

Swancor Holding Company Limited

First 2025 Extraordinary Shareholders' Meeting Minutes

Time and Date : 9:00 a.m. (Monday) September 1, 2025

Place : No. 588, Dongmin Rd., Nantou City

Convening Method: Physical Shareholders' Meeting

Attendance: Total shares represented by shareholders present in person or by proxy: 62,949,083 shares (including 10,102,439 shares casted electronically), percentage of shares held by shareholders present in person or by proxy:58.65% (excluding 2,349,160 non-voting shares in accordance with Article 179, Paragraph 2 of the Company Act), exceeded the statutory meeting shares ; Two directors attended this extraordinary shareholders meeting, including Chairman Jau-Yang Tsai and director Hsiao-Yi Tsai.

Other attendees: Hsin-Chieh Kung of Global Network Commerce Legal

Chairman : Jau-Yang Tsai, the Chairman of the Board of Directors

Recorder: Su-Chen Wu

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

II. Chairperson's Remarks (omitted)

III. Report Items

(1) Repurchase of Treasury Shares (Please refer to the shareholders meeting manual)

IV. 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.

Shareholder No. 10375 asked:

- 1、Since the announcement of the sale, the share price of Swancor Advanced Materials has soared more than tenfold, far exceeding the sale price. Was there a reset mechanism in place when evaluating the sale price to protect the shareholders' interests? Will the remaining 20% equity interest be sold in the future?
- 2、Media reports indicate that the Company has signed a three-year revenue guarantee agreement with the purchaser of Swancor Advanced Materials, with compensation to be paid if targets are not met. If the Company has lost control of Swancor Advanced Materials, how to ensure future revenue?

Chairperson's reply (Key Points):

- 1、There is no mechanism for adjusting the transaction price. The Board of Directors will determine the best course of action regarding the future disposal of the 20% equity interest based on the future circumstances and the environment faced by the Company.
- 2、In the future, the purchaser will still entrust the original Swancor team to continue operating Swancor Advanced Materials in the materials field.

Voting Results:

Shares represented at the time of voting : 62,254,745

Voting Results*	% of the total represented share present
Votes in favor : 59,240,439 votes (7,179,288 votes)	95.15%
Votes against : 61,991 votes (61,991 votes)	0.09%
Votes invalid : 0 vote	0%
Votes abstained : 2,952,315 votes (2,861,160 votes)	4.74%

*including votes casted electronically (numbers in brackets)

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

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 for a comparison table of the provisions before and after the amendment.

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

Voting Results:

Shares represented at the time of voting : 62,254,745

Voting Results*	% of the total represented share present
Votes in favor : 59,182,887 votes (7,121,736 votes)	95.06%
Votes against : 59,400 votes (59,400 votes)	0.09%
Votes invalid : 0 vote	0%
Votes abstained : 3,012,458 votes (2,921,303 votes)	4.83%

*including votes casted electronically (numbers in brackets)

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

V. Extraordinary Motions : None

VI. Adjournment

The meeting was adjourned at 9:17 am, which was approved by all shareholders present without objection.

(Attachments)

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	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	Cooperate with the company's operating plan

Original Version		Amended Version		Revision notes
No.	Summary	No.	Summary	
	<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 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</u></p>		<p>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 <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</p>	

Original Version		Amended Version		Revision notes
No.	Summary	No.	Summary	
	<p><u>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 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>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, 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.