.
 2. Appraisal Procedure:
The borrower shall provide basic information and financial information for the responsible unit to evaluate the impact on the company's operational risks, financial status and shareholders' rights and interests in conjunction with the finance department, and determine whether the collateral and the value of the collateral should be obtained.
 3. Approval:

The above-mentioned fund loan and evaluation report, together with the loan conditions proposed by the responsible unit, shall be submitted for verification in accordance with the rights and responsibilities, and submitted to the board of directors for approval before it can be handled; If the Company has appointed independent directors who lend funds to others, they shall fully consider the opinions of each independent director and include in the Board records the clear opinions of their agreement or disagreement and the reasons for their objections. The Company's capital loans to subsidiaries may be authorized by the Chairman of the Board of Directors to allocate or revolve the loans to the same loan object within a period of not more than one year and within a period of not more than one year, provided that the authorized amount for a single enterprise shall not exceed 10% of the Company's latest net financial statements.

Article 6 The Company may lend and lend the following procedures for the funds:

1. Creation of collateral rights:

- (1) If the borrower provides collateral, it shall go through the procedures for the creation of pledge or mortgage rights to ensure the Company's creditor's rights.
- (2) Except for land and securities, the collateral shall be insured with fire insurance, and if it is a vehicle, it shall be insured with full insurance, and the insurance amount shall not be less than 1.1 times of the collateral value, and the insurance policy shall be marked with the company as the beneficiary.

2. Appropriation:

- (1) The personnel handling the loan and loan cases shall fill in the loan contract and go through the formalities of signing and guaranteeing the loan in accordance with the approved conditions.
- (2) The borrower can only make the appropriation after signing the deed and promissory note, and completing the mortgage creation, insurance and other formalities.

Article 7 Follow-up control measures and procedures for handling overdue creditor's rights of the Company for the amount of loans and loans:

1. Maintenance of creditor's rights:

- (1) After each loan and fund is disbursed, the responsible entity shall always pay attention to the changes in the financial, business and related credit status of the borrower and its guarantor, as well as the changes in the value of the collateral.
- (2) When the borrower repays the loan in advance when the loan is due or before the maturity, the borrower shall repay the principal before canceling the promissory note IOU, returning the guaranteed bill to the borrower, or handling the mortgage cancellation work.
- (3) When the borrower applies for cancellation of the mortgage, it shall first ascertain whether the principal of the loan has been fully repaid before agreeing to apply for the cancellation of the mortgage.

2. Procedures for Handling Overdue Creditor's Rights:

If the borrower fails to repay within the time limit, the Company may dispose of and claim compensation for the collateral or joint guarantors provided by the borrower in accordance with the law.

Article 8 Announcement and declaration procedures of the Company:

In accordance with the provisions of Articles 21 and 22 of the Standards for the Treatment of Capital Loans and Endorsement Guarantees of Public Companies, enter the information declaration website designated by the Securities and Futures Bureau of the Financial Supervision and Administration Commission of the Executive Yuan, and evaluate the circumstances of the capital loan and make adequate provision for bad debts, and properly disclose the relevant information in the financial report, and provide relevant information to the certified public accountant for verification.

- Article 9 When handling the above-mentioned fund loan matters, each unit of the Company shall submit the fund loan matters, the loan object, the amount, the period, the interest calculation method, the date of approval by the board of directors, and the review documents specified in Article 5 of these procedures to the Finance Department for future reference.
- Article 10 If the Company does not meet the requirements of the loan object or the balance exceeds the limit due to changes in the business environment and conditions, it shall formulate an improvement plan, send the relevant improvement plan to the Audit Committee, and complete the improvement according to the planned schedule.
- Article 11 The internal auditors shall audit the loan and execution of funds in accordance with these procedures on a quarterly basis, and make written records, and notify the Audit Committee in writing if any major violations are found.
- Article 12 Penalties: When the manager and the organizer violate this procedure, they shall be dealt with according to the company's personnel management rules.
- Article 13 The subsidiary of the Company shall formulate the operating procedures for the loan of funds in accordance with the regulations, and send them to the board of directors for approval in accordance with the regulations, and submit them to the shareholders' meeting for approval before implementation, and handle them in accordance with the prescribed operating procedures.
- Article 14 This procedure shall be approved by the Audit Committee and the Board of Directors, and shall be submitted to the shareholders' meeting for approval.

FIC Global Inc. Director Shareholding Status

1. Type and total number of outstanding shares: Total 234,714,213 ordinary shares.
2. Statutory minimum number of shares held by all directors: 12,000,000 shares.
3. Shareholding status is as follows:

Transfer Suspension Date: 8 April 2024

Title	Name or Corporation Name	No. of shares held at the time of election		No. of shares held on transfer suspension date	
		No. of shares	Percentage (%)	No. of Ordinary Shares	Percentage (%)
Chairman	Chia Chao Investment Inc. Chairman: CHIEN LEO MING TZ	45,723,836	21.17	45,723,836	19.48
Director	Chia Chao Investment Inc. Chairman: CHIEN, MING-JEH	45,723,836	21.17	45,723,836	19.48
Director	WYC God-loving Foundation for Charity Chairman: WU, SHUN-I	35,292,065	16.34	35,292,065	15.04
Director	WYC God-loving Foundation for Charity. Chairman: LEE, KAI-TIEN	35,292,065	16.34	35,292,065	15.04
Independent Director	KAO, TIEN-CHING	0	0	0	0
Independent Director	CHEN, MIN-PEN	0	0	0	0
Independent Director	WANG, CHENG-WEI	0	0	0	0
Independent Director	TUNG, SHENG-FENG	0	0	0	0
Total		81,015,901	37.51	81,015,901	34.52

Other Notes

Notes about agenda proposal and nomination handling instructions by shareholders for 2024 general shareholders' meeting:

1. In accordance with Article 172-1 of the Company Act, Shareholders holding more than 1% of the total issued shares of the Company may submit a proposal to the Company in writing for an ordinary general meeting.
2. Proposal: Each shareholder shall make no more than one proposal and each proposal shall not exceed 300 words. Otherwise the proposal shall not be included in the agenda.
3. The Company makes announcements on the MOPS and accepts shareholders' proposal and nomination for this general shareholders' meeting from 29 March 2024 to 8 April 2024 (based on delivery time if sent by registered mail).
4. The Company did not receive any shareholder proposal and nomination.