



TCC Group Holdings CO., LTD.
Minutes Of 2026 Annual General Shareholders' Meeting
(Translation)

Time and date: 9:00 A.M., Friday, May 22, 2026

Place: Cement Hall, 3F, No.113, Section 2, Zhongshan North Rd., Taipei City, Taiwan

Meeting type:

Physical shareholders meeting. The process of the shareholders' meeting is available via live streaming.

Total outstanding shares of the Company:

7,493,181,742 shares (deducting nonvoting stock 30,000,000 shares)

Total shares represented by shareholders present in person or by proxy:

5,494,840,753 shares

Percentage of shareholding of the shareholders present in person or by proxy:

73.33%

Present Directors:

An-Ping Chang, Yao-Hui Cheng, Kenneth C.M. Lo, Yu-Cheng Chiao, Sun-Te Chen, Jason Kang-Lung Chang, Kung-Yi Koo, Chien Wen, Li-Hsin Wang, Victor Wang (Chair of Audit Committee & Independent Director), Lynette Ling-Tai Chou (Independent Director), Ruu-Tian Chang (Independent Director), Man-Jung Chan (Independent Director)

Attendance:

Min-Chiang Chen, Attorneys-at-Law, Lee and Li
Ya-Ling Wong, CPA, Deloitte Taiwan

Chairman: An-Ping Chang, Chairman of the Board of Directors

Recorder: Kuo-Yu Tsai

Commencement:

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

I. Chairman’s Address (Omitted)

II. Reported Items

- (I) 2025 Business Report (see Appendix I)**
- (II) The Audit Committee’s Review Report (see Appendix II)**
- (III) Employees’ and directors’ compensation from 2025 profits.**

Explanatory Notes:

1. According to Article 25 of the Company’s Article of Incorporation, if the Company has a surplus, it shall (i) As the Employees' remuneration: 0.1% to 3% of the profit; no less than 10% of the total amount shall be allocated to grassroots employees; and (ii) As the Directors' remuneration: no more than 1% of the profit.
2. As the Company incurred a net loss for fiscal year 2025, no appropriation of employees’ compensation or directors’ remuneration shall be made for such year in accordance with the Articles of Incorporation. This matter was duly approved at the 22nd meeting of the 25th term of the Board of Directors of the Company.

(IV) Report on the Execution Status of the First Domestic Unsecured Ordinary Corporate Bond Issuance in 2025.

Explanatory Notes:

1. The Company issued domestic unsecured straight corporate bonds for the purpose of debt repayment. The issuance details are as follows:

Amounts in NTD ’000

Phase / Type	First Domestic Unsecured Ordinary Corporate Bond in 2025
Date of Resolution	December 12, 2025
Date of Issuance	December 23, 2025
Total Issuance Amount	16,300,000 Series A Corporate Bonds : 6,800,000/Series B Corporate Bonds : 2,000,000/Series C Corporate Bonds : 7,500,000
Face value per bond	1,000
Issue Price	NT\$100 (Issued At Par Value)

Term / Maturity	Series A Corporate Bonds : 6-year term, maturing on December 23, 2031 Series B Corporate Bonds : 12-year term, maturing on December 23, 2037 Series C Corporate Bonds : 15-year term, maturing on December 23, 2040
Coupon Rate	Fixed Annual Interest Rate Series A Corporate Bonds : 1.80% Series B Corporate Bonds : 2.10% Series C Corporate Bonds : 2.25%
Interest Payment Method	Interest shall accrue annually on the face value at the fixed coupon rate, with simple interest calculated once per year and paid once per year from the issue date.
Redemption Method	Redemption at Maturity
Trustee Institution	CTBC Bank Co., Ltd.
Principal and Interest Payment Agent	CTBC Bank Co., Ltd., Transfer Agency Department
Use of Funds / Execution Status	Funds were used to repay debt and were fully executed in the fourth quarter of 2025.

2. This matter has been duly reported to the 21st meeting of the 25th term of the Board of Directors of the Company for its record.

(V) Report on the Execution Status of the Share Repurchase Program.

Explanatory Notes:

1. This section reports on the Company's sixth and seventh treasury stock repurchase programs, with implementation details summarized as follows:

Unit: NTD/dollars

Repurchase Program	Sixth Repurchase Program
Date of Board Approval	June 30, 2025
Purpose of Repurchase	For the transfer of shares to employees
Class of Shares Repurchased	Common Shares
Scheduled Repurchase Period	July 1, 2025 to August 1, 2025
Scheduled Number of Shares to be Repurchased	10,000 lots (equivalent to 10,000,000 shares)

Repurchase Price Range	17.85-41.50 per share
Actual Repurchase Period	July 4, 2025 to July 9, 2025
Actual Number of Shares Repurchased	10,000 lots (equivalent to 10,000,000 shares)
Percentage of Actual Shares Repurchased to Total Issued Shares (%)	0.13%
Actual Amount of Shares Repurchased	246,980,915
Average Repurchase Price per Share	24.70
Percentage of Shares Repurchased to Scheduled Repurchase Quantity	100%
Number of Shares Transferred	None
Number of Shares Cancelled	None
Total Shares of the Company Held	30,000 lots (equivalent to 30,000,000 shares)
Cumulative Shares Held as a Percentage of Total Issued Shares (%)	0.39%
Reasons for Incomplete Execution	N/A

Note: For the procedures regarding the transfer of shares to employees under the Sixth Repurchase Program, please refer to Annex I.

Repurchase Program	Seventh Repurchase Program
Date of Board Approval	June 30, 2025
Purpose of Repurchase	To Safeguard the Company's Credit and Shareholders' Interests
Class of Shares Repurchased	Common Shares
Scheduled Repurchase Period	August 4, 2025 to August 29, 2025
Scheduled Number of Shares to be Repurchased	28,000 lots (equivalent to 28,000,000 shares)
Repurchase Price Range	17.85~41.50
Actual Repurchase Period	August 14, 2025 to August 25, 2025
Actual Number of Shares Repurchased	28,000 lots (equivalent to 28,000,000 shares)
Percentage of Actual Shares Repurchased to Total Issued Shares (%)	0.36%

Actual Amount of Shares Repurchased	656,204,639
Average Repurchase Price per Share	23.44
Percentage of Shares Repurchased to Scheduled Repurchase Quantity	100%
Number of Shares Transferred	None
Number of Shares Cancelled	28,000 lots (equivalent to 28,000,000 shares)
Total Shares of the Company Held	30,000 lots (equivalent to 30,000,000 shares)
Cumulative Shares Held as a Percentage of Total Issued Shares (%)	0.39%
Reasons for Incomplete Execution	N/A

2. This matter has been duly reported to the 21st meeting of the 25th term of the Board of Directors of the Company for its record.

III. Approval Items

(I) Business Report and Financial Statements of 2025.

(Proposed by the Board of Directors)

Explanatory Notes:

1. In accordance with Article 228 of the Company Act.
2. The 2025 business report, individual financial statements and consolidated financial statements were approved at the 22nd meetings of the 25th session of the Board of Directors of the Company, and the individual financial statements and consolidated financial statements were audited by independent auditors, Ms. Ya-Ling Wong and Ms. Hui-Min Huang, of Deloitte & Touche.
3. The foregoing financial statements have been reviewed and approved by the Audit Committee referred to Appendix I and Appendix III.
4. Please review and ratify.

Voting Results:

Shares represented at the time of voting: 5,366,320,017 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
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Votes in favor: 5,041,308,763 Votes	93.94%
Votes against: 31,338,647 Votes	0.58%
Votes invalid: 17,000 Votes	0.00%
Votes abstained: 293,655,607 Votes	5.47%

***including votes casted electronically (numbers in brackets)
RESOLVED, that the 2025 Business Report and Financial Statements
be and hereby were accepted as submitted.**

**(II) Proposal for the Distribution of Earnings for the 2025 Fiscal Year.
(Proposed by the Board of Directors)**

Explanatory Notes:

1. The proposed distribution of earnings for 2025 was made in accordance with Article 228 of the Company Act and Article 26 of the Articles of Incorporation of the Company.
2. The 2025 unappropriated retained earnings for the previous years are NT\$25,864,002,647. After taking into account the 2025 net loss for the year of NT\$11,617,608,337, the reversal of special reserve recognized from first adoption of TIFRS amounting to NT\$69,155,643, the disposal of investments in equity instruments measured at fair value through other comprehensive income of NT\$1,523,000,288, and deducting retained earnings due to investment adjustment under the equity method of NT\$167,167,921 and recognition of defined benefit plan remeasurements in retained earnings of NT\$215,574,833, the total earnings available for distribution amounted to NT\$15,455,807,487. It is proposed that the Company distribute preferred share dividends of NT\$405,250,000. After distribution of the dividends, the 2025 unappropriated retained earnings at the end of the year will amount to NT\$15,050,557,487.
3. Upon approval of the resolution by the shareholders at the Annual General Meeting, the Chairman of the Board of Directors is hereby authorized to set a separate ex-dividend date and payment date for the distribution of cash dividends in proportion to the shareholders and their shareholdings as recorded in the shareholders' register on such date,

with the total cash dividends to be distributed to each preferred shareholder being up to the amount of NT\$ (rounded down to the nearest NT\$) and the excess amount being included in the Company's other income.

4. Please refer to Annex II for the statement on the distribution of earnings for 2025.
5. The resolution was approved at the 22nd meeting of the 25th Board of Directors of the Company and submitted to the Audit Committee for review and approval.
6. Please review and ratify.

Voting Results:

Shares represented at the time of voting: 5,366,320,017 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 5,075,909,777 Votes	94.58%
Votes against: 2,854,245 Votes	0.05%
Votes invalid: 17,000 Votes	0.00%
Votes abstained: 287,538,995 Votes	5.35%

***including votes casted electronically (numbers in brackets)
RESOLVED, that the above proposal be and hereby was approved
as proposed.**

IV. Discussion Items

**(I) Proposal for Cash Distribution from Capital Surplus.
(Proposed by the Board of Directors)**

Explanatory Notes:

1. The proposed cash distribution from capital surplus was made in accordance with Article 241 of the Company Act and Article 27 of the Articles of Incorporation of the Company.
2. It is proposed to distribute a total amount of NT\$5,994,545,394 from capital surplus of the share premium of ordinary shares, the distribution

shall be made to shareholders registered on the shareholders' register as of the record date for the cash distribution from capital surplus, at a rate of NT\$0.8 per ordinary share.

3. The Chairman of the Board of Directors is hereby authorized to exercise his full authority to revise the dividend distribution rate in the event that the number of outstanding shares is affected by the conversion of unsecured ECBs into ordinary shares, or the transfer or cancellation of treasury shares, etc., which may result in a change to the distribution rate.
4. Upon approval of the resolution by the shareholders at the Annual General Meeting, the Chairman of the Board of Directors is hereby authorized to set a separate ex-dividend date and payment date for the distribution of cash dividends in proportion to the shareholders and their shareholdings as recorded in the shareholders' register on such date, with the total cash dividends to be distributed to each ordinary shareholder being up to the amount of NT\$ (rounded down to the nearest NT\$) and the excess amount being included in the Company's other income.
5. The resolution was approved at the 22nd meeting of the 25th Board of Directors of the Company and submitted to the Audit Committee for review and approval.
6. Please review and ratify.

Voting Results:

Shares represented at the time of voting: 5,366,379,935 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 5,078,871,021 Votes	94.64%
Votes against: 2,452,546 Votes	0.04%
Votes invalid: 17,000 Votes	0.00%
Votes abstained: 285,039,368 Votes	5.31%

***including votes casted electronically (numbers in brackets)
RESOLVED, that the above proposal be and hereby was approved
as proposed.**

**(II) Proposal for Amendments to the Articles of Incorporation.
(Proposed by the Board of Directors)**

Explanatory Notes:

1. To support the Company's business development needs and diversification strategy, it is proposed that the Company expand its scope of business operations to include the following activities :
 - (1) Other Chemical Materials Manufacturing (C801990)
 - (2) Other Chemical Products Manufacturing (C802990)
 - (3) Wholesale of Chemical Feedstock (F107200)
 - (4) Retail Sale of Chemical Feedstock (F207200)
2. The resolution was duly approved at the 22nd meeting of the 25th Board of Directors of the Company. For the corresponding table of the proposed amendments, please refer to Annex III.
3. Please review and ratify.

Voting Results:

Shares represented at the time of voting: 5,366,379,935 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 5,077,641,219 Votes	94.61%
Votes against: 2,652,359 Votes	0.04%
Votes invalid: 17,000 Votes	0.00%
Votes abstained: 286,069,357 Votes	5.33%

***including votes casted electronically (numbers in brackets)**

**RESOLVED, that the above proposal be and hereby was approved
as proposed.**

**(III) Proposal for Amendments to the Procedures for
Acquisition or Disposal of Assets.
(Proposed by the Board of Directors)**

Explanatory Notes:

1. In accordance with the directive No. 1140383333 issued by the Financial Supervisory Commission on July 24, 2025, certain provisions of the “*Regulations Governing the Acquisition or Disposal of Assets by Public Companies*” have been amended.
2. The resolution was duly approved at the 22nd meeting of the 25th Board of Directors of the Company. For the corresponding table of the proposed amendments, please refer to Annex IV.
3. Please review and ratify.

Voting Results:

Shares represented at the time of voting: 5,366,379,935 Votes

Voting Results including votes casted electronically (numbers in brackets)	% of the total represented share present
Votes in favor: 5,078,042,226 Votes	94.62%
Votes against: 2,262,524 Votes	0.04%
Votes invalid: 17,000 Votes	0.00%
Votes abstained: 286,058,185 Votes	5.33%

***including votes casted electronically (numbers in brackets)
RESOLVED, that the above proposal be and hereby was approved
as proposed.**

Questions from Shareholders and Responses from the Company

Due to the numerous questions raised by shareholders prior to and during the meeting, the Chairman or the designated management representatives provided detailed responses to each inquiry at the meeting. For the purpose of these minutes, the shareholders’ questions are categorized into major topics, and the key responses from the Chairman or the designated management representatives are summarized below.

Shareholders raised questions regarding the Company’s cement and new energy businesses, operating results, asset revitalization, European market, battery

investments, management control, and industrial transformation. A summary of the key responses provided by the Chairman or the designated management representatives is set forth below:

【Cement and New Energy Businesses】

In response to the slowdown in demand in the cement market and structural adjustments in Mainland China, the Company has continued to promote its internationalization and diversification strategies in recent years. The Company has progressively expanded into international markets, including Europe, Africa, and Turkey, to mitigate the impact of fluctuations in a single market and enhance long-term competitiveness.

In the cement business, the Company continues to expand its international presence through OYAK Cement in Turkey and Cimpor in Portugal. These markets are driven by demand from urban renewal, infrastructure development, and low-carbon transformation, which helps enhance earnings quality and strengthen overall operational resilience.

In the new energy business, the Company will continue to focus on energy storage, power trading, charging infrastructure, and green energy, and gradually establish an energy business platform with long-term growth potential.

【Operating Results of the Company】

After the acquisition of NHOA in 2021, it has been listed as a subsidiary of the Company. The related valuations are conducted in accordance with International Financial Reporting Standards (IFRS) and are not based on stock market prices. The Company recognizes investment gains and losses annually based on NHOA's operating results and performs regular impairment assessments.

With respect to the overall investment planning of the energy business, the Company has transitioned from traditional industries into the fields of energy storage and new energy, which constitute long-term strategic industrial investments. Such investments are not expected to generate short-term returns or profitability. The Company will continue to prudently advance the development of related businesses in line with industry trends, technological advancements, and market demand.

As to the impact of dividend distributions from capital surplus on the Company's

credit rating, credit rating agencies primarily focus on leverage and cash flow metrics, including the Net Debt-to-EBITDA ratio, liquidity, and cash flow generation. The current dividend distribution from capital surplus has had a limited impact on the Company's overall financial profile and therefore does not have a material impact on the Company's BBB- credit rating.

【Asset Revitalization】

The Company currently holds substantial land and industrial assets in Taiwan, Mainland China, and Europe. Some of these assets have potential for redevelopment and value enhancement. At present, certain assets are being planned and integrated for low-carbon energy applications, energy storage, renewable energy facilities, and other high value-added uses.

Going forward, the Company will prudently advance relevant asset optimization and revitalization initiatives in line with market conditions, regulatory requirements, and the overall strategy of the Group. Through these efforts, the Company aims to enhance asset utilization efficiency, generate stable cash flows, and create sustainable long-term value for shareholders.

【European Market】

The Company believes that, despite recent external challenges, including fluctuations in energy prices, evolving carbon policies, and geopolitical uncertainties, the long-term outlook for Europe remains firmly supported by the transition toward low-carbon products and greater energy self-sufficiency.

As stated by Chairman Nelson Chang during the meeting, not all investments are expected to generate immediate returns or short-term profitability. The Company entered the European energy market from the ground up, which inevitably required a period of learning, capability building, and operational adaptation. Over the past few years, the Company has successfully gained a solid understanding of the core operating mechanisms of the European power market. At present, no other Taiwanese company possesses comparable capabilities in energy trading within Europe, which constitutes a key competitive advantage of the Company's international expansion.

In the cement business, the Company continues to promote the use of alternative

fuels and raw materials, low-carbon products, and renewable energy, thereby helping to reduce future carbon cost pressures and enhance competitiveness.

With respect to the development of European capital markets, the primary objective is to enhance asset value and capital efficiency, rather than pursue asset transfers. By leveraging local capital markets, the Company aims to improve asset visibility, attract long-term capital, and optimize capital allocation. Under the principles of prudent investment, disciplined risk management, and enhanced capital efficiency, the Company will continue to dynamically adjust its operational and investment strategies to capture market opportunities while creating sustainable long-term value for shareholders.

【Battery Investment】

With respect to the fire incident at Molie Quantum Energy Corporation (MQE) battery plant, the Chairman publicly acknowledged the Company's responsibility during the meeting. In terms of the substantive financial impact, the Company's investee, TCC Recycle Energy Technology Company, is expected to maintain a positive EBITDA in the first half of fiscal year 2026.

At present, the primary task of the Kaohsiung MQE battery plant is the safe removal of on-site materials and waste, in strict compliance with applicable environmental regulations and with due consideration for the living environment of surrounding communities. Based on current project plans, this phase of cleanup and disposal work is expected to take at least six months. As for the subsequent plant reconstruction and the specific timeline for resuming operations, no internal plan or decision has been made at this stage.

Following this incident, the Company will adopt a more prudent approach in reviewing the long-term development model and capital allocation strategy of its battery business. The Company is currently conducting a comprehensive assessment of MQE, including potential strategic options such as adjustments to its operating structure, international strategic cooperation, the introduction of external strategic investors, and other feasible capital and equity arrangements. Going forward, the Company will continue to closely monitor market conditions, industry developments, and the evolution of its overall Group strategy, and will prudently formulate and implement its future plans accordingly.

【Management Control】

As a publicly listed company, the Company maintains an open and transparent ownership structure, enabling all investors to participate in the capital markets in accordance with applicable laws and regulations. Over the past years, the Company's management team has sustained stable operations and has consistently attached great importance to protecting shareholders' rights and ensuring the effective implementation of corporate governance mechanisms.

【Industrial Transformation】

In response to shareholders' recommendations regarding the Company's "dual transformation strategy of low carbon and energy transition," including suggestions to further position the Company toward technology and infrastructure development and to reclassify its stock category as "Green Energy and Environmental Protection," the Company acknowledges that such proposals are constructive and valuable. Nevertheless, for TCC, stock code "1101" is not only the first stock code listed on the Taiwan securities market, but also one with significant historical importance. Accordingly, the Company intends to retain its existing stock code.

With regard to the development of new energy and green energy businesses, the Company has already advanced such initiatives through flexible cross-border capital allocation. Going forward, when promoting the listing (IPO) of its European subsidiaries in local capital markets, the Company will position and operate these businesses under industry classifications such as low-carbon cement and new energy. This will further enhance the visibility of the Company's transformation and strengthen its recognition among international investors and capital markets.

V. Ad Hoc Motions: None.

VI. Meeting Adjourned: 11:12 AM, May 22, 2026

Appendix I : 2025 Business Report

2025 Annual Business Report

In 2025, TCC Group Holdings Co., Ltd. ("TCC") recorded consolidated revenue of NT\$149.8 billion, representing a 3.1% decrease from the previous year. The consolidated gross profit margin was 18.4%, down 2.8 percentage points year over year. Net loss attributable to shareholders of the corporation was NT\$11.618 billion, and loss per share was NT\$1.60. Net cash provided by operating activities amounted to NT\$33.192 billion, up 4.4% year over year, indicating continued solid operating cash flow. As of the reporting date, the Company's international long-term issuer credit rating remained at "BBB-" with a Stable outlook.

Item	Consolidated Revenue	Gross Profit Margin	Net Income (Loss) Attributable to Shareholders of the Corporation	Cash flows from operating activities	Earnings (Loss) per Share
Amount/%	NT\$149.8 billion	18.4%	(NT\$11.618 billion)	NT\$33.192 billion	(1.60)
Compared with the Previous Year	-3.1%	-2.8%	-203.2%	4.4%	(3.05)

In July 2025, the International Monetary Fund (IMF) noted in its World Economic Outlook Update that, despite multiple headwinds, the global economy continued to demonstrate stronger-than-expected resilience. Benefiting from front-loaded demand associated with tariff adjustments, a decline in effective tariff levels, and more proactive fiscal stimulus among major economies, the IMF raised its 2025 global GDP growth forecast to 3.0%, reflecting the supportive impact of policy recalibration and improving financial conditions on overall economic activity.

The IMF further cautioned that while global inflation continued to moderate in 2025, price levels in most countries remained above central bank targets, placing monetary authorities under increasing pressure to strike a delicate balance between containing inflation and sustaining growth. Moreover, rising trade protectionism, escalating geopolitical tensions, and challenges to central bank independence could dampen investment,

trade, and consumer confidence, thereby adding uncertainty to the global recovery.

In Mainland China, the IMF's Article IV Consultation Report released in December 2025 raised the 2025 GDP growth projection to 5.0%, reflecting policy stimulus, lower effective tariffs, and a recovery in external demand that together supported a near-term stabilization. Nevertheless, the Chinese economy continues to face structural challenges, including subdued domestic demand, low inflation, ongoing real estate sector adjustments, and mounting fiscal pressures at the local government level, all of which underscore persistent medium- to long-term risks. Against this backdrop, TCC is proactively advancing its capacity optimization strategy in line with Mainland China's capacity-replacement policies, phasing out low-efficiency and idle capacity, consolidating capacity into strategically advantaged core plants, and driving regional integration to enhance cost efficiency and operating performance. These initiatives are positioning the Mainland cement business to become "leaner and stronger" and lay a foundation for margin recovery over the medium term.

In Europe and Turkey, the Company's cement operations continued to deliver resilient profitability. Looking ahead, the Company expects multi-faceted tailwinds—including the implementation of the EU Carbon Border Adjustment Mechanism (CBAM) driving demand for low-carbon cement, the rollout of infrastructure programs and building renovation initiatives across multiple European countries, and the medium-term growth momentum associated with post-war reconstruction in Ukraine, the Company's European subsidiary, Cimpor, has secured usage rights at the Port of Bristol in the United Kingdom, further strengthening its regional supply chain positioning. Overall, the outlook for the European cement market remains constructive, with positive fundamentals expected to support the Company's continued expansion and long-term development in the region.

In recent years, TCC has actively advanced its green transformation, earning high recognition from external institutions, including:

- Taiwan's inaugural Environmental Product Declaration (EPD) certifications for both cement and concrete
- The Grand Award (top honor) at the 4th Net-Zero Industry Competitiveness

Awards

- ISO 20400 Sustainable Procurement certification
- An "AAA" rating by the Taiwan Impact Profile (TIP) Sustainability Ratings
- Top 5% in the Corporate Governance Evaluation for three consecutive years—the only company from Taiwan's building materials industry to do so
- Passing Science Based Targets initiative (SBTi) validation and setting a 1.5°C-aligned decarbonization target; and publication of the Company's first Human Rights and Environmental Due Diligence Report.

These achievements demonstrate TCC's strong performance in green transformation and sustainable development.

Based on the current year's demand outlook and capacity planning, the Company has established the following consolidated sales targets: For Taiwan and Mainland China, total sales are targeted at 38.12 million metric tons of cement and clinker, and 6.19 million cubic meters of ready-mixed concrete. For Europe and Türkiye, total sales are targeted at 17.83 million metric tons of cement and clinker, and 8.75 million cubic meters of ready-mixed concrete.

Cross-sector Symbiosis, Waste and Carbon Reduction

TCC actively assists industries—including semiconductors, steel, power plants, water treatment facilities, and construction materials, as well as government agencies at all levels—in the non-hazardous treatment and resource recycling of industrial waste and household waste. Through this strategy, certain waste materials are utilized as alternative raw materials to replace natural resources such as limestone, clay, silica sand, and iron slag in the cement production process. In addition, the calorific value generated during the treatment of industrial and municipal waste can be harnessed as alternative fuel, effectively reducing coal consumption and significantly lowering carbon emissions associated with the cement manufacturing process.

In response to the challenges associated with the treatment of construction and demolition waste arising from urban renewal and old-building redevelopment in Taiwan, TCC established a construction waste treatment facility at its Hualien Plant.

The facility focuses on the recycling and reuse of construction waste, transforming such materials into sustainably circular resources. In 2025, the facility processed approximately 6,000 metric tons of construction waste.

According to statistics covering the period from 2019 to 2025, the substitution rate of alternative raw materials at the TCC's Taiwan cement plants increased from 19.1% to 19.4%. Starting from 2026, the Company will further prioritize the reuse of industrial waste from the electronics sector and construction waste to continue increasing the substitution ratio. With respect to alternative fuels, since 2020, the thermal substitution rate has increased from 0.2% to 10%. As feeding equipment continues to be enhanced, more material progress is expected from the fourth quarter of 2026 onward.

Through these efforts, TCC not only enhances the effective utilization of waste and advances resource recycling, but also makes a meaningful contribution to environmental protection.

Low-carbon Building Materials, Diversified Development

As the carbon pricing era officially takes effect, TCC has proactively introduced a diverse range of low-carbon building materials, providing comprehensive carbon-reduction solutions for the building and construction industries. These innovative products include low-carbon cement, low-carbon concrete, permeable concrete, and Ultra-High Performance Concrete (UHPC), addressing the growing market demand for sustainable building materials.

Low-carbon Cement

The low-carbon Portland limestone cement produced by TCC is capable of fully replacing traditional Portland cement, while offering superior early strength and lower carbon emissions. The product has been widely recognized by the market. In addition to existing carbon footprint and low-carbon circular building material certifications, TCC obtained Taiwan's first dual Environmental Product Declaration (EPD) certifications for both cement and concrete in 2025.

Specifically, Portland limestone low-carbon cement produced at the Heping Plant

and Su'ao Plant, as well as Portland limestone cement concrete produced at the Taipei Plant, have all been certified with Type III EPD, marking a significant milestone in comprehensive environmental impact disclosure for Taiwan's building materials industry.

Low-carbon Concrete

Compared with conventional concrete, low-carbon concrete manufactured with Portland limestone cement demonstrates improved workability, enhanced constructability, and higher early strength. In 2025, sales of Portland limestone cement concrete in Taiwan exceeded 3 million cubic meters, reflecting steadily increasing market acceptance.

In addition, TCC has successfully developed Ultra-Low Carbon Concrete (ULCC) formulations and completed engineering application validation, providing the market with more advanced carbon-reduction solutions. ULCC is currently undergoing application for carbon label certification with the competent environmental authority and, once obtained, is expected to further strengthen TCC's competitive position in the low-carbon building materials market.

Permeable Concrete

Leveraging recycled aggregates derived from construction and demolition waste, TCC has developed high-strength, high-performance permeable concrete capable of effectively enhancing stormwater infiltration. This material helps mitigate flood and water-logging risks during extreme rainfall events, alleviates pressure on urban drainage systems, contributing to the development of more climate-resilient cities.

Ultra-High Performance Concrete (UHPC)

TCC is the first company in Taiwan to possess UHPC production capabilities and proprietary technologies, having successfully developed UHPC materials with compressive strength reaching 180 MPa. UHPC applications have continued to expand into diversified building material solutions, including precast components, cast-in-place materials, self-leveling compounds, KT panels, 3D-printing materials, sprayed finishes, and decorative applications. These developments further reinforce

TCC's position as an integrated provider of multi-material, low-carbon, service-oriented solutions.

TCC plans to launch a new bagged self-leveling compound product in the second quarter of 2026. While maintaining industry-standard workability, the product delivers compressive strength exceeding twice the market average, alongside superior early strength, effectively meeting professional construction requirements.

In addition, by integrating new energy technologies, TCC has developed the UHPC energy storage cabinet, Energy Ark, which features three core safety characteristics—fire resistance, thermal insulation, and automatic fire suppression. Energy Ark has secured 26 global patents and is backed by third-party liability insurance, providing a comprehensive safety solution for energy storage application.

Sustainable Green Energy Supports Life

Guided by its long-term commitment to achieving net-zero emissions, TCC Green Energy Corporation continues to identify and develop new renewable energy project sites, actively expanding a diversified renewable energy portfolio.

In the solar energy segment, agrivoltaic projects—including the Yizhu Phase II and Longjiang development projects in Chiayi County—have continued to progress steadily. During 2025, the Yizhu Phase II project obtained approval for permitted land use within the designated non-construction zone and is currently applying to the Ministry of Economic Affairs for construction permits. The Company expects to complete construction and connect the entire site to the grid in 2026.

In geothermal power generation, TCC's Hongye Geothermal Project located in Yanping Township, Taitung County, completed partial unit grid connection and commenced commercial power supply in 2025. The remaining units are expected to be connected to the grid and undergo system optimization in 2026. Upon full completion, the Hongye project will become Taitung County's first megawatt-scale, non-intermittent renewable energy power plant, providing stable baseload renewable electricity.

With respect to wind power, the Shimen Wind Power Project in Shimen District,

New Taipei City, has entered the environmental impact assessment (EIA) committee review stage. Relevant regulatory procedures are continuing, while the Company maintains ongoing communication with local communities to clearly explain project plans and anticipated benefits, ensuring transparency and consensus-building throughout the development process.

Global Energy Storage, Virtual Power Grid

Energy storage is a critical pillar of TCC's energy industry value-chain. Through its subsidiaries NHOA Energy and TCC Energy Storage Technology Corporation, the Group has achieved a cumulative global energy storage deployment of approximately 4.0 GWh (including both commissioned and under-construction projects) across Europe, the Americas, Australia, Mainland China, and Taiwan. .

In Taiwan, a total of 195 MW of E-dReg energy storage systems—including self-developed projects and projects implemented for Group affiliates—have been successfully deployed on Taipower's electricity trading platform. As of the end of February 2026, TCC's market share in this segment reached 19.1%. In addition, the Company has accumulated AFC and s-Reg energy storage resources, and, through integration with cement plant dispatch operations, provides approximately 40 MW of supplemental reserve service.

Furthermore, during the first and second quarters of 2026, TCC will complete the installation of 12 MWh and 32.8 MWh of behind-the-meter energy storage systems at two cement plants in Taiwan, respectively. These systems will not only support peak shaving and load shifting to reduce electricity costs, but also enhance the plants' capability to participate in supplemental ancillary services and demand response mechanisms.

TCC Energy Storage Technology Corporation continues to advance energy storage technology innovation and application development. Since 2023, the Company has launched the EnergyArk series of energy storage cabinets, featuring flame-retardant, heat-resistant, and integrated fire-suppression capabilities, and protected by multiple patents.

EnergyArk1000 has been deployed at multiple technology manufacturing sites in

Taiwan, including Molie Quantum Energy Corporation and RiTdisplay Corporation, supporting peak shaving, electricity cost reduction, and participation in real-time reserve power markets. In addition, demonstration sites ranging from 1 MWh to 6 MWh have been established at hotels in Italy, factories in Portugal, and office buildings in Hangzhou, Mainland China, and were progressively commissioned during 2025.

To address more diverse application scenarios, TCC Energy Storage Technology Corporation introduced the EnergyArk400 system in 2024, featuring a 1C discharge rate and a more compact footprint, enabling integrated green charging and energy storage solutions across a wide range of use cases.

Leveraging the Group's Italian subsidiary Atlante, which has already established over 1,300 charging stations and 5,300 charging points across Europe, TCC Energy Storage Technology Corporation began collaborating with Atlante in the second quarter of 2025 to deploy integrated energy storage systems at charging stations in France, Italy, and Portugal, in some cases paired with solar photovoltaic systems. These initiatives are progressively forming "charging-and-storage microgrids" that integrate charging, energy storage, and electricity trading, thereby advancing the Energy-as-a-Service business model.

As of February 2026, 20 sites had been completed in France, Italy, and Portugal, with an additional 14 sites under construction, and the Company aims to enter the French electricity trading market by the third quarter of 2026.

Looking ahead, TCC Energy Storage Technology Corporation plans to launch the next-generation EnergyArk418 system in 2026, featuring plug-and-play functionality and enhanced cost competitiveness. Beginning in the second quarter of 2026, the Company intends to deploy the system across France, Italy, Spain, Portugal, and Switzerland, with the goal of establishing a comprehensive cross-border charging-and-storage microgrid network by the end of 2028, thereby accelerating the scalability and sustainability of TCC's energy technology portfolio.

Integrated Charging and Storage, Green Mobility

With the rapid growth of the electric vehicle (EV) market, TCC Energy Storage

Technology Corporation has actively promoted integrated charging and energy storage applications. The Company has progressively established charging-and-storage integrated stations at multiple locations, including Zhishan in Taipei, Neihu Taikoo Volkswagen, TCC Taipei Plant, UNIQLO Kaohsiung, as well as the Su'ao Crayon Factory, Ta-Tong Su'ao Station, and Taiwan Sugar Corporation facilities in Hualien and Taitung.

These facilities not only provide fast and reliable charging services for EV owners, but also enhance the resilience of Taiwan's power grid and support cities and enterprises in accelerating their energy transition.

In addition, TCC Energy Storage Technology Corporation has completed aggregation (Battery-to-Grid, B2G) performance testing with Taipower for multiple charging-station energy storage systems and factory-based energy storage systems, successfully passing reverse power flow capability verification. The aggregated energy storage capacity has subsequently been deployed in the electricity trading market, demonstrating the Company's tangible contributions to grid support, dispatch flexibility, and energy management.

Turning Crisis into Opportunity, Accelerating Global Expansion

The year 2025 marked a pivotal period of resilience and transformation for TCC's battery business. In the face of volatility in the lithium-ion battery market and the suspension of production lines caused by the fire incident at the Molie Quantum Energy Corporation (Kaohsiung) plant, the Company swiftly redeployed production capacity at the Southern Taiwan Science Park facility and advanced overseas OEM manufacturing arrangements in Malaysia, reassuring and retaining the confidence of key customers.

Although the financial performance of the battery business in 2025 recorded a loss due to one-off disaster-related losses and impairment charges, TCC's forward-looking deployments in areas such as AI data-center backup power units (BBU) and electric vertical takeoff and landing (eVTOL) aircraft have begun to deliver tangible progress. Going forward, the battery business will evolve from a strategy centered on "deep technological development and lean manufacturing"

toward a core strategy of "global supply-chain orchestration and technology monetization," with the following priorities:

1) Establishing a Position in the AI Supply Chain:

Leveraging MoliceL's technological advantages, the Company aims to expand its market share of BBU solutions for AI data centers in Europe and the United States, building a stable and recurring profit engine.

2) Deepening the Asset-Light Operating Model:

The Company will accelerate brand and technology licensing, combining its proprietary know-how with the manufacturing capabilities of overseas partners to generate stable royalty income and profit-sharing, while diversifying production locations and mitigating single-site risk.

3) Driving the Low-Altitude Economy:

As aerial vehicles obtain airworthiness certifications, TCC will further develop aerospace-grade battery applications to capture rapidly growing demand, thereby establishing a high-technology competitive moat.

Resilience and Value Realization

In March 2025, TCC successfully issued US\$350 million of unsecured green convertible bonds. In June, the Company obtained a five-year €500 million green loan. In December of the same year, TCC further issued senior unsecured corporate bonds with fixed-rate maturities of six, twelve, and fifteen years, totaling NT\$16.3 billion.

In parallel, the Company actively divested non-core assets to maintain a robust financial position and preserve its investment-grade international credit rating.

Looking ahead, TCC will continue to advance its sustainability transformation around three core pillars—low-carbon building materials, resource circularity, and green energy—while deepening its global footprint and expanding its green supply chain and renewable energy development. Guided by the spirit of "embracing change amid volatility," TCC will leverage technological innovation, transparent

governance, and cross-border collaboration to enhance resilience and to execute a sustainability blueprint that balances environmental, social, and economic value.

Chairman: An-Ping Chang

President: Yao-Hui Cheng

Chief Accounting Officer: Ming-Jen Yu

Appendix II : Audit Committee's Review Report

Audit Committee's Review Report

The Board of Directors of TCC Group Holdings CO., LTD. has prepared the Company's 2025 Business Report, Consolidated and Standalone Financial Statements, and the proposal for the allocation of earnings. The CPA firm Deloitte & Touche was retained to audit the Company's Financial Statements and it has issued an audit report on the Financial Statements. The Business Report, Financial Statements, and the earnings allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of TCC Group Holdings CO., LTD.. According to Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To
TCC Group Holdings CO., LTD.
2026 Annual General Shareholders' Meeting

TCC Group Holdings CO., LTD.
Audit Committee Convener: Victor Wang
March 11, 2026



Appendix III :Financial statements

Financial statements



勤業眾信

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INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
TCC Group Holdings CO., LTD.

Opinion

We have audited the accompanying parent company only financial statements of TCC Group Holdings CO., LTD. (the “Corporation”), which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the “parent company only financial statements”).

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 parent company only financial position of the Corporation as of December 31, 2025 and 2024, and its parent company only financial performance and its parent company only 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 the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors’ Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Corporation 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion based on our audits and the reports of other auditors.

Key Audit Matters

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

The key audit matters identified in the Corporation’s parent company only financial statements for the year ended December 31, 2025 are described as follows:

Revenue Recognition of Cement Sales

The Corporation is mainly engaged in the production and sale of various cement and cement products. Revenue from the sale of cement fluctuates frequently due to changes in raw material prices, market supply and demand and the economic environment; in addition, related revenue is recognized at the point in time when the customer collects the cement and the performance obligations are satisfied. Therefore, the validity of revenue recognition of cement sales is considered a key audit matter for the year ended December 31, 2025. Our main audit procedures performed in respect of the aforesaid key audit matter include understanding and testing the design and operating effectiveness of the internal controls related to the revenue from cement sales, and random inspection of the contracts, factory orders and delivery documents from the sales details and testing the collection information in order to verify the validity of revenue recognition of cement sales.

Recognition of Disaster Losses from Subsidiaries Accounted for Using the Equity Method

As of December 31, 2025, the carrying amount of the Corporation's investments in TCC Recycle Energy Technology Company, accounted for using the equity method, was NT\$2,457,576 thousand. For the year ended December 31, 2025, the Corporation's share of loss from the aforementioned investment accounted for using the equity method amounted to NT\$6,714,771 thousand. The recognized share of loss was primarily attributable to a fire incident that occurred on July 14, 2025, at Molie Quantum Energy Corporation, a subsidiary of TCC Recycle Energy Technology Company, which caused damage to certain property, plant and equipment and inventories. For the year ended December 31, 2025, disaster losses amounting to NT\$17,837,023 thousand were recognized, and insurance proceeds of NT\$2,265,000 thousand were fully received, resulting in a net disaster loss of NT\$15,572,023 thousand. Based on the scope and extent of the damaged assets, the subsidiary estimated the losses arising from the incident and negotiated the settlement amount with the insurance company. As this constituted a significant event for the year ended December 31, 2025, the assessment of disaster losses involved substantial management judgment and accounting estimates, therefore, the accuracy of the recognition of disaster losses is considered a key audit matter for the year ended December 31, 2025.

Our main audit procedures performed in respect of the aforesaid key audit matter include obtaining an understanding of the basis on which management assessed and recognized the disaster losses, obtaining the disaster loss calculation schedule and reviewing the accuracy of the asset impairment calculations, as well as the reasonableness of the estimated damaged areas of buildings based on floor area, performing sample checks of damaged inventory and equipment listings against the lists approved by the customs authorities, obtaining the fire incident closure report issued by an independent third-party surveyor and the co-insurance claim settlement lists to verify the accuracy of the recognition of insurance claim income, and reviewing the reasonableness and accuracy of the accounting treatment for disaster losses and related provisions.

Other Matter

The financial statements of OYAK Çimento Fabrikaları A.Ş., a subsidiary held through TCC Dutch Holdings B.V. for the years ended December 31, 2025 and 2024, were audited by other auditors. Our opinion, insofar as it relates to the amounts included for the investee in the financial statements, is based solely on the reports of the other auditors. The aforementioned investments accounted for using the equity method were NT\$42,202,505 thousand and NT\$41,042,558 thousand, representing 10.6% and 10.2% of the total assets as of December 31, 2025 and 2024, respectively. For the year ended December 31, 2025 and 2024, the Corporation's share of income from the aforementioned investments accounted for using the equity method were NT\$2,586,857 thousand and NT\$3,041,041 thousand, representing 20.6% and 25.1% of the loss before income tax, respectively.

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

parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the Corporation'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 Corporation 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 Corporation'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 maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation'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 Corporation'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 the Corporation 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 and appropriate audit evidence regarding the financial information of entities or business activities within the Corporation 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 for the year ended December 31, 2025 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 audits resulting in this independent auditors' report are Ya-Ling Wong and Hui-Min Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2026

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

TCC GROUP HOLDINGS CO., LTD.

BALANCE SHEETS

DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,987,460	1	\$ 4,219,118	1
Financial assets at fair value through profit or loss (Notes 4, 7 and 26)	540,686	-	472,490	-
Financial assets at fair value through other comprehensive income (Notes 4, 8 and 26)	3,181,436	1	4,524,985	1
Notes and accounts receivable (Notes 4 and 9)	5,012,030	1	5,428,051	1
Notes and accounts receivable from related parties (Notes 4 and 27)	415,365	-	734,330	-
Other receivable (Notes 21)	117,364	-	12,677	-
Other receivable from related parties (Notes 27)	519,332	-	67,364	-
Inventories (Notes 4 and 10)	2,432,982	1	1,753,372	1
Other current assets (Notes 4 and 6)	278,925	-	284,265	-
Total current assets	14,485,580	4	17,496,652	4
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (Notes 4, 8 and 26)	11,550,712	3	10,260,260	3
Financial assets at amortized cost (Notes 4, 6 and 28)	541,931	-	500,115	-
Investments accounted for using the equity method (Notes 4, 5 and 11)	325,009,618	82	329,791,619	82
Property, plant and equipment (Notes 4, 12, 20, 27 and 28)	31,048,702	8	29,414,069	7
Right-of-use assets (Notes 4, 13, 20 and 27)	1,788,281	-	1,749,118	1
Investment properties (Notes 4, 14 and 20)	9,879,656	3	9,879,528	3
Intangible assets (Notes 4 and 20)	98,312	-	46,636	-
Deferred tax assets (Notes 4 and 21)	1,700,119	-	74,942	-
Prepayments for property, plant and equipment (Note 12)	276,425	-	600,798	-
Net defined benefit assets (Notes 4 and 18)	1,128,619	-	1,430,044	-
Other non-current assets (Notes 4 and 6)	278,727	-	252,312	-
Total non-current assets	383,301,102	96	383,999,441	96
TOTAL	\$ 397,786,682	100	\$ 401,496,093	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (Notes 15 and 24)	\$ -	-	\$ 12,890,000	3
Accounts payable	1,250,218	1	1,143,407	-
Accounts payable to related parties (Note 27)	984,598	-	1,006,639	-
Other payables (Notes 12 and 17)	2,978,933	1	2,759,506	1
Other payables to related parties (Note 27)	434,576	-	133,713	-
Current income tax liabilities (Notes 4 and 21)	685,736	-	345,231	-
Lease liabilities (Notes 4, 13 and 27)	328,721	-	310,892	-
Long-term loans and bonds payable - current portion (Notes 15, 16 and 24)	27,864,191	7	5,160,000	2
Other current liabilities	209,558	-	115,733	-
Total current liabilities	34,736,531	9	23,865,121	6
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 16)	98,372,810	25	90,059,574	23
Long-term loans (Notes 15 and 24)	23,044,490	6	24,116,690	6
Lease liabilities (Notes 4, 13 and 27)	1,508,832	-	1,469,192	-
Deferred income tax liabilities (Notes 4 and 21)	4,232,695	1	4,338,230	1
Long-term bills payable (Note 15)	3,496,938	1	9,071,315	2
Other non-current liabilities	483,797	-	478,477	-
Total non-current liabilities	131,139,562	33	129,533,478	32
Total liabilities	165,876,093	42	153,398,599	38
EQUITY (Notes 4, 19 and 22)				
Ordinary shares	75,511,817	19	75,511,817	19
Preference shares	2,000,000	-	2,000,000	-
Capital surplus	75,293,337	19	74,790,459	19
Retained earnings	54,358,169	14	72,771,952	18
Other equity	26,382,910	7	23,755,725	6
Treasury shares	(1,635,644)	(1)	(732,459)	-
Total equity	231,910,589	58	248,097,494	62
TOTAL	\$ 397,786,682	100	\$ 401,496,093	100

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

TCC GROUP HOLDINGS CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4 and 27)	\$ 24,984,096	100	\$ 26,186,236	100
LESS: SALES RETURNS AND ALLOWANCES	<u>110,358</u>	<u>-</u>	<u>109,047</u>	<u>-</u>
OPERATING REVENUE, NET	24,873,738	100	26,077,189	100
OPERATING COSTS (Notes 10, 20 and 27)	<u>19,533,164</u>	<u>79</u>	<u>19,926,477</u>	<u>77</u>
GROSS PROFIT	5,340,574	21	6,150,712	23
REALIZED (UNREALIZED) GAIN ON TRANSACTIONS WITH SUBSIDIARIES	<u>18,863</u>	<u>-</u>	<u>(23,702)</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>5,359,437</u>	<u>21</u>	<u>6,127,010</u>	<u>23</u>
OPERATING EXPENSES (Notes 20 and 27)				
Marketing	306,269	1	292,962	1
General and administrative	1,366,454	6	1,449,981	6
Research and development	<u>88,051</u>	<u>-</u>	<u>134,388</u>	<u>-</u>
Total operating expenses	<u>1,760,774</u>	<u>7</u>	<u>1,877,331</u>	<u>7</u>
INCOME FROM OPERATIONS	<u>3,598,663</u>	<u>14</u>	<u>4,249,679</u>	<u>16</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit (loss) of subsidiaries and associates (Notes 4 and 11)	(13,717,485)	(55)	6,907,046	27
Interest income	126,540	-	73,700	-
Dividend income (Note 4 and 27)	590,639	2	532,023	2
Other income (Note 20)	208,679	1	109,098	-
Net gain on disposal of property, plant and equipment	708,865	3	8,717	-
Net gain (loss) on disposal of investment properties (Note 14)	(316)	-	2,869,458	11
Foreign exchange gains (losses), net	(1,028,815)	(4)	49,253	-
Net gain on financial assets and liabilities at fair value through profit or loss	70,491	-	146,478	1
Finance costs (Notes 4, 20 and 27)	(2,908,144)	(12)	(2,603,501)	(10)
Other expenses (Notes 20)	(119,999)	-	(211,053)	(1)
Non-financial assets impairment loss (Note 12)	<u>(57,409)</u>	<u>-</u>	<u>(3,920)</u>	<u>-</u>
Total non-operating income and expenses	<u>(16,126,954)</u>	<u>(65)</u>	<u>7,877,299</u>	<u>30</u>

(Continued)

TCC GROUP HOLDINGS CO., LTD.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2025		2024	
	Amount	%	Amount	%
INCOME (LOSS) BEFORE INCOME TAX	(12,528,291)	(51)	12,126,978	46
INCOME TAX PROFIT (EXPENSE) (Notes 4 and 21)	<u>910,683</u>	<u>4</u>	<u>(867,661)</u>	<u>(3)</u>
NET INCOME (LOSS)	<u>(11,617,608)</u>	<u>(47)</u>	<u>11,259,317</u>	<u>43</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 4)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plan (Note 18)	(322,421)	(1)	(95,540)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income (Note 19)	1,760,633	7	814,580	3
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method (Note 19)	405,195	2	1,020,826	4
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 21)	<u>64,484</u>	<u>-</u>	<u>19,108</u>	<u>-</u>
	<u>1,907,891</u>	<u>8</u>	<u>1,758,974</u>	<u>7</u>
Items that may be reclassified subsequently to profit or loss:				
Share of other comprehensive income of subsidiaries and associates accounted for using the equity method (Note 19)	<u>2,026,719</u>	<u>8</u>	<u>12,269,657</u>	<u>47</u>
Other comprehensive income (loss) for the year, net of income tax	<u>3,934,610</u>	<u>16</u>	<u>14,028,631</u>	<u>54</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (7,682,998)</u>	<u>(31)</u>	<u>\$ 25,287,948</u>	<u>97</u>
EARNINGS (LOSS) PER SHARE (Note 22)				
Basic earnings (loss) per share	<u>\$ (1.60)</u>		<u>\$ 1.45</u>	
Diluted earnings (loss) per share	<u>\$ (1.60)</u>		<u>\$ 1.42</u>	

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

(Concluded)

TCC GROUP HOLDINGS CO., LTD.

**STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)**

	Share Capital		Capital Surplus	Retained Earnings				Exchange Differences on Translating Foreign Operations	Other Equity		Treasury Shares	Total Equity
	Ordinary Shares	Preference Shares		Legal Reserve	Special Reserve	Unappropriated Earnings	Total		Unrealized Gain/Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Gain/Loss on Hedges Instruments		
BALANCE, JANUARY 1, 2024	\$ 75,511,817	\$ 2,000,000	\$ 74,119,162	\$ 24,470,947	\$ 12,999,032	\$ 33,106,802	\$ 70,576,781	\$ (9,148,904)	\$ 18,607,806	\$ (949)	\$ (732,459)	\$ 230,933,254
Appropriation of 2023 earnings												
Legal reserve	-	-	-	797,065	-	(797,065)	-	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	-	(7,531,182)	(7,531,182)	-	-	-	-	(7,531,182)
Preferred share dividends distributed by the Corporation	-	-	-	-	-	(352,725)	(352,725)	-	-	-	-	(352,725)
Net income for the year ended December 31, 2024	-	-	-	-	-	11,259,317	11,259,317	-	-	-	-	11,259,317
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	(270,682)	(270,682)	12,269,657	2,026,791	2,865	-	14,028,631
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	10,988,635	10,988,635	12,269,657	2,026,791	2,865	-	25,287,948
Equity component of issuance of convertible bonds	-	-	734,658	-	-	-	-	-	-	-	-	734,658
Difference between consideration received and the carrying amount of subsidiaries' net assets during actual acquisitions or disposals	-	-	-	-	-	(684,484)	(684,484)	-	-	-	-	(684,484)
Changes in ownership interests of subsidiaries	-	-	(63,361)	-	-	(226,614)	(226,614)	-	-	-	-	(289,975)
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	887	887	-	(887)	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income by subsidiaries	-	-	-	-	-	654	654	-	(654)	-	-	-
Reversal of special reserve recognized from asset disposals	-	-	-	-	(337,149)	337,149	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2024	75,511,817	2,000,000	74,790,459	25,268,012	12,661,883	34,842,057	72,771,952	3,120,753	20,633,056	1,916	(732,459)	248,097,494
Appropriation of 2024 earnings												
Legal reserve	-	-	-	1,041,622	-	(1,041,622)	-	-	-	-	-	-
Cash dividends distributed by the Corporation	-	-	-	-	-	(7,531,182)	(7,531,182)	-	-	-	-	(7,531,182)
Preferred share dividends distributed by the Corporation	-	-	-	-	-	(405,250)	(405,250)	-	-	-	-	(405,250)
Net loss for the year ended December 31, 2025	-	-	-	-	-	(11,617,608)	(11,617,608)	-	-	-	-	(11,617,608)
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	(215,575)	(215,575)	2,026,719	2,133,684	(10,218)	-	3,934,610
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	(11,833,183)	(11,833,183)	2,026,719	2,133,684	(10,218)	-	(7,682,998)
Equity component of issuance of convertible bonds	-	-	47,064	-	-	-	-	-	-	-	-	47,064
Buy-back of treasury shares	-	-	-	-	-	-	-	-	-	-	(903,185)	(903,185)
Difference between consideration received and the carrying amount of subsidiaries' net assets during actual acquisitions or disposals	-	-	-	-	-	(84,981)	(84,981)	-	-	-	-	(84,981)
Changes in ownership interests of subsidiaries	-	-	455,814	-	-	(82,187)	(82,187)	-	-	-	-	373,627
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	910,924	910,924	-	(910,924)	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income by subsidiaries	-	-	-	-	-	612,076	612,076	-	(612,076)	-	-	-
Reversal of special reserve recognized from asset disposals	-	-	-	-	(69,155)	69,155	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2025	\$ 75,511,817	\$ 2,000,000	\$ 75,293,337	\$ 26,309,634	\$ 12,592,728	\$ 15,455,807	\$ 54,358,169	\$ 5,147,472	\$ 21,243,740	\$ (8,302)	\$ (1,635,644)	\$ 231,910,589

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

TCC GROUP HOLDINGS CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ (12,528,291)	\$ 12,126,978
Adjustments for:		
Depreciation expense	1,436,305	1,251,166
Amortization expense	16,927	12,404
Expected credit loss (reversed) on trade receivables	5,101	(5,925)
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(70,491)	(146,478)
Finance costs	2,908,144	2,603,501
Interest income	(126,540)	(73,700)
Dividend income	(590,639)	(532,023)
Share of loss (profit) of subsidiaries and associates	13,717,485	(6,907,046)
Gain on disposal of property, plant and equipment, net	(708,865)	(8,717)
Loss (gain) on disposal of investment properties, net	316	(2,869,458)
Impairment loss recognized on non-financial assets	57,409	3,920
Write-down of inventories	41,744	9,301
Unrealized loss (gain) on foreign exchange, net	6,218	(15,471)
Loss on redemption of bonds payable	-	266
Changes in operating assets and liabilities:		
Financial assets mandatorily classified as at fair value through profit or loss	-	15,044
Notes and accounts receivable	410,920	379,009
Notes and accounts receivable from related parties	318,939	(161,255)
Inventories	(721,354)	20,062
Other current assets	55,498	(29,935)
Net defined benefit assets	(20,995)	(18,431)
Accounts payable	102,936	(246,143)
Accounts payable to related parties	(22,041)	(70,171)
Other payables	(47,190)	29,401
Other payables to related parties	(98,731)	(306,235)
Other current liabilities	93,824	23,441
Cash generated from operations	4,236,629	5,083,505
Income tax paid	(491,158)	(1,014,738)
Net cash generated from operating activities	<u>3,745,471</u>	<u>4,068,767</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	-	(28,375)
Proceeds from disposal of financial assets at fair value through other comprehensive income	1,671,878	29,558
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	141,852	-
Acquisition of financial assets at amortized cost	(174,922)	(178)

(Continued)

TCC GROUP HOLDINGS CO., LTD.

STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Net cash out flow on acquisition of subsidiaries	(15,675,769)	(71,601)
Proceeds from capital reduction and liquidation of investments accounted for using the equity method	3,659,091	193,140
Payments for property, plant and equipment	(1,793,309)	(2,874,993)
Proceeds from disposal of property, plant and equipment	740,971	13,852
Payments for intangible assets	(68,603)	(200)
Payments for investment properties	(29,570)	(1,882)
Proceeds from disposal of investment properties	29,457	3,286,432
Decrease (increase) in other non-current assets	(26,415)	615
Interest received	127,170	74,106
Dividends received	<u>5,989,685</u>	<u>4,113,051</u>
Net cash generated from (used in) investing activities	<u>(5,408,484)</u>	<u>4,733,525</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (increase) in short-term loans	(12,890,000)	4,490,000
Issuance of bonds	27,804,994	8,000,000
Redemption of bonds payable	-	(12,605,550)
Increase in long-term loans	22,794,000	8,576,000
Repayment of long-term loans	(21,321,710)	(9,776,000)
Increase in long-term bills payable	30,800,000	30,800,000
Decrease in long-term bills payable	(36,400,000)	(25,200,000)
Repayment of the principal portion of lease liabilities	(396,669)	(371,805)
Increase in other non-current liabilities	6,809	78,961
Cash dividends paid	(7,936,432)	(7,883,907)
Payments for purchase of treasury stock	(903,185)	-
Interest paid	<u>(2,126,452)</u>	<u>(2,207,506)</u>
Net cash used in financing activities	<u>(568,645)</u>	<u>(6,099,807)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,231,658)	2,702,485
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>4,219,118</u>	<u>1,516,633</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,987,460</u>	<u>\$ 4,219,118</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

(Concluded)

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
TCC Group Holdings CO., LTD.

Opinion

We have audited the accompanying consolidated financial statements of TCC Group Holdings CO., LTD. and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the “consolidated financial statements”).

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 of December 31, 2025 and 2024, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (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 Financial Statement Audit and Attestation Engagements of Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion based on our audits and the reports of other auditors.

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, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters identified in the Group's consolidated financial statements for the year ended December 31, 2025 are described as follows:

Revenue Recognition of Cement Sales

The Group is mainly engaged in the production and sale of various cement and cement products. Revenue

from the sale of cement fluctuates frequently due to changes in raw material prices, market supply and demand and the economic environment; in addition, related revenue is recognized at the point in time when the customer collects the cement and the performance obligations are satisfied. Therefore, the validity of revenue recognition of cement sales is considered a key audit matter for the year ended December 31, 2025. Our main audit procedures performed in respect of the aforesaid key audit matter include understanding and testing the design and operating effectiveness of the internal controls related to the revenue from cement sales, and random inspection of the contracts, factory orders and delivery documents from the sales details and the collection information in order to verify the validity of revenue recognition of cement sales.

Recognition of Disaster Losses

Molie Quantum Energy Corporation, a subsidiary of the Group, experienced a fire incident on July 14, 2025, which caused damage to certain property, plant and equipment and inventories. For the year ended December 31, 2025, disaster losses amounting to NT\$17,837,023 thousand were recognized. The subsidiary has fully received insurance proceeds of NT\$2,265,000 thousand, resulting in a net disaster loss of NT\$15,572,023 thousand.

Based on the scope and extent of the damaged assets, the subsidiary estimated the losses arising from the incident and negotiated the settlement amount with the insurance companies. As the fire incident constituted a significant event for the year ended December 31, 2025, the assessment and recognition of disaster losses involved significant management judgment and accounting estimates. Accordingly, the accuracy of the recognition of disaster losses was considered a key audit matter for the year ended December 31, 2025.

Our main audit procedures performed in respect of the aforesaid key audit matter include obtaining an understanding of the basis on which management assessed and recognized the disaster losses, obtaining the disaster loss calculation schedule and reviewing the accuracy of the asset impairment calculations, as well as the reasonableness of the estimated damaged areas of buildings based on floor area, performing sample checks of damaged inventory and equipment listings against the lists approved by the customs authorities, obtaining the fire incident closure report issued by an independent third-party surveyor and the co-insurance claim settlement lists to verify the accuracy of the recognition of insurance claim income, and reviewing the reasonableness and accuracy of the accounting treatment for disaster losses and related provisions.

Other Matter

In the consolidated financial statements of TCC Group Holdings Co., LTD. and its subsidiaries, the financial statements of OYAK Çimento Fabrikaları A.Ş. and its subsidiaries for the years ended December 31, 2025 and 2024, were audited by other auditors. Our opinion, in so far as it relates to the amounts of the financial statements of the aforementioned subsidiaries included in our audit report issued for the above consolidated financial statements, is solely based on the reports of other auditors.

As of December 31, 2025 and 2024, the total assets of the aforementioned subsidiaries were NT\$105,744,431 thousand and NT\$96,997,315 thousand, representing 18% and 16% of the Group's consolidated total assets, respectively. For the year ended December 31, 2025 and from March 6, 2024 (since the acquisition date) to December 31, 2024, the operating revenue of the aforementioned subsidiaries were NT\$39,529,202 thousand and NT\$36,732,012 thousand, representing 26% and 24% of the Group's consolidated total operating revenue, respectively.

We have also audited the parent company only financial statements of TCC Group Holdings CO., LTD. as of and for the years ended December 31, 2025 and 2024, on which we have issued an unmodified opinion with the Other Matter paragraph.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (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 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 maintain 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 and appropriate audit evidence regarding the financial information of 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 for the year ended December 31, 2025 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 audits resulting in this independent auditors' report are Ya-Ling Wong and Hui-Min Huang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 11, 2026

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 90,165,009	15	\$ 77,764,504	13
Financial assets at fair value through profit or loss (Notes 4, 7, 36 and 38)	1,694,895	-	2,830,083	-
Financial assets at fair value through other comprehensive income (Notes 4, 8, 36 and 38)	4,591,635	1	7,007,438	1
Financial assets at amortized cost (Notes 4, 6, 36 and 38)	21,910,311	4	22,650,328	4
Notes receivable (Notes 4, 10 and 26)	4,986,730	1	5,430,058	1
Accounts receivable (Notes 4, 10 and 26)	23,113,996	4	23,648,221	4
Notes and accounts receivable from related parties (Notes 4, 26 and 37)	443,808	-	1,014,276	-
Other receivables (Notes 4 and 28)	4,890,314	1	3,742,386	1
Other receivables from related parties (Notes 4 and 37)	1,459,935	-	344,835	-
Inventories (Notes 4 and 13)	19,023,915	3	21,985,905	4
Prepayments (Note 37)	4,576,703	1	4,670,483	1
Disposal groups held for sale (Notes 4 and 12)	-	-	228,674	-
Other current assets (Notes 4 and 26)	1,306,491	-	2,063,389	-
Total current assets	<u>178,163,742</u>	<u>30</u>	<u>173,380,580</u>	<u>29</u>
NON-CURRENT ASSETS				
Financial assets at fair value through profit or loss (Notes 4, 7, 36 and 38)	-	-	91,679	-
Financial assets at fair value through other comprehensive income (Notes 4, 8, 36 and 38)	23,906,951	4	22,091,154	4
Financial assets at amortized cost (Notes 4, 6, 36 and 38)	30,631,014	5	33,387,596	6
Investments accounted for using the equity method (Notes 4, 15 and 38)	23,479,897	4	25,207,679	4
Property, plant and equipment (Notes 4, 16, 27, 37 and 38)	210,428,410	36	214,711,092	36
Right-of-use assets (Notes 4, 17, 27, 37 and 38)	18,838,513	3	18,319,569	3
Investment properties (Notes 4, 18, 27 and 38)	21,486,394	4	16,804,881	3
Intangible assets (Notes 4, 19 and 27)	63,726,111	11	64,539,690	11
Deferred income tax assets (Notes 4 and 28)	4,332,687	1	2,149,355	1
Prepayments for property, plant and equipment (Note 16)	4,084,745	1	7,215,502	1
Long-term finance lease receivables (Notes 4 and 11)	7,878,175	1	13,459,804	2
Net defined benefit assets (Notes 4 and 23)	1,208,817	-	1,496,686	-
Other non-current assets (Notes 4 and 38)	670,018	-	558,380	-
Total non-current assets	<u>410,671,732</u>	<u>70</u>	<u>420,033,067</u>	<u>71</u>
TOTAL	<u>\$ 588,835,474</u>	<u>100</u>	<u>\$ 593,413,647</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term loans (Notes 20, 34, 36 and 38)	\$ 4,555,236	1	\$ 24,292,290	4
Short-term bills payable (Note 20)	2,506,786	-	3,172,478	-
Financial liabilities at fair value through profit or loss (Notes 4, 7 and 36)	-	-	368,712	-
Financial liabilities for hedging (Note 9)	53,014	-	-	-
Contract liabilities (Note 26)	1,782,492	-	1,841,088	-
Notes and accounts payable	14,931,238	3	18,834,108	3
Notes and accounts payable to related parties (Note 37)	732,409	-	965,486	-
Other payables (Notes 16 and 22)	18,229,348	3	16,220,607	3
Other payables to related parties (Note 37)	4,269,389	1	5,032,574	1
Current income tax liabilities (Notes 4 and 28)	2,999,161	-	3,722,409	1
Lease liabilities (Notes 4, 17 and 37)	893,518	-	827,026	-
Long-term loans and bonds payable - current portion (Notes 20, 21, 34, 36 and 38)	33,276,844	6	9,307,637	2
Other current liabilities (Note 14)	1,718,102	-	1,788,967	-
Total current liabilities	<u>85,947,537</u>	<u>14</u>	<u>86,373,382</u>	<u>14</u>
NON-CURRENT LIABILITIES				
Bonds payable (Notes 4 and 21)	98,372,810	17	90,059,574	15
Long-term loans (Notes 20, 34, 36 and 38)	67,266,620	11	61,287,926	11
Provisions (Notes 4 and 24)	1,994,956	-	1,305,272	-
Lease liabilities (Notes 4, 17 and 37)	6,032,481	1	5,316,360	1
Deferred income tax liabilities (Notes 4 and 28)	29,095,833	5	28,567,579	5
Long-term bills payable (Note 20)	3,496,938	1	9,071,315	2
Net defined benefit liabilities (Notes 4 and 23)	1,399,026	-	1,621,094	-
Other non-current liabilities (Note 15)	2,523,458	1	1,902,881	-
Total non-current liabilities	<u>210,182,122</u>	<u>36</u>	<u>199,132,001</u>	<u>34</u>
Total liabilities	<u>296,129,659</u>	<u>50</u>	<u>285,505,383</u>	<u>48</u>
EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE CORPORATION (Notes 4, 25 and 33)				
Ordinary shares	75,511,817	13	75,511,817	13
Preference shares	2,000,000	-	2,000,000	-
Capital surplus	75,293,337	13	74,790,459	13
Retained earnings	54,358,169	9	72,771,952	12
Other equity	26,382,910	5	23,755,725	4
Treasury shares	(1,635,644)	-	(732,459)	-
Equity attributable to shareholders of the Corporation	231,910,589	40	248,097,494	42
NON-CONTROLLING INTERESTS (Notes 25 and 33)	<u>60,795,226</u>	<u>10</u>	<u>59,810,770</u>	<u>10</u>
Total equity	<u>292,705,815</u>	<u>50</u>	<u>307,908,264</u>	<u>52</u>
TOTAL	<u>\$ 588,835,474</u>	<u>100</u>	<u>\$ 593,413,647</u>	<u>100</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2025		2024	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 26 and 37)	\$ 149,804,135	100	\$ 154,606,511	100
OPERATING COSTS (Notes 4, 13, 23, 27 and 37)	<u>122,246,546</u>	<u>81</u>	<u>121,878,486</u>	<u>79</u>
GROSS PROFIT	<u>27,557,589</u>	<u>19</u>	<u>32,728,025</u>	<u>21</u>
OPERATING EXPENSES (Notes 23, 27 and 37)				
Marketing	1,684,333	1	1,405,451	1
General and administrative	14,471,452	10	12,742,894	8
Research and development	<u>1,324,212</u>	<u>1</u>	<u>1,453,063</u>	<u>1</u>
Total operating expenses	<u>17,479,997</u>	<u>12</u>	<u>15,601,408</u>	<u>10</u>
INCOME FROM OPERATIONS	<u>10,077,592</u>	<u>7</u>	<u>17,126,617</u>	<u>11</u>
NON-OPERATING INCOME AND EXPENSES				
Share of profit of associates and joint ventures (Notes 4 and 15)	156,308	-	620,788	-
Interest income (Note 27)	5,501,165	4	5,508,534	4
Dividend income (Note 4)	1,251,036	1	1,239,211	1
Gain from bargain purchase (Note 31)	-	-	1,440,571	1
Other income (Notes 27, 39 and 40)	4,181,874	3	1,391,593	1
Net gain on disposal of investment properties (Note 17)	29,374	-	3,257,173	2
Gain on disposal of investments, net	90,035	-	173,531	-
Net gain on financial assets and liabilities at fair value through profit or loss	404,796	-	114,278	-
Finance costs (Notes 4, 27 and 37)	(5,378,839)	(4)	(5,253,572)	(3)
Other expenses (Notes 13, 16, 19, 27 and 40)	(19,690,573)	(13)	(1,329,180)	(1)
Net gain (loss) on disposal of property, plant and equipment (Note 16)	736,921	-	(346,977)	-
Foreign exchange losses, net	(2,186,752)	(1)	(8,821)	-
Non-financial assets impairment loss (Notes 16, 17 and 19)	<u>(4,602,433)</u>	<u>(3)</u>	<u>(1,100,987)</u>	<u>(1)</u>
Total non-operating income and expenses	<u>(19,507,088)</u>	<u>(13)</u>	<u>5,706,142</u>	<u>4</u>
INCOME (LOSS) BEFORE INCOME TAX	(9,429,496)	(6)	22,832,759	15
INCOME TAX EXPENSE (Notes 4 and 28)	<u>(2,433,090)</u>	<u>(2)</u>	<u>(7,203,262)</u>	<u>(5)</u>
NET INCOME (LOSS)	<u>(11,862,586)</u>	<u>(8)</u>	<u>15,629,497</u>	<u>10</u>

(Continued)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS) (Notes 4 and 25)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plan (Note 23)	\$ (284,010)	-	\$ (489,115)	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income (Note 25)	2,431,852	1	2,163,466	1
Loss on hedging instruments	(12,804)	-	(14,876)	-
Share of the other comprehensive loss of associates and joint ventures accounted for using the equity method (Note 25)	(322,575)	-	(122,254)	-
Income tax related to items that will not be reclassified subsequently to profit or loss (Note 28)	<u>75,770</u>	<u>-</u>	<u>132,178</u>	<u>-</u>
	<u>1,888,233</u>	<u>1</u>	<u>1,669,399</u>	<u>1</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating foreign operations (Note 25)	4,794,242	3	13,547,673	9
Share of other comprehensive income (loss) of associates and joint ventures accounted for using the equity method (Note 25)	<u>(275,830)</u>	<u>-</u>	<u>1,353,166</u>	<u>1</u>
	<u>4,518,412</u>	<u>3</u>	<u>14,900,839</u>	<u>10</u>
Other comprehensive income (loss) for the year, net of income tax	<u>6,406,645</u>	<u>4</u>	<u>16,570,238</u>	<u>11</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (5,455,941)</u>	<u>(4)</u>	<u>\$ 32,199,735</u>	<u>21</u>
NET INCOME (LOSS) ATTRIBUTABLE TO:				
Shareholders of the Corporation	\$ (11,617,608)	(8)	\$ 11,259,317	7
Non-controlling interests	<u>(244,978)</u>	<u>-</u>	<u>4,370,180</u>	<u>3</u>
	<u>\$ (11,862,586)</u>	<u>(8)</u>	<u>\$ 15,629,497</u>	<u>10</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Shareholders of the Corporation	\$ (7,682,998)	(5)	\$ 25,287,948	16
Non-controlling interests	<u>2,227,057</u>	<u>1</u>	<u>6,911,787</u>	<u>5</u>
	<u>\$ (5,455,941)</u>	<u>(4)</u>	<u>\$ 32,199,735</u>	<u>21</u>

(Continued)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	2025		2024	
	Amount	%	Amount	%
EARNINGS (LOSS) PER SHARE (Note 29)				
Basic earnings (loss) per share	<u>\$ (1.60)</u>		<u>\$ 1.45</u>	
Diluted earnings (loss) per share	<u>\$ (1.60)</u>		<u>\$ 1.42</u>	

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

(Concluded)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(In Thousands of New Taiwan Dollars)

	Equity Attributable to Shareholders of the Corporation							Other Equity			Non-controlling Interests	Total Equity		
	Share Capital		Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Unrealized Gain/Loss on Financial Assets at Fair Value Through Other Comprehensive Income	Gain/Loss on Hedging Instruments	Treasury Shares			Total	
	Ordinary Shares	Preferred Shares		Legal Reserve	Special Reserve	Unappropriated Earnings								Total
BALANCE, JANUARY 1, 2024	\$ 75,511,817	\$ 2,000,000	\$ 74,119,162	\$ 24,470,947	\$ 12,999,032	\$ 33,106,802	\$ 70,576,781	\$ (9,148,904)	\$ 18,607,806	\$ (949)	\$ (732,459)	\$ 230,933,254	\$ 22,967,787	\$ 253,901,041
Appropriation of 2023 earnings	-	-	-	797,065	-	(797,065)	-	-	-	-	-	-	-	-
Legal reserve	-	-	-	-	-	(7,531,182)	(7,531,182)	-	-	-	-	(7,531,182)	-	(7,531,182)
Cash dividends distributed by the Corporation	-	-	-	-	-	(352,725)	(352,725)	-	-	-	-	(352,725)	-	(352,725)
Preferred share dividends distributed by the Corporation	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(1,535,951)	(1,535,951)
Proceeds from capital reduction of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(96,860)	(96,860)
Employee share options of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	333,155	333,155
Net income for the year ended December 31, 2024	-	-	-	-	-	11,259,317	11,259,317	-	-	-	-	11,259,317	4,370,180	15,629,497
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	(270,682)	(270,682)	12,269,657	2,026,791	2,865	-	14,028,631	2,541,607	16,570,238
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	10,988,635	10,988,635	12,269,657	2,026,791	2,865	-	25,287,948	6,911,787	32,199,735
Increase cash capital by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	17,426	17,426
Equity component of issuance of convertible bonds	-	-	734,658	-	-	-	-	-	-	-	-	734,658	-	734,658
Difference between consideration received and the carrying amount of subsidiaries' net assets during actual acquisitions or disposals	-	-	-	-	-	(684,484)	(684,484)	-	-	-	-	(684,484)	28,841,634	28,157,150
Changes in ownership interests of subsidiaries	-	-	(63,361)	-	-	(226,614)	(226,614)	-	-	-	-	(289,975)	2,371,792	2,081,817
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	887	887	-	(887)	-	-	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income by subsidiaries	-	-	-	-	-	654	654	-	(654)	-	-	-	-	-
Reversal of special reserve recognized from asset disposals	-	-	-	-	(337,149)	337,149	-	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2024	75,511,817	2,000,000	74,790,459	25,268,012	12,661,883	34,842,057	72,771,952	3,120,753	20,633,056	1,916	(732,459)	248,097,494	59,810,770	307,908,264
Appropriation of 2024 earnings	-	-	-	1,041,622	-	(1,041,622)	-	-	-	-	-	-	-	-
Legal reserve	-	-	-	-	-	(7,531,182)	(7,531,182)	-	-	-	-	(7,531,182)	-	(7,531,182)
Cash dividends distributed by the Corporation	-	-	-	-	-	(405,250)	(405,250)	-	-	-	-	(405,250)	-	(405,250)
Preferred share dividends distributed by the Corporation	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Cash dividends distributed by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(2,931,767)	(2,931,767)
Employee share options of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	1,476,998	1,476,998
Proceeds from capital reduction of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	(2,536)	(2,536)
Equity component of issuance of convertible bonds	-	-	47,064	-	-	-	-	-	-	-	-	47,064	-	47,064
Net loss for the year ended December 31, 2025	-	-	-	-	-	(11,617,608)	(11,617,608)	-	-	-	-	(11,617,608)	(244,978)	(11,862,586)
Other comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	(215,575)	(215,575)	2,026,719	2,133,684	(10,218)	-	3,934,610	2,472,035	6,406,645
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	(11,833,183)	(11,833,183)	2,026,719	2,133,684	(10,218)	-	(7,682,998)	2,227,057	(5,455,941)
Increase cash capital by subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	50,000	50,000
Buy-back of treasury shares	-	-	-	-	-	-	-	-	-	-	(903,185)	(903,185)	-	(903,185)
Differences between consideration received and the carrying amount of subsidiaries' net assets during actual acquisitions or disposals	-	-	-	-	-	(84,981)	(84,981)	-	-	-	-	(84,981)	164,704	79,723
Changes in ownership of subsidiaries	-	-	455,814	-	-	(82,187)	(82,187)	-	-	-	-	373,627	-	373,627
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	910,924	910,924	-	(910,924)	-	-	-	-	-
Disposal of investments in equity instruments at fair value through other comprehensive income by subsidiaries	-	-	-	-	-	612,076	612,076	-	(612,076)	-	-	-	-	-
Reversal of special reserve recognized from asset disposals	-	-	-	-	(69,155)	69,155	-	-	-	-	-	-	-	-
BALANCE, DECEMBER 31, 2025	\$ 75,511,817	\$ 2,000,000	\$ 75,293,332	\$ 26,309,634	\$ 12,592,728	\$ 15,455,802	\$ 54,358,169	\$ 5,147,472	\$ 21,243,740	\$ (8,302)	\$ (1,635,644)	\$ 231,910,589	\$ 60,795,226	\$ 292,705,815

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) before income tax	\$ (9,429,496)	\$ 22,832,759
Adjustments for:		
Depreciation expense	16,774,870	14,804,247
Amortization expense	1,640,040	1,665,685
Expected credit loss (reversed) on trade receivables	86,393	(140,178)
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(404,796)	(114,278)
Finance costs	5,378,839	5,253,572
Interest income	(5,501,165)	(5,508,534)
Dividend income	(1,251,036)	(1,239,211)
Share-based compensation	1,139,832	1,636,754
Share of profit of associates and joint ventures	(156,308)	(620,788)
Loss (gain) on disposal of property, plant and equipment, net	(736,921)	346,977
Gain on disposal of investment properties, net	(29,374)	(3,257,173)
Loss on disposal of intangible assets	24,399	6,058
Gain on disposal of investments, net	(90,035)	(173,531)
Impairment loss recognized on non-financial assets	4,602,433	1,100,987
Write-down (reversal) of inventories	(64,745)	159,117
Unrealized gain on foreign exchange, net	(15,231)	(8,081)
Loss on redemption of bonds payable	-	266
Gain from bargain purchase	-	(1,440,571)
Monetary loss	1,166,606	820,265
Losses from disasters, net	15,572,023	-
Changes in operating assets and liabilities:		
Financial assets mandatorily classified as at fair value through profit or loss	1,629,367	(853,799)
Notes receivable	194,787	5,931,344
Accounts receivable	675,956	(4,120,160)
Notes and accounts receivable from related parties	567,385	(442,405)
Other receivables	586,975	1,728,667
Other receivables from related parties	(34,660)	(319,012)
Inventories	1,341,976	(2,818,972)
Prepayments	169,958	38,343
Other current assets	758,468	(474,999)
Finance lease receivables	5,581,629	4,744,467
Contract liabilities	(138,211)	(29,403)
Notes and accounts payable	(4,211,812)	521,566
Other payables	2,960,131	(426,318)
Other payables to related parties	(170,580)	(771,711)
Provisions	580,734	(151,621)
Other current liabilities	(110,817)	256,062
Net defined benefit liabilities	65,801	452,710
Cash generated from operations	39,153,415	39,389,101
Income tax paid	(5,961,833)	(7,595,156)

(Continued)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Net cash generated from operating activities	<u>33,191,582</u>	<u>31,793,945</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at fair value through other comprehensive income	-	(49,317)
Proceeds from disposal of financial assets at fair value through other comprehensive income	2,701,985	50,487
Proceeds from capital reduction of financial assets at fair value through other comprehensive income	275,961	-
Proceeds from disposal of financial assets at amortized cost	2,015,073	491,600
Acquisition of long-term equity investments accounted for using the equity method	(449,790)	(224,036)
Acquisition of subsidiaries	(3)	(13,014,106)
Net cash outflow on disposal of subsidiaries	(486,255)	-
Payments for property, plant and equipment	(25,939,976)	(33,603,520)
Proceeds from disposal of property, plant and equipment	1,654,862	110,752
Increase in other receivables from related parties	(1,001,230)	-
Payments for intangible assets	(1,080,494)	(1,047,625)
Proceeds from disposal of intangible assets	40,018	-
Payments for investment properties	(498,642)	(161,545)
Proceeds from disposal of investment properties	96,220	3,840,452
Decrease in other non-current assets	367,925	1,676,319
Interest received	5,811,958	3,358,373
Dividends received	<u>2,930,252</u>	<u>1,864,287</u>
Net cash used in investing activities	<u>(13,562,136)</u>	<u>(36,707,879)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term loans	(19,832,362)	2,975,189
Increase (decrease) in short-term bills payable	(665,692)	388,035
Issuance of bonds	27,804,994	8,000,000
Redemption of bonds payable	-	(12,605,550)
Increase in long-term loans	58,823,434	38,165,256
Repayment of long-term loans	(48,129,875)	(12,352,343)
Increase in long-term bills payable	30,800,000	30,800,000
Decrease in long-term bills payable	(38,000,000)	(25,200,000)
Other payables to related parties	-	3,279,220
Repayment of the principal portion of lease liabilities	(871,572)	(1,428,709)
(Decrease) increase in other non-current liabilities	626,293	(347,391)
Cash dividends paid	(10,868,199)	(9,419,858)
Payment for buy-back of treasury shares	(903,185)	-
Acquisition of subsidiaries	(149,879)	(5,220,805)
Interest paid	(4,137,535)	(3,130,569)
Changes in non-controlling interests	<u>47,464</u>	<u>(79,434)</u>

(Continued)

TCC GROUP HOLDINGS CO., LTD. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Net cash generated from (used in) financing activities	<u>(5,456,114)</u>	<u>13,823,041</u>
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>(1,772,827)</u>	<u>2,488,775</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	12,400,505	11,397,882
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>77,764,504</u>	<u>66,366,622</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 90,165,009</u>	<u>\$ 77,764,504</u>

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

(With Deloitte & Touche auditors' report dated March 11, 2026)

(Concluded)

Annex I : TCC's Sixth Transfer Repurchased Shares to Employees Rules

TCC's Sixth Transfer Repurchased Shares to Employees Rules (hereinafter "the Rules")

Article 1

To motivate employees and enhance internal cohesion in the company, TCC adopts the Rules in accordance with Article 28-2 of R.O.C. Securities and Exchange Act and "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" enacted by Financial Supervisory Commission, Executive Yuan, R.O.C. The repurchased shares transferred to employees by TCC, in addition to complying with competent laws and regulations, shall be processed subject to the Rules.

Article 2

The shares repurchased to be transferred to employees are TCC common shares. Unless otherwise regulated by relevant laws and regulations or the Rules, the rights and obligations of such shares are the same as other outstanding common shares.

Article 3

The repurchased shares can be transferred to employees in one or several installments, such subscription day(s) shall be set within three years from the date of share-repurchase. The shares not transferred within the said time limit shall be deemed as not issued by TCC, and cancellation of the shares and amendment registration shall be processed.

Article 4

Full-time employees who have joined TCC or any of its domestic and overseas subsidiaries with direct or indirect holding of shares for 50% on the subscription day are entitled to subscribe the amount specified in Article 5 herein. The eligibility will be cancelled if the employees' last day of employment is between the subscription date and the expiration of the time limit set forth for payment on such shares.

Article 5

Taken into consideration the total repurchased shares processed by TCC on subscription day, and the ceiling amount that an individual employee may subscribe,

the number of shares to which employees may subscribe shall be decided and approved by the board of directors for resolution based on employees' rank, seniority, performance, and so forth.

The number of shares to be transferred, the actual specific subscription qualifications and the number of subscriptions will be reported to the board of directors for resolution, shall not be decided and approved by Chairman. However, if the transferred employee has the status of a manager, it shall first be submitted to the Compensation and Compensation Committee for deliberation and then submitted to the board of directors for resolution; if the transferred employee does not have the status of a manager, it shall first be submitted to the audit committee for deliberation and then submitted to the board of directors for resolution. Employees who do not subscribe to the payment after the expiration of the payment period will be deemed as a waiver. The balance of the insufficient subscription can be subscribed by the board of directors during the current subscription operation or the subsequent subscription operation within the transfer period of Article 3, and other employees can be consulted to subscribe and submit it to the Audit Committee or the Remuneration Committee for deliberation and then report to the Board of Directors for resolution according to the identity of the subscriber. Employees who have not paid for such shares upon expiration of the time limit set forth for payment on such shares are deemed to waive such right. If there are unsubscribed shares, Chairman will approach other employees for subscription.

Article 6

The transfer procedure of this share repurchase program is described as follows:

- (1) TCC is to publicly announce such share-repurchase, report and execute within the implemented period subject to the Board of Directors' resolution.
- (2) Board of Directors authorizes the Chairman to set and announce employees' subscription date, the standards for numbers of shares to which employees may subscribe, the period for payment or subscriptions, rights, and limitations, etc.
- (3) To calculate the actual share subscription with payment received, and transfer the shares accordingly.

Article 7

The transfer price is to be determined by the average price (rounding to the nearest tenth) of shares repurchased by TCC. If the number of TCC's common shares increase prior to such transfer, the transfer price can be adjusted accordingly.

Article 8

After the repurchased shares are being transferred and registered under the employees' names, unless otherwise specified, the rights and obligations associated with the shares are the same as the original associated with the common shares.

Article 9

The Rules, and any amendments hereto, shall go into effect subject to the Board of Directors' approval.

Article 10

The Rules is enacted on June 30, 2025.

Annex II: 2025 Earnings Distribution Schedule

TCC Group Holdings CO., LTD.

2025 Earnings Distribution Schedule

Unit: NTD/dollars

Unappropriated earnings at the beginning of the year	25,864,002,647
Plus: Net loss after tax for the year	(11,617,608,337)
Reversal of special reserve from the first adoption of TIFRS	69,155,643
Disposal of investments in equity instruments measured at fair value through other comprehensive income	1,523,000,288
Less: Retained earnings due to investment adjustment under the equity method	(167,167,921)
Defined benefit plan re-measurement recognized in retained earnings	(215,574,833)
Net loss after tax for the year plus the amount of items other than net loss for the year included in undistributed earnings for the year	(10,408,195,160)
Less: 10% set aside as legal reserve	0
Surplus earnings available for distribution for the year	15,455,807,487
Less: Allocated items	
preferred shares dividends (NT\$ 2.02625/share)	(405,250,000)
Unappropriated surplus earnings at the end of the year	15,050,557,487

Notes.

1. The calculation of dividends is based on the number of shares issued less the number of shares excluded from shareholders' rights under the *Company Act*.
2. After the distribution of earnings, the Chairman of the Board of Directors is authorized to exercise his/her full authority in any subsequent change needed in the dividend distribution rate to shareholders if the number of outstanding shares

is affected due to the conversion of overseas and domestic unsecured convertible bonds into ordinary shares and the transfer or cancellation of treasury shares, etc.

3. The amount of dividends payable to each shareholder shall be rounded to whole numbers (NT\$).
4. In accordance with the Ministry of Finance's Interpretation No. Tai-Tsai-Sui-871941343 dated April 30, 1998, the distribution of surplus earnings shall be individually recognized; the distribution of surplus earnings for the current year shall be a priority distribution for the most recent year.
5. On December 13, 2018, the Company issued its second series of preferred stock, comprising 200 million shares, at an issue price of NT\$50 per share. The issuance period was 5 years. The original terms of the preferred stock included an annual interest rate of 3.50%. On the day following the completion of five years from the issuance (i.e., December 13, 2023), the dividend rate for the preferred stock was reset to 4.0525%, and dividends were calculated based on the actual number of days outstanding.

Chairman: An-Ping Chang

President: Yao-Hui Cheng

Chief Accounting Officer: Ming Jen Yu

Annex III: Comparison Table for the Amended Provisions of the Articles of Incorporation

TCC Group Holdings CO., LTD.

Comparison Table for the Amended Provisions Articles of Incorporation

Proposed Amendments	Existing Provisions	Remarks
<p>Article 2</p> <p>The scope of business of the Company shall be as follows:</p> <p><u>(1)C801990: Other Chemical Materials Manufacturing</u></p> <p><u>(2)C802990: Other Chemical Products Manufacturing</u></p> <p>(3)C901030: Cement Manufacturing</p> <p>(4)C901040: Concrete Mixing Manufacturing</p> <p>(5)C901050: Cement and Concrete Mixing Manufacturing</p> <p>(6)C901990: Other Non-metallic Mineral Products Manufacturing</p> <p>(7)B601010: On-land Clay and Stone Quarrying</p> <p><u>(8)F107200: Wholesale of Chemical Feedstock</u></p> <p>(9)F111090: Wholesale of Building Materials</p> <p><u>(10)F207200: Retail Sale of Chemical Feedstock</u></p> <p>(11)F211010: Retail Sale of Building Materials</p> <p>(12)F399990: Retail sale of Other Integrated</p> <p>(13)F501060: Restaurants</p> <p>(14)J101040: Waste Disposing</p> <p>(15)J202010: Industry Innovation</p>	<p>Article 2</p> <p>The scope of business of the Company shall be as follows:</p> <p>(1)C901030: Cement Manufacturing</p> <p>(2)C901040: Concrete Mixing Manufacturing</p> <p>(3)C901050: Cement and Concrete Mixing Manufacturing</p> <p>(4)C901990: Other Non-metallic Mineral Products Manufacturing</p> <p>(5)B601010: On-land Clay and Stone Quarrying</p> <p>(6)F111090: Wholesale of Building Materials</p> <p>(7)F211010: Retail Sale of Building Materials</p> <p>(8)F399990: Retail sale of Other Integrated</p> <p>(9)F501060: Restaurants</p> <p>(10)J101040: Waste Disposing</p> <p>(11)J202010: Industry Innovation and Incubation Services</p> <p>(12)J601010: Arts and Literature Service</p> <p>(13)F401010: International Trade</p> <p>(14)G801010: Warehousing and Storage</p> <p>(15)C601030: Paper Containers Manufacturing</p>	<p>Due to operational needs expand business scope.</p>

Proposed Amendments	Existing Provisions	Remarks
<p>and Incubation Services</p> <p>(16)J601010: Arts and Literature Service</p> <p>(17)F401010: International Trade</p> <p>(18)G801010: Warehousing and Storage</p> <p>(19)C601030: Paper Containers Manufacturing</p> <p>(20)H701010: Residence and Buildings Lease Construction and Development</p> <p>(21)H701020: Industrial Factory Buildings Lease Construction and Development</p> <p>(22)H703100: Real Estate Rental and Leasing</p> <p>(23)ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval</p>	<p>(16)H701010: Residence and Buildings Lease Construction and Development</p> <p>(17)H701020: Industrial Factory Buildings Lease Construction and Development</p> <p>(18)H703100: Real Estate Rental and Leasing</p> <p>(19)ZZ99999: All business items that are not prohibited or restricted by law, except those that are subject to special approval</p>	
<p>Article 31</p> <p>These Articles of Incorporation were established on November 1, 1950. The 1st amendment was made on September 30, 1951, [Omitted] and <u>the 60th amendment was made on May 22, 2026.</u></p>	<p>Article 31</p> <p>These Articles of Incorporation were established on November 1, 1950. The 1st amendment was made on September 30, 1951, [Omitted] and the 59th amendment was made on May 27, 2025.</p>	<p>Addition of the date for the 60th amendment.</p>

Annex IV: Comparison Table of Amended Procedures for the Acquisition and Disposal of Assets

**TCC Group Holdings CO., LTD.
Procedures for the Acquisition and Disposal of Assets
Comparison Table for the Amended Provisions**

Proposed Amendment	Existing Provisions	Remarks
<p>Article 4 Assessment and Operation Procedures for the Acquisition and Disposal of Assets:</p> <ol style="list-style-type: none"> 1. (Omitted) 2. Acquisition or disposal of real estate, equipment or right-of-use assets: <ol style="list-style-type: none"> A. Procedures relating to the preparation of the budget, purchase request, purchase, inspection/acceptance and disposal shall be subject to the Company’s Property Management Guidelines. B. In acquiring or disposing of real property or equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent or more of the Company’s paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report, where the mandatory matters are subject to the provisions provided by the FSC, prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: <ol style="list-style-type: none"> a. Where due to special circumstances it is 	<p>Article 4 Assessment and Operation Procedures for the Acquisition and Disposal of Assets</p> <ol style="list-style-type: none"> 1. (Omitted) 2. Acquisition or disposal of real estate, equipment or right-of-use assets: <ol style="list-style-type: none"> A. Procedures relating to the preparation of the budget, purchase request, purchase, inspection/acceptance and disposal shall be subject to the Company's Property Management Guidelines. B. In acquiring or disposing of real property or equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report, where the mandatory matters are subject to the provisions provided by the FSC, prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions: <ol style="list-style-type: none"> a. Where due to special circumstances it is necessary to give a limited price, specified price, or 	<p>The existing provisions shall be amended accordingly.</p>

Proposed Amendment	Existing Provisions	Remarks
<p>necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>b. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>c. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be engaged to issue a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>i. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>ii. The discrepancy</p>	<p>special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>b. Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>c. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a CPA shall be engaged to issue a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>i. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>ii. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>d. No more than 3 months may elapse between the date of</p>	

Proposed Amendment	Existing Provisions	Remarks
<p>between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>d. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>In case of not obtaining the appraisal report immediately with the justifiable reasons, the Company shall obtain the appraisal report within 2 weeks counting inclusively from the date of occurrence of the event, and obtain a CPA's opinion in Item c. of the preceding paragraph within 2 weeks counting inclusively from the date of obtaining of said appraisal report.</p> <p>3~5. (Omitted)</p> <p>6. Related Party Transactions: A~F. (Omitted)</p> <p>G. Where the results of appraisals conducted in accordance with the Subparagraphs D to F are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A. A special reserve shall be set aside in</p>	<p>the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.</p> <p>In case of not obtaining the appraisal report immediately with the justifiable reasons, the Company shall obtain the appraisal report within 2 weeks counting inclusively from the date of occurrence of the event, and obtain a CPA's opinion in Subparagraph 3 of the preceding paragraph within 2 weeks counting inclusively from the date of obtaining of said appraisal report.</p> <p>3~5. (Omitted)</p> <p>6. Related Party Transactions: A~F. (Omitted)</p> <p>G. Where the results of appraisals conducted in accordance with the Subparagraphs D to F are uniformly lower than the transaction price, the following steps shall be taken:</p> <p>A. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act against the difference between the transaction price of the real property or the right-or-use asset thereof and the appraised cost, and</p>	

Proposed Amendment	Existing Provisions	Remarks
<p>accordance with Paragraph 1 of Article 41 of the Securities and Exchange Act against the difference between the transaction price of the real property or the right-or-use asset thereof and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Paragraph 1 of Article 41 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.</p> <p>B. The supervisors shall comply with Article 218 of the Company Act. <u>Where an audit committee has been established in accordance with the provisions of the Securities and Exchange Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the audit committee.</u></p> <p>6.G.C. (Omitted) 7.-8. (Omitted)</p>	<p>may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in another company, then the special reserve called for under Paragraph 1 of Article 41 of the Securities and Exchange Act shall be set aside pro rata in a proportion consistent with the share of the Company's equity stake in the other company.</p> <p>B. The supervisors shall comply with Article 218 of the Company Act.</p> <p>6.G.C. (Omitted) 7~8. (Omitted) 9. Professional appraisers, CPAs, attorneys, and securities underwriters that provide the Company with appraisal reports, CPA's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>A. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of <u>the Securities and Exchange Act</u>, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3</p>	

Proposed Amendment	Existing Provisions	Remarks
<p>9. Professional appraisers, CPAs, attorneys, and securities underwriters that provide the Company with appraisal reports, CPA's opinions, attorney's opinions, or underwriter's opinions shall meet the following requirements:</p> <p>A. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of <u>the Securities and Exchange Act</u>, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>(Omitted)</p>	<p>years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.</p> <p>(Omitted)</p>	
<p>Article 5 Procedures for Public Announcement and Filing:</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by the relevant regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A.~C. (Omitted)</p> <p>D. Acquisition or disposal of equipment for business use or its right-of-use assets,</p>	<p>Article 5 Procedures for Public Announcement and Filing:</p> <p>1. Under any of the following circumstances, the Company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by the relevant regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A.~C. (Omitted)</p> <p>D. Acquisition or disposal of equipment for business use or its right-of-use assets,</p>	<p>1. Amended in compliance with FSC Letter No. Financial-Supervisory-Securities-Corporate-1140383333.</p> <p>2. Part of existing Subparagraph G was moved to Subparagraph H, and new provision was</p>

Proposed Amendment	Existing Provisions	Remarks
<p>where the counterparty is not a related party, and the transaction amount reaches <u>5 percent or more of paid-in capital.</u></p> <p>E.~F. (Omitted)</p> <p><u>G. In the case of a public company with paid-in capital reaching NT\$50 billion or more, transactions in government bonds, ordinary corporate bonds, and general bank debentures without equity characteristics (excluding subordinated debt) traded on securities exchanges or OTC markets, which do not fall under any of the circumstances listed in the proviso of subparagraph 8, and where furthermore the transaction counterparty is not a related party, and the transaction amount reaches 5 percent or more of paid-in capital.</u></p> <p><u>H.</u> Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or an investment in the mainland China area, reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>(Omitted)</p>	<p>where the counterparty is not a related party, and the transaction amount reaches <u>NT\$ 1 billion or more.</u></p> <p>E.~F. (Omitted)</p> <p><u>G.</u> Where an asset transaction other than any of those referred to in the preceding three subparagraphs, or an investment in the mainland China area, reaches 20 percent or more of paid-in capital or NT\$300 million; provided, this shall not apply to the following circumstances:</p> <p>(Omitted)</p>	<p>added..</p>
<p>Article 7 Control and management procedures for the acquisition and disposal of assets by subsidiaries.</p> <p>1.~6. (Omitted)</p> <p>7. For the calculation of 10 percent of total assets under these Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Procedures Governing the</p>	<p>Article 7 Control and management procedures for the acquisition and disposal of assets by subsidiaries.</p> <p>1.~6. (Omitted)</p> <p>7. For the calculation of 10 percent of total assets under these Procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Procedures Governing the</p>	<p>Amended in compliance with FSC Letter No. Financial-Supervisory-Securities-Corporate-1140383333.</p>

Proposed Amendment	Existing Provisions	Remarks
<p>Preparation of Financial Reports by Securities Issuers shall be used; in the case of a company whose shares have no par value or a par value other than NT\$10, Articles 4, 5, and 7, and the calculation of transaction amounts of 20 percent of paid-in capital under these Procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; <u>for the calculation of transaction amounts of 5 percent of paid-in capital under these Regulations, 2.5 percent of equity attributable to owners of the parent shall be substituted</u>; for the calculation of transaction amounts achieving NT\$10 billion of paid-in capital under these Procedures, NT\$ 20 billion of equity attributable to owners of the parent company shall be substituted. <u>for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$10 billion, NT\$20 billion of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT\$50 billion, NT\$100 billion of equity attributable to owners of the parent shall be substituted.</u></p>	<p>Preparation of Financial Reports by Securities Issuers shall be used; in the case of a company whose shares have no par value or a par value other than NT\$10, Articles 4, 5, and 7, and the calculation of transaction amounts of 20 percent of paid-in capital under these Procedures, 10 percent of equity attributable to owners of the parent company shall be substituted; for the calculation of transaction amounts achieving NT\$10 billion of paid-in capital under these Procedures, NT\$ 20 billion of equity attributable to owners of the parent company shall be substituted.</p>	