Stock Code：6248

# TMP Steel Corporation

# 2026 Annual Meeting of Shareholders

# Meeting Agenda
## (Translation)

**Time : 10:00 a.m., May 25 Monday, 2026**
**Place : No.3,Jingjian 11th Rd., Lukang Township, Changhua County 505, Taiwan (R.O.C.)**

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# TMP Steel Corporation
# 2026 Annual Shareholders' Meeting
# Meeting Procedure

I. Call the Meeting to Order
II. Chairman Remarks
III. Management Presentations
IV. Proposals
V. Discussion
VI. Questions and Motions
VII. Adjournment

# TMP Steel Corporation
# 2026 Annual Meeting of Shareholders
# Agenda

Time : 10:00 a.m. on Monday, May 25, 2026

Place : No.3,Jingjian 11th Rd., Lukang Township, Changhua County 505, Taiwan (R.O.C.)

Meeting type : Physical shareholders meeting

I. Chairman Remarks

II. Management Presentations

1. 2025 Business Report.
2. Audit Committee's Review Report on the 2025 Financial Statements.
3. 2025 Report on the Distribution of Remuneration to Employees and Directors.
4. 2025 Report on cash dividends from profits.
5. 2025 Report on the Remuneration of Directors.
6. 2025 Report on the Execution of transactions with significant related parties.
7. Report on Share Repurchase Implementation

III. Proposals

1. Proposal for Adoption of the 2025 Business Report and Financial Statements.
2. Proposal for Adoption of the Distribution of 2025 Profits.

IV. Discussion

Amendment to particular articles of the " Articles of Incorporation ".

V. Questions and Motions

VI. Adjournment

# Management Presentations

I. 2025 Business Report

Explanation:Please refer to Attachment I.

II. Audit Committee's Review Report on the 2025 Financial Statements

Explanation: Please refer to Attachment II.

III. 2025 Report on the Distribution of Remuneration to Employees and Directors

Explanation:

The Company has passed the board of directors' resolution on March 6, 2026 regarding to the employee and director renumeration distribution related matters according to the Company's Articles of Incorporation as follows:

(I) Employee renumeration cash distribution: NT$2,200,000.

(II) Director renumeration cash distribution: NT$1,710,000.

(III) Distributed in cash.

IV. 2025 Report on cash dividends from Profits.

Explanation:

(I) The Board of Directors resolved on March 6, 2026, to distribute a cash dividend of NT$ 116,943,779, with a distribution of NT$ 1.17346101 per share, from distributable profits. The amount will be rounded down to the nearest whole number, and the fractional balance of all dividends less than NT$1 will be summed up and recognized in other income of the Company.

(II) If the number of total shares outstanding changed, such that the per-share cash dividend should be adjusted, on March 6, 2026, the board of directors passed a resolution authorizing the chairman of the board of directors to handle such adjustments by the Company Act and related laws and regulations.

V. 2025 Report on the Remuneration of Directors

Explanation: Please refer to Attachment Ⅲ.

VI. 2025 Report on the Execution of transactions with significant related parties by the Company

Explanation: According to the "Rules Governing Financial and Business Matters Between this Corporation and its Related Parties", the

Company reports the primary purchase and sales transactions and real property acquisitions between related parties in 2025. Please refer to Attachment Ⅳ.

VII. Report on Share Repurchase Implementation

Explanation: Please refer to Attachment Ⅴ.

## Proposals

Proposal 1: Proposal for Adoption of the 2025 Business Report and Financial Statements. (Proposed by the Board)

Explanation:

I. The Company's 2025 Business Report, Profit Distribution, and Financial Statements have been approved by the Board. The financial statements were audited by CPAs Hsu, Huei-Yu, and Tien, Chung-Yu of PricewaterhouseCoopers Taiwan, who issued their audit reports.

II. The aforesaid reports and statements have been delivered to the audit committee, which has completed the audit and issued the audit report.

III. For Business Report, CPA Audit Report, and Financial Statements, please refer to Attachment I and Attachment VI.

IV. Please ratify.

Resolution:

Proposal 2: Proposal for Adoption of the Distribution of 2025 Profits. (Proposed by the Board)

Explanation:

I. The Company’s distributable Profits for 2025 is NT$319,413,988. The proposed distribution is a cash dividend totaling NT$116,943,779, equivalent to NT$1.17346101 per share.

II. The cash dividend will be calculated based on the distribution ratio, rounded down to the nearest whole dollar. Any fractional amounts less than NT$1.00 will be aggregated and recognized as other income in the Company's financial statements.

III. In the event of changes in the Company's share capital that affect the number of shares outstanding, resulting in adjustments to the per-share dividend, the Board, on March 6, 2026, authorized the Chairman to

handle such adjustments by with the Company Act and related laws and regulations.

IV. On March 6, 2026, the Board resolved to authorize the Chairman to determine the ex-dividend date, payment date, and other related matters.

V. 2025 Distribution Table of Net Profit, please refer to Attachment VII.

VI. Please ratify.

Resolution:

## Discussion

Proposal : Amendment to particular articles of the " Articles of Incorporation ", please proceed to discuss. (Proposed by the Board)

Explanation:

I. In compliance with regulations, particular articles of the "Articles of Incorporation" are proposed to be amended.

II. A comparison table of the amendments to the "Articles of Incorporation", please refer to Attachment VIII.

III. Please discuss.

Resolution:

## Questions and Motions

## Adjournment

Attachment I

# TMP Steel Corporation

# Business Report

## I. 2025 Business Accomplishments

### (I) Accomplishments in Implementation of the Operation Plan

In 2025, the Company's revenue and profitability declined compared to the previous year, primarily due to the downturn in the steel market. Nevertheless, supported by prudent business strategies and stable domestic demand for construction rebar, the Company maintained resilient operations. Profit before tax for the year reached NT$182,962 thousand, demonstrating solid operational resilience despite market challenges.

consolidated operating revenue and profit before tax

Unit: NT$ thousand；%

| Item | 2025 | 2024 | Increase (Decrease) (%) |
|---|---|---|---|
| Operating revenue | 7,678,408 | 9,313,434 | -17.56% |
| Net operating margin | 436,156 | 473,960 | -7.98% |
| Operating profit | 180,374 | 188,174 | -4.15% |
| Profit before income tax | 182,962 | 265,299 | -31.04% |

### (II) Financial revenue and expenditure and profitability

1. The net cash inflow from consolidated operating activities amounted to NT$250,890 thousand, mainly attributable to steady cash recovery from overall operations.

   The net cash outflow from consolidated investing activities was NT$354,442 thousand, primarily due to strategic investments and capacity expansion.

   The net cash inflow from consolidated financing activities was NT$73,270 thousand, mainly resulting from borrowings adjusted in response to operational scale and the timely distribution of dividends.

2. Expenditure and Profitability

| Analysis Item \ Year | | 2025 | 2024 |
|---|---|---|---|
| Profitability | Return on assets (%) | 3.55 | 6.84 |
| | Return on equity (%) | 6.45 | 12.06 |
| | Operating profit to paid-in capital ratio (%) | 18.10 | 18.83 |
| | Pre-tax net profit to paid-in capital ratio (%) | 18.36 | 26.54 |
| | Earnings per share(in dollars) | 1.53 | 3.07 |

II. Overview of 2026 Operation Plan

The Company will continue to utilize the Group's upstream and downstream integrated resources to provide customized rebar processing and vertical integration services according to customers' needs and to arrange for immediate delivery of steel bars to local customers to shorten product manufacturing time and reduce customers' inventory preparation. In addition to consolidating sales to existing customers, the Company has been actively developing new customers to increase its market share and keeping an eye on the trend of price changes in the steel rebar market to adjust its sales strategy on time to boost profit margins.

In addition, the Xinshi Plant is currently under construction and is expected to be completed and operational in 2026. This new facility will add rebar processing and coupler production lines, further strengthening our secondary processing capabilities. With the continued realization of benefits from the new plant’s expanded capacity, the company’s operations are expected to reach new heights.

TMP Steel Corp remains committed to enhancing corporate governance and promoting sustainable development. We continuously implement, review, and improve our strategies to create a sustainable business environment while ensuring the interests of all stakeholders are well protected.

III. Future Company Development Strategy

In response to customer demand, the Company is building new steel processing plants in the Tainan Sinshih Industrial Park and Changhua Coastal Industrial Park, continuing to create its own sales channels and storage space for steel products across the nation to cater to customers'

needs for construction steel processing.

IV. Impacts from External Competition, Regulatory Environment, and Overall Operational Setting

The Company stays abreast of the macroeconomic environment and market trends and introduces immediate contingency measures to address the risks arising from the fluctuations to ensure that the interests of its stakeholders are safeguarded.

Finally, on behalf of the TMP Steel Corporation team and all employees, I would like to thank all shareholders for your support and encourage over the past year. For the coming year, the Company will work even harder to reach the maximum internal consensus so that we can work better to deal with challenges in the future. It is also my hope that all of you can continue to provide us with guidance and advice. My most sincere gratitude and best wishes.

I wish everyone good health and the best in all of your endeavors.

| Chairman: | President: | Accounting Manager: |
|---|---|---|
| Ching-Li Yen | Pei-Ying Huang | Uei-Ling Wang |

Attachment II

# TMP Steel Corporation

# Audit Committee's Review Report

Board of Directors sent the company's 2025 annual business report, financial statements and the distribution of surpluses to the company. The financial statements have also been audited by accountants Tien, Chung-Yu and Lin, Tzu-Shu of PricewaterhouseCoopers in Taiwan, and an unqualified audit report has been issued.

The Audit Committee has completed the verification of the business mentioned above report, individual financial statements, and the proposal for the distribution of surpluses. It is of the opinion that there was no discrepancy therein. Therefore, a statement is announced as above per the provisions of Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act for your review and verification.

To the 2026 Annual Meeting of Shareholders of TMP Steel Corporation

TMP Steel Corporation

Audit Committee Convener：Ti-miao Wu

March 6, 2026

# TMP Steel Corporation
# 2025 Directors' Remuneration

Attachment III

Date:December 31, 2024 Unit:NT$ thousand；%

| Position | Name | Remuneration to directors | | | | | | | | Ratio of the sum of A, B, C, and D to after-tax net profit | | | | Related remuneration to those who are also employees | | | | | | | | Ratio of the sum of A, B, C, D, E, F, and G to after-tax net profit | | | | Claim of remuneration from re-invested businesses other than subsidiaries |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Rewards (A) | | Retirement and pension (B) | | Remuneration to directors (C) | | Operational expenditure (D) | | | | | | Salary, bonus, and special expenditure (E) | | Retirement and pension (F) | | Remuneration to employees (G) | | | | | | | | |
| | | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | | All companies included in the financial statement | | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | | All companies included in the financial statement | | The Company | | All companies included in the financial statement | | |
| | | | | | | | | | | Total | % | Total | % | | | | | Cash value | Stock value | Cash value | Stock value | Total | % | Total | % | |
| Chairman | Taiwan Steel Corporation Representative: Ching-Li Yen | 480 | 480 | - | - | 190 | 190 | 45 | 45 | 715 | 0.47 | 715 | 0.47 | 2,900 | 2,900 | - | - | - | - | - | - | 3,615 | 2.37 | 3,615 | 2.37 | None |
| Director (Note1) | Taiwan Steel Corporation Representative: Shih-Chieh Chao | 8 | 8 | - | - | - | - | - | - | 8 | 0.01 | 8 | 0.01 | - | - | - | - | - | - | - | - | 8 | 0.01 | 8 | 0.01 | None |
| Director | Taiwan Steel Corporation Representative: Kuei-Mei Yang | 360 | 360 | - | - | 190 | 190 | 45 | 45 | 595 | 0.39 | 595 | 0.39 | - | - | - | - | - | - | - | - | 595 | 0.39 | 595 | 0.39 | None |
| Director | Taiwan Steel Corporation Representative: King-Cheng Kuo | 360 | 360 | - | - | 190 | 190 | 45 | 45 | 595 | 0.39 | 595 | 0.39 | - | - | - | - | - | - | - | - | 595 | 0.39 | 595 | 0.39 | None |
| Director | Tianchuan Investment Co., Ltd. Representative: Wen-Hsiung Mu | 360 | 360 | - | - | 190 | 190 | 45 | 45 | 595 | 0.39 | 595 | 0.39 | - | - | - | - | - | - | - | - | 595 | 0.39 | 595 | 0.39 | None |
| Director | Tianchuan Investment Co., Ltd. Representative: Sheng-Wen Yang | 214 | 214 | - | - | 190 | 190 | 25 | 25 | 429 | 0.28 | 429 | 0.28 | - | - | - | - | - | - | - | - | 429 | 0.28 | 429 | 0.28 | None |
| Director (Note2) | Tianchuan Investment Co., Ltd. Representative: Pei-Ying Huang | 146 | 146 | - | - | - | - | 20 | 20 | 166 | 0.11 | 166 | 0.11 | 4,100 | 4,100 | 108 | 108 | 150 | - | 150 | - | 4,524 | 3.07 | 4,358 | 3.07 | None |
| Director | TE CHANG CONSTRUCTION CO., LTD. Representative: Cheng-Yung Huang | 214 | 214 | - | - | 190 | 190 | 25 | 25 | 429 | 0.28 | 429 | 0.28 | - | - | - | - | - | - | - | - | 429 | 0.28 | 429 | 0.28 | None |
| Independent Director | Ti-Miao Wu | 480 | 480 | - | - | 190 | 190 | 45 | 45 | 715 | 0.47 | 715 | 0.47 | - | - | - | - | - | - | - | - | 715 | 0.47 | 715 | 0.47 | None |
| Independent Director | Yu-Chi Huang | 360 | 360 | - | - | 190 | 190 | 40 | 40 | 590 | 0.39 | 590 | 0.39 | - | - | - | - | - | - | - | - | 590 | 0.39 | 590 | 0.39 | None |

| Position | Name | Remuneration to directors | | | | | | | | Ratio of the sum of A, B, C, and D to after-tax net profit | | | | Related remuneration to those who are also employees | | | | | | | | Ratio of the sum of A, B, C, D, E, F, and G to after-tax net profit | | | | Claim of remuneration from re-invested businesses other than subsidiaries |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Rewards (A) | | Retirement and pension (B) | | Remuneration to directors (C) | | Operational expenditure (D) | | The Company | | All companies included in the financial statement | | Salary, bonus, and special expenditure (E) | | Retirement and pension (F) | | Remuneration to employees (G) | | | | The Company | | All companies included in the financial statement | | |
| | | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | Total | % | Total | % | The Company | All companies included in the financial statement | The Company | All companies included in the financial statement | The Company | | All companies included in the financial statement | | The Company | | All companies included in the financial statement | | |
| | | | | | | | | | | | | | | | | | | Cash value | Stock value | Cash value | Stock value | Total | % | Total | % | |
| Independent Director | Su-I Chou | 360 | 360 | - | - | 190 | 190 | 45 | 45 | 595 | 0.39 | 595 | 0.39 | - | - | - | - | - | - | - | - | 595 | 0.39 | 595 | 0.39 | None |

1. Please describe the payment policy, system, criteria, and structure of remuneration for independent directors and the association between factors such as responsibilities assigned, risks, and time spent, among others, and the value of the rewards paid:
   (1) According to the company's Articles of Incorporation, if the final annual accounts of the Corporation show a net profit for a given year, the board of directors shall decide to allocate no more than 4% (inclusive) as directors' remuneration. The remuneration of all directors shall be based on the usual standards in the industry and reviewed by the company's remuneration committee and resolution by the board of directors.
   (2) According to the organizational regulations of the Company's Remuneration Committee, the performance evaluation and salary remuneration of directors should refer to the usual payment situation of peers, and take into account the results of personal performance evaluation, time invested, responsibilities assumed, achievement of personal goals, and responsibilities assumed. The performance of other positions, the salary and remuneration the company has given to those with equivalent positions in recent years, and the reasonableness of the relationship between individual performance and the company's operating performance and future risks are evaluated based on the achievement of the company's short-term and long-term business goals, the company's financial status, etc.
2. Besides those disclosed in the above table, remuneration paid to directors in the most recent year for having provided services to all companies covered in the financial statement (such as consultant, other than employee of the parent company, company listed under financial statements and / or invested entity): None.

Note 1:The Company was informed on January 8, 2025, that Mr. Chao Shih-Chieh, a director representing the corporate shareholder Taiwan Steel Corporation, had passed away. A full re-election of directors was subsequently conducted on May 26, 2025.

Note 2:The directors were discharged following the re-election on May 26, 2025.

＊The remuneration disclosed herein differs from the idea of income as indicated in the Income Tax Act. Therefore, this table is meant for information disclosure only, not for taxation.

Attachment Ⅳ

# TMP Steel Corporation
# 2025 Execution of transactions with significant related parties

## I. Purchase and sale of goods and transportation services

Unit: NT$ thousand

| Item | Object | actual transaction amount | actual trading conditions | Processed according to the transaction price calculation principles approved by the board of directors | Within the annual transaction amount limit approved by the board of directors |
|---|---|---|---|---|---|
| Sales of goods | E-SHENG STEEL CO., LTD. | 9,056 | Individual negotiation | Yes | Yes |
| | E-TOP METAL CO., LTD. | 538,684 | Individual negotiation | | |
| Purchases of goods | E-SHENG STEEL CO., LTD. | 2,107,176 | The transaction price is mainly based on the steel bar price list of large domestic steel mills. It is negotiated regularly by both parties stated in the purchase contract and performed by the contract. | | |
| | E-TOP METAL CO., LTD. | 4,160,408 | | | |
| Transportation of goods | TSG TRANSPORT CORP. | 54,485 | The transaction price is regularly analyzed and negotiated by both parties on oil price fluctuations, personnel costs, and other variables, and is stated in the transportation service contract and performed by the contract. | | |

II. Acquisition of Assets

| Counterparty | Transaction | Subject | Item(Note) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| TAI STEEL ENGINEERING CO., LTD. | Acquisition | Tainan factory new construction project | NA | To meet future operational needs. | Lower quotation and meets company requirements. | NA | NA | A cash outflow of NT$153,243 thousand is expected in the following year, with minimal impact on overall capital utilization. | None | NA | The maximum amount approved by the Board of Directors is NT$275,000 thousand, of which NT$121,757 thousand had been paid as of December 31, 2025. Payments are made in installments in accordance with the contractual schedule. |

Notes:

1. Valuation reports issued by professional appraisers as required by regulations or auditor opinions.
2. The Purpose, necessity, expected revenue of acquisition or disposal.
3. The reasons for selecting related parties as transaction counterparts.
4. Obtain relevant information to evaluate the reasonableness of the proposed transaction conditions when acquiring real estate or right-of-use assets from related parties, as required by regulation.
5. Details such as the original acquisition date and price by related parties, the counterparties involved, and their relationships with the company and related parties.
6. A projected monthly cash flow forecast for the upcoming year starting from the anticipated contracting month and evaluating the necessity of transactions and the rationality of fund utilization.
7. Restrictive conditions and other important contractual provisions for this transaction.

| Counterparty | Transaction | Subject | Item(Note) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| 8. Opinion issued by the commissioned accountant to assess whether the related-party transactions comply with general commercial terms and do not harm the interests of the Company and its minority shareholders.<br>9. Actual transaction circumstances. | | | | | | | | | | | |

Attachment V

# TMP Steel Corporation
# Share Repurchase Implementation

| Item | 13th | 14th |
|---|---|---|
| Planned Share Repurchase | | |
| Board Resolution Date | December 26, 2025 | March 6, 2026 |
| Purpose of Repurchase | Transfer to employees | Transfer to employees |
| Planned Repurchase Period | December 29, 2025 – February 28, 2026 | March 9, 2026 – May 8, 2026 |
| Price Range (NT$) | NT$13.13 – NT$28.15 | NT$14.21 - NT$32.10 |
| Planned Quantity (Shares) | 5,000,000 | 2,500,000 |
| Actual Implementation Status | | |
| Actual Repurchase Period | December 31, 2025 – February 26, 2026 | As of April 23, 2026, the share repurchase program is still in progress; relevant updates will be provided at the meeting. |
| Shares Repurchased | 2,503,000 | |
| Total Repurchase Amount | NT$54,085,709 | |
| Average Repurchase Price (NT$) | NT$21.61 | |
| Percentage of Planned Quantity (%) | 50.06% | |
| Cumulative Shares Held | 2,503,000 | |
| Percentage of Issued Shares (%) | 2.50% | |
| Reason for Incomplete Execution | To safeguard shareholders' interests and maintain market trading mechanisms, the Company adopted a batch repurchase strategy within the price range based on share price movements and trading volume; therefore, the program was not fully completed. | |
| Status of Transfer to Employees | Not yet transferred to employees as of the reporting date | |

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TMP Steel Corporation

## Opinion

We have audited the accompanying consolidated balance sheets of TMP Steel Corporation and its subsidiary (the "Group") as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

## Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2025 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matter for the Group's 2025 consolidated financial statements is stated as follows:

## Existence of operating revenue

Description

Refer to Note 4(28) for accounting policy on revenue recognition and Note 6(21) for details of operating revenue. The Group's operating revenue for the year ended December 31, 2025 was $7,678,408 thousand.

The Group is primarily engaged in the sale of steel building materials. As the Group has numerous trading counterparties and a high volume of transactions which would require a longer period for verification, we considered the existence of operating revenue a key audit matter:

How our audit addressed the matter

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

A. Understood the design and assessed the effectiveness of the internal controls over sales revenue.
B. Assessed basic information on major customers, including the details of personnel in charge, registered address, operating address, relationships with these major customers, and further evaluated the reasonableness of transactions and whether they were related to major suppliers.
C. Selected samples of sales transactions and performed the following precedures:

(a) Verified whether sales transactions have original supporting documents including confirmation orders, shipping documents and invoices.

(b) Ascertained whether material accounts receivable have been offset against the same parties to which the sales were made.

(c) Inspected whether there were any recurring or significant sales returns after the stated period and whether there were any abnormalities in payment collections after the stated period.

D. Selected samples from sales transactions and sent to corresponding parties for external confirmation. Performed alternative audit procedures when responses to confirmation requests were not received on time.

## Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of TMP Steel Corporation as of and for the years ended December 31, 2025 and 2024.

## 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

## Auditors' responsibilities for the audit of the consolidated financial statements

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

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

We also:

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

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

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

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

independence, and where applicable, related safeguards.

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

Hsu, Huei-Yu

Independent Accountants

Tien, Chung-Yu

PricewaterhouseCoopers, Taiwan
Republic of China
March 6, 2026

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

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Assets | Notes | December 31, 2025 AMOUNT | % | December 31, 2024 AMOUNT | % |
|---|---|---|---|---|---|---|
| | **Current assets** | | | | | |
| 1100 | Cash and cash equivalents | 6(1) | $ 282,172 | 7 | $ 312,454 | 7 |
| 1110 | Financial assets at fair value through profit or loss - current | 6(2) | 30,589 | 1 | - | - |
| 1136 | Financial assets at amortised cost - current | 6(1)(3) and 8 | 80,500 | 2 | 55,000 | 2 |
| 1150 | Notes receivable, net | 6(4) and 12 | 101,440 | 2 | 126,706 | 3 |
| 1170 | Accounts receivable, net | 6(4) and 12 | 959,334 | 22 | 1,053,355 | 24 |
| 1180 | Accounts receivable - related parties | 6(4), 7 and 12 | 121,895 | 3 | 4,564 | - |
| 1200 | Other receivables | 7 | 3,535 | - | 1,618 | - |
| 130X | Inventories | 6(5) | 729,392 | 17 | 1,011,657 | 23 |
| 1410 | Prepayments | 6(6) and 7 | 30,974 | 1 | 74,109 | 2 |
| 11XX | **Total current assets** | | 2,339,831 | 55 | 2,639,463 | 61 |
| | **Non-current assets** | | | | | |
| 1510 | Financial assets at fair value through profit or loss - non-current | 6(2) | 247,800 | 6 | 220,900 | 5 |
| 1517 | Financial assets at fair value through other comprehensive income - non-current | 6(7) | 203,175 | 5 | 111,440 | 2 |
| 1600 | Property, plant and equipment | 6(9), 7 and 8 | 948,838 | 22 | 764,089 | 18 |
| 1755 | Right-of-use assets | 6(10) | 456,465 | 11 | 536,820 | 12 |
| 1780 | Intangible assets | | 16,253 | - | 796 | - |
| 1840 | Deferred income tax assets | 6(28) | 2,630 | - | 2,630 | - |
| 1915 | Prepayments for equipment | | 10,378 | - | 49,549 | 1 |
| 1920 | Guarantee deposits paid | | 24,558 | 1 | 25,593 | 1 |
| 15XX | **Total non-current assets** | | 1,910,097 | 45 | 1,711,817 | 39 |
| 1XXX | **Total assets** | | $ 4,249,928 | 100 | $ 4,351,280 | 100 |

(Continued)

TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Liabilities and Equity | Notes | December 31, 2025 AMOUNT | % | December 31, 2024 AMOUNT | % |
|---|---|---|---|---|---|---|
| | **Current liabilities** | | | | | |
| 2100 | Short-term borrowings | 6(11) and 8 | $ 440,000 | 10 | $ 316,932 | 8 |
| 2110 | Short-term notes and bills payable | 6(12) | 79,908 | 2 | - | - |
| 2130 | Contract liabilities - current | 6(21) and 7 | 180,097 | 4 | 266,715 | 6 |
| 2150 | Notes payable | | 4,752 | - | 4,742 | - |
| 2170 | Accounts payable | | 1,402 | - | 1,043 | - |
| 2180 | Accounts payable - related parties | 7 | 114,523 | 3 | 316,568 | 7 |
| 2200 | Other payables | 6(13) and 7 | 112,051 | 3 | 129,472 | 3 |
| 2230 | Current income tax liabilities | 6(28) | 14,389 | - | 11,923 | - |
| 2280 | Lease liabilities - current | | 35,679 | 1 | 27,447 | 1 |
| 2320 | Long-term liabilities, current portion | 6(14) and 8 | 66,748 | 2 | 49,878 | 1 |
| 2399 | Other current liabilities | | 670 | - | 490 | - |
| 21XX | **Total current liabilities** | | 1,050,219 | 25 | 1,125,210 | 26 |
| | **Non-current liabilities** | | | | | |
| 2540 | Long-term borrowings | 6(14) and 8 | 420,211 | 10 | 353,990 | 8 |
| 2580 | Lease liabilities - non-current | | 437,639 | 10 | 488,721 | 11 |
| 2640 | Net defined benefit liabilities - non-current | | 3 | - | - | - |
| 25XX | **Total non-current liabilities** | | 857,853 | 20 | 842,711 | 19 |
| 2XXX | **Total liabilities** | | 1,908,072 | 45 | 1,967,921 | 45 |
| | Share capital | | | | | |
| 3110 | Common stock | 6(16) | 999,561 | 24 | 999,561 | 23 |
| 3200 | Capital surplus | 6(16)(17)(18) | 910,034 | 21 | 910,034 | 21 |
| | Retained earnings | 6(19) | | | | |
| 3310 | Legal reserve | | 94,491 | 2 | 71,407 | 2 |
| 3320 | Special reserve | | 5,110 | - | 5,110 | - |
| 3350 | Unappropriated retained earnings | | 334,660 | 8 | 385,207 | 9 |
| 3400 | Other equity interest | 6(7)(20) | 4,335 | - | 12,040 | - |
| 3500 | Treasury shares | 6(16) | ( 6,335) | - | - | - |
| 3XXX | **Total equity** | | 2,341,856 | 55 | 2,383,359 | 55 |
| | Significant contingent liabilities and unrecognised contract commitments | 9 | | | | |
| 3X2X | **Total liabilities and equity** | | $ 4,249,928 | 100 | $ 4,351,280 | 100 |

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

TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except for earnings per share amount)

| | | | Year ended December 31 | | | |
|---|---|---|---|---|---|---|
| | | | 2025 | | 2024 | |
| | Items | Notes | AMOUNT | % | AMOUNT | % |
| 4000 | Operating revenue | 6(21) and 7 | $ 7,678,408 | 100 | $ 9,313,434 | 100 |
| 5000 | Operating costs | 6(5)(10)(15)(26)(27) and 7 | ( 7,242,252) | ( 94) | ( 8,839,474) | ( 95) |
| 5900 | Net operating margin | | 436,156 | 6 | 473,960 | 5 |
| | Operating expenses | 6(10)(15)(18)(26)(27), 7 and 12 | | | | |
| 6100 | Selling expenses | | ( 174,943) | ( 3) | ( 197,965) | ( 2) |
| 6200 | General and administrative expenses | | ( 80,924) | ( 1) | ( 84,373) | ( 1) |
| 6450 | Expected credit gains (losses) | | 85 | - | ( 3,448) | - |
| 6000 | Total operating expenses | | ( 255,782) | ( 4) | ( 285,786) | ( 3) |
| 6900 | Operating profit | | 180,374 | 2 | 188,174 | 2 |
| | Non-operating income and expenses | | | | | |
| 7100 | Interest income | 6(3)(22) | 3,014 | - | 4,581 | - |
| 7010 | Other income | 6(23) and 7 | 6,364 | - | 2,041 | - |
| 7020 | Other gains and losses | 6(2)(10)(24) and 7 | 21,253 | - | 92,037 | 1 |
| 7050 | Finance costs | 6(9)(10)(25) | ( 28,043) | - | ( 21,534) | - |
| 7000 | Total non-operating income and expenses | | 2,588 | - | 77,125 | 1 |
| 7900 | **Profit before income tax** | | 182,962 | 2 | 265,299 | 3 |
| 7950 | Income tax expense | 6(28) | ( 30,504) | - | ( 34,456) | - |
| 8200 | **Net income for the year** | | $ 152,458 | 2 | $ 230,843 | 3 |
| | **Other comprehensive income** | | | | | |
| | **Components of other comprehensive income (loss) that will not be reclassified to profit or loss** | | | | | |
| 8316 | Unrealised gains or losses on valuation of investments in equity instruments measured at fair value through other comprehensive income | 6(7)(20) | ($ 7,705) | - | $ 12,040 | - |
| 8300 | **Total other comprehensive (loss) income for the year** | | ($ 7,705) | - | $ 12,040 | - |
| 8500 | **Total comprehensive income for the year** | | $ 144,753 | 2 | $ 242,883 | 3 |
| | Profit attributable to: | | | | | |
| 8610 | Owners of parent | | $ 152,458 | 2 | $ 230,843 | 3 |
| | Comprehensive income attributable to: | | | | | |
| 8710 | Owners of parent | | $ 144,753 | 2 | $ 242,883 | 3 |
| | Earnings per share (in dollars) | 6(29) | | | | |
| 9750 | Basic | | $ 1.53 | | $ 3.07 | |
| 9850 | Diluted | | $ 1.52 | | $ 3.06 | |

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

TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Equity attributable to owners of the parent | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Retained Earnings | | | | | |
| | | Share capital - common stock | Capital surplus | Legal reserve | Special reserve | Unappropriated retained earnings | Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income | Treasury shares | Total equity |
| For the year ended December 31, 2024 | | | | | | | | | |
| Balance at January 1, 2024 | | $ 687,532 | $ 386,891 | $ 45,084 | $ 5,110 | $ 320,599 | $ - | $ - | $ 1,445,216 |
| Net income for the year ended December 31, 2024 | | - | - | - | - | 230,843 | - | - | 230,843 |
| Other comprehensive income for the year ended December 31,2024 | 6(7)(20) | - | - | - | - | - | 12,040 | - | 12,040 |
| Total comprehensive income for the year ended December 31, 2024 | | - | - | - | - | 230,843 | 12,040 | - | 242,883 |
| Distribution of 2023 earnings: | | | | | | | | | |
| Legal reserve | | - | - | 26,323 | - | ( 26,323 ) | - | - | - |
| Cash dividends | 6(19) | - | - | - | - | ( 139,912 ) | - | - | ( 139,912 ) |
| Issuance of common stock for cash | 6(16)(17) | 300,000 | 510,000 | - | - | - | - | - | 810,000 |
| Compensation cost of employee stock options | 6(17)(18)(27) | - | 1,496 | - | - | - | - | - | 1,496 |
| Conversion of corporate bonds into common stock | | 12,029 | 11,647 | - | - | - | - | - | 23,676 |
| Balance at December 31, 2024 | | $ 999,561 | $ 910,034 | $ 71,407 | $ 5,110 | $ 385,207 | $ 12,040 | $ - | $ 2,383,359 |
| For the year ended December 31, 2025 | | | | | | | | | |
| Balance at January 1, 2025 | | $ 999,561 | $ 910,034 | $ 71,407 | $ 5,110 | $ 385,207 | $ 12,040 | $ - | $ 2,383,359 |
| Net income for the year ended December 31, 2025 | | - | - | - | - | 152,458 | - | - | 152,458 |
| Other comprehensive loss for the year ended December 31, 2025 | 6(7)(20) | - | - | - | - | - | ( 7,705 ) | - | ( 7,705 ) |
| Total comprehensive income (loss) for the year ended December 31, 2025 | 6(7)(20) | - | - | - | - | 152,458 | ( 7,705 ) | - | 144,753 |
| Distribution of 2024 earnings: | | | | | | | | | |
| Legal reserve | | - | - | 23,084 | - | ( 23,084 ) | - | - | - |
| Cash dividends | 6(19) | - | - | - | - | ( 179,921 ) | - | - | ( 179,921 ) |
| Purchase of treasury stocks | 6(16) | - | - | - | - | - | - | ( 6,335 ) | ( 6,335 ) |
| Balance at December 31, 2025 | | $ 999,561 | $ 910,034 | $ 94,491 | $ 5,110 | $ 334,660 | $ 4,335 | ($ 6,335 ) | $ 2,341,856 |

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

TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Year ended December 31 2025 | 2024 |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit before tax | | $ 182,962 | $ 265,299 |
| Adjustments | | | |
| Adjustments to reconcile profit (loss) | | | |
| Gain on financial assets at fair value through porfit or loss | 6(2)(24) | ( 21,811 ) | ( 93,728 ) |
| Expected credit (gains) losses | 12 | ( 85 ) | 3,448 |
| Depreciation | 6(9)(10)(26) | 95,053 | 73,919 |
| Losses on disposal of property, plant and equipment | 6(24) | 494 | - |
| Gain from lease modification | 6(10)(24) | ( 2,823 ) | - |
| Amortisation | 6(26) | 2,216 | 376 |
| Compensation cost of employee stock options | 6(17)(18)(27) | - | 1,496 |
| Interest income | 6(22) | ( 3,014 ) | ( 4,581 ) |
| Dividend income | 6(23) | ( 3,219 ) | - |
| Interest expense | 6(25) | 28,043 | 21,534 |
| Changes in operating assets and liabilities | | | |
| Changes in operating assets | | | |
| Notes receivable | | 25,266 | ( 21,028 ) |
| Accounts receivable | | 94,106 | ( 211,107 ) |
| Accounts receivable - related parties | | ( 117,331 ) | ( 4,564 ) |
| Other receivables | | ( 1,917 ) | ( 185 ) |
| Inventories | | 282,241 | ( 256,985 ) |
| Prepayments | | 43,135 | ( 49,069 ) |
| Changes in operating liabilities | | | |
| Contract liabilities - current | | ( 86,618 ) | ( 68,828 ) |
| Notes payable | | 10 | ( 4,509 ) |
| Accounts payable | | 359 | ( 119,449 ) |
| Accounts payable - related parties | | ( 202,045 ) | 165,961 |
| Other payables | | ( 10,286 ) | ( 11,161 ) |
| Other current liabilities | | 180 | ( 472 ) |
| Net defined benefit liabilities - non-current | | 3 | - |
| Cash inflow (outflow) generated from operations | | 304,919 | ( 313,633 ) |
| Interest received | | 3,014 | 4,581 |
| Dividends received | | 3,219 | - |
| Interest paid | | ( 32,224 ) | ( 22,704 ) |
| Income tax paid | | ( 28,038 ) | ( 43,922 ) |
| Net cash flows from (used in) operating activities | | 250,890 | ( 375,678 ) |

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TMP STEEL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Year ended December 31 2025 | 2024 |
|---|---|---|---|
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| (Increase) decrease in financial assets at amortised cost - current | | ($ 25,500) | $ 5,225 |
| Acquisition of financial assets at fair value through profit or loss - current | | ( 35,737) | - |
| Proceeds from disposal of financial assets at fair value through profit or loss - current | | 59 | - |
| Acquisition of financial assets at fair value through other comprehensive income - non-current | | ( 99,440) | ( 99,400) |
| Cash paid for acquisition of property, plant and equipment | 6(30) | ( 198,578) | ( 385,799) |
| Interest paid for acquisition of property, plant and equipment | 6(9)(25)(30) | ( 4,089) | ( 1,522) |
| Proceeds from disposal of property, plant and equipment | | 2,297 | - |
| Remeasure refund of right-of-use asset | | 19,798 | - |
| Acquisition of intangible assets | | ( 2,414) | ( 637) |
| Increase in prepayments for equipment | | ( 11,873) | ( 24,609) |
| Decrease in guarantee deposits paid | | 1,035 | 2,284 |
| Net cash flows used in investing activities | | ( 354,442) | ( 504,458) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Increase in short-term borrowings | 6(31) | 1,616,220 | 2,772,921 |
| Decrease in short-term borrowings | 6(31) | ( 1,493,152) | ( 2,672,097) |
| Increase in short-term notes and bills payable | 6(31) | 170,000 | 1,000,000 |
| Decrease in short-term notes and bills payable | 6(31) | ( 90,000) | ( 1,000,000) |
| Payment of lease liabilities | 6(31) | ( 26,633) | ( 58,881) |
| Decrease in corporate bonds | 6(31) | - | ( 4,200) |
| Increase in long-term borrowings | 6(31) | 142,600 | 270,700 |
| Decrease in long-term borrowings | 6(31) | ( 59,509) | ( 58,044) |
| Issuance of common stock for cash | 6(16) | - | 810,000 |
| Payment of cash dividends | 6(19) | ( 179,921) | ( 139,912) |
| Purchase of treasury stocks | 6(16) | ( 6,335) | - |
| Net cash flows from financing activities | | 73,270 | 920,487 |
| Net (decrease) increase in cash and cash equivalents | | ( 30,282) | 40,351 |
| Cash and cash equivalents at beginning of year | 6(1) | 312,454 | 272,103 |
| Cash and cash equivalents at end of year | 6(1) | $ 282,172 | $ 312,454 |

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TMP Steel Corporation

## Opinion

We have audited the accompanying parent company only balance sheets of TMP Steel Corporation (the "Company") as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

## Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the parent company only financial statements section of our report. We are independent of the Company 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.

## Key audit matters

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

Key audit matter for the Company's 2025 parent company only financial statements is stated as follows:

## Existence of sales revenue

Description

Refer to Note 4(27) for accounting policy on revenue recognition and Note 6(21) for details of operating revenue. The Company's operating revenue for the year ended December 31, 2025 was $7,678,408 thousand.

The Company is primarily engaged in the sales of steel building materials. As the Company has numerous trading counterparties and a high volume of transactions which would require a longer period for verification, we considered the existence of operating revenue a key audit matter.

How our audit addressed the matter

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

A. Understood the design and assessed the effectiveness of the internal controls over sales revenue.

B. Assessed basic information of major customers, including the details of personnel in charge, registered address, operating address, relationships with these major customers, and further evaluated the reasonableness of transactions and whether they were related to major suppliers.

C. Selected samples of sales transactions and performed the following procedures:

(a) Verified whether sales transactions have original supporting documents including confirming orders, shipping documents and invoices.

(b) Ascertained whether material accounts receivable have been offset against the same parties to which the sales were made.

(c) Inspected whether there were any recurring or significant sales returns after the stated period and whether there were any abnormalities in payment collections after the stated period.

D. Selected samples from sales transactions and sent to corresponding parties for external confirmation. Performed alternative audit procedures when responses to confirmation requests were not received on time.

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

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

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

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

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

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

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

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

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

Hsu, Huei-Yu

Independent Accountants

Tien, Chung-Yu

PricewaterhouseCoopers, Taiwan

Republic of China

March 6, 2026

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TMP STEEL CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Assets | Notes | December 31, 2025 AMOUNT | % | December 31, 2024 AMOUNT | % |
|---|---|---|---|---|---|---|
| | **Current assets** | | | | | |
| 1100 | Cash and cash equivalents | 6(1) | $ 281,172 | 7 | $ 311,459 | 7 |
| 1110 | Financial assets at fair value through profit or loss - current | 6(2) | 30,589 | 1 | - | - |
| 1136 | Financial assets at amortised cost - current | 6(1)(3) and 8 | 80,500 | 2 | 55,000 | 2 |
| 1150 | Notes receivable, net | 6(4) and 12 | 101,440 | 2 | 126,706 | 3 |
| 1170 | Accounts receivable, net | 6(4) and 12 | 959,334 | 22 | 1,053,355 | 24 |
| 1180 | Accounts receivable - related parties | 6(4), 7 and 12 | 121,895 | 3 | 4,564 | - |
| 1200 | Other receivables | 7 | 3,535 | - | 1,618 | - |
| 130X | Inventories | 6(5) | 729,392 | 17 | 1,011,657 | 23 |
| 1410 | Prepayments | 6(6) and 7 | 30,974 | 1 | 74,109 | 2 |
| 11XX | **Total current assets** | | 2,338,831 | 55 | 2,638,468 | 61 |
| | **Non-current assets** | | | | | |
| 1510 | Financial assets at fair value through profit or loss - non-current | 6(2) | 247,800 | 6 | 220,900 | 5 |
| 1517 | Financial assets at fair value through other comprehensive income - non-current | 6(7) | 203,175 | 5 | 111,440 | 2 |
| 1550 | Investments accounted for using equity method | 6(8) | 1,000 | - | 995 | - |
| 1600 | Property, plant and equipment | 6(9), 7 and 8 | 948,838 | 22 | 764,089 | 18 |
| 1755 | Right-of-use assets | 6(10) | 456,465 | 11 | 536,820 | 12 |
| 1780 | Intangible assets | | 16,253 | - | 796 | - |
| 1840 | Deferred income tax assets | 6(28) | 2,630 | - | 2,630 | - |
| 1915 | Prepayments for equipment | | 10,378 | - | 49,549 | 1 |
| 1920 | Guarantee deposits paid | | 24,558 | 1 | 25,593 | 1 |
| 15XX | **Total non-current assets** | | 1,911,097 | 45 | 1,712,812 | 39 |
| 1XXX | **Total assets** | | $ 4,249,928 | 100 | $ 4,351,280 | 100 |

(Continued)

TMP STEEL CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Liabilities and Equity | Notes | December 31, 2025 AMOUNT | % | December 31, 2024 AMOUNT | % |
|---|---|---|---|---|---|---|
| | **Current liabilities** | | | | | |
| 2100 | Short-term borrowings | 6(11) and 8 | $ 440,000 | 10 | $ 316,932 | 8 |
| 2110 | Short-term notes and bills payable | 6(12) | 79,908 | 2 | - | - |
| 2130 | Contract liabilities - current | 6(21) and 7 | 180,097 | 4 | 266,715 | 6 |
| 2150 | Notes payable | | 4,752 | - | 4,742 | - |
| 2170 | Accounts payable | | 1,402 | - | 1,043 | - |
| 2180 | Accounts payable - related parties | 7 | 114,523 | 3 | 316,568 | 7 |
| 2200 | Other payables | 6(13) and 7 | 112,051 | 3 | 129,472 | 3 |
| 2230 | Current income tax liabilities | 6(28) | 14,389 | - | 11,923 | - |
| 2280 | Lease liabilities - current | | 35,679 | 1 | 27,447 | 1 |
| 2320 | Long-term liabilities, current portion | 6(14) and 8 | 66,748 | 2 | 49,878 | 1 |
| 2399 | Other current liabilities | | 670 | - | 490 | - |
| 21XX | **Total current liabilities** | | 1,050,219 | 25 | 1,125,210 | 26 |
| | **Non-current liabilities** | | | | | |
| 2540 | Long-term borrowings | 6(14) and 8 | 420,211 | 10 | 353,990 | 8 |
| 2580 | Lease liabilities - non-current | | 437,639 | 10 | 488,721 | 11 |
| 2640 | Net defined benefit liabilities - non-current | | 3 | - | - | - |
| 25XX | **Total non-current liabilities** | | 857,853 | 20 | 842,711 | 19 |
| 2XXX | **Total liabilities** | | 1,908,072 | 45 | 1,967,921 | 45 |
| | Share capital | | | | | |
| 3110 | Common stock | 6(16) | 999,561 | 24 | 999,561 | 23 |
| 3200 | Capital surplus | 6(16)(17)(18) | 910,034 | 21 | 910,034 | 21 |
| | Retained earnings | 6(19) | | | | |
| 3310 | Legal reserve | | 94,491 | 2 | 71,407 | 2 |
| 3320 | Special reserve | | 5,110 | - | 5,110 | - |
| 3350 | Unappropriated retained earnings | | 334,660 | 8 | 385,207 | 9 |
| 3400 | Other equity interest | 6(7)(20) | 4,335 | - | 12,040 | - |
| 3500 | Treasury shares | 6(16) | ( 6,335) | - | - | - |
| 3XXX | **Total equity** | | 2,341,856 | 55 | 2,383,359 | 55 |
| | Significant contingent liabilities and unrecognised contract commitments | 9 | | | | |
| 3X2X | **Total liabilities and equity** | | $ 4,249,928 | 100 | $ 4,351,280 | 100 |

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

TMP STEEL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars, except for earnings per share amounts)

| | | | Year ended December 31 | | | |
|---|---|---|---|---|---|---|
| | | | 2025 | | 2024 | |
| | Items | Notes | AMOUNT | % | AMOUNT | % |
| 4000 | Operating revenue | 6(21) and 7 | $ 7,678,408 | 100 | $ 9,313,434 | 100 |
| 5000 | Operating costs | 6(5)(10)(15)(26)(27) and 7 | ( 7,242,252) | ( 94) | ( 8,839,474) | ( 95) |
| 5900 | Net operating margin | | 436,156 | 6 | 473,960 | 5 |
| | Operating expenses | 6(10)(15)(18)(26)(27), 7 and 12 | | | | |
| 6100 | Selling expenses | | ( 174,943) | ( 3) | ( 197,965) | ( 2) |
| 6200 | General and administrative expenses | | ( 80,922) | ( 1) | ( 84,373) | ( 1) |
| 6450 | Expected credit gains (losses) | | 85 | - | ( 3,448) | - |
| 6000 | Total operating expenses | | ( 255,780) | ( 4) | ( 285,786) | ( 3) |
| 6900 | Operating profit | | 180,376 | 2 | 188,174 | 2 |
| | Non-operating income and expenses | | | | | |
| 7100 | Interest income | 6(3)(22) | 3,007 | - | 4,574 | - |
| 7010 | Other income | 6(23) and 7 | 6,364 | - | 2,041 | - |
| 7020 | Other gains and losses | 6(2)(10)(24) and 7 | 21,253 | - | 92,037 | 1 |
| 7050 | Finance costs | 6(9)(10)(25) | ( 28,043) | - | ( 21,534) | - |
| 7070 | Share of profit of subsidiaries, associates and joint ventures accounted for using equity method | 6(8) | 5 | - | 7 | - |
| 7000 | Total non-operating income and expenses | | 2,586 | - | 77,125 | 1 |
| 7900 | **Profit before income tax** | | 182,962 | 2 | 265,299 | 3 |
| 7950 | Income tax expense | 6(28) | ( 30,504) | - | ( 34,456) | - |
| 8200 | **Net income for the year** | | $ 152,458 | 2 | $ 230,843 | 3 |
| | **Other comprehensive income** | | | | | |
| | **Components of other comprehensive income that will not be reclassified to profit or loss** | | | | | |
| 8316 | Unrealised gains or losses on valuation of investments in equity instruments measured at fair value through other comprehensive income | 6(7)(20) | ($ 7,705) | - | $ 12,040 | - |
| 8300 | **Total other comprehensive (loss) income for the year** | | ($ 7,705) | - | $ 12,040 | - |
| 8500 | **Total comprehensive income for the year** | | $ 144,753 | 2 | $ 242,883 | 3 |
| | Earnings per share (in dollars) | 6(29) | | | | |
| 9750 | Basic | | $ 1.53 | | $ 3.07 | |
| 9850 | Diluted | | $ 1.52 | | $ 3.06 | |

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

TMP STEEL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Share capital - common stock | Capital surplus | Retained Earnings | | | Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income | Treasury shares | Total equity |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Legal reserve | Special reserve | Unappropriated retained earnings | | | |
| For the year ended December 31, 2024 | | | | | | | | | |
| Balance at January 1, 2024 | | $ 687,532 | $ 386,891 | $ 45,084 | $ 5,110 | $ 320,599 | $ - | $ - | $ 1,445,216 |
| Net income for the year ended December 31, 2024 | | - | - | - | - | 230,843 | - | - | 230,843 |
| Other comprehensive income for the year ended December 31, 2024 | 6(7)(20) | - | - | - | - | - | 12,040 | - | 12,040 |
| Total comprehensive income for the year ended December 31, 2024 | | - | - | - | - | 230,843 | 12,040 | - | 242,883 |
| Distribution of 2023 earnings: | | | | | | | | | |
| Legal reserve | | - | - | 26,323 | - | ( 26,323 ) | - | - | - |
| Cash dividends | 6(19) | - | - | - | - | ( 139,912 ) | - | - | ( 139,912 ) |
| Issuance of common stock for cash | 6(16)(17) | 300,000 | 510,000 | - | - | - | - | - | 810,000 |
| Compensation cost of employee stock options | 6(17)(18)(27) | - | 1,496 | - | - | - | - | - | 1,496 |
| Conversion of corporate bonds into common stock | | 12,029 | 11,647 | - | - | - | - | - | 23,676 |
| Balance at December 31, 2024 | | $ 999,561 | $ 910,034 | $ 71,407 | $ 5,110 | $ 385,207 | $ 12,040 | $ - | $ 2,383,359 |
| For the year ended December 31, 2025 | | | | | | | | | |
| Balance at January 1, 2025 | | $ 999,561 | $ 910,034 | $ 71,407 | $ 5,110 | $ 385,207 | $ 12,040 | $ - | $ 2,383,359 |
| Net income for the year ended December 31, 2025 | | - | - | - | - | 152,458 | - | - | 152,458 |
| Other comprehensive loss for the year ended December 31, 2025 | 6(7)(20) | - | - | - | - | - | ( 7,705 ) | - | ( 7,705 ) |
| Total comprehensive income (loss) for the year ended December 31, 2025 | | - | - | - | - | 152,458 | ( 7,705 ) | - | 144,753 |
| Distribution of 2024 earnings: | | | | | | | | | |
| Legal reserve | | - | - | 23,084 | - | ( 23,084 ) | - | - | - |
| Cash dividends | 6(19) | - | - | - | - | ( 179,921 ) | - | - | ( 179,921 ) |
| Purchase of treasury stocks | 6(16) | - | - | - | - | - | - | ( 6,335 ) | ( 6,335 ) |
| Balance at December 31, 2025 | | $ 999,561 | $ 910,034 | $ 94,491 | $ 5,110 | $ 334,660 | $ 4,335 | ($ 6,335 ) | $ 2,341,856 |

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

TMP STEEL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Year ended December 31 2025 | 2024 |
|---|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Profit before tax | | $ 182,962 | $ 265,299 |
| Adjustments | | | |
| Adjustments to reconcile profit (loss) | | | |
| Gain on financial assets at fair value through profit or loss | 6(2)(24) | ( 21,811 ) | ( 93,728 ) |
| Expected credit (gains) losses | 12 | ( 85 ) | 3,448 |
| Share of profit of subsidiaries, associates and joint ventures accounted for using equity method | 6(8) | ( 5 ) | ( 7 ) |
| Depreciation | 6(9)(10)(26) | 95,053 | 73,919 |
| Losses on disposal of property, plant and equipment | 6(24) | 494 | - |
| Gain from lease modification | 6(10)(24) | ( 2,823 ) | - |
| Amortisation | 6(26) | 2,216 | 376 |
| Compensation cost of employee stock options | 6(17)(18)(27) | - | 1,496 |
| Interest income | 6(22) | ( 3,007 ) | ( 4,574 ) |
| Dividend income | 6(23) | ( 3,219 ) | - |
| Interest expense | 6(25) | 28,043 | 21,534 |
| Changes in operating assets and liabilities | | | |
| Changes in operating assets | | | |
| Notes receivable | | 25,266 | ( 21,028 ) |
| Accounts receivable | | 94,106 | ( 211,107 ) |
| Accounts receivable - related parties | | ( 117,331 ) | ( 4,564 ) |
| Other receivables | | ( 1,917 ) | ( 185 ) |
| Inventories | | 282,241 | ( 256,985 ) |
| Prepayments | | 43,135 | ( 49,070 ) |
| Changes in operating liabilities | | | |
| Contract liabilities - current | | ( 86,618 ) | ( 68,828 ) |
| Notes payable | | 10 | ( 4,509 ) |
| Accounts payable | | 359 | ( 119,449 ) |
| Accounts payable - related parties | | ( 202,045 ) | 165,961 |
| Other payables | | ( 10,286 ) | ( 11,161 ) |
| Other current liabilities | | 180 | ( 472 ) |
| Net defined benefit liabilities - non-current | | 3 | - |
| Cash inflow (outflow) generated from operations | | 304,921 | ( 313,634 ) |
| Interest received | | 3,007 | 4,574 |
| Dividends received | | 3,219 | - |
| Interest paid | | ( 32,224 ) | ( 22,704 ) |
| Income tax paid | | ( 28,038 ) | ( 43,922 ) |
| Net cash flows from (used in) operating activities | | 250,885 | ( 375,686 ) |

(Continued)

TMP STEEL CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in thousands of New Taiwan dollars)

| | Notes | Year ended December 31 2025 | 2024 |
|---|---|---|---|
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| (Increase) decrease in financial assets at amortised cost - current | | ($ 25,500) | $ 5,225 |
| Acquisition of financial assets at fair value through profit or loss - current | | ( 35,737) | - |
| Proceeds from disposal of financial assets at fair value through profit or loss - current | | 59 | - |
| Acquisition of financial assets at fair value through other comprehensive income - non-current | | ( 99,440) | ( 99,400) |
| Cash paid for acquisition of property, plant and equipment | 6(30) | ( 198,578) | ( 385,799) |
| Interest paid for acquisition of property, plant and equipment | 6(9)(25)(30) | ( 4,089) | ( 1,522) |
| Proceeds from disposal of property, plant and equipment | | 2,297 | - |
| Remeasure refund of right-of-use asset | | 19,798 | - |
| Acquisition of intangible assets | | ( 2,414) | ( 637) |
| Increase in prepayments for equipment | | ( 11,873) | ( 24,609) |
| Decrease in guarantee deposits paid | | 1,035 | 2,284 |
| Net cash flows used in investing activities | | ( 354,442) | ( 504,458) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Increase in short-term borrowings | 6(31) | 1,616,220 | 2,772,921 |
| Decrease in short-term borrowings | 6(31) | ( 1,493,152) | ( 2,672,097) |
| Increase in short-term notes and bills payable | 6(31) | 170,000 | 1,000,000 |
| Decrease in short-term notes and bills payable | 6(31) | ( 90,000) | ( 1,000,000) |
| Payment of lease liabilities | 6(31) | ( 26,633) | ( 58,881) |
| Decrease in corporate bonds | 6(31) | - | ( 4,200) |
| Increase in long-term borrowings | 6(31) | 142,600 | 270,700 |
| Decrease in long-term borrowings | 6(31) | ( 59,509) | ( 58,044) |
| Issuance of common stock for cash | 6(16) | - | 810,000 |
| Payment of cash dividends | 6(19) | ( 179,921) | ( 139,912) |
| Purchase of treasury stocks | 6(16) | ( 6,335) | - |
| Net cash flows from financing activities | | 73,270 | 920,487 |
| Net (decrease) increase in cash and cash equivalents | | ( 30,287) | 40,343 |
| Cash and cash equivalents at beginning of year | 6(1) | 311,459 | 271,116 |
| Cash and cash equivalents at end of year | 6(1) | $ 281,172 | $ 311,459 |

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

Attachment VII

# TMP Steel Corporation
# 2025 Distribution Table of Net Profit

Unit: NTD

| Summary | Amount |
|---|---|
| Net Profit After Tax for 2025 | 152,458,163 |
| Less: 10% Legal Reserve | (15,245,817) |
| Distributable profits for the Current Year | 137,212,346 |
| Undistributed Surplus profits from Previous Years | 182,201,642 |
| Total Distributable profits | 319,413,988 |
| Assign items： | |
| Cash Dividends to Common Share Holders | (116,943,779) |
| Undistributed Surplus profits at the End of the Year | 202,470,209 |

Note：

1. The order for the distribution of profits of the year prioritizes the distribution of profits for 2025, and the insufficient amount shall be supplemented by the undistributed profits from the last period.
2. The cash dividend is made based on the total dividend distributed to an individual shareholder; the amount will be rounded down to the nearest whole number, and the fractional balance of all dividends less than NT$1 will be summed up and recognized in other income of the Company.
3. In the event that the Company’s repurchase of its own shares, or the transfer or cancellation of treasury shares, subsequently affects the total number of outstanding shares and thereby results in changes to the dividend payout ratio, it is proposed that the Board of Directors authorize the Chairman to handle all related matters in accordance with the Company Act and other applicable laws and regulations.

| Chairman: | President: | Accounting Manager: |
|---|---|---|
| Ching-Li Yen | Pei-Ying Huang | Uei-Ling Wang |

Attachment VIII

# TMP Steel Corporation

## Comparison Table of the Amendment to the "Articles of Incorporation"

| After Amendment | Before Amendment | Explanation |
|---|---|---|
| Chapter VI Directors and Functional Committees<br>Article 13<br>Items 1 is omitted.<br>In order to strengthen supervisory functions and enhance management mechanisms, the Company may establish various functional committees in accordance with applicable laws and regulations as well as the Company's internal rules.<br>The Company has established an Audit Committee, which shall be composed of all independent directors, with no fewer than three members. The exercise of authority and other matters to be observed by the Audit Committee shall be handled in accordance with relevant laws and regulations as well as the Company's Articles of Incorporation. | Chapter VI Directors and Functional Committees<br>Article 13<br>Items 1 is omitted.<br>In compliance with Articles 14-4、14-6 of the Securities and Exchange Law and Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies with Articles27 stipulated that the Audit Committee, the Remuneration Committee, and the Corporate Governance and Sustainable Development Committee shall be set up separately, which shall consist of all independent directors. The Committee or the members shall be responsible for those responsibilities of Supervisors specified under the Company Law, the Securities and Exchange Law and other relevant regulations.<br>The organizational regulations and procedures for exercising powers of the committees referred to in the preceding paragraph shall be formulated by the board of directors in accordance with Article 14-4 and | Amended in accordance with practical need. |

| After Amendment | Before Amendment | Explanation |
| --- | --- | --- |
| | Article 14-6 of the Securities and Exchange Act and other laws or regulations of the competent authority | |
| Article 23<br>Omitted.<br>The forty-sixth amendment was made on May 25, 2026. | Article 23<br>Omitted. | Add the date of this amendment. |

Appendix I

# TMP Steel Corporation
# Articles of Incorporation(Before Revision)

## Chapter I General Provisions

Article 1 The Corporation shall be incorporated, as a company limited by shares, under the Company Law of the Republic of China, and its name shall be TMP Steel Corporation in the Chinese language, and TMP Steel Corporation in the English language.

Article 2 The business scope of the Company is as follows:

1. CC01010 Electric Power Supply, Electric Transmission and Power Distribution Machinery Manufacturing
2. CC01040 Lighting Facilities Manufacturing
3. CC01060 Wired Communication Equipment and Apparatus Manufacturing
4. CC01070 Telecommunication Equipment and Apparatus Manufacturing
5. CC01080 Electronic Parts and Components Manufacturing
6. CC01110 Computers and Computing Peripheral Equipments Manufacturing
7. CC01990 Electrical Machinery, Supplies Manufacturing
8. F113050 Wholesale of Computing and Business Machinery Equipment
9. F213030 Retail sale of Computing and Business Machinery Equipment
10. F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified
11. F399990 Retail sale of Others
12. F399040 Retail Business Without Shop
13. JE01010 Rental and Leasing Business
14. J602010 Agents and Managers for Performing Arts, Entertainers, and Models
15. F401010 International Trade
16. F111090 Wholesale of Building Materials

17. F106010 Wholesale of Ironware
18. F211010 Retail Sale of Building Materials
19. F206010 Retail Sale of Ironware
20. CA01050 Iron and Steel Rolling, Drawing, and Extruding
21. F113010 Wholesale of Machinery
22. F113020 Wholesale of Household Appliance
23. F113070 Wholesale of Telecom Instruments
24. J701040 Recreational Activities grounds and Facilities
25. H701010 Residence and Buildings Lease Construction and Development
26. H701020 Industrial Factory Buildings Lease Construction and Development
27. H701050 Public Works Construction and Investment
28. H703090 Real Estate Commerce
29. H703100 Real Estate Rental and Leasing
30. I401010 General Advertising Services
31. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3 The Company has its head office in Changhua County. The Company may, if necessary, set up branch offices domestically and abroad upon resolution of the Board of Directors authority.

Article 4 (Delete)

## Chapter II Capital stocks

Article 5 The total capital stock of the Corporation shall be in the amount of 1,500,000,000 New Taiwan Dollars, divided into 150,000,000 shares, at ten New Taiwan Dollars each, and may be paid-up in installments.

The Corporation may reserve 114,620,000 New Taiwan Dollars among the above total capital stock for issuing stock warrant to exercise which including employee stock option , corporate bonds with stock options and etc. A total of 11,462,000 shares at ten New Taiwan Dollars each may be paid-up in installments.

Article 5-1 If the Company wishes to transfer an employee stock options to an employee at a price lower than the average price of the shares that were bought back or when the Company issues employee stock options with a subscription price lower than the closing price of the Company's common shares on the day of issuance, it shall be approved by at least two-thirds of the voting rights represented at the latest shareholders' meeting attended by shareholders representing a majority of the total issued shares.

Treasury stock purchased by the Company accordance with the company law can be transferred to the employees of parent's or subsidiaries of the company meeting certain specific requirements.

Stock warrants of the Company or new stock issued by Company or restricted employee stock warrant can be transferred to the employees of parent's or subsidiaries of the company meeting certain specific requirements.

Article 6 Unless otherwise provided in relevant laws or regulations, affairs concerning shareholder services need to be handled in accordance with the Regulations Governing the Administration of Shareholder Services of Public Companies promulgated by the competent authority.

Article 7 Share certificates of the Company shall be assigned with serial numbers, shall indicate the particulars accordance with the company law, shall be affixed with the signatures or personal seals of three or more directors of the issuing company, and shall be duly certified or authenticated by the competent authority or a certifying institution appointed by the competent authority before issuance.

The shares issued by the Company are exempted from printing, however, they shall be registered in the central securities depository and be handled in accordance with the regulations of the institution.

Article 8 Registration for transfer of shares shall be suspended sixty (60)

days immediately before the date of regular meeting of shareholders, and thirty (30) days immediately before the date of any special meeting of shareholders, or within five (5) days before the day on which dividend, bonus, or any other benefit is scheduled to be paid by the Corporation.

The period starts from the meeting date or the base date.

## Chapter III Shareholders' Meeting

Article 9 Shareholders' meetings of the Corporation are of two types, namely: (1) general meetings and (2) special meetings. The general meeting shall be annually convened within six months from the end of each fiscal year. The special meeting shall be convened in accordance with the relevant laws and regulations, whenever is necessary.

Unless otherwise provided by company law or other regulations, this Corporation's shareholders meetings shall be convened by the board of directors.

The Company's shareholders' meeting may be convened in the manner of video conference or other method announced by the MOEA.

Article 9-1 Written notices shall be sent to all shareholders thirty days prior to the general meeting and fifteen days prior to the special meeting. The notice shall specify the date, place and reasons to convene. Pursuant to relevant laws and regulations, the notice served to the shareholder who owns less than 1,000 shares of nominal stocks may be given in the form of a public announcement.

Article 10 Shareholders who are unable to attend the shareholders' meeting may designate a proxy to attend the shareholders' meeting with a power of attorney indicating the scope of authority in accordance with Article 177 of the Company Act and the Regulations Governing the Use of Proxies for Attendance at Shareholders' Meeting of Public Companies.

Article 11 Unless otherwise provided by laws, regulations, bylaws, or rules, each shareholder of the Corporation is entitled to one vote for each share held , except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

Article 12 The resolutions of shareholders' meeting, unless otherwise stated in the relevant laws and regulations, shall be agreed by the majority of votes represented by the attending shareholders or proxies who represents the majority of total number of issued shares.

## Chapter IV Directors and Functional Committees

Article 13 The Board of Directors of the company has five (5) to nine (9) Directors, and the term of office is three (3) years. Re-elected candidates are reappointed. The total shareholding ratio of all directors shall not be lower than the regulations of the securities regulatory authority. The election of Directors adopts the system of nomination for shareholders to vote from a list of nominated candidates at the shareholders' meeting. The nomination method shall be conducted in accordance with one of Article 192 of the Company Law.

In compliance with Articles 14-4、14-6 of the Securities and Exchange Law and Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies with Articles27 stipulated that the Audit Committee, the Remuneration Committee, and the Corporate Governance and Sustainable Development Committee shall be set up separately, which shall consist of all independent directors. The Committee or the members shall be responsible for those responsibilities of Supervisors specified under the Company Law, the Securities and Exchange Law and other relevant regulations.

The organizational regulations and procedures for exercising powers of the committees referred to in the preceding paragraph shall be formulated by the board of directors in accordance with

Article 14-4 and Article 14-6 of the Securities and Exchange Act and other laws or regulations of the competent authority.

Article 13-1 The number of independent directors within the number of directors in the preceding article shall be three at least and shall not be less than one-fifth of the total number of directors.

Article 13-2 The meeting of the Board of Directors shall be held at least once every quarter. Unless otherwise stipulated in the Company Act, the Board of Directors' meeting shall be convened by the Chairperson and shall be clearly stated in the written notices sent out to the directors. All directors shall be notified of the meeting seven days in advance via mail, e-mail or fax. In case of emergency, the Board meeting can be convened.

Article 14 The Board of Directors shall be organized by the directors. One chairman shall be appointed during a Board of Directors meeting with over two-thirds of the directors present and with the support of over half of all attending directors, the same method shall be used to elect one vice chairman, and the chairman shall represent the Company externally.

Article 15 When the Chairperson is on leave or unable to exercise power, the person who may preside the meeting shall be determined in accordance with Article 208 of the Company Act.

Article 15-1 A director who appoints another director to attend a board meeting shall in each instance issue a proxy form stating the scope of authorization with respect to the reasons for convening the meeting. No director may act as proxy for more than one other director.

Article 16 The compensation of all directors shall be recommended by the Remuneration Committee and determined by the board of directors in accordance with the usual standards of the industry.

Article 16-1 The company may purchase duty insurance for directors every year to reduce and diversify the risk of major damages to the company and shareholders caused by the directors' illegal activities.

## Chapter V Managers

Article 17 The Company shall has a general manager, a deputy general manager, an associate and have several managers. The appointment, dismissal and remuneration shall be subject to Article 29 of the Company Act.

## Chapter VI Accounting

Article 18 The fiscal year for the Corporation shall be from January 1 of each year to December 31 of the same year. After the close of each fiscal year, the following reports shall be prepared by the Board of Directors, and submitted to the regular shareholders' meeting for acceptance: After the close of each fiscal year, the following reports shall be prepared by the Board of Directors on 30 days before the meeting of the shareholders' meeting, and submitted to the regular shareholders' meeting for acceptance: (1) Business report (2) Financial statement (3) Profit distribution or deficit compensation proposal.

Article 19 If the final annual accounts of the Corporation show a net profit for a given year (which refers to the profit before tax deducting the distribution of employee remuneration and director remuneration), it shall allocate 1~10 percent of the net profit as profit-sharing compensation to employees. No less than 10% of the employee remuneration shall be set aside as distribution remuneration for grassroots employees, which could be paid by cash or stock which should be decided by the board of directors. Those employees should be qualified employees of the company or the subsidiaries. The Corporation shall allocate no more than 4% of the net profit as profit-sharing compensation to Directors which should be decided by the board of directors.

However, if the Company has an accumulated deficit, the profit shall cover the deficit before it can be used for compensation to employees and remuneration to the directors based on the above-mentioned ratios.

When the Company completes final accounting to obtain net

income, after deduction of income tax and dues and have covered the losses, the Company shall first set aside 10% of net income as legal reserve; provided that no legal reserve may be set aside when such legal reserve has reached the Company's total paid-in capital. The Company should provise or reverse the remaining to special reserve pursuant accordance with the Company law 41, the remaining will join the accumulated non-distributed earnings at the beginning of the term, to be resolved by the board of directors whether to be retained or distributed as the shareholders' dividends; if f the distribution is made by by issuing new shares, the distribution shall be submitted to the shareholders' meeting for resolution before distributing.

Pursuant to Item 5, Article 240 of the Company Act, the Company authorizes the board meeting attended by two-thirds of the total number of directors, with the resolution adopted by a majority vote to distributte dividends and bonuses in whole or in part, and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

Article 19-1 The Company is at industrial growth stage. In the next few years, there are plans to expand operations and capital needs. Therefore, in addition to the distribution of earnings in accordance with the above regulations. Tthe company's dividend policy is in line with current and future development plans, Taking into account the investment environment, capital requirements and domestic and foreign competition conditions, and taking into account the interests of shareholders, the annual dividend is not less than 30% of the distributable earnings in current year, but when the cumulative distributable earnings is lower than the 1% of the total paid-in capital, it may not be distributed; when dividends to shareholders are distributed, it can be done in cash or stocks, where the cash dividend is not less than 10% of the total dividend, but the type and ratio of the surplus distribution , It may be adjusted according to the

actual profit and capital status of the current year and determined by the shareholders meeting.

Article 19-2 Pursuant to Article 241 of the Company Act, distribute its legal reserve and the following capital reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash; when distributing in cash, a resolution adopted by a majority vote at a meeting of the board of directors attended by two-thirds of the total number of directors is required; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting. If the distribution is made by by issuing new shares, the distribution shall be submitted to the shareholders' meeting for resolution before distributing.

## Chapter VII Supplementary

Article 20 The Company's investment may exceed 40% of the paid-in capital, and it shall be authorized by the board of directors to execute it.

Article 21 The company may provide external guarantees among the similar industries.

Article 22 Matters not set forth in the Articles of Incorporation shall be subject to the Company Act, and other laws.

Article 23 The Articles of Incorporation was established on May 7, 1984.
The first amendment was made on May 26, 1984.
The second amendment was made on December 10, 1984.
The third amendment was made on August 21, 1986.
The fourth amendment was made on September 9, 1986.
The fifth amendment was made on August 18, 1988.
The sixth amendment was made on May 2, 1989.
The seventh amendment was made on June 30, 1990.
The eighth amendment was made on August 6, 1990.
The ninth amendment was made on May 9, 1992.
The tenth amendment was made on December 21, 1992.
The eleventh amendment was made on February 15, 1993.

The twelfth amendment was made on August 5, 1993.
The thirteenth amendment was made on June 18, 1994.
The fourteenth amendment was made on July 20, 1994.
The fifteenth amendment was made on June 28, 1995.
The sixteenth amendment was made on August 18, 1995.
The seventeenth amendment was made on January 28, 1997.
The eighteenth amendment was made on March 18, 1997.
The nineteenth amendment was made on June 28, 1997.
The twentieth amendment was made on April 25, 1998.
The twenty-first amendment was made on June 12, 2001.
The twenty-second amendment was made on June 19, 2002.
The twenty-third amendment was made on May 13, 2003.
The twenty-fourth amendment was made on May 18, 2004.
The twenty-fifth amendment was made on June 14, 2005.
The twenty-sixth amendment was made on June 14, 2006.
The twenty-seventh amendment was made on June 15, 2007. ( The revised Article 5-1 will be applicable from the date of implementation by the authority. (January 1, 1997).
The twenty-eighth amendment was made on June 13, 2008.
The twenty-ninth amendment was made on June 19, 2009.
The thirtieth amendment was made on November 18, 2009.
The thirty-first amendment was made on June 15, 2010.
The thirty-second amendment was made on June 22, 2011.
The thirty-third amendment was made on June 21, 2012.
The thirty-fourth amendment was made on October 4, 2012.
The thirty-fifth amendment was made on June 18, 2013.
The thirty-sixth amendment was made on December 30, 2013.
The thirty-seventh amendment was made on May 29, 2014.
The thirty-eighth amendment was made on June 29, 2016.
The thirty-ninth amendment was made on November 1, 2017.
The fortieth amendment was made on June 28, 2019.
The forty-first amendment was made on April 23, 2020.

The forty-second amendment was made on July 2, 2021.

The forty- third amendment was made on April 28, 2022.

The forty-fourth amendment was made on May 12, 2023.

The forty-fifth amendment was made on May 26, 2025.

Appendix II

# TMP Steel Corporation
# Shareholders Meeting Procedure Rules

Approved by the shareholders' meeting on April 28,2022

Article 1 To establish the good governance system for the Company's shareholders' meetings, enhance the supervision function and the management mechanism, the Procedures are established pursuant to Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2 Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting Procedure Rules shall prevail.

Article 3 Unless otherwise specified by the laws or the Articles of Incorporation, the Company's Shareholders Meeting shall be convened by the Board of Directors.

Any change to the convention method of the Company's shareholders' meetings shall be resolved by the board of directors, and no later than mailing the shareholders meeting notice.

The Company shall formulate the cause and the description information for the shareholders meeting notice, the power of attorney documents, the relevant approval proposals, the discussion proposals, and the various proposals concerning the appointment or dismissal of directors into electronic files and upload them to the Market Observation Post System at least 30 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting. The Company shall also formulate the shareholders meeting handbook and supplementary materials into electronic files and upload them to the Market Observation Post System at least 21 days prior to a general shareholders meeting or 15 days prior to an extraordinary shareholders meeting; however, where the Company's paid-in capital of NT$10 billion or more as of the last day of the most recent fiscal year, or aggregate shareholding percentage of foreign investors and Mainland Chinese investors of

30% or more as recorded in the shareholders' register at the time a regular shareholders meeting is convened in the most recent year, the electronic files shall be transmitted 30 days prior to the regular shareholders meeting. Prepare the meeting handbook and supplementary materials for the current shareholders meeting at least 15 days prior to the meeting, and make them available to shareholders upon request. The materials shall be displayed in the Company and the stock agency appointed by the Company, and must be distributed on-site during the shareholders meeting.

The agenda handbook and meeting supplemental information in the preceding paragraph, shall be provided to the shareholders for reference on the date of the shareholders' meeting in the following manners:

I. For the physical shareholders' meeting, such information shall be distributed at the site of the meeting.

II. For the video-assisted shareholders' meeting, such information shall be distributed at the site of the meeting, and transmitted to the video conference platform as the electronic files.

III. Where a shareholders' meeting is convened in the manner of video conference, such information shall be transmitted to the video conference platform as the electronic files.

The notice and announcement shall specify the reason for convening. If the notice is approved by the counterparty, it may be done electronically.

Issues that involve election or dismissal of directors, changes to the Articles of Incorporation, capital reduction, application for suspension of public offering, director's permission to compete, surplus capital increase, capital reserve conversion, corporate liquidation, merger, divestment, or any matters listed in Paragraph 1 of Article 185 of The Company Act, Article 26-1 or Article 43-6 of the Securities and Exchange Act, or Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities

Issuers must be raised and have the main content explained as part of the regular motions and cannot be raised in the form of special motions.

The shareholders' meeting notice has specified the full re-election of directors and the date of their appointment. Once the re-election is completed in the concerned meeting, their date of appointment must not be altered via an extempore motion or other methods.

Shareholder(s) holding over 1% of the Company's outstanding shares are entitled to make a proposal for discussion at a general shareholders meeting. Only one matter is permitted, and proposals exceeding this limit shall be excluded from discussion.

If a shareholder's proposal involves one of the conditions specify by Paragraph 4, Article 172-1 of the Company Act, the proposal shall be excluded from the board of directors meeting.

Shareholders may propose proposals urging the Company to promote public interests or fulfill its social responsibilities; procedure-wisely, only one matter is permitted pursuant to Article 172-1 of the Company Act; in case a proposal contains more than one matter, such proposal shall not be included in the agenda.

The Company shall announce, before the book closure date of the general shareholders meeting, the conditions, places, written or electronic acceptance method, and time within which shareholders proposals are accepted. The timing of acceptance must not be less than 10 days.

A proposal made by a shareholder shall be limited to 300 characters. Anything exceeding 300 characters shall be excluded. The proposing shareholder shall attend the shareholders meeting in person or entrust another to participate in the proposal discussion.

The Company shall, before the date of notice for the shareholders meeting, advise the proposing shareholder of the handling results, and list the proposals conforming to the provision of this Article in the meeting notice. For shareholder proposals not included in the

proposals list, the board of directors shall explain why they are excluded during the shareholders meeting.

Article 4 During each shareholders meeting, shareholders may issue a power of attorney printed by the Company, specifying the scope of authorization, and appoint an proxy to attend the meeting.

One shareholder is limited to issuing one power of attorney to appoint one person as proxy, and shall deliver the document to the Company 5 days prior to the shareholders meeting. In case of duplicate power of attorney forms, the earliest one received shall prevail unless a declaration has been issued to revoke the earlier entrustment.

After the power of attorney is delivered to the company, shareholders who wish to attend the shareholders meeting in person or exercise their voting rights in writing or electronically shall notify the Company of revocation of the proxy in writing two days prior to the shareholders meeting. The voting rights of the entrusted proxy shall prevail if the revocation is not issued prior to the deadline.

After the proxy form is delivered to the Company, shareholders who wish to attend the shareholders meeting via video conference shall notify the Company of revocation of the proxy in writing two days prior to the shareholders meeting. The voting rights of the entrusted proxy shall prevail if the revocation is not issued prior to the deadline.

Article 5 The shareholders meeting shall be located at a place within the Company or a place convenient for shareholders' attendance and suitable for the shareholders meeting. The start time of the meeting shall not be earlier than 9 am or later than 3 pm. The opinions of independent directors must be fully considered in terms of the place and time of the meeting.

When the Company convenes the video shareholders' meetings, the restrictions of convention location in the preceding paragraph does not apply.

Article 6 The Company shall specify the time and location for shareholder, proxy solicitors, proxy agents ("shareholders" hereafter), registration

in the meeting notice as well as other matters requiring attention.

The preceding registration time shall be at least 30 minutes prior to the meeting. The registration area shall be clearly identified, and sufficient personnel must be deployed to handle the registration matters. The time during which shareholder attendance registrations will be accepted at the video conference platform shall be at least 30 minutes prior to the time the meeting commences. The shareholders accepted are deemed attend the shareholders' meeting in person.

The shareholder must present the attendance certificate, attendance sign-in card, or other attendance certificate in order to attend the shareholders meeting. Except for the documents required by the shareholders to attend, the Company shall not arbitrarily request other supporting documents. The proxy with a power of attorney must present ID documents for verification.

The Company the attending shareholders shall hand-in a sign-in card to sign in.

The Company shall deliver the meeting handbook, annual report, attendance certificate, speech slips, voting slips, and other meeting materials to the shareholders attending the shareholders meeting. In case of director election, additional voting slips must be included.

When the government or corporation is a shareholder, the representative attending the shareholders meeting is not limited to one person. When a corporation is entrusted to attend the shareholders meeting, only one representative may be appointed to attend.

Where the Company convenes the video shareholders' meetings, and shareholders intend to attend in the manner of video conference shall register with the Company at least two day prior to the meeting date.

Where the Company convenes the video shareholders' meetings, the Company shall upload the agenda handbook, annual reports and other related information to the video conference platform for the shareholders' meeting 30 minutes prior to the meeting, and retain the

disclosure of such until the meeting ends.

Article 6-1 Where the Company convenes the video shareholders' meetings, the meeting notice shall specify the following matters:

I. The method for shareholders to attend the video conference and exercise of their rights.

II. The handling method when the video conference platform or participation in the manner of video conference fails due to force majeure, such as natural disasters or incidents, and the follows shall be at least included:

(I) Time and date for the postponement or re-convention when the aforesaid continual failure that cannot be eliminated and thus a postponement or re-convention is required.

(II) The shareholders have not registered to attend the first shareholders' meeting must not attend the postponed or re-convened meeting.

(III) Where the Company convenes the video-assisted shareholders' meetings, and when the video meeting is discontinued, if the total attending shares still meet the statutory quorum for shareholders' meeting commencement after deducting these shares held by the shares attending the meeting via video conference, the meeting shall continue; the shares held by the shares attending the meeting via video conference shall be included in the total shares of the attending shareholders, but deemed abstaining for all proposals in the concerned shareholders' meeting.

(IV) The handling method where the results of all proposal are announced but the extempore motions are not proceeded.

III. Where the Company convenes the video shareholders' meetings, the proper alternatives provided for the shareholders having difficulties attending in the manner of a video conference shall be specified.

Article 7 If the shareholders meeting is convened by the board of directors, the

chairman of the board shall chair the meeting. If the chairman is unable to perform such duties due to leave of absence or any reason, the vice chairman shall act on the chairman's behalf. If the vice chairman is also unavailable or cannot perform such duties due to leave of absence or any reason, the chairman may appoint a managing director to act on the chairman's behalf. If there is no managing director, the chairman shall appoint a proxy. If the chairman has not appointed a proxy, the managing directors or other directors shall appoint one among them as proxy.

The chairman mentioned in the preceding paragraph shall be an executive director or a director’s proxy who has served for over 6 months and has a clear grasp of the Company's financial business status. The same shall apply if the chairman is the representative of a corporate director.

For a shareholders meeting called by the board of directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors attend in person, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders meeting minutes.

If the shareholders' meeting is convened by someone with the right to convene other than the board of directors, the chairman shall be the convener, if there are two or more persons having the convening right, the chair shall be elected from among themselves.

The Company may appoint the retained attorneys, accountants, or related personnel to attend the shareholders meeting.

Article 8 The Company shall audio and video-tape the full proceeding of shareholders’ meetings.

The audiovisual materials from the preceding paragraphs shall be retained for at least 1 year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Where the Company convenes the video shareholders’ meetings, the

Company shall record and retain the records of the registration, enrollment, acceptance, inquiries, voting, and the results of vote calculation, and continuously record the video conference thoroughly, both audio and video.

The records and audio and video recordings in the preceding paragraphs shall be properly retained during the Company's survival period, and the audio and video recordings are provided to the organizer of the video conference for custody.

Article 9 The attendance of the shareholders meeting shall be calculated based on the number of shares held by those present. The number of shares held by those present shall be calculated based on the signature book or the sign-in card and the accepted shares at the video conference platform, submitted plus the number of shares exercising voting rights in writing or electronically.

The chair shall immediately announce the meeting adjourned at the scheduled meeting time.

But shall postpone the meeting when the shareholders present do not represent over 1/2 of the total issued shares. The number of postponements is limited to 2, and the total postponement time shall not exceed 1 hour. If the share amount present is still insufficient after 2 postponements but is over 1/3 of the total issued shares, the chair shall announce the meeting aborted, where the Company convenes the video shareholders' meetings, the Company shall announce the meeting adjournment at the video conference platform.

If the share amount present do not exceed 1/3 of the total issued shares after 2 postponements, a tentative resolution may be passed pursuant to the first paragraph of Article 175 of the Company Act, and notify the shareholders of the tentative resolution and reconvene the shareholders meeting within 1 month, where the Company convenes the video shareholders' meetings, and shareholders intend to attend in the manner of video conference shall register again with the Company per Article 6.

Before the end of the meeting, if the number of shares represented by the shareholders present has exceeded 1/2 of the total issued shares, the chair may submit the tentative resolution for a full resolution pursuant to Article 174 of the Company Act.

Article 10 If the shareholders meeting is convened by the board of directors, the agenda shall be set by the board of directors, related proposals are put to vote, and the meeting shall be conducted in accordance with the set agenda and shall not be changed without a resolution from the shareholders meeting.

If the shareholders meeting is convened by someone with the right to convene other than the board of directors, the preceding paragraph shall apply mutatis mutandis.

Before the meeting has been concluded, the chair shall not declare the meeting adjourned without a resolution. If the chair violates the procedure rules and announces the meeting adjourned, other members of the board of directors shall promptly assist the shareholders present to elect one person to serve as the chair and continue the meeting in accordance with the procedures established by law, and continue the meeting.

The chair must allow adequate time to explain and discuss the various motions, amendments, or special motions proposed during the meeting. The chair may announce discontinuing further discussions if the issue in question is considered to have been sufficiently discussed to proceed with the voting, and sufficient time for voting shall be arranged.

Article 11 Before a shareholder makes a statement, the shareholder must specify the statement summary, shareholder’s account number (or attendance certificate number) and account name on the statement slip. The chair shall determine the order of shareholder statements.

If a shareholder has submitted a statement slip and fails to make a statement, the statement is deemed as waived. If the content of the statement is inconsistent with that specified on the statement slip, the

content of the statement shall prevail.

Each shareholder shall not make over 2 statements during each meeting without the consent of the chair, and each statement shall not exceed 5 minutes. The chair may stop a statement if it violates the preceding provision or exceeds the scope of the topic.

When an attending shareholder makes a statement, other shareholders shall not interfere with the statement except those with the consent of the chair and the speaking shareholder. Violators shall be stopped by the chair.

When a corporate shareholder appoints two or more representatives to attend the shareholders meeting, only one person is permitted to speak on the same proposal.

After the shareholders have spoken, the chair may reply personally or designate the relevant personnel to reply.

Where the Company convenes the video shareholders' meetings, the shareholders attending the meeting via video conference may, after the chair declares the commencement of the meeting, till the adjournment, raise inquiries in text at the video conference platform for the shareholders' meeting. No more than two inquiries may be made to each proposal. The maximum length of the inquiries is 200 words, and Paragraphs 1 to 5 do not apply.

The inquiries in the preceding paragraph, if not a breach to the regulations, nor beyond the proposal extent, it is advisable to disclose such inquiries at the video conference platform for the shareholders' meeting for the public knowledge.

Article 12 Votes during a shareholders meeting shall be calculated based on the number of shares.

During a shareholders meeting resolution, the total number of issued shares shall not be included the number of shares held by non-voting shareholders. When a shareholder is a stakeholder in matters presented at the meeting and may pose harm to the interests of the Company, said shareholder shall not participate in the voting or act on

behalf of other shareholders to exercise their voting rights.

The number of shares for which voting rights cannot be exercised in the preceding paragraph shall not be counted as the number of voting rights of shareholders present.

Except for a trust enterprise or a stock agency approved by the competent securities authorities, when one person is entrusted by two or more shareholders at the same time, the voting rights of the proxy shall not exceed 3% of the total number of shares issued, and the part that exceeded this limit shall not be calculated.

Article 13 Shareholders have one voting right per share, except for those who are restricted or have no voting rights pursuant to Article 179, Paragraph 2 of the Company Act.

Voting rights can be exercised in writing or using the electronic method. When adopting the written or electronic method to exercise the voting rights, instructions for exercising voting rights in writing or using the electronic form must be clearly stated on the shareholders meeting notice. Shareholders who exercise voting rights in writing or electronically are deemed to have attended the shareholders meeting in person. However, the provisional motions and amendments to the original shareholders meeting proposals shall be deemed as abstentions. Therefore, the Company must avoid proposing provisional motions and amendments to the original proposals.

For those who intend to exercise voting rights in writing or electronically under the preceding paragraph, their expressions of intent shall be delivered to the Company 2 days before the shareholders meeting. In the event of duplicate expressions of intent, the first 1 shall prevail unless a declaration has been issued to revoke the earlier expression of intent.

After shareholders have exercised their voting rights in writing or electronically, if they wish to attend the shareholders meeting in person or video, they must revoke the aforesaid expressions of intent 2 days prior to the shareholders meeting the same way they exercised

their vote rights. If the revocation is overdue, the voting rights exercised in writing or electronically shall prevail. If voting rights are exercised in writing or electronically and a proxy is entrusted to attend the shareholders meeting via a power of attorney, the voting rights exercised by the entrusted proxy shall prevail.

The vote for a proposal shall be passed with the approval of a majority of the shareholder voting rights present unless otherwise stipulated in the Company Act or the Company's Articles of Incorporation. At the time of voting, shareholders shall vote, and the shareholders' approval, opposition, and abstention voting results shall be uploaded to the Market Observation Post System.

In case there are any amendments or alternative solutions for the same proposal, the chair shall combine these amendments/alternative solutions with the original proposal and decide their priority for voting. If one of these cases has already been resolved, the other cases shall be considered rejected and no further voting is required.

The scrutineers and vote-counters for the proposal votes shall be designated by the chair, but the scrutineers must be shareholders. The vote counting operation for shareholder votes or election proposals shall be conducted at a public place in the shareholders meeting. After the vote counting has completed, the voting results shall be announced on-site (including the statistical weight), and a record shall be made.

Where the Company convenes the video shareholders' meetings, the shareholders attending in the manner of video conference shall vote via the video conference platform to each proposal and election after the Chairman declares the meeting commencement. Such voting shall be completed before the Chairman declares the end of voting; anyone misses the deadline is deemed abstention.

Where the Company convenes the video shareholders' meetings, the votes shall be calculated at once upon the end of voting declared by

the chair, and announce the results of voting or elections.

Where the Company convenes the video-assisted shareholders' meetings, the shareholders who already have registered to attend the meeting in the manner of video conference pursuant to Article 6, but then intend to attend the off-line shareholders' meeting in person, shall withdraw the registration in the same manner of registration two days prior to the shareholders' meeting date; these who miss the deadline may only attend the shareholders' meeting in the manner of a video conference.

These who exercise the vote in the manner of writing or electronic method, without withdrawing their expressions of intents, and attending the meeting in the manner of video conference, other than the extempore motions, must not exercise the votes to the original proposal, propose any amendment to the original proposal, or exercise the votes to the amendment to the original proposal.

Article 14 The election of directors during the shareholders meeting must be handled according to the relevant election provisions set by the Company. The election results, including the list of elected directors and the final tally must be announced on-site.

The electoral votes for the preceding election shall be sealed and signed by the scrutineers, and properly retained for at least one year. However, if the case involves a lawsuit according to Article 189 of the Company Act, the materials shall be retained until the end of the lawsuit.

Article 15 The shareholders meeting resolutions shall be compiled into detailed minutes, and signed or sealed by the chair of the meeting before disseminating to each shareholder no later than 20 days after the meeting. The meeting minutes may be prepared and distributed in electronic form.

The aforesaid meeting minutes may be announced via upload to the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and

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

Where the Company convenes the video shareholders' meetings, other than the matters to be recorded as required in the preceding paragraph, the starting and ending time of the shareholders' meeting, convention method of the meeting, names of the chair and record-keeper, and the handling method when the video conference platform or participation in the manner of video conference fails due to disasters, incidents or other force majeure, and the handling status shall be specified.

Where the Company convenes the video shareholders' meetings, other than complying with the preceding paragraph, the minutes shall also specify the alternatives for the shareholders having difficulties to attend in the manner of video conference.

Article 16 The number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the shares attended by the shareholders in the manner of writing or electronic method, shall be clearly disclosed in the shareholders meeting on the meeting day in a statistical table compiled under the prescribed format. Where the shareholders' meeting are convened in the manner of video conference, the Company shall upload the aforesaid information to the video conference platform for the shareholders' meeting at least 30 minutes prior to the meeting, and retain the disclosure of such until the meeting ends.

Where the Company convenes the video shareholders' meetings, the total shares held by the shareholders attending the meeting shall be disclosed at the video conference platform. If the total shares and voting rights of the attending shareholders are counted during the

meeting, the same applies.

Article 17 Staff handling the shareholders meeting shall wear identification cards or armbands.

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

If the venue is equipped with amplifying equipment, the chair may stop it when the shareholder does not use the equipment configured by the Company to speak.

If a shareholder violates the procedure rules, obstructs the progress of the meeting, and refuses to comply with the chair's instructions; the chair may direct the guard or security personnel to ask the shareholder to leave the venue.

Article 18 During a meeting, the chair may announce a break at his or her discretion. During a force majeure event, the chair may rule to suspend the meeting temporarily and announce the meeting continuation time.

If the meeting venue cannot continue to be used before the agendas set by the shareholders meeting are concluded, the shareholders meeting may decide to find another venue to continue the meeting.

The shareholders meeting may decide to postpone or continue the meeting within 5 days pursuant to Article 182 of the Company Act.

Article 19 Where the shareholders' meetings are convened in the manner of video conference, the Company shall disclose the voting result of each proposal and election results at the video conference platform for the shareholders' meeting, and retain the disclosure at least 15 minutes after the chair declares adjournment.

Article 20 When the Company convenes the video shareholders' meetings, the chair and the record-keeper shall be at the same location within Taiwan. The chair shall announce the address of this location.

Article 21 Where the shareholders' meeting is convened in the manner of video

conference, the chair, when declaring the meeting commencement, shall also declare the events not requiring postponement or re-convention specified in Paragraph 4, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies; before the chair declares the adjournment, in the event where the video conference platform or the participation in the video conference fails for 30 minutes or more due to nature disasters, incidents, or other force majeure, the date of the shareholders' meeting postponed to, or re-convened shall be within five days, and Article 182 of the Company Act shall not apply.

Where the meeting is to be postponed or re-convened as specified in the preceding paragraph, the shareholders have not registered to attend the first shareholders' meeting must not attend the postponed or re-convened meeting.

For the meeting is to be postponed or re-convened as specified in Paragraph 1, the shareholders who registered to attend the original meeting via the video conference, and have completed the acceptance, but not attend the postponed or re-convened meeting, their attending shares at the original meeting, the exercised voting right and election right, shall be counted into the total shares, voting rights, and election rights of the attending shareholders in the postponed or re-convened meeting.

The postponement or re-convention of shareholders' meetings conducted per Paragraph 1 needs not again discuss and resolve the proposal that have completed voting and vote calculation, with the announcement of voting results, or the list of elected directors.

Where the Company convenes the video-assisted shareholders' meetings, and when the video meeting is discontinued as specified in Paragraph 1 and the total attending shares still meet the statutory quorum for shareholders' meeting commencement, the postponement or re-convention of the meeting per Paragraph 1 is not required.

Under the circumstances to continue the meeting as specified in the preceding paragraph, the shares held by the shares attending the meeting via video conference shall be included in the total shares of the attending shareholders, but deemed abstaining for all proposals in the concerned shareholders' meeting.

Where the Company postpones or re-convenes any shareholders' meeting as specified in Paragraph 1, the pre-requisite operations shall be conducted based on the original shareholders' meeting date, and pursuant to Paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For the periods specified in the latter part of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, Paragraph 2 of Article 44-5, Article 44-15, Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall proceed on the date of the postponed or re-convened shareholders' meeting per Paragraph .

Article 22 Where the Company convenes the video shareholders' meetings, the proper alternatives shall be provided for the shareholders having difficulties to attend in the manner of video conference.

Article 23 This Procedure Rules shall be implemented after approval by the shareholders meeting, and the same shall apply to its revisions.

Article 24 Abolish and re-establish the Company's "Rules of Procedures for Shareholders Meetings"：April 28,2022

Appendix III

# TMP Steel Corporation
# List of Shareholding by Directors

The Company has issued a total of 99,956,149 capital shares, and pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”:

1. The minimum number of shares held by all directors is 7,996,491 shares.
2. The Company has established an audit committee, so the number of shares that must be held by the supervisor is inapplicable.

List of individual shareholdings and total shareholdings of directorseholdings and total shareholdings of directors.

| Title | Name | Shareholding on the book closure date（3/27/2025） Number of shares | Shareholding percentage(%) |
|---|---|---|---|
| Chairman | Taiwan Steel Corporation Representative:Ching-Li Yen | 3,204,054 shares | 3.21 % |
| Director | Taiwan Steel Corporation Representative:Kuei-Mei Yang | | |
| Director | Taiwan Steel Corporation Representative:King-Cheng Kuo | | |
| Director | Tianchuan Investment Co., Ltd. Representative: Wen-Hsiung Mu | 6,079,303 shares | 6.08% |
| Director | Tianchuan Investment Co., Ltd. Representative: Sheng-Wen Yang | | |
| Director | TE CHANG CONSTRUCTION CO., LTD. Representative:Cheng-Yung Huang | 3,981,000 shares | 3.98% |
| Independent Director | Ti-miao Wu | 0 shares | 0.00 % |
| Independent Director | Yu-chi Huang | 0 shares | 0.00 % |
| Independent Director | Su-i Chou | 0 shares | 0.00 % |
| Total | | 13,264,357 shares | 13.27% |