Stock code: 2390

EVERSPRING INDUSTRY CO., LTD

2026 Annual Shareholders' Meeting
Meeting Agenda
(Translation)

Time: 9:00 A.M., Wednesday, June 17, 2026
Place: 5th Fl, No.50, Sec. 1, Zhonghua Rd., Tucheng City, Taipei, Taiwan
Type of Meeting：Physical Meeting

Table of Contents

A. Call Meeting to Order 1

B. Meeting Agenda 2

1. Company Report 3
2. Proposals 4
3. Discussion 6
4. Question and Motions 6

C. Attachment

1. 2025 Annual Business Report 7
2. Audit Committee's Review Report for the year of 2025 9
3. Auditor's report, Individual Financial Report, and Consolidated Financial Report for the year of 2025 10
4. Comparison Table of Revised Articles of the Operating Procedures of Acquisition or Disposal of Assets 32

D. Appendix

1. Articles of Incorporation 33
2. Rules of Procedure for Shareholders Meetings 40
3. Operation Procedures of Acquisition or Disposal of Assets (Before amendment) 43
4. Shareholdings of All Directors 54

EVERSPRING INDUSTRY CO., LTD

2026 Annual Shareholders' Meeting
Meeting Procedure

1. Call Meeting to Order
2. Chairman's Address
3. Company Report
4. Proposals
5. Discussion
6. Question and Motions
7. Adjournment

EVERSPRING INDUSTRY CO., LTD

2026 Annual Shareholders' Meeting
Meeting Agenda
(Translation)

Type of Meeting：Physical Meeting
Time: 9:00 A.M., Wednesday, June 17, 2026
Place: 5th Fl, No.50, Sec. 1, Zhonghua Rd., Tucheng City, Taipei, Taiwan

1. Call Meeting to Order
2. Chairman's address
3. Company Report
   (1) 2025 Annual Business Report
   (2) The Audit Committee's Review Report on the 2025 Financial Statements
4. Proposals
   (1) To approve 2025 Business Report and Financial Statements
   (2) To approve 2025 Deficit Compensation Proposal
5. Discussion
   (1) Discussion of the Amendments to the Operation Procedures of Acquisition or Disposal of Assets
6. Question and Motions
7. Adjournment

Company Report

1. 2025 Annual Business Report

   Refer to Attachment 1 on page 7 to 8 of the Meeting Agenda for the 2025 Annual Business Report.

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

   Refer to Attachment 2 on page 9 of the Meeting Agenda for the Audit Committee's Review Report on the 2025 Financial Statements of the Company.

Proposals

Proposal No. 1

To approve 2025 Business Report and Financial Statements

(Proposed by the Board of Directors)

Explanatory Notes:

(1) 2025 Individual and Consolidated Financial Statements of Everspring Industry Co., Ltd. were audited by independent auditors, Yi-Zhen Lu and Yi-Hua Peng of Deloitte & Touche. The business report and financial statements have been reviewed by the Audit Committee.

(2) Refer to Attachment 1 on page 7 to 8 and Attachment 3 on page 10 to 31 for the Business Report, Auditors' Review Report, Individual Financial Report, and Consolidated Financial Report.

(3) The case is hereby submitted to the meeting for recognition.

Resolution：

Proposal No. 2

To approve 2025 Deficit Compensation Proposal

(Proposed by the Board of Directors)

Explanatory Notes:

(1) The 2025 Deficit Compensation Proposal was accepted on the Board of Directors on March 12, 2026 and reviewed by the Audit Committee.

(2) The Company's net loss for the 2025 was NT$27,403,700. the table for 2025 Deficit Compensation is as below. It is proposed not to distribute share dividends to the shareholders.

EVERSPRING INDUSTRY CO., LTD
Table for 2025 Deficit Compensation

Unit: NT dollars

Retained earnings at the beginning of the year	(315,000,832)
Add: Remeasurement of defined benefit plan recognized as retained earnings	985,687
Net loss of the year	(27,403,700)
Earnings available for distribution by the of 2025	(341,418,845)
Retained earnings-unappropriated at the end of the year	(341,418,845)

Chairman: Chang Tse-Ling
Manager: Lu Li-Zhu
Accounting Supervisor: Li Hsiu-Ting

(3) The case is hereby submitted to the meeting for recognition.

Resolution：

Discussion

Proposal No. 1

Discussion of the Amendments to the Operation Procedures of Acquisition or Disposal of Assets

(Proposed by the Board of Directors)

Explanatory Notes：

(1) Operation Procedures of Acquisition or Disposal of Assets of Everspring Industry Co., Ltd. are amended following the newest edition of the Regulations Governing the Acquisition and Disposal of Assets by Pubic Companies.

(2) Refer to Attachment 4 on page 32 of the Meeting Agenda for the Comparison Table of Revised Articles of the Operating Procedures of Acquisition or Disposal of Assets.

(3) The case is hereby submitted to the meeting for recognition.

Resolution:

Question and Motions

Adjournment

Attachment 1

EVERSPRING INDUSTRY CO., LTD
2025 Annual Business Report

Dear shareholders,

Thanks to all shareholders' support to Everspring in the past year, the company is very grateful, and hereby presents a report on the company's operating results and a summary of its 2026 year business plan.

2025 Financial Performance

The company's consolidated group revenue in 2025 was NT$679 million, representing a decrease of approximately 3% compared to NT$702 million in the previous year. Consolidated gross profit was NT$143 million, a decline of approximately 16% from NT$171 million in the prior year.

In terms of profitability, the consolidated operating loss for fiscal year 2025 was NT$34 million, with a pre-tax net loss of NT$22 million and an after-tax net loss of NT$27 million. Loss per share was NT$0.14.

The Company’s primary source of revenue is the sales and services of professional security system products. In terms of technological development, the Company continues to develop artificial intelligence applications for cloud and edge computing platforms in security systems, with strategic deployment in smart security services, Supervisory Control and Data Acquisition, direct digital controllers and control modules, among other related fields.

Summary of 2026 Business Plan

In recent years, Everspring has undergone a comprehensive transformation and is committed to promoting its own brand of professional smart security systems and products. Its markets span Europe, Central and South America, and Asia, with continuous expansion of its global sales footprint. The Company is also strengthening strategic partnerships with major European brands to enhance brand recognition and market share.

In terms of business model, the promotion of its own brand is integrated with diversified business models, while expanding applications across various industries. The Company continues to deepen the application and design of intelligent and energy-efficient products, and collaborates with leading manufacturers in Europe and the United States on product development. In the domestic market, the Company focuses on smart building central monitoring systems (Electrical SCADA), Direct Digital Controllers, and IO Module. These solutions have already been successfully implemented in multiple large-scale construction projects, with ongoing expansion of application scope.

In research and development, the Company continues to advance security-related technologies and develop new products, building integrated smart security solutions. Through a cloud-based central control platform and fully wireless device technologies, the Company integrates functions such as anti-theft, disaster prevention, energy saving, environmental control, home health management, elderly care, and AI-powered video surveillance.

Looking ahead, Everspring will continue to develop AI-driven intelligent platforms, providing comprehensive total solutions that include mobile applications, cloud platform services, and third-party access control systems. It will also promote big data integration and analytics to enhance overall protection efficiency and service value.

In terms of operational management, the Company is expanding production capacity at its Dongguan, China manufacturing base, introducing smart manufacturing and automated

testing. With "quality first" as its core principle, the Company also emphasizes cost control and continuous improvement in product quality.

Outlook

In 2026, looks forward to continue to focus on professional smart security systems to deepen its presence in global markets, while actively expanding opportunities in Central and South America. The Company aims to evolve into a provider of system integration solutions and operational service provider.

By integrating customers' security platforms with high value-added products and services, the Company will deliver more comprehensive and user-friendly smart living solutions.

In terms of brand development, the Company has gradually established brand recognition through European distribution channels, laying a solid foundation. It is expected that this will further drive operational growth and profitability in the future.

Impact of the External Environment

(1) Competitive Environment

In addition to market pricing pressures, the Company must continuously enhance both software and hardware technologies to respond to competition. Leveraging over 40 years of experience in security and home automation technologies, the Company formulates annual market strategies and product/system development strategies to strengthen its global competitiveness.

(2) Regulatory Environment

In response to the global net-zero emissions target by 2050 and regulatory requirements for listed companies to complete carbon inventories, the Company will actively invest in sustainability-related initiatives and plans to establish a dedicated sustainability organization to meet regulatory requirements.

(3) Overall Business Environment

Facing global economic fluctuations, intensifying market competition, and the continuous rise in raw material and labor costs, the Company will continue to strengthen supply chain integration, optimize the management of partner vendors, and enhance project management efficiency to effectively reduce costs.

At the same time, through process optimization and the introduction of automated testing, the Company aims to reduce quality-related costs and operational risks, improve efficiency, and enhance product differentiation and innovation value, thereby increasing overall profitability.

Conclusion

Everspring has long been committed to advancing and innovating system integration technologies, while continuously deepening its presence in core industry sectors to address uncertainties in the future global economy.

Looking ahead, the entire team of the Company will continue to strive for improved operational performance in order to reward the support and trust of shareholders and the broader community.

We wish you all health and prosperity

Chairman	Chang, Tse-Ling
Chief Executive Officer	Lu, Li-Zhu
Chief Accounting Officer	Li, Hsiu-Ting

Attachment 2

Review Report of Audit Committee

The Board has compiled and submitted the 2025 Business Report, Financial Statement, and Deficit Compensation proposal. Account Yi-Zhen Lu and Yi-Hua Peng from Deloitte & Touche were entrusted by the Board to review the financial statement and compile a review report.

The above-mentioned business report, financial statement, and deficit compensation proposal have been review by the audit committee. The company abides by relevant provisions in Company Act and compiled the reports above in accordance with Article 14 of Securities and Exchange Act and Article 219 of Company Act.

For review on 2026 Shareholders' meeting of EVERSPRING INDUSTRY CO., LTD

Sincerely,

LEE, BI-SHU
Convener for Audit committee of
EVERSPRING INDUSTRY CO., LTD

March 12, 2026

Attachment 3

Independent Auditors' Report And Individual Financial Statements

The Board of Directors and Shareholders
EVERSPRINGINDUSTRY CO., LTD

Opinion

We have audited the accompanying parent company only financial statements of EVERYSPRING INDUSTRY CO., LTD. (the "Company"), which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the parent company only financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key audit maters for the Company's parent company only financial statements for the year ended December 31, 2025 are stated as follows:

Recognition of sales revenue

Based on the audit regulations over income preset recognition, there are significant audit risks. EVERSPRING INDUSTRY CO., LTD. is continuing actively to promote the sale of smart home safety control systems, smart lighting fixtures and smart sensors, etc., which export way mainly carried out in the form of triangular trade, and the authenticity of sales revenue has significant impact on the consolidated financial statements, therefore, these sales revenue are listed as key audit items.

In response to the above key audit items, we perform the main inspection procedures as follows:

1. To understand, evaluate and test the effectiveness of the design and implementation of the internal control system related to income recognition.
2. To obtain the sales revenue details of smart home safety control systems, smart lighting fixtures and smart sensors for the year 2025, and check the original orders, shipping orders, export declaration, invoices and other related documents of the related transactions, and compare them with the entered amount, to check and confirm the authenticity of income.

Other Matters

In addition, the financial statements of Medigen Biotechnology Corporation were included in the open financial statements. The financial statements of the investee company Medigen Biotechnology Corporation were checked by the equity method in the Republic of China in 2025 and 2024 by other accountants. Therefore, the accountant indicated his opinion that the investments of these investee companies using the equity method and their investment gains and losses are recognized based on the audit reports of other accountants. The amount of investment in these investee companies accounted for using equity method as of December 31, 2025 and 2024 was NT$393,793 thousand and NT$397,088 thousand, respectively, which accounted for 16% and 16% of the total assets, respectively. The share of affiliated companies income accounted for using equity method recognized by these investee companies were losses of NT$11,065 thousand and NT$20,826 thousand, respectively, accounting for 39.9% and 9.48% of the net income loss before tax.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

As part of an audit in accordance with auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the investment in other entities accounted for using the equity method to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2025 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yi-Zhen Lu and Yi-Hua Peng.

DELOITTE & TOUCHE TAIPEI, TAIWAN
Republic of China

Yi-Zhen Lu	Yi-Hua Peng
FSAC Approval Number:No. Financial-Supervisory-Securities-Auditing-1080321204	FSAC Approval Number:No. Financial-Supervisory-Securities-Auditing-1130349292

March 25, 2026

EVERSPRING INDUSTRY CO., LTD.
Parent Company Only Balance Sheets
December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2025 Amount	%	December 31, 2024 Amount	%
	Current assets				
1100	Cash and cash equivalents（Note 6）	$ 202,795	8	$ 211,003	8
1110	Financial assets measured at fair value through profit or loss-current（Note 7 and 27）	296,803	12	368,991	15
1172	Accounts receivable（Note 9, 21 and 28）	44,774	2	54,419	2
1200	Other receivables（Note 9 and 28）	365	-	433	-
130X	Inventories（Note 10）	14,354	1	7,623	-
1479	Other current assets（Note 15 and 28）	7,030	-	7,906	-
11XX	Total current assets	566,121	23	650,375	25
	Non-current assets				
1510	Financial assets measured at fair value through profit or loss-non-current（Note 7 and 27）	2,832	-	3,714	-
1517	Financial assets measured at fair value through other comprehensive income-non-current（Note 8 and 27）	64,075	3	80,705	3
1550	Investments accounted for using equity method（Note 11）	1,465,519	60	1,449,189	57
1600	Property, plant and equipment（Note 12 and 29）	146,840	6	150,278	6
1755	Right-of-use assets. (Note 13)	697	-	837	-
1760	Net investment property（Note 14 and 29）	207,714	8	212,773	9
1840	Deferred tax assets（Note 23）	1,547	-	1,352	-
1821	Other intangible assets	2,133	-	2,094	-
1920	Refundable deposits	95	-	126	-
1990	Other non-current assets（Note 15）	17	-	29	-
15XX	Total non-current assets	1,891,469	77	1,901,097	75
1XXX	Total assets	$ 2,457,590	100	$ 2,551,472	100
Code	Liabilities and Equity				
	Current liabilities				
2100	Short-term borrowings（Note 16 and 29）	$ 70,000	3	$ 120,000	5
2130	Contract liabilities-current（Note 21）	6,314	-	11,449	-
2170	Accounts payable（Note 17 and 28）	20,027	1	29,637	1
2280	Current lease liabilities (Note 13)	136	-	134	-
2219	Other payables（Note 18 and 28）	34,758	2	42,112	2
2399	Other current liabilities	10	-	-	-
21XX	Total current liabilities	131,245	6	203,332	8
	Non-current liabilities				
2580	Non-current lease liabilities (Note 13)	575	-	711	-
2645	Guarantee deposits received（Note 18）	3,282	-	2,650	-
2570	Deferred tax liabilities（Note 23）	-	-	144	-
25XX	Total non-current liabilities	3,857	-	3,505	-
2XXX	Total liabilities	135,102	6	206,837	8
	Equity（Note 20）				
	Share capital				
3110	Common stock	1,926,194	78	1,926,194	75
3200	Capital surplus	616,926	25	601,234	24
	Retained earnings				
3310	Legal reserve	120,407	5	120,407	5
3320	Special reserve	45,041	2	45,041	2
3350	Accumulated deficit	(341,419)	(14)	(315,000)	(13)
3300	Total retained earnings	(175,971)	(7)	(149,552)	(6)
	Other equity				
3410	Exchange differences on translation of foreign financial statements	(4,390)	-	(5,469)	-
3420	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	(40,271)	(2)	(27,772)	(1)
3400	Total other equity	(44,661)	(2)	(33,241)	(1)
3XXX	Total equity	2,322,488	94	2,344,635	92
	Total liabilities and equity	$ 2,457,590	100	$ 2,551,472	100

The accompanying notes are an integral part of the parent company only financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling　　Manager: Lu Li-Zhu　　Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD.
Parent Company Only Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

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

Code		2025 Amount	2025 %	2024 Amount	2024 %
	Operating income（Note 21 and 28）				
4100	Sales revenue	$ 168,081	84	$ 200,455	83
4800	Other operating income	31,565	16	41,961	17
4000	Total operating income	199,646	100	242,416	100
	Operating costs（Note 10, 22 and 28）				
5110	Cost of sales	134,356	67	156,365	65
5800	Other operating costs	25,300	13	30,057	12
5000	Total operating costs	159,656	80	186,422	77
5900	Gross profit	39,990	20	55,994	23
5910	Unrealized profits from sales	(2,535)	(1)	(3,194)	(1)
5920	Realized profits from sales	3,194	1	2,026	1
5950	Realized gross profit	40,649	20	54,826	23
	Operating expenses（Note 22）				
6100	Marketing expenses	23,279	12	20,905	9
6200	Administrative expenses	35,924	18	35,255	15
6300	R&D expenses	48,842	24	49,380	20
6450	Expected credit loss (Reversal of Impairment Loss)	(66)	-	235	-
6000	Total operating expenses	107,979	54	105,775	44
6900	Net operating losses	(67,330)	(34)	(50,949)	(21)
	Non-operating income and expenses				
7100	Interest income（Note 22）	3,266	2	3,067	1
7010	Other income（Note 22 and 28）	21,048	10	20,143	9
7020	Other gains and losses（Note 22）	3,957	2	(191,505)	(79)

（To be continued on the next page）

（Continued from the previous page）

Code		2025 Amount	2025 %	2024 Amount	2024 %
7060	Share of profit or loss of Subsidiary & associates accounted for using equity method	$ 11,531	6	($ 189)	-
7050	Financial costs（Note 22）	(215)	-	(287)	-
7000	Total non-operating income and expenses	39,587	20	(168,771)	(69)
7900	Profit (Loss) before tax for the period	(27,743)	(14)	(219,720)	(90)
7950	Income tax profit (expenses) (Note 23)	339	-	(21,664)	(9)
8200	Net profit (loss) for the period	(27,404)	(14)	(241,384)	(99)
	Other comprehensive income				
8310	Items that will not be reclassified to profit or loss				
8316	Unrealized gains or losses on equity investments measured at fair value through other comprehensive income	(7,740)	(4)	(9,998)	(4)
8320	Share of other comprehensive income, of Subsidiary & associates accounted for using equity method	985	1	1,349	-
8360	Item that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	1,079	1	3,567	1
8367	Unrealized gains or losses on Debt Investment measured at fair value through other comprehensive income	493	-	(735)	-
8370	Share of affiliates other comprehensive income accounted for using equity method	(5,252)	(3)	1,241	1
8300	Total other comprehensive income, net of tax	(10,435)	(5)	(4,576)	(2)
8500	Total comprehensive income	($ 37,839)	(19)	($ 245,960)	(101)
	Loss per share（Note 24）				
9710	Basic	($ 0.14)		($ 1.25)	

The accompanying notes are an integral part of the parent company only financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager: Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD.
Parent Company Only Statements of Changes in Equity
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code		Share capital		Retained earnings			Other equity		
		Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	Total equity
A1	Balance at January 1, 2024	$ 1,926,194	$ 581,418	$ 120,407	$ 45,041	($ 74,965)	($ 8,764)	($ 18,280)	$ 2,571,051
	Changes in other capital surplus:								
C7	Changes in affiliates accounted for using equity method	-	19,816	-	-	-	-	-	19,816
D1	Net income 2024	-	-	-	-	(241,384)	-	-	(241,384)
D3	Other comprehensive income, net of tax 2024	-	-	-	-	1,349	3,567	(9,492)	(4,576)
D5	Total comprehensive income 2024	-	-	-	-	(240,035)	3,567	(9,492)	(245,960)
M3	Disposal Subsidiary	-	-	-	-	-	(272)	-	(272)
Z1	Balance at December 31, 2024	1,926,194	601,234	120,407	45,041	(315,000)	(5,469)	(27,772)	2,344,635
	Changes in other capital surplus:								
C7	Changes in affiliates accounted for using equity method	-	15,692	-	-	-	-	-	15,692
D1	Net loss 2025	-	-	-	-	(27,404)	-	-	(27,404)
D3	Other comprehensive income, net of tax 2025	-	-	-	-	985	1,079	(12,499)	(10,435)
D5	Total comprehensive income 2025	-	-	-	-	(26,419)	1,079	(12,499)	(37,839)
Z1	Balance at December 31, 2025	$ 1,926,194	$ 616,926	$ 120,407	$ 45,041	($ 341,419)	($ 4,390)	($ 40,271)	$ 2,322,488

The accompanying notes are an integral part of the parent company only financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager: Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD.
Parent Company Only Statements of Cash Flows
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code		2025	2024
	Net cash flows from operating activities		
A10000	Net profit (loss) before tax for the current period	($ 27,743)	($ 219,720)
A20010	Income and expense items that do not affect cash flows:		
A20100	Depreciation expenses	13,401	12,594
A20200	Amortization expenses	294	307
A20300	Reversal of expected credit Losses	(66)	235
A20400	Net profit (losses) on financial assets measured at fair value through profit or loss	(14,260)	199,990
A20900	Financial costs	215	287
A21200	Interest income	(3,266)	(3,067)
A21300	Dividend income	(608)	(596)
A22300	Share of subsidiaries and affiliates losses accounted for using equity method	(11,531)	189
A22500	Loss on disposal of property, plant and equipment	-	37
A22700	Gains on disposal of investment property	-	(1,860)
A22800	Loss on disposal of intangible assets	-	123
A22900	Gains on disposal of Subsidiary	-	(166)
A23100	Loss on disposal of investments	955	(9,820)
A23700	(Reversal of) Loss on inventory valuation and obsolescence	(94)	41
A23900	Unrealized profits on intercompany sales	2,535	3,194
A24000	Realized profits on intercompany sales	(3,194)	(2,026)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	-	2,078
A31150	Accounts receivable	9,711	(9,705)
A31180	Other receivables	74	470
A31200	Inventories	(6,637)	3,974
A31240	Other current assets	876	139
A32125	Contract liabilities	(5,135)	3,074
A32150	Accounts payable	(7,947)	4,967
A32160	Accounts payable-related parties	(1,663)	1,542
A32180	Other payables	(7,383)	(20,180)
A32230	Other current liabilities	10	-
A33000	Cash used in operations	(61,456)	(33,899)

（To be continued on the next page）

（Continued from the previous page）

Code		2025	2024
A33300	Interest paid	($ 223)	($ 290)
A33500	Income tax paid	-	(13,518)
AAAA	Net cash outflow from operating activities	(61,679)	(47,707)
	Cash flows from investing activities		
B00010	Acquisition of financial assets measured at fair value through other comprehensive income	-	(9,426)
B00020	Disposal of financial assets measured at fair value through other comprehensive income	8,852	-
B00100	Acquisition of financial assets measured at fair value through profit or loss	-	(231,409)
B00200	Disposal of financial assets measured at fair value through profit or loss	86,943	166,713
B02700	Acquisition of property, plant and equipment	(4,764)	(1,177)
B02300	Net cash inflow from disposal of subsidiary	-	4,869
B03800	Decrease in refundable deposits	31	2,491
B04500	Acquisition of intangible assets	(321)	(167)
B05500	Disposal of investment property	-	2,742
B06800	Decrease in other non-current assets	-	12
B07500	Interests received	3,260	3,067
B07600	Dividends received	608	596
B07700	Dividends from subsidiaries, affiliates and joint ventures received	8,364	3,689
BBBB	Net cash inflow (outflow) from investing activities	102,973	(58,000)
	Cash flow from financing activities		
C00100	Increase in short-term borrowings	-	70,000
C00200	Decrease in short-term borrowings	(50,000)	-
C01700	Repayment of long-term loans	-	(12,415)
C04020	Repayment of lease liabilities	(134)	(131)
C03000	Increase in guarantee deposits received	632	-
C03100	Decrease in guarantee deposits received	-	(515)
CCCC	Net cash outflow from financing activities	(49,502)	56,939
EEEE	Net decrease in cash and cash equivalents	(8,208)	(48,768)
E00100	Cash and cash equivalents at beginning of year	211,003	259,771
E00200	Cash and cash equivalents at the end of year	$ 202,795	$ 211,003

The accompanying notes are an integral part of the parent company only financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager: Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

Independent Auditors' Report And Consolidated Financial Statements

The Board of Directors and Shareholders
EVERSPRING INDUSTRY CO., LTD.

Opinion

We have audited the accompanying consolidated financial statements of EVERSPRING INDUSTRY CO., LTD. and its subsidiaries (the "Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statement present fairly. In all material respects, the consolidated financial position of the Group as of December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted. 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 Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key audit matter for the Group's consolidated financial statements for the year ended December 31, 2025 are stated as follows:

Recognition of sales revenue

Based on the audit regulations over income preset recognition, there are significant audit risks. EVERSPRING INDUSTRY CO., LTD. and its subsidiaries are continuing actively to promote the sale of smart home safety control systems, smart lighting fixtures and smart sensors, etc., which export way mainly carried out in the form of triangular trade, and the authenticity the of sales revenue has significant impact on the consolidated financial statements, therefore, these sales revenue are listed as key audit items.

In response to the above key audit items, we perform the main inspection procedures as follows:

1. To understand, evaluate and test the effectiveness of the design and implementation of the internal control system related to income recognition.
2. To obtain the sales revenue details of smart home safety control systems, smart lighting fixtures and smart sensors for the year 2025, and check the original orders, shipping orders, invoices and other related documents of the related transactions, and compare them with the entered amount, to check and confirm the authenticity of income.

Other Matters

In addition, the financial statements of Medigen Biotechnology Corporation were included in the open financial statements. The financial statements of the investee company Medigen Biotechnology Corporation were checked by the equity method in the Republic of China in 2025 and 2024 by other accountants. Therefore, the accountant indicated his opinion that the investments of these investee companies using the equity method and their investment gains and losses are recognized based on the audit reports of other accountants. The amount of investment in these investee companies accounted for using equity method as of December 31, 2025 and 2024 was NT$421,555 thousand and NT$425,413 thousand, respectively, which accounted for 16% and 15% of the total consolidated assets, respectively. The share of affiliated companies income accounted for using equity method recognized by these investee companies were losses of NT$12,958 thousand and NT$24,387 thousand, respectively, accounting for 60% and 11% of the consolidated net income (loss) before tax.

EVERSPRING INDUSTRY CO., LTD. has prepared parent company only financial statements for the year 2025 and 2024 of the Republic of China, and the audit report with unqualified opinions and other matters issued by the accountant is recorded for reference.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the IFRS, IAS, IFRIC, and 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 ceases operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards 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 auditing standards, 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, fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control .
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.

However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we describe these matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2025 and are therefore the key audit matters.

We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Yi-Zhen Lu and Yi-Hua Peng.

DELOITTE & TOUCHE TAIPEI, TAIWAN
Republic of China

Yi-Zhen Lu	Yi-Hua Peng
FSAC Approval Number:No. Financial-Supervisory-Securities-Auditing-1080321204	FSAC Approval Number:No. Financial-Supervisory-Securities-Auditing-1130349292

March 25, 2026

EVERSPRING INDUSTRY CO., LTD. AND SUBSIDIARIES
Consolidated Balance Sheets
December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2025 Amount	%	December 31, 2024 Amount	%
	Current assets				
1100	Cash and cash equivalents（Note 6）	$ 388,068	14	$ 464,105	16
1110	Financial assets measured at fair value through profit or loss-current（Note 7 and 30）	490,765	18	515,235	18
1136	Financial assets at amortized cost-current（Note 9）	10,977	1	18,139	1
1150	Notes receivable, net（Note 10 and 24）	3,046	-	4,222	-
1172	Accounts receivable（Note 10, 24 and 31）	89,506	3	99,709	4
1200	Other receivables（Note 10 and 31）	932	-	1,217	-
130X	Inventories（Note 11 and 32）	612,668	23	624,283	22
1479	Other current assets-other（Note 18）	23,495	1	25,346	1
11XX	Total current assets	1,619,457	60	1,752,256	62
	Non-current assets				
1510	Financial assets measured at fair value through profit or loss-non-current（Note 7, 30 and 31）	63,771	2	3,714	-
1520	Financial assets measured at fair value through other comprehensive income-non-current（Note 8 and 30）	77,240	3	119,937	4
1550	Investments accounted for using equity method（Note 14）	421,555	16	425,413	15
1600	Property, plant and equipment（Note 15 and 32）	216,267	8	243,397	9
1755	Right-of-use assets（Note 16）	7,453	-	11,123	-
1760	Net investment property（Note 17 and 32）	239,446	9	245,680	9
1821	Other intangible assets	2,133	-	2,094	-
1830	Non-current biological assets.(Note 12）	-	-	3,421	-
1840	Deferred tax assets（Note 26）	1,547	-	1,352	-
1920	Refundable deposits	53,961	2	16,318	1
1990	Other non-current assets（Note 18 and 22）	4,269	-	4,342	-
15XX	Total non-current assets	1,087,642	40	1,076,791	38
1XXX	Total assets	$ 2,707,099	100	$ 2,829,047	100
Code	Liabilities and Equity				
	Current liabilities				
2100	Shot-term borrowings（Note 19 and 32）	$ 185,000	7	$ 245,000	9
2130	Contract liabilities-current（Note 24）	51,833	2	59,448	2
2150	Notes payable（Note 20）	108	-	103	-
2170	Accounts payable（Note 20）	21,684	1	46,255	2
2219	Other payables（Note 21）	102,499	4	106,531	4
2230	Current income tax liabilities（Note 26）	2,339	-	2,991	-
2280	Lease liabilities-current （Note 26）	4,867	-	6,837	-
2399	Other current liabilities	4,568	-	4,135	-
21XX	Total current liabilities	372,898	14	471,300	17
	Non-current liabilities				
2570	Deferred tax liabilities（Note 26）	-	-	144	-
2580	Lease liabilities-non-current（Note 16）	2,743	-	4,682	-
2645	Guarantee deposits received（Note 21）	8,970	-	8,286	-
25XX	Total non-current liabilities	11,713	-	13,112	-
2XXX	Total liabilities	384,611	14	484,412	17
	Equity attributable to owners of the Company（Note 23）				
	Share capital				
3110	Common stock	1,926,194	71	1,926,194	68
3200	Capital surplus	616,926	23	601,234	21
	Retained earnings				
3310	Legal reserve	120,407	5	120,407	4
3320	Special reserve	45,041	2	45,041	2
3350	Accumulated deficit	(341,419)	(13)	(315,000)	(11)
3300	Total retained earnings	(175,971)	(6)	(149,552)	(5)
	Total other equity				
3410	Exchange differences on translation of foreign financial statements	(4,390)	-	(5,469)	-
3420	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	(40,271)	(2)	(27,772)	(1)
3400	Total other equity	(44,661)	(2)	(33,241)	(1)
31XX	Total owner’s equity of the Company	2,322,488	86	2,344,635	83
3XXX	Total equity	2,322,488	86	2,344,635	83
	Total liabilities and equity	$ 2,707,099	100	$ 2,829,047	100

The accompanying notes are an integral part of the consolidated financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling　　Manager: Lu Li-Zhu　　Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

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

Code		2025 Amount	2025 %	2024 Amount	2024 %
	Operating income（Note 24 and 31）				
4110	Sales revenue	$ 170,724	25	$ 206,510	30
4600	Services revenue	440,511	65	430,075	61
4800	Other operating income	67,910	10	64,922	9
4000	Total operating income	679,145	100	701,507	100
	Operating costs（Note 11 and 25）				
5110	Cost of sales	133,928	20	155,669	22
5600	Cost of services	350,149	51	330,997	47
5800	Other operating costs	51,873	8	44,119	6
5000	Total operating costs	535,950	79	530,785	75
5900	Operating gross profit	143,195	21	170,722	25
	Operating expenses（Note 25 and 31）				
6100	Marketing expenses	74,299	11	68,263	10
6200	Administrative expenses	62,580	9	65,491	9
6300	R&D expenses	39,878	6	46,479	7
6450	Expected credit loss (Reversal of Impairment Loss)	(41)	-	335	-
6000	Total operating expenses	176,716	26	180,568	26
6900	Net operating losses	(33,521)	(5)	(9,846)	(1)
	Non-operating income and expenses				
7100	Interest income（Note 25）	6,620	1	6,884	1
7010	Other income（Note 25）	24,350	4	22,036	3
7020	Other gains and losses（Note 25）	(2,356)	-	(203,572)	(29)
7050	Financial costs（Note 25）	(3,710)	(1)	(4,042)	(1)
7060	Share of affiliates income accounted for using equity method	(12,958)	(2)	(24,387)	(3)
7000	Total non-operating income and expenses	11,946	2	(203,081)	(29)

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Code		2025 Amount	2025 %	2024 Amount	2024 %
7900	Profit (Loss) before tax	($ 21,575)	(3)	($ 212,927)	(30)
7950	Income tax expenses (Note 26)	(5,829)	(1)	(28,465)	(4)
8200	Net profit (loss) for the period	(27,404)	(4)	(241,392)	(34)
	Other comprehensive income				
8310	Items that will not be reclassified to profit or loss				
8311	Remeasurement of defined benefit plans	985	-	1,167	-
8316	Unrealized gains or losses on equity investments measured at fair value through other comprehensive income	(7,740)	(1)	(9,998)	(1)
8320	Share of affiliates other comprehensive income accounted for using equity method	(6,795)	(1)	3,524	-
8360	Item that may be reclassified subsequently to profit or loss				
8361	Exchange differences on translation of foreign financial statements	875	-	3,522	-
8367	Unrealized gains or losses on debt investments measured at fair value through other comprehensive income	2,036	-	(2,836)	-
8370	Share of affiliates other comprehensive income accounted for using equity method	204	-	45	-
8300	Total other comprehensive income	(10,435)	(2)	(4,576)	(1)
8500	Total comprehensive income	($ 37,839)	(6)	($ 245,968)	(35)
	Net profits (losses) attributable to				
8610	Owners of the Company	($ 27,404)	(4)	($ 241,384)	(34)
8620	Non-controlling interests	-	-	(8)	-
8600		($ 27,404)	(4)	($ 241,392)	(34)

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Code		2025 Amount	2025 %	2024 Amount	2024 %
	Total comprehensive income attributable to				
8710	Owners of the Company	($ 37,839)	(6)	($ 245,960)	(35)
8720	Non-controlling interests	-	-	(8)	-
8700		($ 37,839)	(6)	($ 245,968)	(35)
	Earnings (Loss) per share (Note 27)				
9710	Basic	($ 0.14)		($ 1.25)	

The accompanying notes are an integral part of the consolidated financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager: Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

		Equity attributable to owners of the Company									
					Retained earnings		Other equity				
Code		Common stock	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains or losses on financial assets measured at fair value through other comprehensive income	Total	Non-controlling interests	Total equity
A1	Balance at January 1, 2024	$ 1,926,194	$ 581,418	$ 120,407	$ 45,041	($ 74,965)	($ 8,764)	($ 18,280)	$ 2,571,051	$ 279	$ 2,571,330
M7	changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	(271)	(271)
	Change in capital surplus										
C7	Changes in affiliates accounted for using equity method	-	19,816	-	-	-	-	-	19,816	-	19,816
D1	Net income at December 31, 2024	-	-	-	-	(241,384)	-	-	(241,384)	(8)	(241,392)
D3	Other comprehensive income, net of tax at December 31, 2024	-	-	-	-	1,349	3,567	(9,492)	(4,576)	-	(4,576)
D5	Total comprehensive income at December 31, 2024	-	-	-	-	(240,035)	3,567	(9,492)	(245,960)	(8)	(245,968)
M3	Disposal of subsidiary	-	-	-	-	-	(272)	-	(272)	-	(272)
Z1	Balance at December 31, 2024	1,926,194	601,234	120,407	45,041	(315,000)	(5,469)	(27,772)	2,344,635	-	2,344,635
M7	changes in ownership interests in subsidiaries	-	-	-	-	-	-	-	-	-	-
	Change in other capital surplus										
C7	Changes in affiliates accounted for using equity method	-	15,692	-	-	-	-	-	15,692	-	15,692
D1	Net income at December 31, 2025	-	-	-	-	(27,404)	-	-	(27,404)	-	(27,404)
D3	Other comprehensive income, net of tax at December 31, 2025	-	-	-	-	985	1,079	(12,499)	(10,435)	-	(10,435)
D5	Total comprehensive income at December 31, 2025	-	-	-	-	(26,419)	1,079	(12,499)	(37,839)	-	(37,839)
Z1	Balance at December 31, 2025	$ 1,926,194	$ 616,926	$ 120,407	$ 45,041	($ 341,419)	($ 4,390)	($ 40,271)	$ 2,322,488	$ -	$ 2,322,488

The accompanying notes are an integral part of the consolidated financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager: Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

EVERSPRING INDUSTRY CO., LTD. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Code		2025	2024
	Cash flows from operating activities		
A10000	Net profit (loss) before tax for the current period	($ 21,575)	($ 212,927)
A20010	Income and expense items that do not affect cash flows:		
A20100	Depreciation expenses	34,346	34,307
A20200	Amortization expenses	294	307
A20300	Reversal of expected credit impairment loss	(41)	335
A20400	Losses (Gains) on financial assets measured at fair value through profit or loss, net	(9,100)	212,490
A20900	Financial costs	3,710	4,042
A21200	Interest income	(6,620)	(6,884)
A21300	Dividend income	(635)	(798)
A22300	Share of affiliates losses accounted for using equity method	12,958	24,387
A22500	Loss on disposal of property, plant and equipment	394	261
A22700	Gains on disposal of investment property	-	(1,860)
A22800	Loss on disposal of intangible assets	-	123
A22900	Lease modification benefits	-	(166)
A23100	Gain on disposal of investments.	(213)	(10,441)
A29900	Gain on lease modification	(146)	-
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	1,176	3,400
A31150	Accounts receivable	10,244	(662)
A31180	Other receivables	285	(463)
A31200	Inventories	35,429	(55,474)
A31210	Biological assets.	3,421	(3,421)
A31240	Other current assets	1,851	(4,530)
A32125	Contract liabilities	(7,615)	2,321
A32130	Notes payable	5	103
A32150	Accounts payable	(24,571)	18,697
A32180	Other payables	(4,033)	(18,935)
A32230	Other current liabilities	433	834
A32240	Net defined benefit liability	985	(271)
A33000	Cash generated from operations	30,982	(15,225)

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Code		2025	2024
A33300	Interest paid	($ 3,709)	($ 4,090)
A33500	Income tax paid	(6,820)	(21,795)
AAAA	Net cash inflow (outflow) from operating activities	20,453	(41,110)
	Cash flows from investing activities		
B00010	Acquisition of financial assets measured at fair value through other comprehensive income	-	(41,221)
B00020	Disposal of financial assets measured at fair value through other comprehensive income	34,811	-
B00040	Acquisition of financial assets at amortized cost	(7,977)	-
B00050	Disposal of financial assets at amortized cost	14,812	-
B00100	Acquisition of financial assets measured at fair value through profit or loss	(130,674)	(321,409)
B00200	Disposal of financial assets measured at fair value through profit or loss	106,571	174,260
B02300	Net cash outflow from disposal subsidiaries	-	(106)
B02700	Purchase of property, plant and equipment	(18,149)	(13,420)
B03700	Increase in refundable deposits	(37,643)	(739)
B04500	Purchase of intangible assets	(321)	(167)
B05400	Acquisition Investment property	-	(1,543)
B05500	Disposal of investment property	-	2,742
B06700	Decrease in other non-current assets	61	1,520
B07500	Interests received	6,632	7,008
B07600	Dividends received	635	798
BBBB	Net cash outflow from investing activities	(31,242)	(192,277)
	Cash flow from financing activities		
C00100	Increase (Decrease) in short-term borrowings	(60,000)	34,620
C01700	Repayment of long-term loans	-	(12,415)
C03000	Increase in guarantee deposits received	684	-
C03100	Decrease in guarantee deposits received	-	(351)
C04020	Repayment of lease liabilities	(7,099)	(7,317)
C05800	Change in non-controlling interests	-	(271)
CCCC	Net cash inflow (outflow) from financing activities	(66,415)	14,266
DDDD	Effect of exchange rate changes on cash and cash equivalents	1,167	3,679

（To be continued on the next page）

（Continued from the previous page）

Code		2025	2024
EEEE	Net increase (decrease) in cash and cash equivalents	($ 76,037)	($ 215,442)
E00100	Cash and cash equivalents at the beginning of year	464,105	679,547
E00200	Cash and cash equivalents at the end of year	$ 388,068	$ 464,105

The accompanying notes are an integral part of the consolidated financial statements.
(Please refer to the audit report of the Deloitte & Touche on Mar 25, 2026)

Chairman: Chang Tse-Ling Manager:Lu Li-Zhu Accounting Supervisor: Li Hsiu-Ting

Attachment 4

EVERSPRING INDUSTRY CO., LTD

Comparison Table of Revised Articles of the Operating Procedures of Acquisition or Disposal of Assets

Original Article	Amended Article	Explanation
Article 13 Procedures for the Public Disclosure of Information Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (1~3 Omitted) 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. B. For a public company whose paid-in capital is NT$10 billion, the transaction amount reaches NT$1 billion or more.	Article 13 Procedures for the Public Disclosure of Information Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event: (1~3 Omitted) 4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria: A. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more. B. For a public company whose paid-in capital is NT$10 billion or more but less than NT$50 billion, the transaction amount reaches NT$1 billion or more. C. For a public company whose paid-in capital is NT$50 billion, the transaction amount reaches 5 percent or more of paid-in capital.	Conform to the amendments to related regulations
Article 16 Financial Statement Disclosures For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.	Article 16 Financial Statement Disclosures For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. In the case of a company whose shares have no par value or a par value other than NT$10 Xfor the calculation of transaction amounts of 20 percent of paid-in capital under these Regulations, 10 percent of equity attributable to owners of the parent shall be substituted; for the calculation of transaction amounts of 5 percent of paid-in capital under these Regulations, 2.5 percent of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$10 billion, NT$20 billion of equity attributable to owners of the parent shall be substituted; for calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NT$50 billion, NT$100 billion of equity attributable to owners of the parent shall be substituted.	

Appendix 1

EVERSPRING INDUSTRY CO., LTD
Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company is organized following the provisions of Company Act and entitled EVERSPRING INDUSTRY CO., LTD.

Article 2 The Company operates the following businesses：

1. C805050 Industrial Plastic Products Manufacturing
2. CB01020Affairs Machine Manufacturing
3. CC01030 Electrical Appliances and Audiovisual Electronic Products Manufacturing
4. CC01060 Wired Communication Equipment and Apparatus Manufacturing
5. CC01070 Telecommunication Equipment and apparatus Manufacturing
6. CC01080 Electronic Parts and Components Manufacturing
7. CC01110 Computer and Peripheral Equipment Manufacturing
8. CE01010 Precision Instruments Manufacturing
9. CE01030 Optical Instrument Manufacturing
10. E599010 Piping Engineering
11. E601020 Electric Appliance Installment
12. E603040 Fire Safety Equipment Installation Engineering
13. E603050 Automatic Control Equipment Engineering
14. E603090 Lighting Equipment Construction
15. E605010 Computer Equipment Installation
16. E701040 Simple Telecommunications Equipment Installation
17. F112040 Wholesale of Petroleum Products
18. F113030 Wholesale of Precision Instruments
19. F113050 Wholesale of Computers and Office Machinery and Equipment
20. F113070 Wholesale of Telecommunication Apparatus
21. F117010 Wholesale of Fire Safety Equipment
22. F118010 Wholesale of Computer Software
23. F119010 Wholesale of Electronic Materials
24. F213030 Retail Sale of Computers and Clerical Machinery Equipment
25. F213040 Retail Sale of Precision Instruments
26. F213060 Retail Sale of Telecommunication Apparatus
27. F213080 Retail Sale of Other Machinery and Equipment
28. F217010 Retail sales of Fire Fighting Equipment's
29. F218010 Retail Sales of Computer Software
30. F219010 Retail Sale of Electronic Materials

31. F401010 International Trade
32. I103060 Management Consulting
33. I301010 Software Design Services
34. I301020 Data Processing Services
35. I301030 Digital Information Supply Services
36. I599990 Other Designing
37. IF01010 Fire Safety Equipment Inspection and Repair
38. JA02010Electric Appliance and Electronic Products Repair
39. JE01010 Leasing Industry
40. CC01100Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing
41. F108031 Wholesale of Drugs, Medical Goods
42. F208031 Retail Sale of Medical Apparatus
43. H701010 Housing and Building Development and Rental
44. H701020 Industrial Factory Building lease Construction and Development
45. F701040 Special Area Development
46. H703100 Real estate Leasing
47. H703090 Real Estate Business
48. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1 The Company is exempted from the limitation specified in Article13 of Company Act that its total amount of investments in other companies shall not exceed forty percent of the amount of its own paid-in capital.

Article 2-2 When it's necessary on business, the Company can offer loans or endorsements following the provisions in Regulations Governing Loaning of Funds and Making of Endorsements / Guarantees of the Company.

Article 3 The Company established its headquarter in New Taipei City, and the domestic and overseas branches can be established following the resolution of the Board.

Article 4 The Corporation shall make public announcements in accordance with Article 28 of the Company Act.

Chapter 2 Shares

Article 5 The capital amount of the Company has been registered as NT$ 3.8billion, which was divided into 380 million shares of NT$10. The Board was authorized to issues the share in batches. An amount of NT$350 million dollars of the above-mentioned capital was saved as employee stock option, each share being priced at 10 dollars. They were issued in batches following resolution of the Board.

Article 6 The Company only issues registered stocks which have been stamped or signed by the representative director through legal authorization. The company only issues stocks registered by depository institutions and may be exempted from printing out stock documents.

Article 7 Omitted.

Article 8 Omitted.

Article 9 The Company’s stock handling operations are handled in accordance with The "Guidelines for the Handling of Shares of Companies Offering Public Shares", the "Company Law," and relevant laws and regulations issued by the authorities.

Article 10 When the stock is reissued due to loss or other reasons, a handling fee may be charged.

Article 11 The entries in the shareholders' roster referred to in the preceding Paragraph shall not be altered within 30 days prior to the convening date of a regular shareholders' meeting, or within 15 days prior to the convening date of a special shareholders' meeting, or within 5 days prior to the target date fixed by the issuing company for distribution of dividends, bonus or other benefits.

Chapter 3 Shareholders’ Meeting

Article 12 Shareholders meetings of the Company are of two kinds: (1) regular meeting and (2) special meeting. Regular meetings shall be convened at least once a year by the Board of Directors according to the law within six months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations. The shareholders’ meetings could be convened electronically with consensus of stakeholders. Shareholders possessing less than 1000 registered sticks shall be noticed about the convention of the shareholders’ meeting through announcement.

Article 12-1 The Company's shareholders meeting may be held by video conference or other methods announced by the competent authority. The requirements, operating procedures, and other matters to be complied with for the adoption of video shareholders meeting shall be governed by the regulations of the competent authority if otherwise stipulated.

Article 13 In case a Shareholders is on leave or absent from the shareholders’ meeting for any cause, a delegate shall be appointed with letter of authorization. When one individual serves as the delicate of two or more shareholders, the proxy shall not perform the voting right of over 3 percent of all issued shares; any voting exceed the proportion shall not be calculated.

Article 14 The Chairperson shall serve as the chair of the shareholders’ meeting; when the chair is on leave or absent or cannot exercise his power an authority for any cause, the Chairperson shall appoint a director as the proxy. When no proxy has been designated, one representative shall be appointed among the directors. When a shareholders’ meeting is convened by authorities other than the Chairperson, the convener or one among the two or more conveners shall be appointed as the chair of the meeting.

Article 15 Shareholders of the Company shall have one voting right each, but the shareholders under legal limitation or involved in matters specified in provisions in Article 179 of Company Act shall not be granted with the voting right.

Article 16 Resolutions at a shareholders' meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares. Shareholders of the company shall perform the voting rights electronically and follow relevant legal regulations to deal with the matters.

Article 17 Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairman of the meeting and shall be distributed to all shareholders of the company within twenty days after the close of the meeting. The preparation and distribution of the minutes of shareholders' meeting as required in the preceding Paragraph may be affected by means of electronic transmission.

Chapter 4 Directors and Audit Committee

Article 18 The Company has set up seven directors serving a term of three years. The shareholders' meeting elects the directors from a designated nominees name list and the directors can be elected. The proportion of shares in possession of all directors is regulated by relevant provisions of the institutions supervising distributions of stocks. At least three independent directors should be included in the above-mentioned directors, and the number shall not be less than one third of all directors.

Article 18-1 At least half of the Company's directors shall not be of the following relationships:

1. Spouses.

2. Relatives within second degree of kinship.

Article 18-2 The Company elects its directors with the nomination system. The nomination procedure is conducted according to provisions in Article 192-1 of Company Act. The Company shall follow provisions in Company Act and rules of authorities regulating securities to establish professional qualifications of independent directors, the limitations of holding shares and taking other positions concurrently, the recognition, nomination, and election of the independent directors, the power of the position, and other matters to abide by.

Article 18-3 The Company has established its audit committee according to provisions in Article 14 of Securities and Exchange Act. All members of the committee are independent directors. The Company follows regulations of authorities to establish the rights and duties of committee and its member.

Article 18-4 The Company shall establish functional committees; the Board shall specify the qualifications of members, power, and other matters according to relevant laws and regulations.

Article 19 When one-third of the directors' positions are to be filled, the Board shall convene special shareholders' meeting within sixty days, and the elected personnel shall serve the remaining term period.

Article 20 The term of office of a director shall not exceed three years; but he/she may be eligible for re-election.

Article 21 The Board is organized by the directors. The chairperson shall be elected on the Board of the meeting where two-thirds of directors are present with over half of the attendees. All procedure shall be conducted following the regulations, the articles, and resolutions of the Board and Shareholders' meeting. The Company shall purchase insurance of liabilities to cover compensation on all business-related affairs for all of its directors.

Article 21-1 The Company shall offer its chairperson and directors the remunerations equivalent to compensate for their participation and devotion in business of the Company whether there is a profit or loss in the period. The

remuneration standards shall be established with reference of conventions among companies of the same industry. When the Company has earnings, remunerations shall be distributed according to Article 31 of the Articles.

Article 22 The Board's duties are as below:

1. To review the guidelines for operation, and the mid-term and long-term development plans.
2. To review and supervise the execution of the annual business plan.
3. To adopt the budget and review the financial plan.
4. To review the plans for capital increase and capital decrease.
5. To review the distribution of earnings and loss make-up plan.
6. To review important contracts with external entities.
7. To review the Articles of Incorporations and the amendments.
8. To review the Rules of Company Organization and amendments.
9. To review and resolve the establishment, reorganization, or disassembly of branches.
10. To review major capital expense plans.
11. To execute resolutions of shareholders' meeting.
12. To review the proposals of the general manager.
13. To convene and report on the shareholders' meeting.
14. Other businesses to deal with according to the laws.

Article 23 Except when other regulations are specified in the Company Act, the Board's meeting shall be convened by the chairperson. Notice shall be issued at least 7 days prior to the above-mentioned meeting through letter, fax, or email; when an emergency occurs, a special meeting can be convened anytime. When the chairperson is not able to exercise the power, the chairperson shall appoint one of the members as the proxy; when no proxy was appointed, the directors shall appoint one representative among the members. The director can appoint a delegate to attend the Board's meeting; the letter of authorization shall specify the reasons for the meeting and range of authorized rights. Each director shall only appoint one director as delegate for each meeting.

Article 24 Procedures of the Board's meeting shall recorded; the minutes with the signature and affixation of the chairperson shall be distributed to each director within 15 days after the meeting. The minutes, the attendees' signature book, and the letters of authorization shall be preserved in the Company.

Article 25 Omitted.

Chapter 5 Managers and obligations

Article 26 The Company shall hire a general manager, an executive officer, an officer of financial affairs, and several vice general managers. The appointment and dismissal shall be accepted by the majority of the Board. The general manager shall proposed the appointment or dismissal of the vice general managers.

Article 27 The Company shall hire consultants, accountants, and other important staff

with approval of the Board.

Article 28 The appointment and dismissal of other staff member shall be conducted according to authorized rules of the Company.

Chapter 6 Accounting

Article 29 After the close of each fiscal year, (1) a report on operations, (2) financial statements and (3) proposals concerning appropriation of net profits or making up losses shall be prepared by the Board of Directors, and shall be submitted to the regular meeting of shareholders for acceptance. The aforementioned documents shall be compiled according to rules of the competent authorities.

Article 30 With approval of the shareholders' meeting, the Company shall issue employee stock option certificate at price lower than the closing price of the common stock of the Company on the issuance day. The Company shall transfer the bought-back treasury stocks to employees with prices lower than the average purchase stock price with approval of the shareholders' meeting.

Article 31 When the Company has earnings for the fiscal year (the earnings refer to the pre-tax profit with deduction of remunerations for employees, directors, and supervisors), 3.75% to 12% of the earnings shall be allocated for remunerations for employees, (The amount of employee remuneration shall allocate no less than 5% to be distributed to grassroots employees.) and no more than 3% shall be allocated as remunerations for directors and supervisors. When the Company has accumulated loss (including the amount for adjusting undistributed earnings), the amount for loss make-up shall be retained. The aforementioned remunerations for employees shall be distributed in stock shares or cash. The eligible receivers include employees of subsidiaries fulfilling criteria set up by the Board. The remunerations for directors and supervisors shall only be distributed in cash. The above two matters have been accepted on the Boards meeting with at least two-thirds of all directors present and accepted by over half of the attendees, and the plan has been reported on the shareholders' meeting.

Article 31-1 When the annual final accounts of the Company include pre-tax net profit of the year, the amount shall firstly used for loss make-up plan (including the adjustment on undistributed surplus); ten percent of the amount shall be retained as legal surplus reserve. This does not apply when legal surplus reserve has been accumulated to the amount of the total capital income of the Company. The special surplus reserve shall be allocated or retained according to regulations of the competent authorities. The economic surplus along with the undistributed surplus from the beginning of the year (including the amount of adjusted undistributed surplus) shall be included in a surplus distribution plan prepared by the Board and proposed on the shareholding's meeting for acceptance of dividends for shareholders.

The Company's dividend policies shall be conducted considering the present and future development plan, the investment environment, the capital needs, the domestic and overseas competition, benefits for the shareholders, and other factors. The years' surplus in combination with the undistributed surplus from the previous year shall be distributed as interests and dividends for shareholders. The surplus distribution plan shall be prepared by the Board and approved by the shareholders' meeting.

Chapter 7 Additional Matters

Article 32 The Company's rules of organizations and office affairs planning rules are established by the Board.

Article 33 Matters unspecified in these Articles shall be conducted in accordance with Company Act and other legal regulations.

Article 34 The Company shall conduct endorsement for other companies based on principles of fairness and reciprocity.

Article 35 The Articles were established on March 6, 1970.

The first amendment was adopted on September 17, 1981.

The second amendment was adopted on July 15, 1982.

The third amendment was adopted on October 12, 1983.

The fourth amendment was adopted on December 26, 1984.

The fifth amendment was adopted on March 9, 1989.

The sixth amendment was adopted on December 9, 1989.

The seventh amendment was adopted on May 15, 1990.

The eighth amendment was adopted on July 10, 1990.

The ninth amendment was adopted on March 31, 1992.

The tenth amendment was adopted on September 30, 1992.

The eleventh amendment was adopted on June 25, 1993.

The twelfth amendment was adopted on June 23, 1996.

The thirteenth amendment was adopted on May 8, 1997.

The fourteenth amendment was adopted on May 8, 1998.

The fifteenth amendment was adopted on June 9, 1999.

The sixteenth amendment was adopted on May 9, 2000.

The seventeenth amendment was adopted on June 14, 2001.

The eighteenth amendment was adopted on May 8, 2002.

The nineteenth amendment was adopted on June 30, 1993

The twentieth amendment was adopted on June 9, 1994.

The twenty-first amendment was adopted on June 13, 1997.

The twenty-second amendment was adopted on June 19, 1998.

The twenty-third amendment was adopted on June 19, 1999.

The twenty-fourth amendment was adopted on June 22, 2000.

The twenty-fifth amendment was adopted on June 22, 2012.

The twenty-sixth amendment was adopted on June 2, 2015.

The twenty-seventh amendment was adopted on June 21, 2016.

The twenty-eighth amendment was adopted on June 12, 2017.

The twenty-ninth amendment was adopted on June 15, 2018.

The thirtieth amendment was adopted on June 20, 2019.

The thirty-first amendment was adopted on July 8, 2021.

The thirty- second amendment was adopted on June 23, 2022

The thirty- third amendment was done o June 19, 2025

Appendix 2

EVERSPRING INDUSTRY CO., LTD
Rules of Procedures for Shareholders Meetings

1. The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law or regulation, shall be as provided in these Rules.

2. This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and the shares checked in on the virtual meeting platform, sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically. When the Company convenes a virtual communication shareholders meeting, the shareholders intend to attend the shareholders' meeting by virtual communication network should register with the company before two days before the shareholders' meeting.

3. Attendance at shareholders' meetings shall be calculated based on numbers of shares.

4. The venue for a shareholders meeting shall be the premises of this Corporation, 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. The restrictions on the place of the meeting shall not apply when this Corporation convenes a virtual-only shareholders meeting.

5. If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chair, or, if there are no managing directors, one of the directors shall be appointed to act as chair. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chair.

   If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting.

6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity. Staff who organize the shareholders' meeting shall wear ID card or badge during the meeting.

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 recorded materials of the preceding paragraph shall be retained for at least one year. Where a shareholders' meeting is held online, this Corporation shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information shall be properly kept by this Corporation during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

8. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the

chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

9. If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

   The provisions of the preceding paragraph apply mutatis mutandis to a shareholders meeting convened by a party with the power to convene that is not the board of directors.

   The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

    A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

    When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.

11. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech.

12. When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond. Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words.

14. When the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed, call for a vote, and schedule sufficient time for voting.

15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation. Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote. When this Corporation convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting. In the event of a virtual shareholders meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

16. When a meeting is in progress, the chair may announce a break based on time considerations.

17. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

19. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors (or security personnel) help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor." At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Company, the chair may prevent the shareholder from so doing. When a shareholder violates the rules of procedure and defies the chair's correction, obstructing the proceedings and refusing to heed calls to stop, the chair may direct the proctors or security personnel to escort the shareholder from the meeting.

20. Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder. The meeting minutes may be produced and distributed in electronic form. This Corporation may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.

21. These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 3

EVERSPRING INDUSTRY CO., LTD
Operation Procedures of Acquisition or Disposal of Assets
(Before amendment)

Article 1

This Procedure is established pursuant to Article 36-1 of the Securities And Exchange Act.

Article 2

The term "assets" as used in these Regulations includes and defined as follows:

Scope of assets

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
3. Memberships.
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
5. Right-of-use assets.
6. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
7. Derivatives.
8. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
9. Other major assets.

Definition

1. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.
2. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration there for (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
3. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
4. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary

amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.

6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professional: Refers to financial holding companies, banks, insurance companies, bill finance companies, trust enterprises, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust enterprises, securities investment consulting enterprises, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article3

Acquisition or Disposal of Assets

1. Execution unit for the Company’s securities investment is Department of Finance, Management departments shall be execution units for real property and equipment. Other assets which are not securities investment, real property or equipment shall be assessed by related execution units before being implemented accordingly.
2. Disposition Procedures for Acquisition and Disposal of Real property, Equipment Acquisition or disposal of real property, and equipment and its right-of-use asset by the Company shall be in accordance with the Company’s internal control policy pertaining to the revolving of fixed assets.；approval of transaction shall be conducted in compliance with according to company regulations approval authorization。
3. For purchase or sale of In acquiring or disposing of real property, equipment, or right-of-use assets：

   In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the company's paid-in capital or NT$300 million or more, the company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

1. Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.
2. Where the transaction amount is NT$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
   A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.
   B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.
4. No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date; provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.
5. Except where a limited price, specified price, or special price is employed as the reference basis for the transaction price, if an appraisal report cannot be obtained in time and there is a legitimate reason for the delay, the appraisal report shall be obtained within 2 weeks counting inclusively from the date of occurrence, and the certified public accountants opinion under subparagraph 3 of the preceding paragraph shall be obtained within 2 weeks counting inclusively from the day the appraisal report is obtained.

4. Procedures for acquiring or disposing of securities investments：
   The purchase and sale of the Company’s securities investments shall be made after a detailed assessment of the current situation and future development of the investee company and after approval by the General Manager or Chairman. Its acquisition and disposal are both approved in accordance with the company's "Approval Authority Operation Procedures".
5. Reference basis for securities trading prices：
   The company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the company's paid-in capital or NT$300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).
6. The company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT$300 million or more, except in transactions with a domestic government agency, the company shall engage a certified public accountant prior

to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

7. the company acquires or disposes of assets through court auction procedures, the evidentiary documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 4

Internal controls

The acquisition or disposal of assets is handled in accordance with the relevant regulations of the company's internal control system. If a major violation is found, the relevant personnel shall be punished according to the violation.

Any professional appraiser and its agents from whom the company obtains an appraisal report, or any CPA, attorney, or securities underwriter from whom the company obtains an opinion shall meet the following requirements:

1. May not have previously received a final and unappeasable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

1. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
2. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
3. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Article 5

The company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 13 herein.
When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 6
The company intends to acquire or dispose of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors:
1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
2. The reason for choosing the related party as a transaction counterparty.
3. With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the company and the related party.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

The Board of Directors may, pursuant to Article 3, Paragraph 2, authorize the Chairman to make a preliminary decision within a certain limit on the following transactions between the Company and its subsidiaries, or subsidiaries directly or indirectly wholly owned by the Company, and subsequently submit them to the most recent Board of Directors for ratification:
1. Acquiring or disposing of equipment or its right-to-use assets for business use.
2. Acquiring or disposing of real estate right-to-use assets for business use.

Where the position of independent director has been created in accordance with the provisions of the Act, when a matter is submitted for discussion by the board of directors pursuant to paragraph 1, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.
Where an audit committee has been established in accordance with the provisions of the Act, the matters for which paragraph 1 requires recognition by the supervisors shall first be approved by one-half or more of all audit committee members and then submitted to the board of directors for a resolution.
If company or a subsidiary thereof that is not a domestic company will have a transaction set out in paragraph 1 and the transaction amount will reach 10 percent or more of the company’s total assets, the company shall submit the materials in all the subparagraphs of paragraph 1 to the shareholders meeting for approval before

the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the company and its parent company or subsidiaries or between its subsidiaries.
The calculation of the transaction amounts referred to in paragraph 1 and the preceding paragraph shall be made in accordance with Article 4, paragraph 1 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders meeting or board of directors and recognized by the Audit Committee need not be counted toward the transaction amount.

Article 7

1. The company that acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:
    1. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
    2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
2. Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.
3. The company that acquires real property or right-of-use assets thereof from a related party and appraises the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs shall also engage a CPA to check the appraisal and render a specific opinion.
4. Where the company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the acquisition shall be conducted in accordance with the preceding article, and the preceding three paragraphs do not apply:
    1. The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
    2. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
    3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
    4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 8

Where the company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the preceding are uniformly lower than the transaction price, the following steps shall be taken:

1. The difference between the transaction price and the valuation cost of real estate or its right-to-use assets should be set aside as a special surplus reserve in accordance with regulations, and may not be distributed or transferred to increase the capital of the company's own shares. If the investor in the company's investment is valued using the equity method and is a publicly traded company, the amount set aside should also be set aside as a special surplus reserve in proportion to the shareholding in accordance with regulations.
2. Where an audit committee has been established in accordance with the provisions of the Act, the preceding part of this subparagraph shall apply mutatis mutandis to the independent director members of the audit committee.
3. Actions taken pursuant to the preceding two subparagraphs shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

Where the Company has set aside a special surplus reserve in accordance with the preceding paragraph, it may only use the special surplus reserve after the assets purchased or leased at a high price have been recognized as having suffered a depreciation loss, been disposed of, or the lease has been terminated, or for appropriate compensation or restoration to their original condition, or there is other evidence confirming that there is no unreasonableness, and only after obtaining the approval of the Securities and Futures Commission.

Where the Company acquires real estate or its right-to-use assets from related parties, if there is other evidence indicating that the transaction is not in accordance with normal business practices, it shall also be handled in accordance with the preceding two paragraphs.

Article9

The company’s engagement in the financial derivative trading shall comply with the company’s regulation governing derivatives transactions and it shall pay strict attention to the risk management and the audited matters in order to carry out the internal control system.

Article 10

The company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the company directly or indirectly holds 100 percent of the respective subsidiaries’ issued shares or authorized capital.

The company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger,

demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.
Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 11
the company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.
When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:
1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.
Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions of the preceding two paragraphs.

Article 12
the companies participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity based securities.
2. An action, such as a disposal of major assets, that affects the company's financial operations.

3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

The merger, division, acquisition or share transfer agreement of this company shall, in accordance with regulations, specify the relevant matters in order to protect the interests of the participating companies.

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

Article 13

Procedures for the Public Disclosure of Information

Under any of the following circumstances, the company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Merger, demerger, acquisition, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
   A. For a public company whose paid-in capital is less than NT$10 billion, the transaction amount reaches NT$500 million or more.
   B. For a public company whose paid-in capital is NT$10 billion, the transaction amount reaches NT$1 billion or more.
5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT$500 million; among such cases, if the public company has paid-in capital of NT$10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NT$1 billion or more.
6. Where land is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership

percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the company expects to invest in the transaction reaches NT$500 million.

7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT$300 million; provided, this shall not apply to the following circumstances:
   A. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
   B. Where done by professional investors securities trading on securities exchanges or OTC markets, or subscription of foreign government bonds, or of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debt) that are offered and issued in the primary market, or subscription or redemption of securities investment trust funds or futures trust funds, or subscription or redemption of exchange traded notes, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
   C. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
8. The amount of transactions above shall be calculated as follows:
   1. The amount of any individual transaction.
   2. The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
   3. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
   4. The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.

"Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

A public company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When a public company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.

A public company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for 5 years except where another act provides otherwise.

Article 14
Deadline for public disclosure and submission:
Where any of the following circumstances occurs with respect to a transaction that a company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction.
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
3. Change to the originally publicly announced and reported information.

Article 15
A subsidiary shall be subject to the following requirements:

1. The acquisition or disposal of assets by a subsidiary company shall also be handled in accordance with the regulations of the parent company, unless the subsidiary company has established procedures for the acquisition or disposal of assets.
2. Where any acquisition or disposition of assets by a subsidiary that is not a public company has met the criteria for submission for public disclosure under Article 4 of the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies", our company shall submit all information required to be publicly disclosed on behalf of the subsidiary.
3. The "paid-in capital" or "total assets" as referred to in the criteria for submission for public disclosure by a subsidiary shall mean the paid-in capital or total assets of our company.

Article 16
Financial Statement Disclosures
For the calculation of 10 percent of total assets under these Regulations, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

Article 17
Effective Date
This procedure, whether established or amended, shall require the consent of more than half of all members of the Audit Committee and shall be submitted to the Board of Directors for resolution. If the preceding paragraph does not receive the consent of more than half of all members of the Audit Committee, it may be implemented with the consent of more than two-thirds of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the Board meeting. The term "all members of the Audit Committee" and "all directors" as used in the preceding paragraph shall be calculated based on those actually in office.
This procedure, after being approved by the Board of Directors, shall be submitted to the Shareholders' Meeting for approval, and the same applies to any amendments.
For companies that have appointed independent directors in accordance with regulations, when submitting the procedures for acquiring or disposing of assets to the Board of Directors for discussion in accordance with the preceding paragraph, the opinions of each independent director shall be fully considered. Any objections or reservations from independent directors shall be recorded in the minutes of the Board meeting.

Appendix 4

EVERSPRING INDUSTRY CO., LTD
Shareholdings of All Directors

1. Numbers of shares possessed by the Company's incumbent directors and legal shareholding proportion are as below:
   Total number of common shares issued by the Company
   192,619,442
   Total number of shares lawfully possessed by all directors
   11,557,166

2. Numbers of shares possessed by each director as of to the stop day of stock transfer for shareholders' meeting in 2026 (April 19, 2026) are summarized below.

Title	Name	Possessed number of shares as of the final day for stock transfer	Shareholding proportion
President	Chang, Tse Ling	29,205,442	15.16%
Director	Huang, Tzu Liang	14,818,173	7.69%
Director	Kao, Yun Hwa	11,864,622	6.16%
Director	Chen, I Fong	0	0.00%
Subtotal number of shares possessed by non-independent directors		55,888,237	29.01%
independent	Lee, Bi Shu	0	0.00%
independent	Chen, Mao Xiong	13,500	0.01%
independent	Chao, Hun Ching	657	0.00%
Subtotal number of shares possessed by non-independent directors		14,157	0.01%
Total number of shares possessed by all directors (including independent director)		55,902,394	29.02%

Note: As the Company has established Audit Committee, the legal supervisor share ownership ratio is not applicable.