

# 2023 Annual Shareholders' Meeting Minutes (Translation)

Time : 9:00 a.m., Tuesday, May 30, 2023

Place : 9Floor, No. 489, Sec. 2, Tiding Blvd., Neihu Dist., Taipei City.

Total outstanding shares : 181,699,567shares

Total shares represented by shareholders present in person or by proxy : 113,839,655shares (including votes casted electronically 94,686,259 shares)

Percentage of shares held by shareholders present in person or by proxy : 62.65%

Directors present : J.W. Kuo \ Jeffery Pan \ Simon Tseng \ Charles Lee \ Jia Pin Investment Development Company Limited representative: Robert Lai \ Pei-fen, Chang

Independent Directors present : Chen, Linsen \ Cheng, Jen-Wei

Attendees : C. Chuang Attorneys At Law

CPA : Yiu-Kwan Au, KPMG Certificated Public Accountants

Chairperson: Jeffery Pan, Chairman of the Board of Directors

Recorder: Daisy Wu

## I \ Call Meeting to Order

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

## II \ Chairman's Address (omitted)

## III \ Report Items

### (1) The 2022 Business Report.

Explanation:

1. The Company's 2022 Business Report is attached hereto as Attachment 1.
2. For adoption.

### (2) The 2022 Audit Committee's Review Report.

Explanation:

1. The Company's 2022 Audit Committee's Review Report is attached hereto as Attachment 2.
2. For adoption.

(3) The 2022 Remuneration to Employees and Directors.

Explanation:

1. Pursuant to Article 20 of the Company's Articles of Incorporation, the Company shall set aside no less than 4% of its earnings for the period, if any, as employees' profit sharing bonus and not more than 3% of its earnings as remuneration to directors. Notwithstanding the forgoing, the Company shall reserve a sufficient amount of earnings to offset its accumulated losses.
2. In accordance with the Company's Articles, 8% of earnings for the period totaling NT\$331,826,000 has been distributed in cash as profit sharing bonus to employees and 2% of earnings totaling NT\$ 82,956,000 in cash distributed as remuneration to directors.
3. For adoption.

(4) The 2022 Cash distribution of Earnings and capital reserve.

Explanation:

1. The Company provided NT\$1,090,197,402 from the earnings to pay out shareholders' cash dividends, at NT\$6 per share. In addition, in accordance with Article 241 of the Company Act, cash will be paid out from the capital surplus of NT\$726,798,268 in excess of the par value of the shares issued, at NT\$4 per share.
2. The earnings and the capital surplus distributed in cash was rounded down to NT\$1, and the total amount of each payment less than NT\$1 shall be adjusted from the largest decimal figures to the smallest ones sort from large to small until the total meets the total amount of cash dividends to be paid out. The Chairperson is authorized to set the distribution record date and the payout date and decide other relevant matters.
3. If there is a change in the Company's share capital affecting the number of outstanding shares and resulting in a change of the payout ratio that requires revision, the Chairperson is authorized to handle it with full authority.
4. For adoption.

Note: Cash dividends will be issued on July 14, 2023.

#### IV 、 Resolutions

(1) The 2022 Financial Statements. (Proposed by the Board of Directors)

Explanation:

1. The Company's 2022 Financial Statements, including Balance Sheet, Income Statement, Statement of Changes in Shareholders' Equity, and Cash Flow Statement, were audited by independent auditors Au, Yiu Kwan & Chien, Szu Chuan of KPMG. It was reviewed by Audit Committee and includes Business Reports.
2. The Company's 2022 Financial Statements are attached hereto as Attachment 3 and Attachment 4.
3. For adoption.

Voting Results:

Shares represented at the time of voting : 113,839,655

Voting Results		% of the total represented share present
Approval votes :	107,166,414	94.13%
Disapproval votes :	409,730	0.35%
Invalid votes :	0	0.00%
Abstention votes/no votes :	6,263,511	5.50%

The number in favor of the right to exceed the legal amount, the case was passed by resolution.

(2) The 2022 Earnings Distribution. (Proposed by the Board of Directors)

Explanation:

1. The Board of Directors resolved to adopt the proposal of the Company's 2022 earnings.
2. Earnings Distribution Proposal for the Year 2022 is attached hereto as Attachment 5.
3. For adoption.

Voting Results:

Shares represented at the time of voting : 113,839,655

Voting Results		% of the total represented share present
Approval votes :	107,976,896	94.84%
Disapproval votes :	163,906	0.14%
Invalid votes :	0	0.00%
Abstention votes/no votes :	5,698,853	5.00%

The number in favor of the right to exceed the legal amount, the case was passed by resolution.

## V、Discussion and Election

### (1) Amendment of the Articles of “Articles of Incorporation”.

(Proposed by the Board of Directors)

Explanation:

1. In accordance with laws and the company's operational planning, the Company's “Articles of Incorporation” were amended.
2. Comparison Table of Revision to the Company's Articles of Incorporation is attached hereto as Attachment 6.
3. For resolution.

Voting Results:

Shares represented at the time of voting : 113,839,655

Voting Results		% of the total represented share present
Approval votes :	107,171,917	94.14%
Disapproval votes :	916,148	0.80%
Invalid votes :	0	0.00%
Abstention votes/no votes :	5,751,590	5.05%

The number in favor of the right to exceed the legal amount, the case was passed by resolution.

### (2) Amendment of the Articles of “Rules for Election of Directors”.

(Proposed by the Board of Directors)

Explanation:

1. In accordance with the candidate nomination system of directors, the Company's “Rules for Election of Directors” were amended.
2. Comparison Table of Revision to the Company's Rules for Election of Directors is attached hereto as Attachment 7.
3. For resolution.

Voting Results:

Shares represented at the time of voting : 113,839,655

Voting Results		% of the total represented share present
Approval votes :	107,200,656	94.16%
Disapproval votes :	894,141	0.78%
Invalid votes :	0	0.00%
Abstention votes/no votes :	5,744,858	5.04%

The number in favor of the right to exceed the legal amount, the case was passed by resolution.

### (3) To elect the Company's 12th Term of Board of Directors.

(Proposed by the Board of Directors)

Explanation:

1. Upon expiration of the term of office of the Company's existing directors on June 21, 2023, an election of new directors across the board will be convened in the annual general shareholders' meeting.
2. Pursuant to Article 13 of the Company's Articles of Incorporation, nine directors (including three independent directors) will be elected and the term for which the directors will hold office shall be three years for the period from May 30, 2023 to May 29, 2026.
3. Nominees for director are as follows:

Title	Name	Education	Experience	Number of shares held
Director	Jeffery Pan (male)	Master of Business Administration, National Chengchi University	Chairman, Topco Scientific Co.,Ltd.	1,500,817
	Simon Tseng (male)	Master of Business Administration, National Taipei University	CO-CEO, Topco Scientific Co.,Ltd.	1,029,950
	Charles Lee (male)	Master of Business Administration, China Europe International Business School	CO-CEO, Topco Scientific Co.,Ltd.	593,948
	Kuo, Kuan-Hung (male)	Dept. of Economics, Syracuse University	Deputy General Manager of Chief Strategic Officer Office, Topco Scientific Co.,Ltd.	1,291,206
	Chang, Pei-Fen (female)	Chungyu Institute	Director, Topco Scientific Co.,Ltd. Chairman, Chih Jia Investment Co., Ltd.	1,198,963
	Jia Pin Investment Development Company Limited representative: Joyce Lu (female)	Master of Business Administration, National Taipei University Dept. of Accounting, National Chengchi University	CFO, Topco Scientific Co.,Ltd. Audit assistant, KPMG Certificated Public Accountants	6,979,382
Independent Director	Sheu, Her-Jiun (male)	Ph.D., Stern School of Business, New York University	Professor/Chair Professor, Dept. of Finance, Ming Chuan University; Chair Professor, Dept. of Finance and International Business, Fu-Jen Catholic University; Deputy Mayor, Tainan City Government; President, National Chi-Nan University	0
	Hsin, Ta-Chih (male)	Ph.D., East China University of Political Science and Law, Master of Business Administration, National Taipei University	Managing Partner, Guo Ju Law Firm; Senior Attorney, Lee and Li Law Firm; Senior Attorney, PwC Legal (Taiwan)	0
	Chen, Yu-Shan (male)	Ph.D., Dept. of Business Administration, National Chengchi University Master, Dept. of Business Administration, National Chengchi University	Dean, College of Business, National Taipei University, Reviewer of "Taiwan Corporate Sustainability Awards" (TCSA) and Reviewer-in Chief on Social	0

			Dimension of TCSA	
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The qualifications for the above candidates were approved by the board of directors on April 19, 2023.

4. For re-election.

Voting Results: The list of the newly elected Directors with votes received as follows:

Position	Name	Votes Received
Director	Jeffery Pan	98,516,880
Director	Simon Tseng	89,131,825
Director	Charles Lee	88,418,997
Director	Kuo, Kuan-Hung	98,008,964
Director	Chang, Pei-Fen	87,947,848
Director	Jia Pin Investment Development Company Limited representative: Joyce Lu	103,882,767
Independent director	Sheu, Her-Jiun	83,793,325
Independent director	Hsin, Ta-Chih	83,437,396
Independent director	Chen, Yu-Shan	83,499,654

(4) To release the non-competition restrictions on newly elected Directors.

(Proposed by the Board of Directors)

Explanation:

1. Pursuant to Article 209 of the Company Act, a director who does anything on his/her own account or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. To release the non-competition restrictions imposed on directors elected at the Company's 2023 annual shareholders' meeting and their representatives or those that invest or engage in the same business activities as the Company's at the shareholders' meeting for practical business requirements provided that by doing so the Company's benefits would not be impaired in any way.

List of non-competition restrictions on Directors is attached hereto as Attachment 8.

3. For resolution.

Voting Results:

Shares represented at the time of voting : 113,839,655

Voting Results		% of the total represented share present
Approval votes :	104,669,454	91.94%
Disapproval votes :	246,640	0.21%
Invalid votes :	0	0.00%
Abstention votes/no votes :	8,923,561	7.83%

The number in favor of the right to exceed the legal amount, the case was passed by resolution.

VI · Extemporary Motions : None

VII · Meeting Adjourned : 9:20 A.M. on May 30, 2023

There were no questions from shareholders at this Shareholders' Meeting.

## **Attachment 1.**

### **2022 Business Report**

With the joint efforts of the management team and all our employees, TOPCO has continued to expand product categories and business scale. Benefiting from the increasing demand for advanced semiconductor process materials, the Group's consolidated revenue amounted to NT\$52.978 billion, an increase of 24.1% compared to the prior year. The net income after tax was NT\$3.075 billion, the earnings per share after tax reached NT\$16.61, and the revenue and profit hit a record high. TOPCO strives to align the Company's targets with the international standards and has set long-term targets under its climate strategy. We were rated one of the Top 100 Large Enterprises at the Excellence in Corporate Social Responsibility by CommonWealth Magazine and awarded the Bronze Prize at the Asia-Pacific Sustainability Action Awards (APSAA), TCSA Top 100 Sustainability Exemplary Awards, and TSCA Corporate Sustainability Report Awards - Silver, recognizing our continuous efforts in implementing the UN SDGs in environmental, social, and governance (ESG) aspects.

According to the statistics of the Industrial Economics and Knowledge Center, Industrial Technology Research Institute (ITRI), the output value of Taiwan's IC industry exceeded NT\$4.7 trillion in 2022, an increase of 15.6% compared to 2021. The revenue from semiconductor materials accounted for about 80% of the Group's consolidated revenue. Benefiting from the continuous adoption of advanced processes and capacity expansion in the semiconductor industry, the demand for advanced semiconductor process materials such as photoresists, silicon wafers, and chemicals continued to grow. Foundry service platforms help match IC design companies with foundries with suitable manufacturing capacity, thereby accelerating the launch of products to the market and bringing continuous performance growth. We will continue to reinforce our partnerships with the foundry supply chains and provide a full range of wafer services.

Regarding environmental protection engineering, we have obtained a number of large electromechanical projects for wastewater treatment and air-conditioning in Taiwan and China, developed the business waste collection and transport and chemical sales business, improved system processes, and opened up new overseas markets, all with excellent performance. Also, through investment, we have expanded the Group's business to the areas of environmental impact assessment, monitoring, and design services, as well as integrated the Group's environmental engineering, renewable energy, and circular economy business, thereby achieving environmental sustainability and bringing new growth momentum into the Group.

In areas related to people's daily lives, although the consumer market was affected by inflation, and the growth was not as high as expected, Anyong Freshmart, Inc. still lived up to the founding vision of ensuring the health of consumers, and the main products, including essence of bass, have successively won the National Biotechnology and Medicine Care Quality Award and the Symbol of National Quality, with performance growing steadily.

The semiconductor industry entered a stage of inventory adjustment in the second half of 2022. However, looking ahead to 2023, driven by emerging applications such as Artificial Intelligence of Things (AIoT), 5G, automotive applications, and high-performance computing (HPC), advanced semiconductor processes will keep pushing up demand for photoresist and other relevant materials. Thus, our revenue is likely to grow. TOPCO Group will continue to evaluate and adopt new products, develop value-added technologies and services, including key materials and equipment in the fields of 5G, third-generation semiconductors, electric vehicles, and micro LED, and seek suitable strategic alliances and partners. In response to the dispersion and transfer of the global supply chain, the new business locations in the U.S. and Japan will be the key operating locations. Additionally, with Singapore as the center of operations, we will cultivate overseas markets in Singapore, Malaysia, Vietnam, and other countries, to respond to clients' needs from up close, provide warehousing

services and water treatment services, and build regional supply chain platforms.

As for environmental protection engineering, we will continue to deepen our endeavors in the circular economy, including waste collection and transport, calcium fluoride sludge recycling, smart green energy and eco-friendly pig farm markets, which can be expected to bring the scale of the environmental engineering business to the next level. In the of people's daily lives, we will integrate innovative foundry technologies, expand domestic and overseas markets with diverse marketing approaches, and build Anyong Freshmart into a supermarket featuring high-quality and healthy products. Our professional sports training brand, XSPORTS, will link and integrate group-wide resources and adopt technological thinking to build a great health business.

TOPCO Group adheres to its role of industry integrator and technology provider and works with suppliers and clients to create values of shared prosperity. In the future, we will continue to enhance our business in the high-tech field, create new overseas sites, enhance our market layout, and quickly meet clients' expectations for products and services, while diversifying the development of the circular economy and great health business. We will also diversify talents recruitment and training, take care of our employees, give back to shareholders, and implement corporate governance, thereby fulfilling our corporate social responsibility and pursuing sustainable business development.

Topco Scientific Co., Ltd.



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Jeffery Pan  
Chairman



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Simon Tseng / Charles Lee  
President



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Nicole Lee  
Chief Accounting Officer

## Attachment 2.

### Audit Committee's Review Report

The Board of Directors has prepared the Company's 2022 Business Report, Financial Statements and proposal for Earnings Distribution. Consolidated and parent company only Financial Statements have been audited and certified by Au, Yiu Kwan, CPA, and Chien, Szu Chuan, CPA, of KPMG and audit reports relating to the Financial Statements have been issued. The Business Report, Financial Statements and Earnings Distribution Proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of TOPCO SCIENTIFIC CO., LTD. According to relevant requirements of the Securities and Exchange Act and the Company Law, we hereby submit this report.

TOPCO SCIENTIFIC CO., LTD.

Chairman of the Audit Committee: Chen Linsen

*Chen Linsen*

March 13, 2023

## Attachment 3.

### Independent Auditors' Report

To the Board of Directors of Topco Scientific Co., Ltd.:

#### **Opinion**

We have audited the financial statements of Topco Scientific Co., Ltd. ("the Company"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the reports of other auditors (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its cash flows for the years 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 Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Account of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirement. Based on our audits and the reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

#### **Other Matter**

We did not audit the financial statements for certain investments accounted for using equity method in the financial statements of the Company for 2022 and 2021. The investments accounted for using equity method constituted 10.34% and 10.21% of the total assets as of December 31, 2022 and 2021; and the share of profit of associates and joint ventures accounted for using equity method constituted 14.60% and 15.64% of profits before tax for the years ended December 31, 2022 and 2021, respectively. These financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amount of investments accounted for equity method, is based solely on the reports of the other auditors.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the financial statements of the current period. These matters were addressed in the context of our audits of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

### **1. Recognition of Operating Revenue**

Please refer to note 4(o) "Revenue" for accounting policies related to revenue recognition; and note 6(r) "Revenue" for details of revenue.

#### **Description of Key Audit Matters:**

Due to the wide variety of the Company' s products, different transactions were generated according to customers and product portfolio. Identification of revenue recognition has significant influence on the financial statements of the Company. Therefore, revenue recognition is considered as one of the key matters in our audits.

#### **How the matter was addressed in our audits:**

Our principal audit procedures included: testing related manual and systematic control over sales cycle to assess if the revenue recognition policies of the Company are in accordance with the related standards. In addition, we examined the sales contracts between the Company and its customers to understand their trading modality and conditions, evaluating and comparing if revenue recognition is consistent with the terms of the contracts; conducting testing for details of revenue before and after the balance sheet date and verifying if revenue recognition is in accordance with the contract terms.

### **2. Investments accounted for using equity method- Recognition of Operating Revenue of subsidiaries**

Please refer to note 4(i) " Investment in subsidiary " for accounting policies related to revenue recognition; and note 6(g) Investments accounted for using equity method.

#### **Description of Key Audit Matters:**

Some of the company' s subsidiaries, which are recognized under equity method, are distributors for the sale of semiconductor material and electronic material, with holding material revenue. Therefore, the amount and changes in the operating revenues of these subsidiaries may affect the understanding of the users of the financial statements which is considered as one of our key audit matters.

#### **How the matter was addressed in our audits:**

Our principal audit procedures included: testing related manual and systematic control over sales cycle of certain subsidiaries using the equity method of investment, performing analytical procedures to operating income, and testing relevant vouchers, as well as assessing whether the Company' s timing on revenue recognition and the amounts recognized are in accordance with related standards.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the audit committee) are responsible for overseeing the Company's financial reporting process.

## **Auditors' Responsibilities for the Audit of the Financial Statements**

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

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on these 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 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.

The engagement partners on the audit resulting in this independent auditors' report are Yiu-Kwan Au and Szu-Chuan Chien.

KPMG

Taipei, Taiwan (Republic of China)  
March 13, 2023

#### **Notes to Readers**

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

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

## **Independent Auditors' Report**

To the Board of Directors of Topco Scientific Co., Ltd.:

### **Opinion**

We have audited the consolidated financial statements of Topco Scientific Co., Ltd. ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2022 and 2021, 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 (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ( "IFRSs" ), International Accounting Standards ( "IASs" ), Interpretations developed by the International Financial Reporting Interpretations Committee ( "IFRIC" ) or the former Standing Interpretations Committee ( "SIC" ) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### **Basis for Opinion**

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

### **Other Matter**

We did not audit the financial statements for certain investments accounted for using equity method in the consolidated financial statements of the Group for 2022 and 2021. The investments accounted for using equity method constituted 7.13% and 7.23% of the total consolidated assets as of December 31, 2022 and 2021; and the share of profits of associates and joint ventures accounted for using equity method constituted 12.85% and 13.72% of profit before tax for the years ended December 31, 2022 and 2021, respectively. These financial statements were audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amount of investments accounted for equity method, is based solely on the reports of the other auditors.

The Company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2022 and 2021, on which we have issued unmodified opinions with other matter paragraph.

## **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audits of the consolidated financial statements of the current period. These matters were addressed in the context of our audits of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

### **1. Recognition of Operating Revenue**

Please refer to note 4(p) "Revenue" for accounting policies related to revenue recognition; note 5(b) for revenue recognition of construction and the percentage of completion method for construction contracts; and note 6(y) "Revenue" for details of revenue.

#### **Description of Key Audit Matters:**

Due to the wide variety of the Group' s products, different transactions were generated according to customers and product portfolio. Identification of revenue recognition has significant influence on the consolidated financial statements of the Group. In addition, the budgets for construction contracts highly depend on the management's judgments. The evaluation of above budgets may result in significant changes in income and losses for the reporting period. Therefore, revenue recognition is considered as one of the key matters in our audits.

#### **How the matter was addressed in our audits:**

Our principal audit procedures included: testing related manual and systematic control over sales cycle to assess if the revenue recognition policies of the Group is in accordance with the related standards. In addition, we examined the sales contracts between the Group and its customers to understand their trading modality and conditions, evaluating and comparing if revenue recognition is consistent with the terms of the contracts; acquiring construction contracts that have significant effects on financial results to verify that there is no diffidence in the percentage of completion calculated by the Group; conducting testing for details of revenue before and after the balance sheet date and verifying if revenue recognition is in accordance with the contract terms.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the 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 auditor's 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.

The engagement partners on the audit resulting in this independent auditors' report are Yiu-Kwan Au and Szu-Chuan Chien.

KPMG

Taipei, Taiwan (Republic of China)  
March 13, 2023

#### **Notes to Readers**

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.

# Attachment 4.

## 2022 Financial Statements

(English Translation of Financial Statements and Report Originally Issued in Chinese)  
TOPCO SCIENTIFIC CO., LTD.

### Balance Sheets

December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars)

Assets	December 31, 2022		December 31, 2021		Liabilities and Equity	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>Current assets:</b>					<b>Current liabilities:</b>				
1100 Cash and cash equivalents (note 6(a))	\$ 1,238,850	6	389,457	2	2100 Short-term borrowings (note 6(n))	\$ 630,000	3	1,300,000	7
1110 Current financial assets at fair value through profit or loss (note 6(b))	4,451	-	6,425	-	2120 Current financial liabilities at fair value through profit or loss (note 6(b))	-	-	302	-
1170 Notes and accounts receivable, net (note 6(d))	3,023,028	15	3,385,944	19	2130 Current contract liabilities (note 6(v))	177,221	1	180,755	1
1180 Notes and accounts receivable due from related parties, net (notes 6(d) and 7)	115,965	1	117,874	1	2170 Notes and accounts payable	3,929,012	19	3,010,343	17
1476 Other current financial assets (notes 6(e), 6(m), 7 and 8)	1,056,927	5	1,023,441	6	2180 Notes and accounts payable to related parties (note 7)	210,883	1	214,944	1
1311 Inventories, net (note 6(f))	2,694,994	13	1,881,788	10	2200 Other current financial liabilities	857,425	4	610,483	4
1479 Other current assets, others	181,590	1	162,670	1	2251 Current provisions (note 6(q))	-	-	773	-
	<u>8,315,805</u>	<u>41</u>	<u>6,967,599</u>	<u>39</u>	2230 Current tax liabilities	410,324	2	145,738	1
<b>Non-current assets:</b>					2280 Current lease liabilities (note 6(p))	57,237	-	31,248	-
1510 Non-current financial assets at fair value through profit or loss (note 6(b))	434,362	2	248,329	1	2365 Current refund liabilities	13,105	-	14,434	-
1517 Non-current financial assets at fair value through other comprehensive income (note 6(c))	1,280,032	6	1,189,933	7	2399 Other current liabilities	<u>54,009</u>	<u>-</u>	<u>66,326</u>	<u>-</u>
1550 Investments accounted for using equity method (notes 6(g), 6(h), 6(i), 6(j) and 7)	7,883,215	38	6,929,475	39		<u>6,339,216</u>	<u>30</u>	<u>5,575,346</u>	<u>31</u>
1600 Property, plant and equipment (notes 6(k) and 7)	2,204,449	11	2,148,800	12	<b>Non-Current liabilities:</b>				
1755 Right-of-use assets (note 6(l))	158,516	1	117,766	1	2541 Long-term borrowings (note 6(o))	600,000	3	-	-
1840 Deferred tax assets (note 6(s))	50,697	-	87,573	-	2570 Deferred tax liabilities and others (note 6(s))	449,808	2	401,828	2
1900 Other non-current assets (notes 6(m) and 8)	256,098	1	149,052	1	2580 Non-current lease liabilities (note 6(p))	103,328	1	87,827	1
	<u>12,267,369</u>	<u>59</u>	<u>10,870,928</u>	<u>61</u>	2640 Non-current net defined benefit liabilities (note 6(r))	<u>131,178</u>	<u>1</u>	<u>176,954</u>	<u>1</u>
						<u>1,284,314</u>	<u>7</u>	<u>666,609</u>	<u>4</u>
						<u>7,623,530</u>	<u>37</u>	<u>6,241,955</u>	<u>35</u>
					<b>Total liabilities</b>				
					<b>Equity attributable to owners of parent:</b>				
					3100 Ordinary shares (note 6(t))	1,816,996	9	1,816,996	10
					3200 Capital surplus (note 6(t))	2,343,848	11	2,345,202	13
					3300 Retained earnings (note 6(t))	8,041,653	39	6,604,677	37
					3400 Other equity (note 6(t))	<u>757,147</u>	<u>4</u>	<u>829,697</u>	<u>5</u>
						<u>12,959,644</u>	<u>63</u>	<u>11,596,572</u>	<u>65</u>
					<b>Total equity</b>				
<b>Total assets</b>	<u>\$ 20,583,174</u>	<u>100</u>	<u>17,838,527</u>	<u>100</u>	<b>Total liabilities and equity</b>	<u>\$ 20,583,174</u>	<u>100</u>	<u>17,838,527</u>	<u>100</u>

(English Translation of Financial Statements and Report Originally Issued in Chinese)  
**TOPCO SCIENTIFIC CO., LTD.**

**Statements of Comprehensive Income**

**For the years ended December 31, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars, Except for Earnings  
Per Common Share which is expressed in New Taiwan Dollars)**

	<u>2022</u>		<u>2021</u>	
	Amount	%	Amount	%
<b>Operating Revenues: (notes 6(v) and 7)</b>				
4110 Sales revenue	\$ 27,129,041	96	23,028,918	96
4800 Other operating revenue	1,102,944	4	887,646	4
<b>Operating revenue, net</b>	<u>28,231,985</u>	<u>100</u>	<u>23,916,564</u>	<u>100</u>
<b>Operating costs: (notes 6(f), 7 and 12)</b>				
5110 Cost of sales	24,342,245	86	20,810,921	87
5800 Other operating costs	272,639	1	221,273	1
	<u>24,614,884</u>	<u>87</u>	<u>21,032,194</u>	<u>88</u>
<b>Gross profit</b>	<u>3,617,101</u>	<u>13</u>	<u>2,884,370</u>	<u>12</u>
<b>Operating expenses: (notes 7 and 12)</b>				
6100 Selling expenses	691,457	3	584,635	2
6200 Administrative expenses	1,194,564	4	921,139	4
6300 Research and development expenses	26,694	-	23,037	-
<b>Total operating expenses</b>	<u>1,912,715</u>	<u>7</u>	<u>1,528,811</u>	<u>6</u>
<b>Net operating income</b>	<u>1,704,386</u>	<u>6</u>	<u>1,355,559</u>	<u>6</u>
<b>Non-operating income and expenses:</b>				
7100 Total interest income	19,945	-	1,329	-
7101 Other income (notes 6(b), 6(c) and 6(x))	117,024	-	72,091	-
7102 Other gains and losses (notes 6(b), 6(h), 6(i), 6(j) and 6(x))	287,197	1	21,845	-
7105 Financial costs	(17,164)	-	(9,652)	-
7060 Share of profits of subsidiaries, associates and joint ventures accounted for using equity method (note 6(g))	<u>1,621,653</u>	<u>6</u>	<u>1,226,061</u>	<u>5</u>
	<u>2,028,655</u>	<u>7</u>	<u>1,311,674</u>	<u>5</u>
7900 <b>Profit from continuing operations before tax</b>				11
	3,733,041	13	2,667,233	
7950 Less: Income tax expenses (note 6(s))	714,563	2	372,775	1
<b>Profit</b>	<u>3,018,478</u>	<u>11</u>	<u>2,294,458</u>	<u>10</u>
8300 <b>Other comprehensive income:</b>				
8310 <b>Items that will not be reclassified to profit or loss</b>				
8311 Gains (losses) on remeasurements of defined benefit plans	21,812	-	(3,670)	-
8316 Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(159,901)	-	213,242	-
8330 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss	7,293	-	(4,880)	-
8349 Less: Income tax related to items that will not be reclassified to profit or loss	4,363	-	(734)	-
	<u>(135,159)</u>	<u>-</u>	<u>205,426</u>	<u>-</u>
8360 <b>Items that will be reclassified to profit or loss</b>				
8361 Exchange differences on translation of foreign financial statements	99,732	-	(37,551)	-
8380 Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for using equity method, items that will be reclassified to profit or loss	-	-	2,276	-
8399 Less: Income tax related to items that will be reclassified to profit or loss	19,669	-	(7,510)	-
Items that will be reclassified to profit or loss	<u>80,063</u>	<u>-</u>	<u>(27,765)</u>	<u>-</u>
8300 <b>Other comprehensive income</b>	<u>(55,096)</u>	<u>-</u>	<u>177,661</u>	<u>-</u>
<b>Comprehensive income</b>	<u>\$ 2,963,382</u>	<u>11</u>	<u>2,472,119</u>	<u>10</u>
<b>Earnings per share: (note 6(u))</b>				
9750 Basic earnings per share (NT Dollars)	<u>\$ 16.61</u>		<u>12.63</u>	
9850 Diluted earnings per share (NT Dollars)	<u>\$ 16.41</u>		<u>12.53</u>	

(English Translation of Financial Statements and Report Originally Issued in Chinese)

**TOPCO SCIENTIFIC CO., LTD.**

**Statements of Changes in Equity**

**For the years ended December 31, 2022 and 2021**

**(Expressed in Thousands of New Taiwan Dollars)**

	Ordinary shares	Capital surplus	Retained earnings		Exchange differences on translation of foreign financial statements	Other equity		Total other equity	Total equity
			Legal reserve	Unappropriated retained earnings		Total retained earnings	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income		
<b>Balance at January 1, 2021</b>	\$ 1,816,996	2,340,779	1,440,531	4,326,285	5,766,816	(100,032)	749,068	649,036	10,573,627
Profit for the year ended December 31, 2021	-	-	-	2,294,458	2,294,458	-	-	-	2,294,458
Other comprehensive income	-	-	-	(3,000)	(3,000)	(27,765)	208,426	180,661	177,661
Total comprehensive income	-	-	-	2,291,458	2,291,458	(27,765)	208,426	180,661	2,472,119
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	203,051	(203,051)	-	-	-	-	-
Cash dividends	-	-	-	(1,453,597)	(1,453,597)	-	-	-	(1,453,597)
Changes in ownership interests in subsidiaries	-	2,369	-	-	-	-	-	-	2,369
Changes in equity of associates and joint ventures accounted for using equity method	-	2,051	-	-	-	-	-	-	2,051
Gain on attribute right	-	3	-	-	-	-	-	-	3
Balance at December 31, 2021	1,816,996	2,345,202	1,643,582	4,961,095	6,604,677	(127,797)	957,494	829,697	11,596,572
Profit for the year ended December 31, 2022	-	-	-	3,018,478	3,018,478	-	-	-	3,018,478
Other comprehensive income	-	-	-	17,454	17,454	80,063	(152,613)	(72,550)	(55,096)
Total comprehensive income	-	-	-	3,035,932	3,035,932	80,063	(152,613)	(72,550)	2,963,382
Appropriation and distribution of retained earnings:									
Legal reserve appropriated	-	-	229,146	(229,146)	-	-	-	-	-
Cash dividends	-	-	-	(1,598,956)	(1,598,956)	-	-	-	(1,598,956)
Changes in ownership interests in subsidiaries	-	(403)	-	-	-	-	-	-	(403)
Changes in equity of associates and joint ventures accounted for using equity method	-	(951)	-	-	-	-	-	-	(951)
<b>Balance at December 31, 2022</b>	<b>\$ 1,816,996</b>	<b>2,343,848</b>	<b>1,872,728</b>	<b>6,168,925</b>	<b>8,041,653</b>	<b>(47,734)</b>	<b>804,881</b>	<b>757,147</b>	<b>12,959,644</b>

(English Translation of Financial Statements and Report Originally Issued in Chinese)  
TOPCO SCIENTIFIC CO., LTD.

**Statements of Cash Flows**  
**For the years ended December 31, 2022 and 2021**  
**(Expressed in Thousands of New Taiwan Dollars)**

	<u>2022</u>	<u>2021</u>
<b>Cash flows from (used in) operating activities:</b>		
Profit before tax	\$ 3,733,041	2,667,233
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit:</b>		
Depreciation expense	173,414	152,513
Amortization expense	26,179	20,965
Expected credit loss	866	173
Net gain on financial assets at fair value through profit or loss	(185,655)	(28,864)
Interest expense	17,164	9,652
Interest income	(19,945)	(1,329)
Dividend income	(70,706)	(36,932)
Gain on disposal of subsidiaries	-	(20,067)
Loss on disposal of investments accounted for using equity method	-	3,139
Share of profits of subsidiaries, associates and joint ventures accounted for using equity method	(1,621,653)	(1,226,061)
Loss on disposal of property, plant and equipment, net	5,775	-
Others	(1,135)	30
<b>Total adjustments to reconcile profit</b>	<u>(1,675,696)</u>	<u>(1,126,781)</u>
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Decrease (increase) in notes and accounts receivable	363,959	(258,411)
Decrease (increase) in inventories	(813,206)	511
Decrease in financial assets at fair value through profit or loss	(10,802)	(166,857)
Increase in other current assets	(18,920)	(53,371)
Decrease (increase) in other financial assets	64,114	(60,772)
<b>Total changes in operating assets</b>	<u>(414,855)</u>	<u>(538,900)</u>
<b>Changes in operating liabilities:</b>		
Increase in notes and accounts payable	914,608	88,265
Increase (decrease) in contract liabilities	(3,534)	121,454
Increase in other current financial liabilities	238,863	88,450
Decrease in provisions	(773)	(63)
Decrease in refund liabilities	(1,329)	(12,790)
Decrease in other current liabilities	(12,317)	(3,482)
Decrease in net defined benefit liabilities	(23,964)	(32,672)
<b>Total changes in operating liabilities</b>	<u>1,111,554</u>	<u>249,162</u>
<b>Total changes in operating assets and liabilities</b>	<u>696,699</u>	<u>(289,738)</u>
<b>Total adjustments</b>	<u>(978,997)</u>	<u>(1,416,519)</u>
Cash inflow generated from operations	2,754,044	1,250,714
Interest received	19,031	1,291
Interest paid	(17,149)	(9,947)
Dividends received	1,652,484	776,537
Income taxes paid	(367,665)	(254,677)
<b>Net cash flows from operating activities</b>	<u>4,040,745</u>	<u>1,763,918</u>
<b>Cash flows from (used in) financing activities:</b>		
Increase (decrease) in short-term borrowings	(670,000)	44,038
Cash dividends paid	(1,598,956)	(1,453,597)
Addition of long-term borrowings	600,000	-
Decrease in guarantee deposits	(600)	-
Payment of lease liabilities	(57,880)	(43,328)
Others	-	3
<b>Net cash flows used in financing activities</b>	<u>(1,727,436)</u>	<u>(1,452,884)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	849,393	(655,767)
<b>Cash and cash equivalents at beginning of period</b>	389,457	1,045,224
<b>Cash and cash equivalents at end of period</b>	<u>\$ 1,238,850</u>	<u>389,457</u>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES**

**Consolidated Balance Sheets**

**December 31, 2022 and 2021**

(Expressed in Thousands of New Taiwan Dollars)

	<b>December 31, 2022</b>		<b>December 31, 2021</b>			<b>December 31, 2022</b>		<b>December 31, 2021</b>	
	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>		<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>
<b>Assets</b>					<b>Liabilities and Equity</b>				
<b>Current assets:</b>					<b>Current liabilities:</b>				
1100 Cash and cash equivalents (note 6(a))	\$ 4,299,523	14	3,751,564	15	2100 Short-term borrowings (note 6(p))	\$ 755,033	3	1,452,782	6
1110 Current financial assets at fair value through profit or loss (note 6(b))	190,096	1	329,565	1	2120 Total current financial liabilities at fair value through profit or loss (note 6(b))	-	-	302	-
1140 Current contract assets (note 6(y))	1,671,753	6	918,686	4	2130 Current contract liabilities (note 6(y))	1,787,806	6	779,085	3
1170 Notes and accounts receivable, net (note 6(d))	7,055,323	24	6,965,296	28	2170 Notes and accounts payable	6,431,358	22	4,997,829	20
1180 Notes and accounts receivable due from related parties, net (notes 6(d) and 7)	109,068	-	93,550	-	2180 Notes and accounts payable to related parties (note 7)	2,774,334	9	2,611,490	10
1476 Other current financial assets (notes 6(e), (o) and 8)	1,160,482	4	1,093,217	4	2200 Other current financial liabilities (note 6(i))	1,267,044	4	940,209	4
1300 Inventories, net (note 6(f))	5,291,287	17	3,336,418	13	2230 Current tax liabilities	640,528	2	363,407	2
1479 Other current assets, others	814,462	3	409,071	2	2250 Current provisions (note 6(s))	181,371	1	66,350	-
	<u>20,591,994</u>	<u>69</u>	<u>16,897,367</u>	<u>67</u>	2280 Current lease liabilities (note 6(r))	134,708	1	93,229	-
<b>Non-current assets:</b>					2320 Long-term borrowings, current portion (note 6(q))	79,701	-	102,351	-
1510 Non-current financial assets at fair value through profit or loss (note 6(b))	586,921	2	265,417	1	2365 Current refund liabilities	14,372	-	16,044	-
1517 Non-current financial assets at fair value through other comprehensive income (note 6(c))	1,338,861	5	1,212,851	5	2399 Other current liabilities	82,336	-	87,015	-
1550 Investments accounted for using equity method (note 6(g))	2,177,225	7	1,844,403	7		<u>14,148,591</u>	<u>48</u>	<u>11,510,093</u>	<u>45</u>
1600 Property, plant and equipment (note 6(k))	3,644,002	12	3,505,682	14	<b>Non-Current liabilities:</b>				
1755 Right-of-use assets (note 6(l))	531,692	2	464,543	2	2540 Long-term borrowings (note 6(q))	1,315,193	4	748,314	3
1760 Investment property, net (notes 6(m) and 8)	139,591	-	168,750	1	2580 Non-current lease liabilities (note 6(r))	397,578	1	373,814	2
1780 Intangible assets (note 6(n))	468,083	2	516,011	2	2670 Deferred tax liabilities and others (notes 6(i) and (v))	616,736	2	486,620	2
1840 Deferred tax assets (note 6(v))	58,699	-	95,283	-	2640 Non-current net defined benefit liability (note 6(u))	131,178	-	176,954	1
1900 Other non-current assets (notes 6(o) and 8)	343,207	1	204,136	1		<u>2,460,685</u>	<u>7</u>	<u>1,785,702</u>	<u>8</u>
	<u>9,288,281</u>	<u>31</u>	<u>8,277,076</u>	<u>33</u>	<b>Total liabilities</b>	<u>16,609,276</u>	<u>55</u>	<u>13,295,795</u>	<u>53</u>
<b>Total assets</b>	<b>\$ 29,880,275</b>	<b>100</b>	<b>25,174,443</b>	<b>100</b>	<b>Equity attributable to owners of parent (note 6(w)):</b>				
					3100 Ordinary shares	1,816,996	6	1,816,996	7
					3200 Capital surplus	2,343,848	8	2,345,202	10
					3300 Retained earnings	8,041,653	27	6,604,677	26
					3400 Other equity	757,147	3	829,697	3
						<u>12,959,644</u>	<u>44</u>	<u>11,596,572</u>	<u>46</u>
					3610 Non-controlling interests	311,355	1	282,076	1
						<u>13,270,999</u>	<u>45</u>	<u>11,878,648</u>	<u>47</u>
					<b>Total equity</b>	<u>13,270,999</u>	<u>45</u>	<u>11,878,648</u>	<u>47</u>
					<b>Total liabilities and equity</b>	<b>\$ 29,880,275</b>	<b>100</b>	<b>25,174,443</b>	<b>100</b>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollars, Except for Earnings Per Common Share  
which is expressed in New Taiwan Dollars)

		2022		2021	
		Amount	%	Amount	%
<b>Operating Revenues:</b> (notes 6(y) and 7)					
4110	Sales revenue	\$ 43,781,509	82	37,485,277	88
4520	Construction revenue	6,773,590	13	3,613,000	8
4800	Other operating revenue	2,423,116	5	1,570,689	4
<b>Operating revenue, net</b>		<u>52,978,215</u>	<u>100</u>	<u>42,668,966</u>	<u>100</u>
<b>Operating costs:</b> (notes 6(f), 6(u), 6(z), 7 and 12)					
5110	Cost of sales	38,737,337	73	33,587,840	79
5500	Construction cost	6,621,772	13	3,237,807	8
5800	Other operating costs	1,093,742	2	631,115	1
		<u>46,452,851</u>	<u>88</u>	<u>37,456,762</u>	<u>88</u>
5910	Less: Unrealized loss from sales	(292)	-	(292)	-
<b>Gross profit</b>		<u>6,525,656</u>	<u>12</u>	<u>5,212,496</u>	<u>12</u>
<b>Operating expenses:</b> (notes 6(d), 6(u), 6(z), 7 and 12)					
6100	Selling expenses	1,617,562	3	1,320,250	3
6200	Administrative expenses	1,521,832	3	1,239,157	3
6300	Research and development expenses	156,411	-	101,172	-
<b>Total operating expenses</b>		<u>3,295,805</u>	<u>6</u>	<u>2,660,579</u>	<u>6</u>
<b>Net operating income</b>		<u>3,229,851</u>	<u>6</u>	<u>2,551,917</u>	<u>6</u>
<b>Non-operating income and expenses:</b>					
7100	Interest income	51,929	-	23,730	-
7010	Other income (notes 6(b), (c), (t) and (aa))	125,124	-	104,019	-
7020	Other gains and losses, net (notes 6(b), (g), (j), (t) and (aa))	346,212	1	(18,234)	-
7050	Finance costs (note 6(r))	(53,106)	-	(34,229)	-
7060	Share of profit of associates and joint ventures accounted for using equity method (note 6(g))	541,721	1	422,675	1
7670	Impairment loss (note 6(k))	-	-	(10,029)	-
		<u>1,011,880</u>	<u>2</u>	<u>487,932</u>	<u>1</u>
<b>Profit before tax</b>		<u>4,241,731</u>	<u>8</u>	<u>3,039,849</u>	<u>7</u>
7950	Less: Income tax expenses (note 6(v))	1,166,556	2	738,889	2
<b>Profit</b>		<u>3,075,175</u>	<u>6</u>	<u>2,300,960</u>	<u>5</u>
8300	<b>Other comprehensive income:</b>				
8310	<b>Items that will not be reclassified to profit or loss</b>				
8311	Gains (losses) on remeasurements of defined benefit plans	21,812	-	(3,683)	-
8316	Unrealized gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	(152,613)	-	208,426	1
8320	Share of other comprehensive income of associates and joint ventures accounted for using equity method, items that will not be reclassified to profit or loss	5	-	(51)	-
8349	Less: income tax related to items that will not be reclassified to profit or loss (note 6(t))	4,363	-	(734)	-
		<u>(135,159)</u>	<u>-</u>	<u>205,426</u>	<u>1</u>
8360	<b>Items that will be reclassified subsequently to profit or loss</b>				
8361	Exchange differences on translation of foreign financial statements	99,732	-	(35,275)	-
8399	Less: income tax related to items that will be reclassified to profit or loss (note 6(v))	19,669	-	(7,510)	-
		<u>80,063</u>	<u>-</u>	<u>(27,765)</u>	<u>-</u>
8300	<b>Other comprehensive income</b>	<u>(55,096)</u>	<u>-</u>	<u>177,661</u>	<u>1</u>
<b>Comprehensive income</b>		<u>\$ 3,020,079</u>	<u>6</u>	<u>2,478,621</u>	<u>6</u>
<b>Profit, attributable to:</b>					
8610	Attributable to owners of parent	\$ 3,018,478	6	2,294,458	5
8620	Attributable to non-controlling interests	56,697	-	6,502	-
		<u>\$ 3,075,175</u>	<u>6</u>	<u>2,300,960</u>	<u>5</u>
<b>Comprehensive income attributable to:</b>					
Attributable to owners of parent		\$ 2,963,382	6	2,472,119	6
Attributable to non-controlling interests		56,697	-	6,502	-
		<u>\$ 3,020,079</u>	<u>6</u>	<u>2,478,621</u>	<u>6</u>
<b>Earnings per share:</b> (note 6(x))					
9750	Basic net income per share	<u>\$ 16.61</u>		<u>12.63</u>	
9850	Diluted net income per share	<u>\$ 16.41</u>		<u>12.53</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES**

**Consolidated Statements of Changes in Equity**  
**For the years ended December 31, 2022 and 2021**  
**(Expressed in Thousands of New Taiwan Dollars)**

	Equity attributable to owners of parent										
	Retained earnings					Other equity		Total other equity	Total equity attributable to owners of parent	Non-control interests	Total equity
	Ordinary shares	Capital surplus	Legal reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income				
<b>Balance at January 1, 2021</b>	\$ 1,816,996	2,340,779	1,440,531	4,326,285	5,766,816	(100,032)	749,068	649,036	10,573,627	14,687	10,588,314
Profit for the year ended December 31, 2021	-	-	-	2,294,458	2,294,458	-	-	-	2,294,458	6,502	2,300,960
Other comprehensive income	-	-	-	(3,000)	(3,000)	(27,765)	208,426	180,661	177,661	-	177,661
Total comprehensive income	-	-	-	2,291,458	2,291,458	(27,765)	208,426	180,661	2,472,119	6,502	2,478,621
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	203,051	(203,051)	-	-	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	(1,453,597)	(1,453,597)	-	-	-	(1,453,597)	-	(1,453,597)
Changes in ownership interests in subsidiaries	-	2,369	-	-	-	-	-	-	2,369	-	2,369
Changes in equity of associates and joint ventures accounted for using equity method	-	2,051	-	-	-	-	-	-	2,051	-	2,051
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	260,887	260,887
Gain on attribute right	-	3	-	-	-	-	-	-	3	-	3
Balance at December 31, 2021	1,816,996	2,345,202	1,643,582	4,961,095	6,604,677	(127,797)	957,494	829,697	11,596,572	282,076	11,878,648
Profit for the year ended December 31, 2022	-	-	-	3,018,478	3,018,478	-	-	-	3,018,478	56,697	3,075,175
Other comprehensive income	-	-	-	17,454	17,454	80,063	(152,613)	(72,550)	(55,096)	-	(55,096)
Total comprehensive income	-	-	-	3,035,932	3,035,932	80,063	(152,613)	(72,550)	2,963,382	56,697	3,020,079
Appropriation and distribution of retained earnings:											
Legal reserve appropriated	-	-	229,146	(229,146)	-	-	-	-	-	-	-
Cash dividends	-	-	-	(1,598,956)	(1,598,956)	-	-	-	(1,598,956)	-	(1,598,956)
Changes in ownership interests in subsidiaries	-	(403)	-	-	-	-	-	-	(403)	-	(403)
Changes in equity of associates and joint ventures accounted for using equity method	-	(951)	-	-	-	-	-	-	(951)	-	(951)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(27,418)	(27,418)
<b>Balance at December 31, 2022</b>	<b>\$ 1,816,996</b>	<b>2,343,848</b>	<b>1,872,728</b>	<b>6,168,925</b>	<b>8,041,653</b>	<b>(47,734)</b>	<b>804,881</b>	<b>757,147</b>	<b>12,959,644</b>	<b>311,355</b>	<b>13,270,999</b>

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
TOPCO SCIENTIFIC CO., LTD. AND SUBSIDIARIES

**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2022 and 2021**  
(Expressed in Thousands of New Taiwan Dollars)

	2022	2021
<b>Cash flows from (used in) operating activities:</b>		
Profit before tax	\$ 4,241,731	3,039,849
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	383,023	338,347
Amortization expense	73,057	41,799
Expected credit loss	34,625	17,606
Net gain on financial assets and liabilities at fair value through profit or loss	(248,495)	(31,921)
Interest expense	53,106	34,229
Interest income	(51,929)	(23,730)
Dividends income	(70,984)	(37,249)
Share of profit of associates and joint ventures accounted for using equity method	(541,721)	(422,675)
Loss on disposal of property, plant and equipment, net	26,653	25,922
Gain on disposal of investments accounted for using equity method	-	(13,352)
Impairment loss	-	10,029
Gain on disposal of subsidiaries	-	(17,397)
Others	(12)	(559)
<b>Total adjustments to reconcile profit</b>	<b>(342,677)</b>	<b>(78,951)</b>
<b>Changes in operating assets and liabilities:</b>		
Changes in operating assets:		
Increase in contract assets	(753,067)	(414,997)
Increase in notes and accounts receivable	(142,052)	(1,010,982)
Decrease in inventories	(1,954,869)	(129,299)
Decrease in financial assets at fair value through profit or loss	52,174	106,205
Increase in other current assets	(405,396)	(143,674)
Decrease (increase) in other financial assets	(21,108)	8,246
<b>Total changes in operating assets</b>	<b>(3,224,318)</b>	<b>(1,584,501)</b>
Changes in operating liabilities:		
Increase in contract liabilities	1,008,721	280,862
Increase in notes and accounts payable	1,596,373	1,395,425
Increase in other current financial liabilities	319,787	184,092
Increase (decrease) in provisions	115,021	(102,675)
Decrease in refund liabilities	(1,672)	(11,180)
Decrease in other current liabilities	(4,679)	(276,078)
Decrease in others	(23,964)	(26,453)
<b>Total changes in operating liabilities</b>	<b>3,009,587</b>	<b>1,443,993</b>
<b>Total changes in operating assets and liabilities</b>	<b>(214,731)</b>	<b>(140,508)</b>
<b>Total adjustments</b>	<b>(557,408)</b>	<b>(219,459)</b>
Cash inflow generated from operations	3,684,323	2,820,390
Interest received	50,055	25,215
Dividends received	309,344	296,821
Interest paid	(53,040)	(34,209)
Income taxes paid	(807,131)	(511,351)
<b>Net cash flows from operating activities</b>	<b>3,183,551</b>	<b>2,596,866</b>
<b>Cash flows from (used in) investing activities:</b>		
Acquisition of financial assets at fair value through other comprehensive income	(278,623)	(167,841)
Proceeds from capital reduction of financial assets at fair value through profit or loss	13,984	18,993
Proceeds from liquidation of financial assets at fair value through profit or loss	-	777
Acquisition of investments accounted for using equity method	(30,406)	(10,000)
Proceeds from disposal of investments accounted for using equity method	-	1
Acquisition of property, plant and equipment	(368,588)	(405,530)
Proceeds from disposal of property, plant and equipment	6,891	3,528
Increase in refundable deposits	(137,899)	(141,329)
Acquisition of intangible assets	(23,260)	(10,488)
Net payment for acquisition of subsidiaries	(12,824)	(190,502)
Net cash received on disposal of subsidiaries	-	46,400
Decrease in other non-current assets	13,983	-
Increase in restricted assets	(58,634)	(93,002)
<b>Net cash flows used in investing activities</b>	<b>(875,376)</b>	<b>(948,993)</b>
<b>Cash flows from (used in) financing activities:</b>		
Increase (decrease) in short-term borrowings	(697,749)	57,587
Addition of long-term borrowings	624,080	350,120
Repayments of long-term borrowings	(79,851)	(87,688)
Increase in guarantee deposits received	81,544	62,944
Payment of lease liabilities	(139,545)	(116,360)
Cash dividends paid	(1,598,956)	(1,453,597)
Changes in non-controlling interests	(27,821)	(50,414)
Others	-	3
<b>Net cash flows used in financing activities</b>	<b>(1,838,298)</b>	<b>(1,237,405)</b>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<b>78,082</b>	<b>(30,459)</b>
<b>Net increase in cash and cash equivalents</b>	<b>547,959</b>	<b>380,009</b>
<b>Cash and cash equivalents at the beginning of period</b>	<b>3,751,564</b>	<b>3,371,555</b>
<b>Cash and cash equivalents at the end of period</b>	<b>\$ 4,299,523</b>	<b>3,751,564</b>

## Attachment 5.

### Topco Scientific Co., Ltd. Earnings Distribution Proposal for the Year 2022

Unit:NT\$	
Item	Amount
Unappropriated retained earnings of previous years	3,132,993,129
Add(Subtract) :	
Remeasurement of defined benefit plans	17,454,383
Adjusted unappropriated retained earnings of previous years	3,150,447,512
Net income of 2022	3,018,478,022
Retained earnings available for distribution as of December 31,2022	6,168,925,534
Subtract : 10% Leagal reserve	(303,593,241)
Distribution item- Dividends to common shares holders (cash dividend at NT\$6 per share)	(1,090,197,402)
Unappropriated retained earnings	4,775,134,891



Chairman: Jeffery Pan



President: Simon Tseng

Charles Lee



Chief Accounting Officer: Nicole Lee

## Attachment 6.

### Comparison Table of Revision to the Company's Articles of Incorporation

After the Revision	Before the Revision	Notes
<p>Article 5-1  <u>When the Company issues new shares, the employees who can subscribe for the shares include the employees of the subsidiaries who meet certain criteria, and the criteria and subscription methods shall be approved by resolution of the board of directors as delegated.</u>  <u>The recipients of the restricted stock awards issued by the Company include employees of the subsidiaries who meet certain criteria, and the criteria and distribution methods shall be approved by resolution of the board of directors as delegated.</u></p>	Text Added.	Text Added in accordance with Article 267 of the Company Act.
<p>Articles 9            Shareholders' meetings of the Company are of two types, namely: (1) general meetings and (2) special meetings. General meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.  <u>The Company may convene shareholders' meetings by video conference or through other methods as announced by the central competent authority.</u></p>	<p>Articles 9            Shareholders' meetings of the Company are of two types, namely: (1) general meetings and (2) special meetings. General meetings shall be convened, by the Board of Directors, within six (6) months after the close of each fiscal year. Special meetings shall be convened in accordance with the relevant laws, rules and regulations of the Republic of China.</p>	Text Amended in accordance with Article 172-2 of the Company Act.
<p>Articles 13            The Company shall have seven to <u>eleven</u> Directors, serving a term of office of three (3) years. Directors shall be elected under the candidate nomination system of directors set out in Article 192-1 of the Company Act at the shareholders meetings and are eligible for re-election and re-appointment. The election shall adopt the cumulative voting system.            The aforesaid Board of Directors must have at least three (3) Independent Directors. The number of Independent Directors shall constitute at least one-fifth or more of the total number of Directors. Independent Directors shall be elected from the list of Independent Directors' nominees. The qualification of Independent Directors shall comply with the relevant regulations of the governing authority.</p>	<p>Articles 13            The Company shall have seven to <u>nine</u> Directors, serving a term of office of three (3) years. Directors shall be elected under the candidate nomination system of directors set out in Article 192-1 of the Company Act at the shareholders meetings and are eligible for re-election and re-appointment. The election shall adopt the cumulative voting system.            The aforesaid Board of Directors must have at least three (3) Independent Directors. The number of Independent Directors shall constitute at least one-fifth or more of the total number of Directors. Independent Directors shall be elected from the list of Independent Directors' nominees. The qualification of Independent Directors shall comply with the relevant regulations of the governing authority.</p>	Amended the number of Directors.

After the Revision	Before the Revision	Notes
<p>Articles 22  These Articles of Incorporation were adopted on February 6, 1990...(omitted) the thirty-third on June 14, 2017; the thirty-fourth on June 10, 2019; the thirty-fifth on June 22, 2020; <u>the thirty-sixth on May 30, 2023.</u></p>	<p>Articles 22  These Articles of Incorporation were adopted on February 6, 1990...(omitted) the thirty-third on June 14, 2017; the thirty-fourth on June 10, 2019; the thirty-fifth on June 22, 2020.</p>	<p>Add revision dates.</p>

## Attachment 7.

### Comparison Table of Revision to the Company's Rules for Election of Directors

After the Revision	Before the Revision	Notes
<u>Deleted</u>	7. An elector shall enter an electee's name in the Electee field in the ballot; if the electee is a shareholder, the shareholder account number shall also be entered in the ballot additionally.	Text deleted in accordance with the candidate nomination system of directors.
8.A ballot shall be invalid under any of the circumstances below: <u>8.1 A ballot not prepared by persons with the right to convene.</u> <u>8.2 A blank ballot placed in the ballot box.</u> <u>8.3 A ballot with unclear or indecipherable writing or altered.</u> <u>8.4 A ballot with the name filled inconsistent with that in the list of director candidates.</u> <u>8.5 A ballot with other words filled in addition to the number of allocated voting rights.</u>	8.A ballot shall be invalid under any of the circumstances below: <del>8.1 A ballot not prepared in accordance with these Rules.</del> <del>8.2 A ballot not placed in the ballot box.</del> <del>8.3 A blank ballot placed in the ballot box.</del> <del>8.4 A ballot with unclear or indecipherable writing.</del> <del>8.5 A ballot with the electee's name, account number, and number of voting rights altered.</del> <del>8.6 A ballot with the electee's name entered indecipherable or inconsistent with that in the shareholder register.</del> <del>8.7 A ballot with other words or marks entered in addition to the electee's name or shareholder account number.</del> <del>8.8 A ballot with two or more electees who have the same name, without distinguishing information entered, making it impossible to identify the electee entered thereon.</del> <del>8.9 A ballot with the number of candidates entered exceeding the prescribed number of candidates.</del>	Text Amended in accordance with the candidate nomination system of directors.
12. These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting. These Rules were formulated on April 23, 1999. The first amendment was made on May 17, 2002. The second amendment was made on June 17, 2013. The third amendment was made on June 22, 2020. <u>The fourth amendment was made on May 30, 2023.</u>	12. These Rules and any amendments thereto shall come into force after being approved by the shareholders' meeting. These Rules were formulated on April 23, 1999. The first amendment was made on May 17, 2002. The second amendment was made on June 17, 2013. The third amendment was made on June 22, 2020.	Add revision dates.

## Attachment 8.

### List of non-competition restrictions on Directors

Title	Director	To release the non-competition restrictions
Director	Jeffery Pan	Chairman, Suzhou Topco Construction Ltd. Chairman, Shanghai Chong Yao Trading Co., Ltd. Directors, Topco Quartz products Co., Ltd.
Director	Simon Tseng	Chairman, Topco Scientific (Shanghai) Co.,Ltd. Chairman, Hong Kong Topco Trading Ltd. Chairman, Anyong Freshmart, Inc. Chairman, Kanbo Biomedical Co.,Ltd. Chairman, Taiwan E&M Systems Inc. Chairman, Asia Holding
Director	Charles Lee	Chairman, Topco International Investment Co.,Ltd. Chairman, Topchem Materials Co.,Ltd. Chairman, Topchip electronic Co. Ltd Chairman, Topscience(S) Pte Ltd. Directors, Shin-Etsu Opto Electronic Co., Ltd.
Director	Jia Pin Investment Development Company Limited representative: Joyce Lu	Chairman, Topco Investment Co., Ltd Chairman, Topco Group Ltd. Chairman, Asia Topco Investment Ltd. Supervisor, Unitech New Energy Engineering Co., Ltd. Directors, Tai Ying Industrial Corp. Directors, AmTrust Capital II Corp.
Independent Director	Hsin, Ta-Chih	Chairman, Seed Education Ltd. Co.