

Stock Code: 3708



Swancor Holding Company Limited

First 2025 Extraordinary Shareholders' Meeting

Meeting Handbook

Date: September 1, 2025

Venue: No. 588, Dongmin Rd., Nantou City
(The Company's Conference Room)

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Swancor Holding Company Limited

Agenda of The First 2025 Extraordinary Shareholders' Meeting

- I. Call the Meeting to Order
- II. Chairperson Remarks
- III. Report Items
- IV. Discussions
- V. Extraordinary Motions
- VI. Adjournment

Swancor Holding Company Limited

Agenda of First 2025 Extraordinary Shareholders' Meeting Agenda

Time: September 1, 2025 (Monday), 9:00 am

Venue: No. 588, Dongmin Rd., Nantou City
(The Company's Conference Room)

Convening Method: Physical Shareholders' Meeting

- I. Call the Meeting to Order (Reporting number of shares attending)
- II. Chairperson's Remarks
- III. Report Items
 - (1) Repurchase of Treasury Shares
- IV. Discussions
 - (1) Swancor Ind Co., Ltd. (Samoa), the subsidiary of the Company, disposed of its equity interest in its investment, Swancor Advanced Materials Co., Ltd.
 - (2) Amendments to partial content of the Articles of Incorporation
- V. Extraordinary Motions
- VI. Adjournment

Report Items

- I. Please refer to the repurchase of Treasury Shares.

Note: For the Repurchase of Treasury Shares, please refer to attachment 1 on page 4.

Discussions

Case 1 (Proposed by the Board of Directors)

Cause: Swancor Ind Co., Ltd. (Samoa), the subsidiary of the Company, disposed of its equity interest in its investment, Swancor Advanced Materials Co., Ltd.

Notes: 1、Swancor Ind Co., Ltd. (Samoa) (hereinafter referred to as "Swancor (Samoa)"), a wholly-owned subsidiary of Strategic Capital Holding Ltd., a subsidiary of the Company, directly holds a 64.02% equity interest in Swancor Advanced Materials Co., Ltd. (hereinafter referred to as "Swancor Advanced Materials"), representing 258,229,392 shares.

2、Taking into account the Company's future operational development plan, the Company intends to dispose of 59.21% equity interest of Swancor Advanced Materials held by Swancor (Samoa) to adjust the organizational structure. After the disposal, Swancor (Samoa) will still hold 4.81% of the equity of Swancor Advanced Materials.

3、In this disposal, Swancor (Samoa) intends to sell 59.21% of its equity to Shanghai Zhiyuan Hengyue Technology Partnership (Limited Partnership) (58.61%) and Shanghai Zhiyuan Xinchuang Technology Equipment Partnership (Limited Partnership) (0.6%), totaling 238,844,776 shares at a price of RMB 7.78 per share (the closing price of Swancor Advanced Materials on the Shanghai Stock Exchange's STAR Market before the suspension of trading on July 2, 2025). The total transaction amount is expected to be RMB 1,858,212,357.28.

4、Opinions of other expert bodies:

(1) The total transaction amount of this case is consistent with the evaluation results of TruStar Valuation and Consulting Ltd. on the equity value of this case.

(2) The disposal price in this case was considered reasonable by the independent fairness opinion issued by Hsiang-Ning Hu, the CPA from Yangtze CPAs and Co.,.

(3) Regarding the transaction in this case, Hsin-Chieh Kung, the lawyer from Global Network Commerce Legal issued an independent expert opinion, which stated that there is no negative impact on the shareholders' equity.

5、This case was resolved by the Audit Committee on July 8, 2025 and the Board of Directors on the same day.

6、The proposal is hereby submitted to the shareholders' meeting for discussion.

Resolution:

Case 2 (Proposed by the Board of Directors)

Cause: Amendments to partial content of the Articles of Incorporation

Notes: 1. In accordance with the existing operating procedures of the Company, certain provisions of the Company's Articles of Incorporation have been amended. Please refer to attachment 2 on pages 5-7 for a comparison table of the provisions before and after the amendment.

2. The proposal is hereby submitted to the shareholders' meeting for discussion.

Resolution:

Extraordinary Motions

Adjournment

Swancor Holding Company Limited
Repurchase of Treasury Shares

| Number of share buyback | 4th issuance | 6th issuance |
|---|---|---|
| Purpose of share buyback | Shares Transferred to Employees | protect company reputation and shareholder equity |
| Buyback Period | 2020.3.25~2020.4.28 | 2025.04.10~2025.05.16 |
| Price Range of Share Buybacks | NT\$37-106 | NT\$39~120 |
| Type and Amount of Share Buybacks | 1,000,000 shares of common stock | 2,122,000 shares of common stock |
| Amount of Share Buybacks | NT\$66,341,284 | NT\$150,259,621 |
| Average buyback price per share | NT\$66.34 | NT\$ 70.81 |
| Proportion of Number of Share Buybacks to Number of shares to be repurchased | 50% | 70.73% |
| Number of Retired and Transferred Shares | 1,000,000 shares | 0 shares |
| Cumulative Number of Shares of the Company | 0 shares | 2,122,000 shares |
| Proportion of Cumulative Number of Shares Held to Total Number of Shares Issued (%) | 0% | 1.94% |
| Subsequent Treatment | On January 17, 2022, 287,000 shares were transferred to employees, and the remaining 713,000 shares were approved for cancellation by the Ministry of Economic Affairs on July 10, 2025, and the cancellation was completed on July 23, 2025. | On August 7, 2025, the Board of Directors set September 1 as the cancellation base date, and the change registration work will be completed within 15 days after the base date. |

Comparison Table for Amendments to “Articles of Incorporation”

| Original Version | | Amended Version | | Revision notes |
|------------------|--|-----------------|---|---|
| No. | Summary | No. | Summary | |
| Article 22 | The Board of Directors shall be formed by the Directors. The Chairman shall be elected by a majority of votes in a meeting attended by over two-thirds of the Directors. The Chairman shall execute all matters of the Company in accordance with applicable laws, regulations, these Articles of Incorporation, and resolutions adopted at shareholders' meeting and by the Board of Directors. | Article 22 | The Board of Directors shall be formed by the Directors. The Chairman shall be elected by a majority of votes in a meeting attended by over two-thirds of the Directors, <u>they may also elect one vice chairman in the same manner.</u> The Chairman shall execute all matters of the Company in accordance with applicable laws, regulations, these Articles of Incorporation, and resolutions adopted at shareholders' meeting and by the Board of Directors. | Cooperate with the company's operating plan |
| Article 30-1 | The Company's distribution of surplus or the offset for losses may be carried out after the end of each half fiscal year. The Board of Directors shall prepare relevant proposals in accordance with applicable laws, the procedures and principles set forth in the Articles of Association, and report to the shareholders' meeting or submit them for the shareholders' meeting's resolution. When distributing surplus, the Company shall first estimate and reserve an amount for the required tax payments, offset past losses in accordance with the law, and allocate 10% as the legal reserve. However, this requirement does not apply if the legal reserve has reached the Company's paid-in capital. Subsequently, a special reserve shall be set aside or reversed in accordance with laws, or the requirements of the competent authority. As for the | Article 30-1 | The Company's distribution of surplus or the offset for losses may be carried out after the end of each half fiscal year. The Board of Directors shall prepare relevant proposals in accordance with applicable laws, the procedures and principles set forth in the Articles of Association, and report to the shareholders' meeting or submit them for the shareholders' meeting's resolution. When distributing surplus, the Company shall first estimate and reserve an amount for the required tax payments, offset past losses in accordance with the law, and allocate 10% as the legal reserve. However, this requirement does not apply if the legal reserve has reached the Company's paid-in capital. Subsequently, a special reserve shall be set aside or reversed in | Cooperate with the company's operating plan |

| Original Version | | Amended Version | | Revision notes |
|------------------|---|-----------------|---|----------------|
| No. | Summary | No. | Summary | |
| | <p>distribution of surplus at the end of the first half of the fiscal year, the estimation and the retention of the compensation for employees and directors shall be made in accordance with the law and the provisions of this Articles of Association. The Company, in accordance with Articles 240 and 241 of the Company Act, authorizes the Board of Directors to decide on the distribution of cash dividend with by a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors (including dividends distributed from surplus, as well as from the legal reserve and capital reserve, in whole or in part, in accordance with Article 241 of the Company Act.), and report to the shareholders' meeting. The Company is currently in a growth stage. The Company's policy on the distribution of dividends to shareholders is subject to the Company's current and future investment environment, capital requirements, domestic and international competition and capital budget, taking into account the interests of shareholders and the Company's long-term financial planning. The shareholders' bonus shall be appropriated from accumulated distributable earnings, <u>of which no less than 30% shall be distributed from the current year's distributable earnings</u>, the Board of Directors shall prepare a distribution proposal in accordance with the law. For the distribution of cash dividend, the proposal shall be</p> | | <p>accordance with laws, or the requirements of the competent authority. As for the distribution of surplus at the end of the first half of the fiscal year, the estimation and the retention of the compensation for employees and directors shall be made in accordance with the law and the provisions of this Articles of Association. The Company, in accordance with Articles 240 and 241 of the Company Act, authorizes the Board of Directors to decide on the distribution of cash dividend with by a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors (including dividends distributed from surplus, as well as from the legal reserve and capital reserve, in whole or in part, in accordance with Article 241 of the Company Act.), and report to the shareholders' meeting. The Company is <u>actively moving towards diversification in order to achieve sustainable operation and long-term development</u>. The Company's policy on the distribution of dividends to shareholders is subject to the Company's current and future investment environment, <u>diversified development investment</u> capital requirements, domestic and international competition and capital budget, taking into account the interests of shareholders and the Company's long-term financial planning. The shareholders' bonus shall be</p> | |

| Original Version | | Amended Version | | Revision notes |
|------------------|--|-----------------|--|--|
| No. | Summary | No. | Summary | |
| | <p>reported to the shareholders' meeting, or a proposal for the distribution of stock dividend shall be submitted for the shareholders' meeting's resolution.</p> <p>Shareholders' bonus may be distributed in the form of cash or shares, of which cash dividend shall not be less than 10% of the shareholders' bonus.</p> | | <p>appropriated from accumulated distributable earnings, the Board of Directors shall prepare a distribution proposal in accordance with the law. For the distribution of cash dividend, the proposal shall be reported to the shareholders' meeting, or a proposal for the distribution of stock dividend shall be submitted for the shareholders' meeting's resolution.</p> <p>Shareholders' bonus may be distributed in the form of cash or shares, of which cash dividend shall not be less than 10% of the shareholders' bonus.</p> | |
| Article 33 | <p>The Articles of Incorporation are established on May 31, 2016.</p> <p>The first amendment was made on October 19, 2016.</p> <p>The second amendment was made on May 30, 2018.</p> <p>The third amendment was made on May 31, 2019.</p> <p>The fourth amendment was made on May 31, 2022.</p> <p>The fifth amendment was made on May 26, 2025.</p> | Article 33 | <p>The Articles of Incorporation are established on May 31, 2016.</p> <p>The first amendment was made on October 19, 2016.</p> <p>The second amendment was made on May 30, 2018.</p> <p>The third amendment was made on May 31, 2019.</p> <p>The fourth amendment was made on May 31, 2022.</p> <p>The fifth amendment was made on May 26, 2025.</p> <p><u>The sixth amendment was made on September 1, 2025.</u></p> | Amended to include the latest amendment date and number of amendments. |

Articles of Incorporation of Swancor Holding Company Limited

(Before Amendment)

Chapter 1 General Principles

- Article 1: The name of the Company is Swancor Holding Company Limited (上緯國際投資控股股份有限公司) (the "Company"), which is duly organized as a company limited by shares under the Company Act of Taiwan.
- Article 2: The business to be operated by the Company is as follows:
I. H201010 Investment.
II. ZZ99999 All business not prohibited or restricted by law, except for those subject to special approval
- Article 3: The Company specializes in investment, and the total amount of investment is not subject to the restrictions of Article 13 of the Company Act. The Board of Directors is authorized to make operational decisions for investments.
- Article 4: The Company may provide endorsement and guarantee for the outside parties. Procedures shall be in compliance with the Company's rules for endorsement and guarantee.
- Article 5: The Company shall have its head office in Nantou County, and when necessary may establish branches at home and abroad as resolved by the Board of Directors and approved by the competent authority.
- Article 6: Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Act.

Chapter 2: Shares

- Article 7: The total capital amount of the Company is two billion New Taiwan Dollars (NT\$2,000,000,000), which is divided into two hundred million (200,000,000) shares with a par value of ten New Taiwan Dollars (NT\$10) each and will be issued in installments by the Board of Directors. A total of 1 million shares among the above total capital stock should be reserved for issuing employee stock options.
In compliance with related regulations to share repurchasing, the Board is authorized to buy back the issued shares per its discretion.
- Article 8: The share certificates hereof shall be name-bearing certificates, duly signed by or affixed with seals by the directors representing the Company, and duly authenticated by the competent authority or the issuance registry institution accredited by the competent authority before issuance.
The Company may issue shares without certificates, and such shares shall be registered with a central securities depository.
- Article 9: The Company's shares shall, unless otherwise specified by laws and regulations, be handled according to the "Regulations Governing the Administration of Shareholder Service of Public Companies".
- Article 10: No change of record in the shareholders' register shall be made within sixty days (60) prior to an annual shareholder meeting, nor within thirty days (30) prior to a special (extraordinary) shareholder meeting, nor within five (5) days prior to the day on which dividend, bonus or other benefits is scheduled to be paid by the Company.
- Article 11: Transfer of shares to employees at prices below the Company's actual average repurchase price or issue of employee stock options below the market price (net worth per share) are subject to resolution from a Shareholders' Meeting which must be attended by more than one-half of the total number of outstanding shares, and voted in favor by more than two thirds of votes present.

Article 11-1: The Company's treasury shares purchased in accordance with the Company Act shall be transferred to recipients that include employees of subordinate companies that meet the criteria.

The Company's share subscription warrants are entitled to employees, who meet specific requirements, of subordinate companies.

When the Company issues new share, the obtaining of new shares is entitled to subsidiary company employees meeting specific requirements.

The Company's restricted stocks are entitled to subsidiary company employees meeting specific requirements.

Chapter 3 Shareholders' meeting

Article 12: Shareholders' meeting can be classified into general or provisional meeting. The general meeting is held at least once per year, commenced within six months after the end of a fiscal year, and convened by the Board of Directors according to Article 172 of the Company Act, and the provisional meeting is held whenever necessary in accordance with the relevant laws and regulations. The notice may be given by electronic means with the consent of the other party.

The shareholders' meeting may be held in the form of a physical shareholders' meeting with the assistance of video conferencing (hybrid meeting), virtual-only shareholders' meeting, or other means announced by the central competent authority upon the resolution of the Board of Directors, and the criteria, operating procedures and other matters to be complied with by the Company shall be in accordance with the regulations of the competent securities authorities.

Article 13: If a shareholder is unable to attend the shareholders' meeting for some reason, it shall be handled in accordance with the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies."

Article 14: When the shareholders' meeting is held, it shall be chaired by the chairperson. In the chairman's absence, the vice chairperson shall chair the meeting on behalf. In the event that the chairperson and the vice chairperson are absent, the chairperson shall, in advance, appoint a director to act in his/her place. In the event that the chairperson does not appoint an agent, one director shall be elected from among themselves to act in his/her place. Where a shareholders' meeting is convened by a person with the right to call other than the board of directors, the chair shall act in accordance with the provisions of Article 182-1 of the Company Act.

Article 15: The shareholders of the Company shall have one vote per share, except in the case of restricted or non-voting shares in accordance with Article 179, Paragraph 2 of the Company Act.

Article 16: Except as otherwise provided by the Company Act and other laws and regulations, a resolution of the shareholders' meeting shall be made by the shareholders representing more than half of the total number of issued shares in person or by proxy, and the resolution shall be made with the consent of more than half of the voting rights of the shareholders present. The voting power at a Shareholders' Meeting may be exercised by way of electronic means. Attendance via electronic means is deemed to be attendance in person. Related matters shall be handled subject to the relevant regulations.

Article 17: The minutes of the shareholders' meeting shall be made and handled in accordance with Article 183 of the Company Act.

Chapter 4 Directors and Audit Committee

Article 18: The Company shall have five to nine directors based on candidate nomination system. The number of directors shall be authorized by the board of directors, and the term of office shall be three years. The directors shall be elected by the shareholders' meeting

from the list of candidates and may be re-elected.

The total share ownership ratio of all directors of the Company shall not be less than which was prescribed in the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies".

The Company may purchase liability insurance for Directors to protect them against potential liabilities arising from exercising their duties during their tenure.

The election method of directors of the Company adopts the cumulative voting system. Each share has the same voting right as the number of directors to be elected. One person may be elected centrally or several persons may be elected separately. The person with more voting rights shall be elected as a director. When it is necessary to amend the method, in addition to Article 172 of the Company Act and other relevant provisions, the comparison table for amendment to the method shall be listed in the reasons for convening the meeting.

Article 19: Among the aforementioned number of directors, the number of independent directors shall be no less than 3 and one-third of the number of directors. The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected are calculated separately.

The professional qualification, shareholding and restrictions on concurrent position, independence identification, nomination and election methods, exercise of authority and other matters to be observed by independent directors shall be handled in accordance with the Securities and Exchange Act and relevant laws and regulations.

Article 20: The Company shall set up an Audit Committee to replace the functions and powers of the supervisor, and the Audit Committee shall be composed of all independent directors. The number of Audit Committee members, term of office, exercise of authority and other matters to be observed shall be handled in accordance with relevant laws and regulations.

The Board of Directors of the Company may set up another functional committee such as remuneration committee; its membership, exercise of powers and related matters shall be handled in accordance with relevant laws and regulations, and shall be separately decided by the Board of Directors.

Article 21: In case that the vacancies in the office of directors reach one-third of the Board or if all independent director have been dismissed, the Board of Directors shall convene a special meeting of the shareholders within sixty (60) days to elect new directors to fill the vacancies. A director elected to fill such vacancy shall hold office for the unexpired term of the director whose office was vacant.

Article 22: The Board of Directors shall be formed by the Directors. The Chairman shall be elected by a majority of votes in a meeting attended by over two-thirds of the Directors. The Chairman shall execute all matters of the Company in accordance with applicable laws, regulations, these Articles of Incorporation, and resolutions adopted at shareholders' meeting and by the Board of Directors.

Article 23: A board of directors shall meet at least quarterly. The reasons for calling a board of directors meeting shall be notified to each director (including independent directors) at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice. The meeting of the Board of Directors shall be convened by delivery a notice to each director via mail, e-mail, or fax.

Article 24: Except as otherwise provided by the Company Act, other laws and regulations, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. The meeting minutes may be produced and distributed in electronic form.

Article 25: The Chairman of the Board shall preside at all meetings of the Board of Directors. If the Chairman of the Board is on leave or cannot exercise his powers and duties for any

reason, a chairperson shall be appointed pursuant to Article 208 of the Company Act. Directors shall personally attend Board meetings, but for cause when a director cannot appear, he may appoint by instrument of limited powers of attorney, a person to appear in his place for the purposes of that meeting only, but only one person may serve as a delegate for any Director.

If participation by means of video conferencing is made available at a meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.

Article 26: The Board of Directors are authorized to decide remuneration of Directors according to the level of participation in the Company's operation, value of their contribution, and the usual standard of the industry. The Board of Directors may pay transportation allowances to Directors based on prevailing rates in the industry.

The Company may set reasonable remuneration for independent directors different from that for ordinary directors.

Article 27: Directors of the Company might serve concurrently as directors and supervisors of its subsidiaries.

Chapter 5 Managers and Employees

Article 28: The Company may appoint, dismiss, and pay managers in line with Article 29 of the Company Act.

The General Manager shall handle the business of the Company in accordance with the resolutions of the shareholders' meeting or the board of directors, and has the right to manage the affairs of the Company and sign for the Company within the scope authorized by the Articles of Incorporation or the contract.

A position of Chief Executive Officer (CEO) can be established pursuant to the resolution from the Board of Directors. The CEO position will coordinate and be held responsible for business operations and decisions for the Company and all its affiliates.

Chapter 6 Accounting

Article 29: At the end of each accounting year, the Board of Directors shall compile the following statements and records, and submit them to the shareholders' meeting for ratification according to the legal procedures:

(1) Business report.

(2) Financial statements.

(3) Proposals of earning distribution or loss coverage.

Article 30: If the Company has generated profits for the year, no less than 0.01% shall be allocated for the compensation of employees, and no less than 0.01% shall be allocated for the adjustment of salaries or the distribution of compensation for entry-level workers (the amount allocated for the compensation of entry-level workers shall be included in the aforementioned amount allocated for the compensation for employees). Additionally, no more than 3% shall be allocated for director compensation. When there are accumulated losses, the Company shall offset the appropriate amounts before remuneration.

The remuneration to be paid to employees in stock or cash referred to in the preceding paragraph may include employees of subordinate companies who meet certain conditions. The conditions and methods shall be decided by the Board of Directors and reported to the shareholders' meeting.

Article 30-1: The Company's distribution of surplus or the offset for losses may be carried out after the end of each half fiscal year. The Board of Directors shall prepare relevant proposals in accordance with applicable laws, the procedures and principles set forth in the Articles of Association, and report to the shareholders' meeting or submit them for the shareholders' meeting's resolution.

When distributing surplus, the Company shall first estimate and reserve an amount for the required tax payments, offset past losses in accordance with the law, and allocate 10% as the legal reserve. However, this requirement does not apply if the legal reserve has reached the Company's paid-in capital. Subsequently, a special reserve shall be set aside or reversed in accordance with laws, or the requirements of the competent authority. As for the distribution of surplus at the end of the first half of the fiscal year, the estimation and the retention of the compensation for employees and directors shall be made in accordance with the law and the provisions of this Articles of Association. The Company, in accordance with Articles 240 and 241 of the Company Act, authorizes the Board of Directors to decide on the distribution of cash dividend with by a resolution adopted by a majority vote at a meeting attended by over two-thirds of the directors (including dividends distributed from surplus, as well as from the legal reserve and capital reserve, in whole or in part, in accordance with Article 241 of the Company Act.), and report to the shareholders' meeting.

The Company is currently in a growth stage. The Company's policy on the distribution of dividends to shareholders is subject to the Company's current and future investment environment, capital requirements, domestic and international competition and capital budget, taking into account the interests of shareholders and the Company's long-term financial planning. The shareholders' bonus shall be appropriated from accumulated distributable earnings, of which no less than 30% shall be distributed from the current year's distributable earnings, the Board of Directors shall prepare a distribution proposal in accordance with the law. For the distribution of cash dividend, the proposal shall be reported to the shareholders' meeting, or a proposal for the distribution of stock dividend shall be submitted for the shareholders' meeting's resolution.

Shareholders' bonus may be distributed in the form of cash or shares, of which cash dividend shall not be less than 10% of the shareholders' bonus.

Chapter 7 Supplemental Provisions

- Article 31: The organizational charter and by-laws of the Company shall be separately adopted by the Board of Directors.
- Article 32: Any matters inadequately provided for herein shall be subject to provisions concerned set forth in the Company Act and relevant laws and regulations.
- Article 33: The Articles of Incorporation are established on May 31, 2016.
The first amendment was made on October 19, 2016.
The second amendment was made on May 30, 2018.
The third amendment was made on May 31, 2019.
The fourth amendment was made on May 31, 2022.
The fifth amendment was made on May 26, 2025.

Swancor Holding Company Limited
Chairman: Jau-Yang Tsai

Swancor Holding Company Limited

Rules and Procedure for Shareholders Meetings

1.0 Purpose

- 1.1 To establish a strong governance system and sound supervisory capabilities for this Company's Shareholders' Meetings, and to strengthen management capabilities for compliance.

2.0 Scope

- 2.1 The Rules are applicable to shareholders' meeting of the Company.

3.0 Authority

- 3.1 Stock affairs: notify shareholders and hold shareholders' meeting.
- 3.2 Board of directors: hold shareholders' meetings.

4.0 Explanation of terms

None.

5.0 Process Notes

- 5.1 Unless otherwise prescribed by relevant laws and ordinances or the Articles of Incorporation, the Company shall duly convene the shareholders' meeting exactly in accordance with these Rules.
- 5.2 Unless otherwise provided by law or regulation, this Company's shareholders meetings shall be convened by the board of directors.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the regular shareholders meeting or before 15 days before the date of the special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, the Company shall prepare the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. They shall be displayed in the Company and the professional stock affairs agency appointed by the Company, and shall be issued at the shareholders' meeting.

The cause or subject of a meeting of shareholders to be convened shall be indicated in the individual notice to be given to shareholders; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining a prior consent from the recipient thereof.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the meeting. None of the above matters may be raised by an extraordinary motion.

- 5.3 The attendance and voting at the shareholders' meeting shall be based on shares for calculation. The calculation of the number of shares present shall be based on the attendance register or sign-in cards submitted by the shareholders and those shares whose votes are exercised by mail or electronically via the internet.

For each event of a shareholder meeting, a shareholder may issue a proxy in the form printed by the Company to expressly stipulate the scope of authorized powers to authorize representative(s) to attend a shareholder meeting on his or her behalf.

A shareholder shall issue one proxy and entrust one proxy only, and shall deliver the proxy to the Company five days before the shareholders' meeting; if more than one proxy is delivered, the earliest one received by the Company shall prevail. However, a statement to revoke an earlier proxy is not subject to the aforementioned rule.

Where a shareholder intends to personally attend the shareholders' meeting or exercised voting rights by correspondence or electronic means after delivering a letter of attorney to this Company, the shareholder shall provide, two (2) days before the date of the shareholders' meeting, a printed notification to this Company for rescinding said letter of attorney. Where the period for rescinding the letter of attorney has expired, the voting right exercised by the commissioned agent attending the meeting shall prevail.

- 5.4 The venue for a shareholders meeting shall be the premises of the Company, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

- 5.5 The Company shall, in the notice of the shareholders' meeting, specify the time and place for shareholder registration, and other important matters.

Registration for shareholders referred to in the preceding paragraph shall begin at least thirty minutes before the meeting. There shall be clear signs and sufficient and adequate staff at the registration desk.

Shareholders or the power of attorney of a proxy (the shareholder) attending the Meeting shall have attendance card, sign-in card or other certificate of attendance issued by the Company. The Company shall not arbitrarily add other supporting documents for the attendance of the meeting. The proxy Solicitor shall provide ID documents for verification.

The Company shall deliver the handbook, annual report, attendance card, speaker's slip, votes, and other meeting materials to each shareholder attending the shareholders' meeting; if there are directors to be elected, ballots shall also be provided.

When a government or a juridical person is a shareholder, it may have more than one representative to attend the shareholders' meeting. In the event that a juristic (corporate) person is entrusted to participate in a shareholder meeting, that juristic (corporate) person may appoint only one representative to participate in the meeting.

- 5.6 If a shareholders' meeting is convened by the board of directors, the Chairman shall preside at such meeting. If the Chairman is on leave or unable to exercise his powers and duties for any reason, the Vice Chairman shall preside at such meeting. The Chairman shall designate a managing director to preside as the chairman if a Vice Chairman is not appointed, or if the Vice Chairman is on leave or unable to exercise his powers and duties for any reason. If no managing director is appointed, the Chairman shall designate a director to preside as the chairperson. If the Chairman fails to designate a chairperson for the meeting, the managing director or the directors shall nominate one from among themselves to preside at the meeting.

A managing director or a director who is designated as the chairperson for the meeting pursuant to the preceding paragraph shall have held office for at least six months and

be familiar with the financial and business condition of the Company. The same requirements shall apply if the chairperson for the meeting is a director representative of a juristic person.

For a Shareholders' Meeting convened by the Board of Directors, it is advised that the Chairman chairs the meeting, that a majority of Directors attend the meeting in person, and that at least one member of all functional committees attend the meeting as a representative. Attendance details shall be recorded in the minutes of the Shareholders' Meeting.

If a shareholders' meeting is convened by a person with the right to call other than the board of directors, the chairman shall be the person with the right to call. In case of two or more conveners, one of them shall be elected from among themselves to chair the meeting.

The Company may appoint the retained Attorney(s)-at-Law, Certified Public Accountant(s) or relevant personnel to participate in a shareholder meeting as an observer.

5.7 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures. The aforementioned audio and video recordings shall be kept for at least one (1) year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Act, those ballots shall be archived until the conclusion of the lawsuit.

5.8 The calculation of the number of shares present shall be based on the attendance register or sign-in cards submitted by the shareholders and those shares whose votes are exercised by mail or electronically via the internet. The chairperson shall call the meeting to order at the time scheduled for the meeting, as well as announcing information such as the number of shares with no voting right and shares present. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting, however, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. In the event that the meeting is still attended by shareholders representing less than one-third of the total issued shares after two postponements, the chairperson may announce that the meeting should be canceled.

In the event that the meeting is attended by shareholders not up to the specified quorum but representing more than one-third of the total issued shares after two postponements in the preceding paragraph, a tentative resolution may be passed in accordance with Article 175, paragraph 1 of the Company Act, and the tentative resolution shall be notified to the shareholders to call the shareholders' meeting again within one month.

In the event that the total number of shares represented by attending shareholders reaches a majority of the total issued shares before that same shareholder meeting is adjourned, the chairperson may bring the tentative resolution(s) so adopted into the shareholder meeting in accordance with Article 174 of the Company Act and re-submit to the shareholders' meeting for voting.

5.9 The agenda for the shareholders' meeting shall be set by the Board of Directors if such meeting is convened by the Board of Directors. Unless otherwise resolved by resolution at the meeting, the meeting shall be carried out in accordance with the scheduled agenda.

The preceding paragraph shall apply mutatis mutandis to meetings convened by any person, other than the Board of Directors, with the authority to convene such meeting. A shareholder holding 1 percent or more of the total number of issued shares may submit a proposal to the Company for discussion at a regular shareholders meeting. The proposal is limited to one item. Any proposal with more than one item shall not be

included in the proposal. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. Shareholders may submit suggestive proposals to urge this Company to promote the public interest or fulfill its social responsibilities. It shall be limited to one proposal in terms of the procedure in accordance with the Article 172-1 of the Company Act. Any proposal in excess shall be excluded from the agenda.

Prior to the book closure date before a regular shareholders meeting is held, this Company shall publicly announce that it will receive shareholder proposals, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal. Prior to the date for issuance of notice of a shareholders meeting, the Company shall inform the shareholders who submitted proposals of the proposal screening results and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

The chairperson shall not announce adjournment of the meeting until the agenda in the preceding paragraph is completed (including extempore motions) unless duly resolved in the meeting.

- 5.10 Prior to speaking at the meeting, an attending shareholder shall submit a slip of paper summarizing his/her/its comments and/or questions and specifying his/her/its shareholder account number (or the attendance ID number) and the account name of the shareholder, in order for the chairman to determine the speaking order.

An attending shareholder who submits a slip of paper but does not speak at the meeting is deemed to have not spoken. In the event of any inconsistency between the contents of shareholder's speech and those recorded on the slip, the contents of shareholder's speech shall prevail.

On the same issue, each shareholder shall not take the floor more than twice and a shareholder shall not speak more than five minutes for each round unless agreed upon by the chairperson. However, if a shareholder's speech violates the rules or goes beyond the scope of the topic, the chairman may stop him/her from speaking.

When an attending shareholder is speaking at the meeting, no other shareholder shall interrupt the speaking shareholder unless otherwise permitted by the chairperson and such speaking shareholder; the chairperson shall stop any such violations.

In the event that a juristic (corporate) person shareholder appoints two or more representatives to participate in a shareholder meeting, only one representative may speak for the same issue.

After a shareholder speaks on the floor; the chairperson may answer either by himself or herself or through a designee.

- 5.11 The voting by shareholders shall be duly calculated based on the number of shares they hold.

With respect to the resolutions of a shareholders' meeting, the number of shares held by a shareholder without voting rights shall not be counted toward the total number of issued shares.

When a shareholder is an interested party in relation to an item on the agenda, and there is the likelihood that such a relationship would prejudice the interests of the Company,

such a shareholder shall not vote on that item, and shall not exercise voting rights as a proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be counted toward the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as a proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the counting.

- 5.12 A shareholder shall have one voting power in respect of each share; however, this limit is not applicable to those who are restricted, or who do not have the right to vote under Paragraph 2, Article 179 of the Company Act.

When the Company convenes a shareholders' meeting, shareholders may exercise their voting right in written or electronic form; when they exercise their voting right in writing or electronic form, the exercise method shall be specified in the notice of convening the shareholders' meeting. A shareholder who exercises his/her voting power at a shareholders meeting in writing or by way of electronic transmission shall be deemed to have attended the said shareholders' meeting in person. However, the questions and motions of the shareholders' meeting and the amendment to the original proposal are deemed to be a waiver.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, when a declaration is made to cancel an earlier declaration of intent is not subject to the limits.

After a shareholder has exercised his voting rights in writing or electronically, if he wishes to attend the meeting in person, he shall withdraw, in the same manner, the previous exercise of voting rights no later than 2 days before the shareholders' meeting. Once the withdrawal is overdue, the previous exercise of voting rights in writing or electronically shall prevail. If the voting rights are exercised in writing or via electronic means and a proxy is entrusted to attend the shareholders' meeting by a power of attorney, the voting rights exercised by the attending entrusted proxy shall prevail.

Unless otherwise provided for in the Company Act and the Company's Articles of Incorporation, decisions at the shareholder meeting shall be resolved by a majority vote of the shareholders attending the meeting. When voting, the chairperson or his/her designated person shall announce the total number of voting rights of the shareholders present, and then the shareholders shall vote on a case by case basis. On the day after the shareholders' meeting, the results of the shareholders' consent, opposition and abstention shall be input into the MOPS.

In the event that an amendment or a substitute comes out of the same issue, the chairperson shall fix the order of balloting in consolidation with the original issue. When one among them is duly resolved, other issue(s) is (are) deemed to have been vetoed and no voting process is required.

The person(s) supervising the casting of the ballots and the person(s) counting the ballots are designated by the chairperson, provided that the person(s) supervising the casting of the ballots shall be a shareholder. The recording procedure of issues of shareholder meetings shall be processing publicly in shareholder meetings and the

results including statistical weights shall be reported on the spot and shall be recorded into the minutes of the meeting.

- 5.13 The election of directors at the shareholders' meeting, if any, shall be handled according to the relevant regulations on election formulated by the Company, and the voting results shall be announced on the spot, including the list of elected directors and the numbers of votes, as well as the list of unelected Directors and the respective number of votes received.

The ballots shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Act, those ballots shall be archived until the conclusion of the lawsuit.

- 5.14 Resolutions of the shareholders' meeting shall be recorded as minutes and handled in accordance with Article 183 of the Company Act.

With regard to the resolution methods in the preceding paragraph, if no objection is voiced by any of the shareholders when inquired by the Chairman, the wordings, "The proposal is approved by a unanimous consent of all attending shareholders upon inquiry from the Chairman", shall be recorded. For proposals where shareholders voice objections, the adoption of ballot casting method, number of votes, and its percentage of total shall be clearly stated.

- 5.15 On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by the proxies and shall make an express disclosure of the same at the place of the shareholders' meeting.

For any shareholders' meeting resolution that relates to statutory regulations or to material information as specified by the Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload, within the specified time limit, said resolution to the MOPS.

- 5.16 Staff at the shareholders' meetings shall wear ID badges or arm badges.

The chairman may direct patrol personnel or security personnel to assist in maintaining the order of the meeting. Such patrol personnel or security personnel shall wear arm badges or ID badges marked "Patrol Personnel" while assisting in maintaining the order of the meeting.

There is amplification equipment at the meeting place, if a shareholder makes a speech with amplification equipment not provided by the Company, the chair may stop it.

In the event that a shareholder violates the Rules Governing the Proceedings of Shareholder Meetings, defies the chairperson's rectification or obstructs progress of the meeting or objects to the action to stop him or her, the chairperson may instruct the rectification or security personnel to ask the shareholder to leave the meeting.

- 5.17 When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items (including extraordinary motions) on the meeting agenda have been addressed, the shareholders meeting may adopt a resolution to resume the meeting at another venue.

The shareholders' meeting may resolve to postpone the meeting for a period of no more than five (5) days or continue the meeting pursuant to the provisions of Article 182 of the Company Act.

- 5.18 These Rules and any amendments hereof shall be put into enforcement after being resolved at the shareholder meeting.

6.0 References

6.1 Company Act.

6.2 Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies

7.0 Attachments

None.

Swancor Holding Company Limited

Share Ownership of Directors

As of the book closure date for this Extraordinary shareholders' meeting (August 3, 2025), the following are the shareholding status of individuals and the entirety of directors recorded in the Shareholders Register.

| Title | Name | Date elected | Term (Years) | Shareholding while elected | | Number of shares held recorded in shareholders register on book closure date | |
|----------------------|---|--------------|--------------|----------------------------|-------|--|-------|
| | | | | Shares | % | Shares | % |
| Chairman | Representative of Tsai's Family Holding Co., Ltd. Jau-Yang Tsai | 2025.05.26 | 3 | 19,380,658 | 17.56 | 19,380,658 | 17.67 |
| Director | Representative of Tsai's Family Holding Co., Ltd. Hsiao-Te Tsai | 2025.05.26 | 3 | 19,380,658 | 17.56 | 19,380,658 | 17.67 |
| Director | Hsiao-Yi Tsai | 2025.05.26 | 3 | 1,393,860 | 1.26 | 1,393,860 | 1.27 |
| Director | Hsiu-Chun Wang | 2025.05.26 | 3 | 0 | 0 | 0 | 0 |
| Independent Director | Jui-Hua Li | 2025.05.26 | 3 | 0 | 0 | 0 | 0 |
| Independent Director | Chung-Ming Liu | 2025.05.26 | 3 | 0 | 0 | 0 | 0 |
| Independent Director | Wei-Li Liu | 2025.05.26 | 3 | 0 | 0 | 0 | 0 |
| Total | | | | 20,774,518 | 18.82 | 20,774,518 | 18.94 |

Note:

1. The Company's paid-in capital is NT\$1,096,620,360, and the shares outstanding is 109,662,036 shares.
2. According to the requirements under Article 26 of the Securities and Exchange Act, the aggregate minimum shareholding of Directors shall be:
Minimum share ownership by all directors of the Company: 8,000,000 shares
3. Shareholding from all Directors has reached the legally stipulated ownership of shares.
4. Pursuant to Article 2 of the “Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies”, if the Company has two or more independent directors, the shareholding percentage calculated at the rates set forth for all directors, excluding the independent directors, and supervisors shall be decreased by 20 percent.
5. Independent director Huang-Chen Chang resigned on May 26, 2025, and held 0 shares at the time of his resignation.