Stock Code: 6629

Thai Kin Co., Ltd.

Minutes of 2025 Annual Shareholders' Meeting

Thai Kin Co., Ltd.

Minutes of 2025Annual Shareholders' Meeting

Time: May 29, 2025, 9:00am

Location: 13 F., No. 152, Songjiang Rd., Zhongshan Dist., Taipei City 104488, Taiwan (R.O.C.)

- Total outstanding shares of the Company: 38,316,166 shares
- Total shares represented by shareholders and Proxy Present: 33,141,471 shares (32,585,884 shares exercised via electronic transmission) accounted for 86.49% of total shares issued.
- Attending Director: Hsu, Chen-Jung、Hsu, Ta-Chin、Hsu Wen Chi、Chang, An-Tso、Huang, Po-Chia、Lin Hsiu Ting
- Attendees: Chiang, Chia Chi (CPA of KPMG), Odin Hsu Lee and Li, Attorneys at Law
- Chairman: Hsu, Chen-Jung
- Minutes taker: CHANG PEI CHI

I. Meeting Called to Order (As a quorum was present, the Chairperson called the meeting to order.)

II. Chairperson Remarks (Omitted)

III. Matters to be reported

1. 2024 Annual business report is submitted for review.
   Explanation: Please refer to Attachment 1 for the 2024 annual business report.

2. Audit Committee's review report for 2024 is submitted for review.
   Explanation: Please refer to Attachment 2 for the Audit Committee's review report for 2024.

3. Report on distribution of remuneration for employees and directors in 2024 is hereby submitted for review.
   Explanation: In accordance with the Company's Articles of Incorporation, if the Company has gained profits within a fiscal year, the Company shall reserve no more than five percent of the profits as the employees' remuneration, and shall reserve no more than three percent as the director's remuneration. In consideration of future working capital requirements, no remuneration for directors and employees is proposed to be paid.

4. Cash dividends of earnings distribution for 2024 is hereby submitted for review.
   Explanation:
   (I) In accordance with Article 14.3 of the Company's Articles of Incorporation, the Board of Directors shall be authorized to distribute the stock dividends and bonuses in cash and report to the shareholders' meeting.
   (II) In the first half of 2024, the board of directors of the company resolved to distribute a cash dividend of NT$5 per common share, totaling NT$191,580,830, which was distributed on January 22, 2025; The Company's Board of Directors for the second half of 2024 has approved the distribution of cash dividends of NT$4.2 per common share, totaling NT$160,927,898. The total amount of cash dividends distributed to each shareholder will be up to NT$ 1, and any amount below NT$ 1 will be rounded up unconditionally. The total amount of any fractional amount less than NT$1 will be included in the Company's other income. The cash dividend distribution base date, transfer suspension date, distribution date and other related matters are authorized to the chairman of the board of directors in full accordance with the resolution of the board of directors.

5. Report on the Remuneration of Directors of the Company in 2024.

Explanation:

(I) The remuneration policy, system, standard and structure of the company's general directors and independent directors shall be described in relation to the amount of remuneration paid according to the responsibilities, risks, investment time and other factors.

1. According to the Articles of Association of the Company, the remuneration of the directors of the Company shall be determined by the Board of Directors according to the level of participation in the Company's operations and the value of their contributions, and taking into account the industry standards at home and abroad.
2. It is also specified in the company's articles of association that no more than 3% of the annual profit will be used as the director's remuneration, and the object of payment does not include independent directors. In accordance with the regulations of the Company's Remuneration Committee, the remuneration of directors shall be paid in accordance with the "Directors' Remuneration Regulations".

(II) Please refer to Attachment 3 for the breakdown of the individual remuneration of directors.

6. Report on the performance assessments of the directors and managers and the connection between and reasonableness of the contents and amounts of their compensation and performance assessment result is hereby submitted for review.

Explanation:

(I) In accordance with the Company's Articles of Incorporation, and reasonable compensation shall be paid to Directors with the consideration on the Company's operating results, and their contribution to the Company's performance. The payment of remuneration to the managers shall be based on the Company's policies and procedures including the management measures on the labor and wage cycle, the salary level of the position in the same industry, the scope of rights and liabilities of the position in the Company, and the individual's contribution to the Company's operating objectives. The remuneration shall be reasonably determined on the basis of the methods for annual performance assessment of the Company, referring to the overall operating performance of the Company, the future operating risks and development trend of the industry.

(II) The performance of individual directors has been evaluated in accordance with the Company's "Organizational Regulations of the Compensation Committee" and the Company's "Directors' Remuneration Regulations", and the evaluation results have been used as the basis for the calculation of individual directors' remuneration.

(III) The performance of individual managers is evaluated in accordance with the

Company's "Managers' Remuneration Measures", and the evaluation results have been used as the basis for the calculation of individual managers' remuneration

(IV) The relevance and rationality of the individual performance evaluation results of directors and managers and the content and amount of remuneration have been reviewed by the Compensation and Remuneration Committee.

7. Report on the issuance of the second domestic unsecured convertible corporate bonds:

Explanation:

(I) In order to repay bank loans and replenish working capital, the company has passed a resolution of the board of directors on June 26, 2024 to issue the second domestic unsecured convertible corporate bonds of NT$300,000,000. The issuance was declared effective on August 20, 2024 by the Financial Supervisory Commission's letter No. 11303518421, and will be listed on the OTC market on September 13, 2024.

(II) Attached is the company's second domestic unsecured convertible corporate bond handling situation. Please refer to Attachment 4 of this manual

IV. Matters to be ratified

Proposal 1: 2024 Annual business report and financial statements (Proposed by the Board of Directors)

Explanation:

1. The Company's consolidated financial statements for 2024 has been audited and certified by Chiang, Chia Chi and Wu Chung Shun of KPMG Taiwan.
2. Please refer to Attachment 1 and Attachment 5 for the business reports, independent auditors' report and 2024 financial report.
3. The reports are hereby submitted for ratification.

Resolution: Shares represented at the time of voting: 33,141,471 shares

Voting Results	Proportion of shareholder voting rights presented during vote
Votes in favor 33,123,970shares	99.94%
Votes against 10,076 shares	0.03%
Votes invalid 0 shares	0.00%
Abstention votes/No votes 7,425 shares	0.02%

Resolved, that the above proposal be and hereby was approved as proposed

Proposal 2: 2024 earnings distribution proposal (Proposed by the Board of Directors)

Explanation:

1. The 2024 earnings distribution proposal was adopted at the board meeting on March 11, 2025.
2. Please refer to Attachment 6 for the 2024 earnings distribution proposal
3. The reports are hereby submitted for ratification.

Resolution: Shares represented at the time of voting: 33,141,471 shares

Voting Results	Proportion of shareholder voting rights presented during vote
Votes in favor 32,871,970 shares	99.18%
Votes against10,076 shares	0.03%
Votes invalid 0 shares	0.00%
Abstention votes/No votes259,425 shares	0.78%

Resolved, that the above proposal be and hereby was approved as proposed

V. Matters to be discussed

Proposal 1: Amendments to the Company's "Articles of Incorporation". (Proposed by the Board of Directors)

Description:

I. In accordance with the provisions on shareholder rights protection in the "Checklist of Shareholder Rights Protection Matters in the Country of Registration of Foreign Issuers" as amended by the Notice No. 11300607121 of the Taiwan Stock Exchange on May 13, 2024, the Company's Memorandum and Articles of Association are proposed to be amended.

II. For a table of amendments to the Articles of Association, please refer to Attachment 7 of this manual.

III. Please proceed to discuss the proposal.

Resolution:

Resolution: Shares represented at the time of voting: 33,141,471 shares

Voting Results	Proportion of shareholder voting rights presented during vote
Votes in favor 32,871,967 shares	99.18%
Votes against10,079 shares	0.03%
Votes invalid 0 shares	0.00%
Abstention votes/No votes259,425 shares	0.78%

Resolved, that the above proposal be and hereby was approved as proposed

Proposal 2: Lifting the Non-Competition Restrictions on Directors. (Proposed by the Board of Directors)

Description:

IV. In accordance with Article 47.4 of the Company's Articles of Incorporation: A director who engages in any transaction for himself or on behalf of another person that is within the scope of the Company's operations shall explain the major content of such actions to other shareholders in the shareholders meeting and obtain its consent by resolution.

V. Where the Company's Directors engage in any investment or operate other companies in the same or similar lines of business as the Company, and serve as a Director of such company, under the premise that there is no damage to the Company's interests, it is proposed to lift the non-competition restrictions on new Directors. Please refer to Attachment 8 of the Meeting Handbook for the scope and contents of non-competition.

VI. Please proceed to discuss the proposal.

Resolution: Shares represented at the time of voting: 33,141,471 shares

Voting Results	Proportion of shareholder voting rights presented during vote
Votes in favor 33,114,906 shares	99.91%
Votes against 18,142 shares	0.05%
Votes invalid 0 shares	0.00%
Abstention votes/No votes 8,423 shares	0.02%

Resolved, that the above proposal be and hereby was approved as proposed

VI. Extempore Motions:None

VII .Adjournment

May 29, 2025 at 9:22 am
[There are no questions from shareholders at this shareholders meeting]

Attachment 1

Thai Kin Co., Ltd.
2024 Annual Business Report

I am honored to report to you on the company's operating results for 2024 on behalf of the company's management team. After the market inventory correction in 2023, the terminal market demand will gradually recover in 2024. In addition, the company has successfully expanded new customers in recent years and the new product development projects have continued to grow, allowing the company's revenue to grow by more than 30% in 2024, driving a significant increase in overall profits, setting a new record for the company's profits in history. It will be a fruitful year for THAI KIN Investment Holding.

I hereby, on behalf of the board of directors and the management team, sincerely thank all shareholders and colleagues for the trust in Thai Kin. Moving forward, Thai Kin will continue progress while upholding the spirit of integrity, pragmatism and innovation. We also look forward to your continuous support and encouragement, as we create more value for the Company and returns to shareholders.

I. 2024 Annual business report

(I) Operating results

Amount Unit: NT$ thousand

Item	2024		2023		Change by percentage
	Amount	As a percentage of operating revenue	Amount	As a percentage of operating revenue	
Operating revenue	1,618,421	100%	1,184,582	100%	36%
Operating costs	1,089,573	67%	906,345	77%	20%
Gross profit	528,848	33%	278,237	23%	90%
Net operating profit	422,886	27%	198,764	17%	113%
Net profit before tax	460,470	29%	199,223	17%	131%
Net income after tax	417,740	26%	166,753	14%	151%

In 2024, as the customer inventory liquidation came to an end, the overall terminal market demand rebounded, and the customer had many new product development projects, the overall order demand increased significantly compared with the previous year, and the revenue increased by about 36%. Due to the improvement of capacity utilization and the scale effect, the gross profit margin increased to 33%, and the overall profit increased by 151% compared with the previous year.

(II) Budget implementation: not applicable because the Company does not need to prepare financial forecasts.

(III) Profitability analysis

Item	2024	2023
Return on Assets	22.48%	11.12%
Return on Equity	30.91%	16.18%
Net profit margin	25.81%	14.08%
Earnings per share	NT$11.49	NT$4.66

In terms of profitability indicators, due to the significant increase in 2024, all profit indicators have shown significant growth.

(IV) Research and Development (R&D)

As a large-scale manufacturer of home decoration castings, Thai Kin devoted efforts to improve manufacturing and process capacity, optimize product portfolio, improve production efficiency while reducing production cost and achieve superior quality. For good measure, with an eye toward expanding into more areas, the Company proactively developed new product range. R&D projects completed by us in 2024

1. 541 series of Cabinet handle items.
2. 155 series of bathroom items.
3. 232 series of Window decoration castings project.
4. 23 series of water hardware items.
5. 24 series of other projects.

Project development plan for 2025:

1. 130 series of Cabinet handle items.
2. 155 series of bathroom items.
3. 36 series of Window decoration castings project.
4. 20 series of water hardware items.
5. 51 series of Window decoration items.
6. 4 series of other projects..

II. 2025 business plan

(I) Business policy

1. Business: We will continue to deepen our presence in the markets for existing products such as cabinet handles, bathroom accessories, and curtain series, and develop new projects to seize market share. Extend product applications and develop water hardware and other home projects across fields. On the one hand, we will develop new customers, enter more retail channels, cooperate with well-known brand customers, and increase product sales; on the other hand, we will seek industrial cooperation and investment to diversify business development.
2. Production: Implement advanced production, continuously improve production process and production line flow, increase production efficiency and avoid unnecessary waste. The production line conveyor belt is modified to reduce the time for personnel and product movement during the production process; the integration of electroplating lines makes the electroplating process more one-stop and reduces the idle time of semi-finished products; more automated equipment is introduced to reduce labor costs; more energy-saving and carbon-reducing equipment is used to reduce energ.
3. Procurement: Monitor trend of prices for international raw materials closely over time and strategically increase the procurement of raw materials when the price is low. Proactively source for more suppliers with competitive pricing.
4. Finance: Allocate the Group's fund planning to reduce the impact of exchange rate on the company in accordance with the changes of interest rates in international exchange market, and leverage on capital market to raise funds and reduce the borrowing costs of banks so as to improve the financial structure of the Group.
5. Industry: Seek cross-industry collaborations and expand the Company's operational scale.

(II) Sales volume forecast and basis thereof

The Company formulates the annual budget according to the overall housing market and furniture market environments, expected customer orders and production capacity plans. In addition to maintaining stable and long-term relationships with customers, revenue will be continuously scaled through regular development of new products, new customers and new markets.

Production and marketing policies

1. Shorten product development cycle so as to meet customers' schedules for new product development.
2. Establish process standard operations, standard working hours, standard consumption, and standard output for each process so as to have more accurate control of production efficiency.
3. Reduce defect rate, scrap rate, and rework rate.
4. Adjust the production lines to smooth production processes and reduce the idle time of personnel and machines.
5. Automation of machine and equipment to replace manual operations and reduce production time.
6. Elevate utilization rate, increase production capacity, and improve economies of scale to reduce production costs.

III. Future development strategy for 2025

In 2025, in addition to the continued expansion of the product line for existing customers, the company's water hardware products will also be officially mass-produced and sold. In addition, the company is also actively seeking more diversified product development opportunities. On the production and operation side, we have also started construction of new factories. In addition to expanding production capacity, this will also optimize the production line configuration and improve production efficiency. We believe that by 2025, with the dual improvement of business and production, we will be able to bring steady growth momentum to the company again.

IV. Impact of external competition environment, legal environment and overall business environment

(I) External competition environment

In recent years, major international furniture brands retained their core design departments at their headquarters while manufacturing and assembly for other parts were outsourced. Asia's major furniture manufacturing countries included China and emerging markets such as Thailand and Vietnam. In the same degree, the US furniture market is characterized by fragmented channels and fierce competition. The market is undergoing structural change and consolidation of the industry is progressively apparent with the gradual decline of small and medium-sized furniture manufacturers while large-scale furniture manufacturers continued to grow. Hence, furniture manufacturers that have the advantages of both production capacity scale and product quality and can respond to retailers' needs quickly will be favored by retailers. Thai Kin's geographical advantages is complemented with one-stop service that has production capacity, product quality and ability to respond to customers' needs.

(II) Legal environment

Thai Kin will continue to uphold the spirit of corporate governance, operate with integrity, strengthen the functions of the board of directors, maintain smooth communication channels with stakeholders, protect the rights and interests of shareholders, and fulfill social

responsibilities while the competent authorities in Taiwan progressively refine the laws and regulations related to corporate governance.

Overall business environment

Although the U.S. real estate market is expected to pick up in 2025 after the central bank cuts interest rates, the overall pace of rate cuts and market reaction time remain to be seen. In addition, tariff issues in various countries are expected to bring more uncertainty to the overall market. At the same time, Taijin will continue to adhere to the business philosophy of taking steady steps and making adjustments at any time in response to changes in the overall environment, hoping to continue to bring good operating results to shareholders in 2025.

Good health and all the best.

Chairperson: Hsu, Chen-Jung
President: Hsu, Wen Chih
Head of Accounting:Hunag Cheng Hsiu

Attachment 2

THAI KIN CO., LTD.

Thai Kin Co., Ltd.
Audit Committee's Review Report

The Board of Directors has prepared the Company's business report, financial statements, and the earnings distribution proposal for 2024, in which the consolidated financial statements have been audited by the CPAs Chiang Chia Chi and Wu Chung Shun of KPMG Taiwan entrusted by the Board of Directors, with the audit report issued. The above business report, consolidated financial statements, and earnings distribution proposal have been verified by the Audit Committee and deemed as appropriate and reported as above in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act for approval.

Sincerely,

The Company's 2025 Annual Shareholders' Meeting

Thai Kin Co., Ltd.

Convener of the Audit Committee:
Chang , An-Tso

March 11, 2025

Attachment 3

Remuneration to Directors of 2024

Unit: NTD thousand; thousand shares; period: 2024

Title	Name	Remuneration to Directors								Proportion of net profit after tax after summing up the four items of A, B, C, and D		Relevant remuneration received by Directors who are also employees								Proportion of net profit after tax after summing the seven items of A, B, C, D, E, F and G		Whether or not the person receives remuneration from other non-subsidiary companies that TK has invested in
		Remuneration (A)		Severance pay and pension (B)		Remuneration of Directors (C)		Business expense (D)				Salary, Bonus and Special Allowance (E)		Retirement pension (F)		Employee's compensation (G)						
																The Company		All companies listed in the Financial Report				
		The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	The Company	All companies listed in the Financial Report	Amount in Cash	Amount in Shares	Amount in Cash	Amount in Shares	The Company	All companies listed in the Financial Report	
Chairperson	Hsu, Ta-Chin	1,680	1,680	-	-	-	-	-	-	0.40	0.40	-	-	-	-	-	-	-	-	0.40	0.40	-
Director	Hsu, Chen-Jung	3,000	3,000	-	-	-	-	-	-	0.72	0.72	-	-	-	-	-	-	-	-	0.72	0.72	-
Director	Hsu, Wen-Chih (note 1)	-	-	-	-	-	-	-	-	-	-	1,887	2,880	-	-	-	-	-	-	0.45	0.69	-
Director	Lo, Lung-Shan	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Independent Director	Chang, An-Tso	520	520	-	-	-	-	30	30	0.13	0.13	-	-	-	-	-	-	-	-	0.13	0.13	-
Independent Director	Huang, Po-Chia	520	520	-	-	-	-	30	30	0.13	0.13	-	-	-	-	-	-	-	-	0.13	0.13	-
Independent Director	Lin,Hsiu Ting	520	520					30	30	0.13	0.13									0.13	0.13	

Data period: 2024/1/1~2024/12/31

Attachment 4

Thai Kin Co., Ltd.
The second domestic unsecured convertible corporate bond

Types of corporate bonds	The second domestic unsecured convertible corporate bond
Issue date	2024/09/13
Denomination	NT$100 Thousand
Issuance and trading location	TPEx
Total corporate debt	NT$300 million. The amount raised was NT$350,368 Thousand.
Rate	Coupon rate is 0%
Term	1. Issuance period: 3 years 2. Expiration date: September 13, 2027.
Fundraising plan and safekeeping method for repayment of company debts	1. The source of debt repayment during the term of this corporate bond will be paid from operating income or bank loans. 2. In order to ensure that the source of funds for debt repayment is secure, the source of funds to be paid during the term of this corporate bond, in addition to providing for the payment of principal and interest of the corporate bonds of the target, will also pay attention to assessing the risks and necessity of the target of use.
Outstanding principal	NT$300 million.
Amount of common stock, overseas depositary receipts or other securities converted as of the date of publication of the annual report.	The amount of convertible corporate bonds exercised is NT$0. 0 shares of common stock were converted.
Issuance and conversion, exchange or subscription methods, issuance conditions, possible dilution of equity and impact on the rights and interests of existing shareholders	Based on the current conversion price of NT$128 , if all are converted into common shares, 2,343,750 shares will need to be issued, accounting for 6.12% of the total number of issued shares. The impact on shareholders is still limited.

Independent Auditors' Report

To the Board of Directors of Thai Kin Co., Ltd.:

Opinion

We have audited the consolidated financial statements of Thai Kin Co., Ltd. and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended and notes to the consolidated financial statements, including 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, 2024 and 2023, 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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing 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 of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Based on our judgments, the key audit matters that should be disclosed in this audit report is Revenue recognition.

Please refer to note 4(m) "Recognition of Revenue" for accounting policy related to revenue recognition, and note 6(t) for the information related to revenue of the consolidated financial statements.

Description of key audit matter

The Group entered into agreements or sales orders with its major customers, which contain different terms and conditions and increase the complexity of identifying the timing of revenue recognition and transferring control of the products. Therefore, the revenue recognition was considered one of the key audit matters in our audit.

How the matter was addressed in our audit:

Our audit procedures included:

- Assessing and testing the design, and the effectiveness of the internal controls over revenue recognition.
- Performing trend analysis on operating income generated from each top ten customer in current period versus that in latest quarter and last year to assess the occurrence of any significant variation and the rationale for the variation.
- Performing test-of-details on transactions to assess the existence of the transactions and the accuracy of the recognized sales as well as the timing of the recognition.
- Performing sales cut-off test over a period prior and post to the balance sheet date by vouching relevant documents of sales transactions to determine whether the revenue have been recognized in proper period.

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 with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance (including the Audit Committee) are responsible for overseeing the Group's financial reporting process.

Auditor’ s Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and 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 for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Chiang, Chia-Chi and Wu, Chung-Shun.

KPMG

Taipei, Taiwan (Republic of China)
March 11, 2025

Notes to Readers

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

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

THAI KIN CO., LTD. AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars)

		December 31, 2024		December 31, 2023	
	Assets	**Amount**	**%**	**Amount**	**%**
11xx	**Current assets:**				
1100	Cash and cash equivalents (note 6(a))	$ 949,323	42	328,841	22
1136	Current financial assets at amortized cost, net (note 6(c))	66,593	3	62,047	4
1170	Trade receivables, net (notes 6(d) and (t))	325,204	14	251,909	17
1200	Other receivables (note 6(e))	22,310	1	10,650	1
1220	Current tax assets	8,926	-	8,094	1
130x	Inventories (note 6(f))	336,807	15	305,610	20
1470	Other current assets (note 6(j))	5,365	-	4,885	-
	Total current assets	1,714,528	75	972,036	65
15xx	**Non-current assets:**				
1600	Property, plant and equipment (notes 6(g), (k), (l), 7, 8 and 9)	543,048	25	461,251	31
1755	Right-of-use assets (notes 6(h), (m) and 7)	613	-	1,360	-
1760	Investment property, net (notes 6(i), (k), (l) and 8)	-	-	28,431	2
1840	Deferred tax assets (note 6(p))	10,752	-	12,064	1
1900	Other non-current assets (notes 6(g), (j) and 8)	6,115	-	9,231	1
	Total non-current assets	560,528	25	512,337	35
1xxx	**Total assets**	**$ 2,275,056**	**100**	**1,484,373**	**100**

		December 31, 2024		December 31, 2023	
	Liabilities and Equity	**Amount**	**%**	**Amount**	**%**
21xx	**Current liabilities:**				
2100	Short-term borrowings (notes 6(g), (i), (k), 7 and 8)	$ 33,287	2	191,937	13
2150	Notes payable	5,081	-	470	-
2170	Trade payables	31,028	1	78,759	5
2181	Trade payables to related parties (note 7)	11,604	1	17,333	1
2216	Dividends payable (note 6(q))	191,581	8	53,574	4
2219	Other payable (note 7)	36,640	2	40,910	3
2230	Current tax liabilities	21,134	1	6,840	1
2280	Current lease liabilities (notes 6(m) and 7)	581	-	754	-
2322	Current portion of long-term borrowings (notes 6(g), (i), (l), 7 and 8)	-	-	4,076	-
2399	Other current liabilities	364	-	2,746	-
	Total current liabilities	331,300	15	397,399	27
25xx	**Non-current liabilities:**				
2500	Financial liabilities at fair value through profit or loss－non-current (notes 6(b) and (n))	1,890	-	-	-
2530	Bonds payable (notes 6(b) and (n))	281,021	12	-	-
2570	Deferred tax liabilities (note 6(p))	4,549	-	3,711	-
2580	Non-current lease liabilities (notes 6(m) and 7)	38	-	609	-
2640	Defined benefit liabilities－non-current (note 6(o))	19,875	1	14,761	1
	Total non-current liabilities	307,373	13	19,081	1
2xxx	**Total liabilities**	638,673	28	416,480	28
31xx	**Equity attributable to owners of the Company (notes 6(n), (o), (p), (q) and (r)):**				
3100	Common stock	383,162	17	357,162	24
3200	Capital surplus	581,325	26	257,995	17
33xx	**Retained earnings:**				
3310	Legal reserve	67,220	3	67,220	4
3320	Special reserve	19,955	1	24,134	2
3350	Unappropriated retained earnings	526,298	23	369,315	25
	Total retained earnings	613,473	27	460,669	31
34xx	**Other equity:**				
3410	Exchange differences on translation of foreign financial statements	57,159	2	(8,312)	-
	Total equity attributable to owners of the Company	1,635,119	72	1,067,514	72
36xx	**Non-controlling interests**	1,264	-	379	-
3xxx	**Total equity**	1,636,383	72	1,067,893	72
2-3xxx	**Total liabilities and equity**	**$ 2,275,056**	**100**	**1,484,373**	**100**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

THAI KIN CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars, except earnings per share)

		2024		2023	
		Amount	%	Amount	%
4000	**Operating revenues (note 6(t))**	$ 1,618,421	100	1,184,582	100
5000	**Operating costs (notes (f), (g), (o), 7 and 12)**	1,089,573	67	906,345	77
5900	**Gross profit from operations**	528,848	33	278,237	23
6000	**Operating expenses (notes 6(d), (g), (h), (n), (o), (r), 7 and 12):**				
6100	Selling expenses	42,272	3	31,049	3
6200	Administrative expenses	53,713	3	40,595	3
6300	Research and development expenses	9,982	1	7,831	-
6450	Reversal of expected credit loss	(5)	-	(2)	-
	Total operating expenses	105,962	7	79,473	6
6900	**Net operating income**	422,886	26	198,764	17
7000	**Non-operating income and expenses (notes 6(b), (m), (n), (v), (w), (x) and (y)):**				
7100	Interest income	6,373	-	5,756	-
7010	Other income	3,938	-	-	-
7020	Other gains and losses	33,077	2	382	-
7050	Finance costs	(5,803)	-	(5,679)	-
	Total non-operating income and expenses	37,585	2	459	-
7900	**Profit before income tax**	460,471	28	199,223	17
7950	**Less: income tax expenses (note 6(p))**	42,731	2	32,470	3
8200	**Net profit**	417,740	26	166,753	14
8300	**Other comprehensive income:**				
8310	**Items that will not be reclassified subsequently to profit or loss (notes 6(o) and (p))**				
8311	Gains (losses) on remeasurements of defined benefit plans	(1,381)	-	2,605	-
8349	Less: income tax related to items that may not be reclassified subsequently to profit or loss	(276)	-	521	-
	Total items that will not be reclassified subsequently to profit or loss	(1,105)	-	2,084	-
8360	**Items that may be reclassified subsequently to profit or loss**				
8361	Exchange differences on translation of foreign financial statements	65,538	4	6,891	1
8399	Less: income tax related to items that may be reclassified subsequently to profit or loss	-	-	-	-
	Total items that may be reclassified subsequently to profit or loss	65,538	4	6,891	1
8300	**Other comprehensive income**	64,433	4	8,975	1
8500	**Total comprehensive income**	**$ 482,173**	**30**	**175,728**	**15**
8700	**Profit (loss), attributable to:**				
8610	Owners of the Company	$ 416,922	26	166,547	14
8620	Non-controlling interests	818	-	206	-
		$ 417,740	**26**	**166,753**	**14**
	Total comprehensive income attributable to:				
8710	Owners of the Company	$ 481,288	30	175,520	15
8720	Non-controlling interests	885	-	208	-
		$ 482,173	**30**	**175,728**	**15**
	Earnings per share (NT dollars) (note 6(s))				
9750	Basic earnings per share	**$**	**11.49**		**4.66**
9850	Diluted earnings per share	**$**	**11.34**		**4.44**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

THAI KIN CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Changes in Equity

For the years ended December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars)

	Equity attributable to owners of the Company									
			Retained earnings							
	Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Total	Exchange differences on translation of foreign financial statements	Total equity attributable to owners of the Company	Non-controlling interests	Total equity
Balance at January 1, 2023	$ 357,142	257,915	67,220	70,453	253,296	390,969	(15,201)	990,825	171	990,996
Appropriation and distribution of retained earnings:										
Reversal of special reserve	-	-	-	(46,319)	46,319	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(98,931)	(98,931)	-	(98,931)	-	(98,931)
Profit for the year ended December 31, 2023	-	-	-	-	166,547	166,547	-	166,547	206	166,753
Other comprehensive income	-	-	-	-	2,084	2,084	6,889	8,973	2	8,975
Total comprehensive income	-	-	-	-	168,631	168,631	6,889	175,520	208	175,728
Conversion of convertible bonds	20	80	-	-	-	-	-	100	-	100
Balance at December 31, 2023	357,162	257,995	67,220	24,134	369,315	460,669	(8,312)	1,067,514	379	1,067,893
Appropriation and distribution of retained earnings:										
Reversal of special reserve	-	-	-	(4,179)	4,179	-	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	(263,013)	(263,013)	-	(263,013)	-	(263,013)
Profit for the year ended December 31, 2024	-	-	-	-	416,922	416,922	-	416,922	818	417,740
Other comprehensive income	-	-	-	-	(1,105)	(1,105)	65,471	64,366	67	64,433
Total comprehensive income	-	-	-	-	415,817	415,817	65,471	481,288	885	482,173
Capital increase in cash	26,000	255,900	-	-	-	-	-	281,900	-	281,900
Issuance of convertible bonds recognized as equity components	-	66,526	-	-	-	-	-	66,526	-	66,526
Share-based payment transactions	-	904	-	-	-	-	-	904	-	904
Balance at December 31, 2024	**$ 383,162**	**581,325**	**67,220**	**19,955**	**526,298**	**613,473**	**57,159**	**1,635,119**	**1,264**	**1,636,383**

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

THAI KIN CO., LTD. AND SUBSIDIARIES

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

(expressed in thousands of New Taiwan Dollars)

	2024	2023
Cash flows from (used in) operating activities:		
Profit before income tax	$ 460,471	199,223
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expenses	63,702	62,497
Reversal of expected credit loss	(5)	(2)
Net losses on financial assets and liabilities at fair value through profit or loss	2,745	5,075
Interest expenses	5,803	5,679
Interest revenues	(6,373)	(5,756)
Compensation costs arising from share-based payments	904	-
Gains from lease modification	(1)	-
Gains on disposal of property, plant and equipment	(8)	-
Total adjustments to reconcile profit	66,767	67,493
Changes in operating assets and liabilities:		
Net changes in operating assets:		
Financial assets measured at fair value through profit or loss	-	(3,475)
Trade receivables	(73,290)	(23,214)
Other receivables	(11,656)	(5,762)
Inventories	(31,197)	(3,973)
Other current assets	(480)	777
Total net changes in operating assets	(116,623)	(35,647)
Net changes in operating liabilities:		
Financial liabilities measured at fair value through profit or loss	(2,235)	-
Notes payable	4,611	(434)
Trade payables	(47,731)	42,714
Trade payables to related parties	(5,729)	17,333
Other payables	(6,447)	14,728
Other current liabilities	(2,382)	2,035
Net defined benefit liabilities	2,525	2,448
Total net changes in operating liabilities	(57,388)	78,824
Net changes in operating assets and liabilities	(174,011)	43,177
Total adjustments	(107,244)	110,670
Cash inflow generated from operations	353,227	309,893
Interests received	6,369	5,740
Interests paid	(3,820)	(4,163)
Income taxes paid	(26,366)	(50,997)
Net cash flows from operating activities	329,410	260,473
Cash flows used in investing activities:		
Acquisition of property, plant and equipment	(77,239)	(18,356)
Proceeds from disposal of property, plant and equipment	8	-
Decrease (increase) in refundable deposits	640	(1,212)
Increase in prepayments for equipment	-	(2,903)
Increase in restricted deposits	(50)	(18)
Net cash flows used in investing activities	(76,641)	(22,489)
Cash flows from (used in) financing activities:		
Proceeds from short-term borrowings	210,406	30,000
Repayments of short-term borrowings	(369,056)	(55,029)
Proceeds from issuance of bonds	346,881	-
Repayments of bonds	-	(142,700)
Repayments of long-term borrowings	(4,080)	(10,394)
Payment of lease liabilities	(689)	(958)
Cash dividends paid	(125,006)	(81,071)
Capital increase in cash	281,900	-
Net cash flows used in financing activities	340,356	(260,152)
Effect of exchange rate changes on cash and cash equivalents	27,357	2,568
Net increase (decrease) in cash and cash equivalents	620,482	(19,600)
Cash and cash equivalents at beginning of period	328,841	348,441
Cash and cash equivalents at end of period	**$ 949,323**	**328,841**

See accompanying notes to consolidated financial statements.

Attachment 6

THAI KIN CO., LTD.
2024 Annual Profit Distribution Table

Unit ：NTD$

Items		Amount
Beginning retained earnings		313,703,518
Add：	Profit (Loss) for the period 2024	416,922,450
	Caused by actuarial gains from revaluation of defined benefit plan	(1,105,002)
	Reserved of legal reserve appropriated-First half year	(11,643,024)
	Reversal of legal reserve appropriated-Second half year	19,955,422
Distributable net profit		737,833,364
Distribution items：		
Cash dividend-First half year (NTD 5 per share)		(191,580,830)
Cash dividend-Second half year (NTD 4.2 per share)		(160,927,898)
Unappropriated retained earnings		385,324,636

Chairman：HSU,CHEN-JUNG

Chief Executive Officer：HSU,WEN-CHIH

Accounting Manager: HUANG, CHENG HSIU

Attachment 7

Proposal for the Amendment	Original Article
Articles of Association of Thai Kin Co., Ltd. 第八次修訂及重述章程 修正前後條文對照表	
5.6 The Company shall not convert its shares into shares without par value.	5.6 (newly added)
20.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with	20.5 For so long as the shares are traded on the ESM or listed on the TPEx or the TSE in the ROC, the Company shall announce to the public the notice of a general meeting, the proxy instrument, agendas and materials relating to the matters to be reported and discussed in the general meetings, including but not limited to, election or discharge of Directors, in accordance with Article 20.2, and shall transmit the same via the Market Observation Post System in accordance with Applicable Public Company Rules. If the voting power of a Member at a general meeting shall be exercised by way of a written ballot, the Company shall also send the written document for the Member to exercise his voting power together with the above mentioned materials in accordance with

Attachment 7

Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT$2 billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.	Article 20.2. The Board shall prepare a meeting handbook of the relevant general meeting and supplemental materials, which will be made available to all Members and shall be transmitted to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the Company's total paid-in capital exceeds NT$~~10~~ billion at the most recent financial year end date, or if the shareholding of foreign and PRC investors reaches more than 30% of the total number of issued shares as recorded in the Register of Members as of the date of the general meeting held in the most recent financial year, the foregoing transmission of information and materials via or to the Market Observation Post System shall be completed at least thirty days for an annual general meeting.
48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may send a written request to the Audit Committee to pass a resolution to authorise any Independent Director or Independent Directors, acting singly or collectively, to file a petition with the Taiwan Taipei District Court for and on behalf of the Company against any of the Directors. If within thirty days after receiving the above	48.3 To the extent permitted under the laws of the Cayman Islands, Members continuously holding one per cent or more of the total issued shares of the Company for six months or longer may~~:~~ ~~(a) request in writing the Board to authorize any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or~~

written request by the Member(s), the Audit Committee fails to pass the aforementioned resolution, or after the relevant resolution was passed by the Audit Committee, the relevant Independent Director(s) fail(s) to file such petition, such Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taiwan Taipei District Court for and on behalf of the Company against the relevant Directors.	~~(b) request in writing any Independent Director of the Audit Committee to file a petition with the Taipei District Court, ROC for and on behalf of the Company against any of the Directors; or~~ ~~the Member(s) may, to the extent permitted under the laws of the Cayman Islands, file a petition with the Taipei District Court, ROC for and on behalf of the Company against the relevant Directors within thirty days after such Member(s) having made the request under the preceding clause (a) or (b) if (i) in the case of clause (a), the Board fails to make such authorization or the Independent Director of the Audit Committee having been authorized by the Board fails to file such petition, or (ii) in the case of clause (b), the Independent Director of the Audit Committee fails to file such petition.~~

Attachment 8

Thai Kin Co., Ltd.

Lifting the non-competition restricted list of directors

Number	Title	Name	Current Position
2.	Independent Director	Lin,Hsiu Ting	Axiomtek Co., Ltd Independent Director