

Stock Code:8048



RUBY TECH CORPORATION

2025 Annual General Meeting

Meeting Handbook

Convening Method of the Shareholders' Meeting: Physical Shareholders' Meeting

Date of the Shareholders' Meeting: 9:00 a.m., June 10, 2025 (Tuesday)

Location of the Shareholders' Meeting:

Taipei Nangang Exhibition Center, Hall 1

(Rm. C, 4F.-402, No. 1, Jingmao 2nd Rd., Nangang Dist., Taipei City)

Ruby Tech Corporation
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Ruby Tech Corporation
Procedures for the 2025 Annual General Meeting

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Reported Matters
- IV. Acknowledged Matters
- V. Matters for Discussion
- VI. Extemporaneous Motions
- VII. Adjournment

Ruby Tech Corporation

Agenda for the 2025 Annual General Meeting

Convening Method: Physical Shareholders' Meeting

Time: 9:00 a.m., June 10, 2025 (Tuesday)

Location: Taipei Nangang Exhibition Center, Hall 1

Address: Rm. C, 4F.-402, No. 1, Jingmao 2nd Rd., Nangang Dist., Taipei City

- I. Report the Number of Shares Present and Announce the Start of the Meeting
- II. Chairman's Remarks
- III. Reported Matters
 - (I) The Company's 2024 Business Report
 - (II) The Company's Audit Committee's Review Report on the 2024 Financial Statements
 - (III) The Company's Report on the Company's Investment in China
 - (IV) The Company's Report on the Distribution of Employees' and Directors' Remuneration
 - (V) The Company's Report on the Correlation Between Performance Evaluation and Remuneration of Directors and Managers
- IV. Acknowledged Matters
 - (I) The Company's 2024 Business Report and Financial Statements
 - (II) The Company's 2024 Earnings Distribution Proposal
- V. Matters for Discussion: The Company's Amendment to the "Articles of Incorporation"
- VI. Extemporaneous Motions
- VII. Adjournment

Reported Matters

Case 1

Subject: The Company's 2024 Business Report is hereby submitted for your review.

Explanatory Notes: For the Company's 2024 Business Report, please refer to Attachment 1 on pages 9-12 of this handbook.

Case 2

Subject: The Company's Audit Committee's Review Report on the 2024 Financial Statements is hereby submitted for your review.

Explanatory Notes: For the Audit Committee's Review Report, please refer to Attachment 2 on page 13 of this handbook.

Case 3

Subject: The Company's report on the Company's Investment in China is hereby submitted for your review.

Explanatory Notes:

1. As of December 31, 2024, the Company's indirectly invested amount approved by the Ministry of Economic Affairs Investment Commission in China totaled USD 1,650,000, which has been fully executed.
2. For Information on Investment in China, please refer to Attachment 3 on page 14 of this handbook.

Case 4

Subject: The Company's Report on the Distribution of Employees' and Directors' Remuneration is hereby submitted for your review.

Explanatory Notes: The Company's pre-tax net profit (before deducting employees' and directors' remuneration) for 2024 is NT\$ 191,266,102. According to the Company's Articles of Incorporation, 2% of pre-tax net profit, calculated at NT\$ 3,825,322, is allocated as directors' remuneration, and 10%, calculated at NT\$ 19,126,610, is allocated as employees' remuneration, all of which will be paid in cash.

Case 5

Subject: The Company's Report on the Correlation Between Performance Evaluation and Remuneration of Directors and Managers is hereby submitted for your review.

Explanatory Notes: For the Report on the Correlation Between Performance Evaluation and Remuneration of Directors and Managers, please refer to Attachment 4 on page 15-16 of this handbook.

Acknowledged Matters

Case 1

(Proposed by the Board of Directors)

Subject: The Company's 2024 Business Report and Financial Statements is hereby submitted for acknowledgment.

Explanatory Notes:

1. The Company's 2024 business report, parent company only financial statements, and consolidated financial statements have been prepared by our Board of Directors. The parent company only financial statements and consolidated financial statements have been audited and certified by Deloitte Taiwan CPAs Lin, Shu-Ju and Chang, Chun-Yi, who issued unqualified audit reports. The business report, along with the financial statements, has been reviewed by the Audit Committee.
2. For the Company's 2024 Business Report, Independent Auditors' Report, and aforementioned Financial Statements, please refer to Attachment 1, Attachment 5, and Attachment 6 on pages 9-12 and pages 17-32 of this handbook.
3. It is hereby submitted for acknowledgment.

Resolution:

Case 2**(Proposed by the Board of Directors)**

Subject: The Company's 2024 Earnings Distribution Proposal is hereby submitted for acknowledgment.

Explanatory Notes:

1. The Company's total profit for the year 2024 amounted to NT\$ 136,402,149. In accordance with the Company's Articles of Incorporation, the 2024 Earnings Distribution Statement has been prepared. Please refer to Attachment 7 on page 33 of this handbook. Regarding the distribution of dividends to shareholders, it is proposed to distribute a cash dividends of NT\$ 2.2 per share. If the total number of outstanding issued shares is affected due to share buybacks by the Company or other legal factors, causing changes in the shareholder's cash dividend rates, the Board of Directors is authorized to adjust the shareholder's cash dividend rates, as well as related matters.
2. For this cash dividend distribution, the amount will be rounded to the nearest whole number. The total amount of cash dividends less than NT\$ 1 will be adjusted and remitted to the Company and recorded as other income.
3. The date for distributing this profit allocation and other related matters will be fully handled by the Board of Directors upon approval by the Annual General Meeting.
4. It is hereby submitted for acknowledgment.

Resolution:

Matters of Discussion

Subject: The Company's Amendment to the "Articles of Incorporation" is hereby submitted for discussion. (Proposed by the Board of Directors)

Explanatory Notes:

1. To support the Company's future development, it is proposed to increase the authorized capital to NT\$1 billion and to reserve NT\$30 million of the total shares for the issuance of employee stock options. In addition, to include supplementary provisions regarding circumstances under which the Company may buy back shares or issue employee stock options with shareholders' meeting approval, partial amendments to the "Articles of Incorporation" are proposed. For the comparison table of the amended articles, please refer to Attachment 8 on page 34-36 of this handbook.
2. Furthermore, in accordance with the letters No. 1130077296 and No. 1130077549 from the Taipei Exchange, and pursuant to Article 14, Paragraph 6 of the Securities and Exchange Act, the Company proposes to amend the Articles of Incorporation to specify a certain percentage of annual earnings shall be allocated for compensation distributions for non-executive employees.
3. It is hereby submitted for discussion.

Resolution:

Extemporaneous Motions

Adjournment

Ruby Tech Corporation
2024 Business Report

I. Business Policy, Implementation Overview and Business Plan Implementation Results:

In 2024, the Company's product development strategy continued to focus on building a comprehensive product line and technology service platform. It successfully developed and launched a series of 26 products, including carrier-grade network management switches, 802.3bt PoE++ L3 managed switches, Multi-Gig/10G/25G/40G/100G stackable advanced L3 managed switches, Low Earth Orbit (LEO) satellite communication server, and all 10G/25G/40G fiber optic switches. To consider product competitiveness, component commonality and cost-effectiveness were considered in the early design stage. The newly developed products have significantly lower costs compared to the previous generation, making the Company's products more price-competitive in the market. In terms of business, in addition to continuously developing ODM customers and telecom operators in Europe and America, the Company has also begun to develop industrial and various vertical application customer groups. With a relatively complete product line and the continuous launch of more competitive new products, along with the introduction of a brand-new official website and precision marketing, the Company has made significant progress in acquiring new customers. The consolidated annual revenue was NT\$ 1,018,413 thousand, and the consolidated net profit after tax was NT\$136,402 thousand.

Sales

Switch revenue decreased by 49% compared to the previous year, and sales volume decreased by 53%, due to some customers not having fully depleted their existing inventory, the demand for new orders declined. Fiber optic converter revenue and sales volume increased by 44% and 11%, respectively, due to increased demand for large projects from some customers. Fiber optic interface card revenue and sales volume increased by 51% and 8%, respectively, due to increased demand from government projects from customers in the United States. With the introduction of the new official website and precision marketing, the Company has made significant progress in acquiring new customers. Additionally, by thoroughly analyzing the product and service needs of existing customers, the Company improved its service quality and rapidly expanded the quality of existing orders.

Research and Development

The Company's R&D focus was on developing a competitive and comprehensive product line and technology service platform to provide customers with a one-stop shopping

experience and increase customer stickiness and loyalty. A total of 26 products were developed and successfully entered trial/mass production:

- (1) 16-P PoE(30W) 1G RJ45+2-P 1G SFP basic managed switch
- (2) 24-P PoE+(30W) 1G RJ45+2-P 1G RJ45/SFP network managed switch
- (3) 6-P PoE+(30W)+2-P PoE++(90W) 1G RJ45+2-P 1G RJ45/SFP intelligent network managed switch
- (4) 20-P PoE+(30W)+4-P PoE++(90W) 1G RJ45+2-P 1G RJ45/SFP intelligent network managed switch
- (5) 8-P 10G SFP+2-P 10G RJ45 L3 Ultra High-Speed network managed fiber switch
- (6) 48-P PoE+(30W) 1G RJ45+4-P 10G SFP+ L3 network managed switch
- (7) 24-P PoE+(30W) 1G RJ45+12-P PoE++(90W)1G RJ45 + 12-P PoE++(90W) 2.5G RJ45 + 4-P 10GSFP + 2-P 40GQSFP+ L3 advanced network managed switch
- (8) 24-P PoE++(90W) 1G RJ45+2-P 1G RJ45/SFP Medical-grade network managed switch
- (9) Industrial 4-P PoE+(30W) 1G RJ45+4-P PoE++(90W) 2.5G RJ45 + 2-P 10G SFP+ L3 network managed switch
- (10) 36x2.5G PoE++(90W) RJ45+12x10G RJ45 PoE++(90W)+4x25G SFP28+2x100G QSFP28 L3 Ultra High-Speed advanced network managed switch
- (11) 12x2.5G PoE++(90W) RJ45+12x10G RJ45 PoE++(90W)+4x25G SFP28+2x100G QSFP28 L3 Ultra High-Speed advanced network managed switch
- (12) Industrial 16-P PoE+(30W) 1G RJ45+4-P 1G SFP+2-P 10G SFP+ L3 telecom-grade network managed switch (with AC+DC dual power supply)
- (13) 16-P PoE+(30W)+8-P PoE++(90W) 1G RJ45+2-P 1G RJ45/SFP intelligent network managed switch
- (14) 4-P PoE+(30W)+4-P PoE++(90W) 1G RJ45+2-P 1G RJ45/SFP intelligent network managed switch
- (15) 16x1G PoE+(30W) RJ45+8x10G RJ45 PoE++(90W)+2x25G SFP28 L3 network managed switch
- (16) 48-P PoE+(30W) 1G RJ45+ 4-P 1G SFP+ intelligent network managed switch
- (17) 24-P PoE+(30W)+2-P 1G RJ45/SFP network managed switch

- (18) 24-P PoE+(30W)+2-P 1G RJ45/SFP intelligent network managed switch
- (19) 8-P 10G SFP+ 2-P 25G SFP28 L3 Ultra High-Speed network managed fiber switch
- (20) 12-P PoE+(30W) 1G RJ45+12-P PoE+(30W) 2.5G RJ45+4-P 10G SFP+ L3 network managed switch
- (21) 12-P PoE+(30W) 1G RJ45+12-P PoE++(90W) 2.5G RJ45+4-P 10G SFP+ L3 network managed switch
- (22) 16-P PoE+(30W)+2-P 1G RJ45/SFP intelligent network managed switch
- (23) 40x1G PoE+(30W) RJ45+8x 10G RJ45 PoE++(90W)+2x25G SFP28 L3 network managed switch
- (24) 4x1G PoE+(30W) RJ45+4x10G RJ45 PoE++ (90W)+2x25G SFP28 L3 network managed switch
- (25) Marine Low Earth Orbit (LEO) Satellite Server Switch (with built-in 24-P PoE+(30W) intelligent network managed switch)
- (26) 40-P PoE+(30W) 1G RJ45+8-P PoE++(90W) 1G RJ45+4-P 10G SFP+ L3 network managed switch

Manufacturing

To emphasize cost control of components, a cost reduction project team was established to regularly review and implement various cost reduction proposals. In order to meet customers' demand for stable delivery dates and cost competitiveness, the Company continues to implement ISO9001, strictly controlling product quality and delivery dates; and strengthening the production and sales coordination mechanism and planned material/production functions, continuously optimizing order management and material management.

Management

Continuously reviewing the efficiency and effectiveness of product development, and implementing personnel performance management accordingly; also continue to strengthen accounting, gross margin analysis, product, customer and salesperson management. The Company has officially obtained ISO27001 and ISO27034 information security certifications, and has also conducted the greenhouse gas inventory and verification for individual entities in accordance with ISO 14064-1. These efforts provide the Company with more opportunities to be certified and adopted by medium and large customers, further strengthening the Company's competitiveness.

II. Budget Execution:

The Company was not required to publicly disclose financial forecasts for 2024.

III. Analysis of Financial Revenue and Expenditure and Profitability

Unit: NT\$ thousand

Analysis Item \ Year	2024 Consolidated		2023 Consolidated		Annual Increase (Decrease) Rate
	Amount	%	Amount	%	%
Operating revenue	\$ 1,018,413	100.00	\$ 1,791,446	100.00	(43.15)
Operating gross profit	320,055	31.43	510,877	28.52	(37.35)
Net operating profit	139,128	13.66	278,467	15.54	(50.04)
Profit before tax	168,314	16.53	305,938	17.08	(44.98)
Net profit of the year	136,402	13.39	245,225	13.69	(44.38)
Total comprehensive income (loss)	111,003	10.90	257,822	14.39	(56.95)
Earnings per Share (NT\$) (Note)	2.36		4.25		

Note: The number of shares for surplus capital increase is retrospectively adjusted to each year.

IV. Research and Development Status

The 2024 product R&D strategy is based on the series of products developed in 2023, with added software and hardware functionalities to extend the design upwards into project-specific network management switches, while also enabling the design of lower-cost switches by scaling down. Additionally, to meet the demands of the higher growth potential 5G infrastructure application market, the industrial-grade smart application market, and the satellite communication applications market, we are developing various switches with leading market specifications to build a comprehensive and competitive product line that allows customers to make one-time purchases and choose from a wide range of options, thereby increasing customer stickiness and loyalty. The related application platforms for network products have also been officially launched and are operational, with new features being developed in response to customer needs, enabling customers to address rapidly changing market demands and enhancing product competitiveness. All products developed this year have been trial/mass-produced and shipped on schedule.

Chairman:
Lin, Kuan-Ming

General Manager:
Young, Yu-Che

Accounting Supervisor:
Chen, Yun-Chen

Ruby Tech Corporation
Audit Committee's Review Report

The Board of Directors has submitted the Company's parent company only financial statements and consolidated financial statements for 2024, which have been audited by Deloitte Taiwan CPAs Lin, Shu-Ju and Chang, Chun-I, who have issued an audit report stating that they fairly present the Company's financial position, operating results, and cash flows. Along with the business report and earnings distribution statement, the Audit Committee has reviewed and found no irregularities. This report, which is in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, is hereby submitted for your inspection.

Ruby Tech Corporation

Audit Committee Convener: Huang, Chin-Tan

March 12, 2025

Ruby Tech Corporation
Information on Investment in China
2024

Unit: Unless otherwise stated, amounts are in NT\$ thousand

Name of the Invested Company in China	Major Business Activity	Paid-In Capital	Method of Investments	Accumulated Investment Amount Remitted From Taiwan at the Beginning of the Period	Amount of Investments Exported or Recovered This Period		Accumulated Investment Amount Remitted From Taiwan at the end of the Period (Note 2)	Profit (Loss) of the Invested Company for the Period	The Company's Direct or Indirect Investment Shareholding Ratio	Investment Profit (Loss) Recognized for the Period (Note 3)	Ending Investment Carrying Amount (Note 3)	Cumulative Investment Income Repatriated up to the Current Period
					Exported	Recovered						
Ruby Tech (Beijing) Co., Ltd.	Computer peripheral equipment trading business.	\$ 53,471	(Note 1)	\$ 53,471	\$ -	\$ -	\$ 53,471	(\$ 44)	100%	(\$ 44)	\$ 28,796	\$ -

Accumulated investment amount remitted from Taiwan to China at the end of the period (Note 2)	Investment amount approved by the Investment Commission of the Ministry of Economic Affairs (Note 2)	Limit of investment in China in accordance with the regulations of the Investment Commission of the Ministry of Economic Affairs (Note 4)
\$ 53,471 (USD1,650,000)	\$ 53,471 (USD1,650,000)	\$ 689,860

Note 1: Reinvested in China through Grand Impact Technology Limited.

Note 2: Investments denominated in foreign currencies were recorded using the exchange rates prevailing at the time of the transactions.

Note 3: Recognized based on the financial statements audited by the certified public accountants engaged by the Company in Taiwan.

Note 4: The investment limit is the higher of 60% of net worth or NT\$ 80 million.

Ruby Tech Corporation

**Report on the Correlation Between Performance Evaluation and
Remuneration for Directors and Managers**

Performance evaluation results of individual directors and managers, and explanation of the correlation and reasonableness between the content and amount of individual remuneration and performance evaluation results:

I. Explanations of Performance Evaluation Standards and Results

1. In 2024, the Company's directors conducted performance evaluations in accordance with the "Board of Directors Performance Evaluation Procedures":

- (1) The Board's internal self-evaluation was based on five major evaluation criteria: "Participation in the Company's Operations," "Enhancing the Quality of Board Decisions," "Board Composition and Structure," "Selection and Continuing Education of Directors," and "Internal Control."

Evaluation results: The converted score is 99 points.

The Company's directors adhere to the diversity policy of corporate governance and continue to receive training to enhance their professional knowledge; they also actively attend board meetings, participate in decision-making discussions, understand and supervise the Company's risks, and fully fulfill the functions of the Board of Directors.

- (2) Director members (self or peer) conducted evaluations based on six major evaluation criteria: "Grasp of Company Goals and Tasks," "Awareness of Directors' Responsibilities," "Participation in Company Operations," "Internal Relationship Management and Communication," "Directors' Expertise and Continuing Education," and "Internal Control."

Evaluation results: The converted score ranges from 96 to 99 points.

The Company's directors have a clear grasp of the Company's goals and tasks, fully recognize their responsibilities as directors, actively and effectively participate in the Company's operations, maintain good communication with the management team, other directors, and certified public accountants, continue to receive training, and effectively evaluate and supervise the effectiveness of internal control risk management, fully fulfilling their duties as directors.

2. The Company's managers conducted performance evaluations for the first and second half of 2024 in accordance with the "Performance Appraisal Regulations":

Based on the “Employee Performance Appraisal Form,” evaluations were conducted using three major evaluation criteria: “Attendance,” “Goal Management,” and “Work Performance and Service Spirit.”

Evaluation results: The ratings range from “A” to “A+”.

II. Correlation and reasonableness between the content and amount of individual remuneration and performance evaluation results:

The remuneration for the Company’s directors is linked to the profitability of the year, taking into account future operational risks and development trends to determine the appropriation amount, and individual amounts are distributed based on the performance evaluation results. The appropriation of directors’ remuneration is stipulated in Article 26 of the Company’s Articles of Incorporation as follows:

In case the Company makes a profit in the current year (referring to the net profit before tax after deducting employees’ and directors’ remuneration), 7% to 10% shall be allocated as the employees’ remuneration and no more than 2% as directors’ remuneration. However, when the Company has accumulated losses (including adjustment on non-distributed earnings), the loss should offset first from profits.

Employee bonuses in the preceding paragraph may be distributed in the form of cash or in the form of shares, and the recipients may include employees of the Company’s subsidiaries meeting specific requirements set by the Board.

In addition to the fixed monthly salary for the Company’s managers, their year-end bonuses and employee compensation are linked to the Company’s profit for the year, taking into account future operational risks and development trends, and individual amounts are granted based on performance evaluation results; the appropriation of employee compensation is stipulated in Article 26 of the Company’s Articles of Incorporation as mentioned above.

INDEPENDENT AUDITORS' REPORT

Ruby Tech Corp.

Audit Opinion

We have audited the accompanying parent company only balance sheet of Ruby Tech Corp. as of December 31, 2024 and 2023, and the parent company only statement of comprehensive income, parent company only statement of changes in equity, parent company only statement of cash flows for the years then ended January 1, 2024 to December 31, 2024 and January 1, 2023 to December 31, 2023, as well as the notes to the parent company only financial statements and a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of Ruby Tech Corp. as of December 31, 2024 and 2023, 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 Opinions

We conduct the audit work in accordance with the Regulations Governing the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. The accountant's responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section. The personnel of the firm to which the accountant belongs have remained independent of Ruby Tech Corp. in accordance with the Code of Professional Ethics for Certified Public Accountants in the Republic of China ("the Code") and have fulfilled other responsibilities in accordance with the Code. The accountant believes that sufficient and appropriate audit evidence has been obtained to form a basis for the audit opinion.

Key Audit Matters

The 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 of Ruby Tech Corp. for the year ended December 31, 2024. 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 a separate opinion on these matters.

The following describes the key audit matters relating to the parent company only financial statements of Ruby Tech Corp. for the year ended December 31, 2024:

Revenue Recognition from Specific Customers

Management is under pressure to achieve forecasted financial targets, and therefore auditing standards presume the risk of fraud in revenue recognition. Ruby Tech Corp.'s sales of goods from specific customers for the year ended December 31, 2024 amounted to NT\$556,041 thousand representing approximately 55% of its total operating revenue. We believe that there is a significant risk in the authenticity of sales revenue from specific customers, and therefore lists it as a key audit matter. For the accounting policies on revenue recognition, please refer to Note 4(12) of the parent company only financial statements.

The primary audit procedures performed were as follows:

1. Understand and evaluate the design and implementation effectiveness of key internal controls over the revenue recognition process.
2. Select samples from the sales details of specific customers, cross-check them against external sources such as customer orders and customs declarations, and review the payment status to verify the authenticity of the sales transactions.

The Responsibilities of the Management and the Governance Entity for the Parent Company Only Financial Statements

The responsibility of management is to prepare parent company only financial statements that present fairly in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and to maintain the necessary internal controls relevant to the preparation of the parent company only financial statements to ensure that the parent company only financial statements are free from material misstatement resulting from fraud or error.

The management, in preparing the parent company only financial statements, is responsible for assessing the ability of Ruby Tech Corp. to continue as a going concern, disclosing matters related to going concern and adopting the going concern basis of accounting unless the management either intends to liquidate Ruby Tech Corp. or to cease its operations, or has no practical alternative other than liquidation or suspension of business.

Ruby Tech Corp.'s governance entity is responsible for overseeing the financial reporting process.

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

The audit of the parent company only financial statements by the CPA was intended to obtain reasonable assurance about whether the parent company only financial statements are free of material misstatement resulting from fraud or error, and to issue an audit report. Reasonable assurance is a high level of assurance but does not guarantee that a properly planned and performed audit will always detect any material misstatement that might exist. Misstatements can arise from fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

The independent auditor applies professional judgment and maintains professional skepticism throughout the audit in accordance with auditing standards. The auditor also performs the following tasks:

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 appropriate responses to those risks; and obtain sufficient and appropriate audit evidence 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 to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ruby Tech Corp. internal control.
3. Evaluate the appropriateness of accounting policies adopted by the management, and the reasonableness of accounting estimates and related disclosures made.
4. The auditors are required to 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 Ruby Tech Corp.'s ability to continue as a going concern. If the auditors conclude that a material uncertainty exists, they are required to draw attention in the auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify their opinion. The auditors' conclusions are based on the audit evidence obtained up to the date of the auditors' report. However, future events or conditions may cause Ruby Tech Corp. to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only Financial Statements (including related notes), and whether the parent company only financial statements appropriately represent the relevant transactions and events.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within Ruby Tech Corp. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the audit engagement as well as forming the audit opinion on Ruby Tech Corp.

The matters communicated with those charged with governance included the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provide the governance unit with a statement affirming that personnel at the accountant's firm have adhered to the independence requirements set forth in the professional code of ethics for accountants. Additionally, the accountant communicated with the governance unit regarding all

relationships and other factors that could potentially impact the accountant's independence, including the implementation of relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements of Ruby Tech Corp. for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's 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 audits resulting in this independent auditors' report are Lin, Shu-Ju and Chang, Chun-I.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 12, 2025

Notice to Reader

For the convenience of readers, this report has been translated into English from the original Chinese version. The English version has not been audited or reviewed by independent auditors. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and parent company only financial statements shall prevail.

RUBY TECH CORPORATION
PARENT COMPANY ONLY BALANCE SHEETS

December 31, 2024 and December 31, 2023

Unit: NT\$ thousand

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current Assets				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 268,962	19	\$ 281,940	17
1110	Current financial assets measured at fair value through profit or loss (Notes 4 and 7)	23,464	2	33,621	2
1120	Current financial assets measured at fair value through other comprehensive income (Notes 4 and 8)	80,431	6	75,796	5
1136	Current financial assets measured at amortized cost (Notes 4, 9 and 30)	353,750	25	244,525	15
1150	Notes receivable (Notes 4 and 10)	528	-	3,547	-
1170	Accounts receivable (Notes 4, 10 and 23)	183,498	13	351,534	21
1200	Other receivables (Notes 4, 10 and 28)	4,059	-	33,392	2
1220	Income tax receivable for the current period (Notes 4 and 25)	162	-	-	-
130X	Inventories (Notes 4, 5, and 11)	165,551	12	339,201	20
1470	Other current assets (Note 16)	<u>7,903</u>	<u>1</u>	<u>6,523</u>	<u>-</u>
11XX	Total current assets	<u>1,088,308</u>	<u>78</u>	<u>1,370,079</u>	<u>82</u>
	Non-Current Assets				
1550	Investments accounted for using the equity method (Notes 4 and 12)	28,796	2	27,812	2
1600	Property, plant and equipment (Notes 4 and 13)	250,107	18	235,905	14
1755	Right-of-use assets (Notes 4 and 14)	1,639	-	6,351	1
1780	Other intangible assets (Notes 4 and 15)	4,825	1	5,041	-
1840	Deferred income tax assets (Notes 4 and 25)	11,903	1	16,664	1
1990	Other non-current assets (Note 16)	<u>3,520</u>	<u>-</u>	<u>3,706</u>	<u>-</u>
15XX	Total non-current assets	<u>300,790</u>	<u>22</u>	<u>295,479</u>	<u>18</u>
1XXX	Total Assets	<u>\$ 1,389,098</u>	<u>100</u>	<u>\$ 1,665,558</u>	<u>100</u>
	Liabilities and Equity				
	Current Liabilities				
2130	Contract liabilities - current (Notes 4 and 23)	\$ 26,431	2	\$ 21,182	1
2150	Notes payable (Note 17)	48,901	4	96,003	6
2170	Accounts payable (Note 17)	47,893	3	120,198	7
2219	Other payables (Note 18)	96,098	7	122,847	8
2230	Income tax payable for the current period (Notes 4 and 25)	12,247	1	74,369	5
2250	Liability provisions - current (Notes 4 and 19)	2,193	-	1,582	-
2280	Current lease liabilities (Notes 4 and 14)	1,649	-	4,717	-
2399	Other current liabilities (Note 18)	<u>2,347</u>	<u>-</u>	<u>2,795</u>	<u>-</u>
21XX	Total current liabilities	<u>237,759</u>	<u>17</u>	<u>443,693</u>	<u>27</u>
	Non-Current Liabilities				
2570	Deferred income tax liabilities (Notes 4 and 25)	1,335	-	905	-
2580	Lease liabilities - non-current (Notes 4 and 14)	-	-	1,649	-
2640	Net defined benefit liability - non-current (Notes 4 and 20)	214	-	12,450	1
2670	Other non-current liabilities (Note 18)	<u>24</u>	<u>-</u>	<u>23</u>	<u>-</u>
25XX	Total non-current liabilities	<u>1,573</u>	<u>-</u>	<u>15,027</u>	<u>1</u>
2XXX	Total Liabilities	<u>239,332</u>	<u>17</u>	<u>458,720</u>	<u>28</u>
	Equity (Note 21)				
3110	Capital – common stock	<u>577,838</u>	<u>42</u>	<u>561,030</u>	<u>34</u>
3200	Capital surplus	<u>38,969</u>	<u>3</u>	<u>38,969</u>	<u>2</u>
	Retained earnings				
3310	Legal reserve	210,984	15	185,474	11
3350	undistributed earnings	<u>338,545</u>	<u>24</u>	<u>405,749</u>	<u>24</u>
3300	Total retained earnings	<u>549,529</u>	<u>39</u>	<u>591,223</u>	<u>35</u>
3400	Other equity interest	(<u>14,229</u>)	(<u>1</u>)	<u>17,957</u>	<u>1</u>
3500	Treasury shares (Note 22)	(<u>2,341</u>)	<u>-</u>	(<u>2,341</u>)	<u>-</u>
3XXX	Total Equity	<u>1,149,766</u>	<u>83</u>	<u>1,206,838</u>	<u>72</u>
	Total Liabilities and Equity	<u>\$ 1,389,098</u>	<u>100</u>	<u>\$ 1,665,558</u>	<u>100</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand Except Earnings Per Share (NTD dollars)

Code		2024		2023	
		Amount	%	Amount	%
	Operating Revenue (Notes 4, 23 and 29)				
4100	Sales revenue	\$ 987,889	97	\$ 1,747,234	98
4800	Other operating revenue	<u>30,524</u>	<u>3</u>	<u>44,212</u>	<u>2</u>
4000	Total operating revenue	<u>1,018,413</u>	<u>100</u>	<u>1,791,446</u>	<u>100</u>
	Operating Costs (Notes 4, 11, 20 and 24)				
5110	Cost of goods sold	676,413	67	1,239,848	69
5800	Other operating costs	<u>21,945</u>	<u>2</u>	<u>40,721</u>	<u>2</u>
5000	Total operating costs	<u>698,358</u>	<u>69</u>	<u>1,280,569</u>	<u>71</u>
5900	Gross Profit	320,055	31	510,877	29
5910	Unrealized Sales Profit	(21)	-	(21)	-
5920	Realized Sales Profit	<u>21</u>	<u>-</u>	<u>21</u>	<u>-</u>
5950	Gross Operating Profit Realized	<u>320,055</u>	<u>31</u>	<u>510,877</u>	<u>29</u>
	Operating Expenses (Notes 20 and 24)				
6100	Marketing expenses	58,751	6	88,483	5
6200	Administrative expenses	38,005	3	43,957	3
6300	Research and development expenses	82,206	8	95,812	5
6450	Expected credit (reversal gains) impairment losses (Note 10)	(37)	-	<u>1,933</u>	<u>-</u>
6000	Total operating expenses	<u>178,925</u>	<u>17</u>	<u>230,185</u>	<u>13</u>
6900	Operating Net Profit	<u>141,130</u>	<u>14</u>	<u>280,692</u>	<u>16</u>
	Non-Operating Income and Expenses (Note 24)				
7010	Other income	2,341	-	3,285	-
7020	Other gain and losses	12,687	1	11,904	1
7050	Finance costs	(48)	-	(46)	-
7070	Share of losses of subsidiaries accounted for using the equity method	(44)	-	(660)	-
7100	Interest income	<u>12,248</u>	<u>1</u>	<u>10,763</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>27,184</u>	<u>2</u>	<u>25,246</u>	<u>1</u>
7900	Net Profit Before Tax	168,314	16	305,938	17
7950	Income Tax Expense (Notes 4 and 25)	<u>31,912</u>	<u>3</u>	<u>60,713</u>	<u>4</u>
8200	Net Profit for the Current Year	<u>136,402</u>	<u>13</u>	<u>245,225</u>	<u>13</u>
	Other Comprehensive Income (Loss) (Notes 20 and 21)				
8310	Items that may not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plan	3,635	1	892	-
8316	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	(29,130)	(3)	12,332	1
8349	Income tax related to items that may not be reclassified (Notes 4 and 25)	(727)	-	(178)	-
		<u>(26,222)</u>	<u>(2)</u>	<u>13,046</u>	<u>1</u>
8360	Items that may be subsequently reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	1,028	-	(561)	-
8399	Income tax related to items that may be reclassified (Notes 4 and 25)	(205)	-	<u>112</u>	<u>-</u>
		<u>823</u>	<u>-</u>	<u>(449)</u>	<u>-</u>
8300	Other comprehensive income (after tax) for the year	<u>(25,399)</u>	<u>(2)</u>	<u>12,597</u>	<u>1</u>
8500	Total Comprehensive Income for the Year	<u>\$ 111,003</u>	<u>11</u>	<u>\$ 257,822</u>	<u>14</u>
	Earnings per Share (Note 26)				
9750	Basic	<u>\$ 2.36</u>		<u>\$ 4.25</u>	
9850	Dilution	<u>\$ 2.35</u>		<u>\$ 4.21</u>	

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

Code		Capital – Common Stock	Capital Surplus			Retained Earnings		Other Equity Interest Exchange Differences on Translation of Foreign Financial Statements	Unrealized Gains (Losses) from Financial Assets Measured at Fair Value Through Other Comprehensive Income	Treasury Shares	Total Equity
			Share Premium	Received Gift(s)	Treasury Share Transactions	Legal Reserve	Undistributed Earnings				
A1	Balance as of January 1, 2023	\$ 544,712	\$ 26,756	\$ 173	\$ 12,040	\$ 165,827	\$ 306,276	(\$ 2,049)	\$ 17,287	(\$ 2,341)	\$ 1,068,681
	Appropriation and distribution of earnings for 2022										
B1	Legal reserve	-	-	-	-	19,647	(19,647)	-	-	-	-
B5	Shareholders' cash dividends	-	-	-	-	-	(119,665)	-	-	-	(119,665)
B9	Shareholders' share dividends	16,318	-	-	-	-	(16,318)	-	-	-	-
D1	Net profit for 2023	-	-	-	-	-	245,225	-	-	-	245,225
D3	Other comprehensive income (loss) after tax for 2023	-	-	-	-	-	714	(449)	12,332	-	12,597
D5	Total comprehensive income for 2023	-	-	-	-	-	245,939	(449)	12,332	-	257,822
Q1	Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	9,164	-	(9,164)	-	-
Z1	Balance as of December 31, 2023	561,030	26,756	173	12,040	185,474	405,749	(2,498)	20,455	(2,341)	1,206,838
	Appropriation and distribution of earnings for 2023										
B1	Legal reserve	-	-	-	-	25,510	(25,510)	-	-	-	-
B5	Shareholders' cash dividends	-	-	-	-	-	(168,075)	-	-	-	(168,075)
B9	Shareholders' share dividends	16,808	-	-	-	-	(16,808)	-	-	-	-
D1	Net Profit for 2024	-	-	-	-	-	136,402	-	-	-	136,402
D3	Other comprehensive income (loss) after tax for 2024	-	-	-	-	-	2,908	823	(29,130)	-	(25,399)
D5	Total comprehensive income for 2024	-	-	-	-	-	139,310	823	(29,130)	-	111,003
Q1	Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	3,879	-	(3,879)	-	-
Z1	Balance as of December 31, 2024	<u>\$ 577,838</u>	<u>\$ 26,756</u>	<u>\$ 173</u>	<u>\$ 12,040</u>	<u>\$ 210,984</u>	<u>\$ 338,545</u>	<u>(\$ 1,675)</u>	<u>(\$ 12,554)</u>	<u>(\$ 2,341)</u>	<u>\$ 1,149,766</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION
PARENT COMPANY ONLY STATEMENT OF CASH FLOWS

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

Code		2024	2023
Cash Flows from Operating Activities			
A10000	Net profit before tax for the year	\$ 168,314	\$ 305,938
A20010	Income and expense items:		
A20100	Depreciation expense	14,159	13,761
A20200	Amortization expenses	1,528	1,877
A20300	Expected credit (reversal gains) impairment losses	(37)	1,933
A20400	Net losses (gains) on financial assets at fair value through profit or loss	10,330	(6,827)
A20900	Finance costs	48	46
A21200	Interest income	(12,248)	(10,763)
A21300	Dividend revenue	(1,355)	(2,918)
A22400	Share of losses of subsidiaries accounted for using the equity method	44	660
A22500	Gain on disposal of property, plant and equipment	(9)	-
A23700	Loss for inventory depreciation and slow-moving inventories	3,321	25,375
A23900	Unrealized sales profit	21	21
A24000	Realized sales profit	(21)	(21)
A24100	Unrealized foreign exchange net (gains) losses	(4,309)	12,360
A29900	Provisions for liabilities	611	449
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	3,019	(3,216)
A31150	Accounts receivable	171,610	(269,488)
A31180	Other receivables	29,394	104,039
A31200	Inventories	170,329	(61,200)
A31240	Other current assets	(1,437)	(3,219)
A32125	Contract liabilities - current	5,249	(4,939)
A32130	Notes payable	(47,102)	28,249
A32150	Accounts payable	(72,820)	24,323
A32180	Other payables	(26,811)	38,563
A32230	Other current liabilities	(448)	579
A32240	Net defined benefit liability	(8,601)	(996)
A33000	Cash generated from operations	402,779	194,586
A33100	Interest income	12,187	11,117
A33300	Interest paid	(48)	(46)
A33500	Income tax paid	(89,937)	(23,901)
AAAA	Net cash flows from operating activities	<u>324,981</u>	<u>181,756</u>
Cash Flows from Investing Activities			
B00010	Acquisitions of financial assets at fair value through other comprehensive income	(47,733)	(29,967)
B00020	Disposal of financial assets at fair value through other comprehensive income	13,968	33,566
B00040	Acquisitions of financial assets measured at amortized cost	(420,741)	(61,540)
B00050	Disposal of financial assets measured at amortized cost	311,516	-
B00100	Acquisitions of financial assets at fair value through profit or loss	(173)	(766)
B00200	Disposal of financial assets at fair value through profit or loss	-	8,934
B02700	Procurement of property, plant, and equipment	(23,649)	(12,582)
B02800	Proceeds from disposal of property, plant, and equipment	9	-
B03700	Increase in refundable deposits	-	(420)
B03800	Decrease in refundable deposits	186	-
B04500	Procurement of intangible assets	(1,312)	(756)
B07600	Receipt other dividends	<u>1,355</u>	<u>2,918</u>
BBBB	Net cash flows used in investing activities	<u>(166,574)</u>	<u>(60,613)</u>
Cash Flows from Financing Activities			
C03000	Guarantee deposits received	1	-
C03100	Deposit refunded	-	(1)
C04020	Repayment of the principal portion of lease liabilities	(4,717)	(4,177)
C04500	Distribution of cash dividends	(168,075)	(119,665)
CCCC	Net cash flows used in financing activities	<u>(172,791)</u>	<u>(123,843)</u>
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>1,406</u>	<u>(2,040)</u>
EEEE	Net decrease in cash and cash equivalents	(12,978)	(4,740)
E00100	Cash and cash equivalent balances at the beginning of the year	<u>281,940</u>	<u>286,680</u>
E00200	Cash and cash equivalent balances at the end of the year	<u>\$ 268,962</u>	<u>\$ 281,940</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

INDEPENDENT AUDITORS' REPORT

Ruby Tech Corp.

Audit Opinion

We have audited the consolidated balance sheets of Ruby Tech Corp. and its subsidiaries as of December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statement of changes in equity, consolidated statements of cash flows for the years then ended January 1, 2024 to December 31, 2024 and January 1, 2023 to December 31, 2023, as well as the notes to the consolidated financial statements and a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of Ruby Tech Corp. and its subsidiaries as of December 31, 2024 and 2023, and their consolidated financial performance and consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, Interpretations and Interpretative Announcements as endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conduct the audit work in accordance with the Regulations Governing the Certification of Financial Statements by Certified Public Accountants and auditing standards. The accountant's responsibilities under those standards will be further described in the auditor's responsibilities for the audit of the consolidated financial statements section. The personnel of the firm to which the accountant belongs have remained independent from Ruby Tech Corp. and its subsidiaries in accordance with the Code of Professional Ethics for Certified Public Accountants, and have fulfilled other responsibilities stipulated in the said Code. The accountant believes that sufficient and appropriate audit evidence has been obtained to form a basis for the audit opinion.

Key Audit Matters

The key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of Ruby Tech Corp. and its subsidiaries for the year ended December 31, 2024. 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.

The key audit matters relating to the consolidated financial statements of Ruby Tech Corp. and its subsidiaries for the year ended December 31, 2024 are stated as follows:

Revenue Recognition from Specific Customers

Management is under pressure to achieve forecasted financial targets, and therefore auditing standards presume the risk of fraud in revenue recognition. Ruby Tech Corp.'s sales of goods from specific customers for the year ended December 31, 2024 amounted to NT\$556,041 thousand representing approximately 55% of their total operating revenue. We believe that there is a significant risk in the authenticity of sales revenue from specific customers, and therefore lists it as a key audit matter. For the accounting policies on revenue recognition, please refer to Note 4(12) of the consolidated financial statements.

The primary audit procedures performed were as follows:

1. Understand and evaluate the design and implementation effectiveness of key internal controls over the revenue recognition process.
2. Select samples from the sales details of specific customers, cross-check them against external sources such as customer orders and customs declarations, and review the payment status to verify the authenticity of the sales transactions.

Other Matters

Ruby Tech Corp. has prepared its parent company only financial statements for the years 2024 and 2023, and this CPA has issued an unqualified audit report on file for reference. We have also audited the parent company only financial statements of Ruby Tech Corp. as of and for the years ended December 31, 2024 and 2023 on which we have issued an unqualified opinion.

The Responsibilities of the Management and the Governance Entity for the Consolidated Financial Statements

The responsibility of management is to prepare consolidated financial statements that present fairly in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and the International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and to maintain such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether resulting from fraud or error.

The management, in preparing the consolidated financial statements, is responsible for assessing the ability of Ruby Tech Corp. and its subsidiaries. to continue as a going concern, disclosing matters related to going concern and adopting the going concern basis of accounting unless the management either intends to liquidate Ruby Tech Corp. and its subsidiaries or to cease its operations, or has no practical alternative other than liquidation or suspension of business.

Ruby Tech Corp. and its subsidiaries, the governance entities are responsible for overseeing the financial reporting process.

The Auditor's Responsibilities for the Audit of Consolidated Financial Statements

The audit of the consolidated financial statements by the CPA was intended to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement resulting from fraud or error, and to issue an audit report. Reasonable assurance is a high level of assurance but does not guarantee that a properly planned and performed audit will always detect any material misstatement that might exist. Misstatements can arise from fraud or error. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken based on these financial statements.

The independent auditor applies professional judgment and maintains professional skepticism throughout the audit in accordance with auditing standards. The auditor also performs the following tasks:

1. Identify and assess the risk of material misstatement of the consolidated financial statements, whether due to fraud or error; design and perform appropriate responses to those risks; obtain sufficient and appropriate audit evidence 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 to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ruby Tech Corp. and its subsidiaries internal control.
3. Evaluate the appropriateness of accounting policies adopted by the management, and the reasonableness of accounting estimates and related disclosures made.
4. The auditors are required to 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 Ruby Tech Corp. and its subsidiaries' ability to continue as a going concern. If the auditors conclude that a material uncertainty exists, they are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify the opinion. The auditors' conclusions are based on the audit evidence obtained up to the date of the auditors' report. However, future events or conditions may cause Ruby Tech Corp. and its subsidiaries to cease to continue as a going concern.
5. Evaluate the overall presentation, structure, and content of the consolidated financial statements, (including the related notes), and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within Ruby Tech Corp. and its subsidiaries to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the audit engagement as well as forming the audit opinion on Ruby Tech Corp. and its subsidiaries.

The matters communicated with those charged with governance included the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provide the governance unit with a statement affirming that personnel at the accountant's firm have adhered to the independence requirements set forth in the professional code of ethics for accountants. Additionally, the accountant communicated with the governance unit regarding all relationships and other factors that could potentially impact the accountant's independence, including the implementation of relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of Ruby Tech Corp. and its subsidiaries for the year ended December 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's 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 audits resulting in this independent auditors' report are Lin, Shu-Ju and Chang, Chun-I.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 12, 2025

Notice to Reader

For the convenience of readers, this report has been translated into English from the original Chinese version. The English version has not been audited or reviewed by independent auditors. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

RUBY TECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

December 31, 2024 and December 31, 2023

Unit: NT\$ thousand

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current Assets				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 272,248	20	\$ 286,331	17
1110	Current financial assets measured at fair value through profit or loss (Notes 4 and 7)	23,464	2	33,621	2
1120	Current financial assets measured at fair value through other comprehensive income (Notes 4 and 8)	80,431	6	75,796	5
1136	Current financial assets measured at amortized cost (Notes 4, 9 and 30)	359,493	26	247,831	15
1150	Notes receivable (Notes 4 and 10)	528	-	3,547	-
1170	Accounts receivable (Notes 4, 10 and 23)	183,498	13	351,534	21
1200	Other receivables (Notes 4, 10 and 28)	4,059	-	33,392	2
1220	Income tax receivable for the current period (Notes 4 and 25)	162	-	-	-
130X	Inventories (Notes 4, 5, and 11)	165,530	12	339,180	20
1470	Other current assets (Note 16)	<u>7,923</u>	-	<u>6,544</u>	<u>1</u>
11XX	Total current assets	<u>1,097,336</u>	<u>79</u>	<u>1,377,776</u>	<u>83</u>
	Non-Current Assets				
1600	Property, plant and equipment (Notes 4 and 13)	271,065	20	257,100	16
1755	Right-of-use assets (Notes 4 and 14)	1,639	-	6,351	-
1780	Other intangible assets (Notes 4 and 15)	4,825	-	5,041	-
1840	Deferred income tax assets (Notes 4 and 25)	11,903	1	16,664	1
1990	Other non-current assets (Note 16)	<u>3,632</u>	-	<u>3,814</u>	-
15XX	Total non-current assets	<u>293,064</u>	<u>21</u>	<u>288,970</u>	<u>17</u>
1XXX	Total Assets	<u>\$ 1,390,400</u>	<u>100</u>	<u>\$ 1,666,746</u>	<u>100</u>
Code	Liabilities and Equity				
	Current Liabilities				
2130	Contract liabilities - current (Notes 4 and 23)	\$ 26,431	2	\$ 21,182	1
2150	Notes payable (Note 17)	48,901	4	96,003	6
2170	Accounts payable (Note 17)	47,893	3	120,198	7
2219	Other payables (Note 18)	96,187	7	122,944	8
2230	Income tax payable for the current period (Notes 4 and 25)	12,247	1	74,369	5
2250	Liability provisions - current (Notes 4 and 19)	2,193	-	1,582	-
2280	Current lease liabilities (Notes 4 and 14)	1,649	-	4,717	-
2399	Other current liabilities (Note 18)	<u>3,376</u>	-	<u>3,710</u>	-
21XX	Total current liabilities	<u>238,877</u>	<u>17</u>	<u>444,705</u>	<u>27</u>
	Non-Current Liabilities				
2570	Deferred income tax liabilities (Notes 4 and 25)	1,335	-	905	-
2580	Lease liabilities - non-current (Notes 4 and 14)	-	-	1,649	-
2640	Net defined benefit liability - non-current (Notes 4 and 20)	214	-	12,450	1
2670	Other non-current liabilities (Note 18)	<u>208</u>	-	<u>199</u>	-
25XX	Total non-current liabilities	<u>1,757</u>	-	<u>15,203</u>	<u>1</u>
2XXX	Total Liabilities	<u>240,634</u>	<u>17</u>	<u>459,908</u>	<u>28</u>
	Equity attributable to owners of the Company (Note 21)				
3110	Capital – common stock	<u>577,838</u>	<u>42</u>	<u>561,030</u>	<u>34</u>
3200	Capital surplus	<u>38,969</u>	<u>3</u>	<u>38,969</u>	<u>2</u>
	Retained earnings				
3310	Legal reserve	210,984	15	185,474	11
3350	Undistributed earnings	<u>338,545</u>	<u>24</u>	<u>405,749</u>	<u>24</u>
3300	Total retained earnings	<u>549,529</u>	<u>39</u>	<u>591,223</u>	<u>35</u>
3400	Other equity interest	(<u>14,229</u>)	(<u>1</u>)	<u>17,957</u>	<u>1</u>
3500	Treasury shares (Note 22)	(<u>2,341</u>)	-	(<u>2,341</u>)	-
3XXX	Total Equity	<u>1,149,766</u>	<u>83</u>	<u>1,206,838</u>	<u>72</u>
	Total Liabilities and Equity	<u>\$ 1,390,400</u>	<u>100</u>	<u>\$ 1,666,746</u>	<u>100</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand Except Earnings Per Share (NTD dollars)

Code		2024		2023	
		Amount	%	Amount	%
	Operating Revenue (Notes 4, 23 and 29)				
4100	Sales revenue	\$ 987,889	97	\$ 1,747,234	98
4800	Other operating revenue	<u>30,524</u>	<u>3</u>	<u>44,212</u>	<u>2</u>
4000	Total operating revenue	<u>1,018,413</u>	<u>100</u>	<u>1,791,446</u>	<u>100</u>
	Operating Costs (Notes 4, 11, 20 and 24)				
5110	Cost of goods sold	676,413	67	1,239,848	69
5800	Other operating costs	<u>21,945</u>	<u>2</u>	<u>40,721</u>	<u>2</u>
5000	Total operating costs	<u>698,358</u>	<u>69</u>	<u>1,280,569</u>	<u>71</u>
5900	Gross Profit	<u>320,055</u>	<u>31</u>	<u>510,877</u>	<u>29</u>
	Operating Expenses (Notes 20 and 24)				
6100	Marketing expenses	58,918	6	88,650	5
6200	Administrative expenses	39,840	4	46,015	3
6300	Research and development expense	82,206	8	95,812	5
6450	Expected credit (reversal gains) impairment losses (Note 10)	(<u>37</u>)	<u>-</u>	<u>1,933</u>	<u>-</u>
6000	Total operating expenses	<u>180,927</u>	<u>18</u>	<u>232,410</u>	<u>13</u>
6900	Operating Net Profit	<u>139,128</u>	<u>13</u>	<u>278,467</u>	<u>16</u>
	Non-Operating Income and Expenses (Note 24)				
7010	Other income	4,226	1	4,789	-
7020	Other gain and losses	12,687	1	11,904	1
7050	Finance costs	(<u>48</u>)	<u>-</u>	(<u>46</u>)	<u>-</u>
7100	Interest income	<u>12,321</u>	<u>1</u>	<u>10,824</u>	<u>-</u>
7000	Total non-operating income and expenses	<u>29,186</u>	<u>3</u>	<u>27,471</u>	<u>1</u>
7900	Net Profit Before Tax	168,314	16	305,938	17
7950	Income Tax Expense (Notes 4 and 25)	<u>31,912</u>	<u>3</u>	<u>60,713</u>	<u>4</u>
8200	Net Profit for the Current Year	<u>136,402</u>	<u>13</u>	<u>245,225</u>	<u>13</u>
	Other Comprehensive Income (Loss) (Notes 20 and 21)				
8310	Items that may not be reclassified to profit or loss				
8311	Remeasurements of defined benefit plan	3,635	1	892	-
8316	Unrealized gains (losses) from investment in equity instrument measured at fair value through other comprehensive income	(<u>29,130</u>)	(<u>3</u>)	<u>12,332</u>	<u>1</u>
8349	Income tax related to items that may not be reclassified (Notes 4 and 25)	(<u>727</u>)	<u>-</u>	(<u>178</u>)	<u>-</u>
		(<u>26,222</u>)	(<u>2</u>)	<u>13,046</u>	<u>1</u>
8360	Items that may be subsequently reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	1,028	-	(<u>561</u>)	<u>-</u>
8399	Income tax related to items that may be reclassified (Notes 4 and 25)	(<u>205</u>)	<u>-</u>	<u>112</u>	<u>-</u>
		<u>823</u>	<u>-</u>	(<u>449</u>)	<u>-</u>
8300	Other comprehensive income (after tax) for the year	(<u>25,399</u>)	(<u>2</u>)	<u>12,597</u>	<u>1</u>
8500	The Consolidated Total Comprehensive Income for the Year	<u>\$ 111,003</u>	<u>11</u>	<u>\$ 257,822</u>	<u>14</u>
8610	Net Profit Attributable to the Owner of the Company	<u>\$ 136,402</u>	<u>13</u>	<u>\$ 245,225</u>	<u>13</u>
8710	The Total Comprehensive Profit and Loss Attributable to the Owner of the Company	<u>\$ 111,003</u>	<u>11</u>	<u>\$ 257,822</u>	<u>14</u>
	Earnings per Share (Note 26)				
9750	Basic	<u>\$ 2.36</u>		<u>\$ 4.25</u>	
9850	Dilution	<u>\$ 2.35</u>		<u>\$ 4.21</u>	

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

Code		Capital – Common Stock	Capital Surplus			Retained Earnings		Other Equity Interest		Treasury Shares	Total Equity
			Share Premium	Received Gift(s)	Treasury Share Transactions	Legal Reserve	Undistributed Earnings	Exchange Differences on Translation of Foreign Financial Statements	Unrealized Gains (Losses) from Financial Assets Measured at Fair Value Through Other Comprehensive Income		
A1	Balance as of January 1, 2023	\$ 544,712	\$ 26,756	\$ 173	\$ 12,040	\$ 165,827	\$ 306,276	(\$ 2,049)	\$ 17,287	(\$ 2,341)	\$ 1,068,681
	Appropriation and distribution of earnings for 2022										
B1	Legal reserve	-	-	-	-	19,647	(19,647)	-	-	-	-
B5	Shareholders' cash dividends	-	-	-	-	-	(119,665)	-	-	-	(119,665)
B9	Shareholders' share dividends	16,318	-	-	-	-	(16,318)	-	-	-	-
D1	Net profit for 2023	-	-	-	-	-	245,225	-	-	-	245,225
D3	Other comprehensive income (loss) after tax for 2023	-	-	-	-	-	714	(449)	12,332	-	12,597
D5	Total comprehensive income for 2023	-	-	-	-	-	245,939	(449)	12,332	-	257,822
Q1	Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	9,164	-	(9,164)	-	-
Z1	Balance as of December 31, 2023	<u>561,030</u>	<u>26,756</u>	<u>173</u>	<u>12,040</u>	<u>185,474</u>	<u>405,749</u>	(2,498)	<u>20,455</u>	(2,341)	<u>1,206,838</u>
	Appropriation and distribution of earnings for 2023										
B1	Legal reserve	-	-	-	-	25,510	(25,510)	-	-	-	-
B5	Shareholders' cash dividends	-	-	-	-	-	(168,075)	-	-	-	(168,075)
B9	Shareholders' share dividends	16,808	-	-	-	-	(16,808)	-	-	-	-
D1	Net Profit for 2024	-	-	-	-	-	136,402	-	-	-	136,402
D3	Other comprehensive income (loss) after tax for 2024	-	-	-	-	-	2,908	823	(29,130)	-	(25,399)
D5	Total comprehensive income for 2024	-	-	-	-	-	139,310	823	(29,130)	-	111,003
Q1	Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	-	3,879	-	(3,879)	-	-
Z1	Balance as of December 31, 2024	<u>\$ 577,838</u>	<u>\$ 26,756</u>	<u>\$ 173</u>	<u>\$ 12,040</u>	<u>\$ 210,984</u>	<u>\$ 338,545</u>	(\$ 1,675)	(\$ 12,554)	(\$ 2,341)	<u>\$ 1,149,766</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

RUBY TECH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

January 1 to December 31, 2024 and 2023

Unit: NT\$ thousand

Code		2024	2023
Cash Flows from Operating Activities			
A10000	Net profit before tax for the year	\$ 168,314	\$ 305,938
A20010	Income and expense items:		
A20100	Depreciation expense	15,173	14,761
A20200	Amortization expenses	1,528	1,877
A20300	Expected credit (reversal gains) impairment losses	(37)	1,933
A20400	Net losses (gains) on financial assets at fair value through profit or loss	10,330	(6,827)
A20900	Finance costs	48	46
A21200	Interest income	(12,321)	(10,824)
A21300	Dividend revenue	(1,355)	(2,918)
A22500	Gain on disposal of property, plant and equipment	(9)	-
A23700	Loss for inventory depreciation and slow-moving inventories	3,321	25,375
A24100	Unrealized foreign exchange net (gains) losses	(4,309)	12,360
A29900	Provisions for liabilities	611	449
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	3,019	(3,216)
A31150	Accounts receivable	171,610	(269,488)
A31180	Other receivables	29,394	104,039
A31200	Inventories	170,329	(61,200)
A31240	Other current assets	(1,435)	(3,214)
A32125	Contract liabilities - current	5,249	(4,939)
A32130	Notes payable	(47,102)	28,249
A32150	Accounts payable	(72,820)	24,323
A32180	Other payables	(26,823)	38,577
A32230	Other current liabilities	(368)	1,144
A32240	Net defined benefit liability	(8,601)	(996)
A33000	Cash generated from operations	403,746	195,449
A33100	Interest income	12,260	11,178
A33300	Interest paid	(48)	(46)
A33500	Income tax paid	(89,937)	(23,901)
AAAA	Net cash flows from operating activities	<u>326,021</u>	<u>182,680</u>
Cash Flows from Investing Activities			
B00010	Acquisitions of financial assets at fair value through other comprehensive income	(47,733)	(29,967)
B00020	Disposal of financial assets at fair value through other comprehensive income	13,968	33,566
B00040	Acquisitions of financial assets measured at amortized cost	(423,040)	(61,592)
B00050	Disposal of financial assets measured at amortized cost	311,516	-
B00100	Acquisitions of financial assets at fair value through profit or loss	(173)	(766)
B00200	Disposal of financial assets at fair value through profit or loss	-	8,934
B02700	Procurement of property, plant, and equipment	(23,649)	(12,582)
B02800	Proceeds from disposal of property, plant, and equipment	9	-
B03700	Increase in refundable deposits	-	(420)
B03800	Decrease in refundable deposits	186	-
B04500	Procurement of intangible assets	(1,312)	(756)
B07600	Receipt other dividends	1,355	2,918
BBBB	Net cash flows used in from investing activities	<u>(168,873)</u>	<u>(60,665)</u>
Cash Flows from Financing Activities			
C03000	Guarantee deposits received	1	-
C03100	Deposit refunded	-	(5)
C04020	Repayment of the principal portion of lease liabilities	(4,717)	(4,177)
C04500	Distribution of cash dividends	(168,075)	(119,665)
CCCC	Net cash flows used in financing activities	<u>(172,791)</u>	<u>(123,847)</u>
DDDD	Effect of exchange rate changes on cash and cash equivalents	<u>1,560</u>	<u>(2,125)</u>
EEEE	Net decrease in cash and cash equivalents	(14,083)	(3,957)
E00100	Cash and cash equivalent balances at the beginning of the year	<u>286,331</u>	<u>290,288</u>
E00200	Cash and cash equivalent balances at the end of the year	<u>\$ 272,248</u>	<u>\$ 286,331</u>

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

Chairman: Lin, Kuan-Ming

Manager: Young, Yu-Che

Head of Accounting: Chen, Yun-Chen

Attachment 7

Ruby Tech Corporation
2024 Earnings Distribution Statement

Unit: NT\$

Item	Amount	
	Subtotal	Total
Undistributed earnings from the previous year		195,356,064
Remeasurements of defined benefit plan	2,908,176	
Disposal of investments in equity instruments at fair value through other comprehensive income	3,879,287	
Net income of 2024	136,402,149	
After-tax net profit plus other profit items included in undistributed earnings of 2024	143,189,612	
Less: 10% Legal reserve	(14,318,961)	
Add(Less): Special reserve (Note 1)	(14,229,544)	
Earnings in 2024 Available for Distribution	114,641,107	
Retained Earnings Available for Distribution as of December 31, 2024		309,997,171
Distribution Items:		
Shareholder Dividends (Distribution of dividends is based on 57,705,752 shares) (Note 2)		126,952,654
- Cash Dividends (NT\$ 2.2 per share)	126,952,654	
Undistributed earnings		183,044,517

Note: Cash dividends are rounded to the nearest whole number, and the total amount of cash dividends less than NT\$ 1 will be adjusted and remitted to the Company and recorded as other income.

Note 1: Special Reserve Items

Other Adjustments

As of December 31, 2024

Unrealized gain or loss on financial instrument	(12,554,891)
Cumulative translation adjustment	(1,674,653)
Totals of other adjustments to as of December 31, 2024	(14,229,544)
Special reserve should have been provided by December 31, 2024	(14,229,544)
Less: Special reserve have been provided as of December 31, 2024	0
Special reserve should be reversed (provided)	(14,229,544)

Note 2: The dividend per share was adjusted, as authorized by the Board of Directors, based on the number of actual common shares outstanding on the record date for dividend payment.

Chairman: Lin, Kuan-Ming

General Manager: Young, Yu-Che

Accounting Supervisor: Chen, Yun-Chen

Attachment 8

Ruby Tech Corporation Comparison Table for Amendments to the “Articles of Incorporation”

Provision After Amendment	Current Provisions	Explanatory Notes
<p>Article 7</p> <p>The total capital of the Company is set at NT\$ <u>1 billion</u>, divided into <u>100 million</u> shares, with a par value of NT\$ 10 per share, and the board of directors is authorized to issue the shares in installments.</p> <p>The preceding total amount of shares reserves <u>NT\$30 million, divided into 3 million shares with a par value of NT\$10 each, for issuance upon the exercise of employee stock option certificates for conversion into shares, with</u> <u>The Board of Directors is</u> authorized to issue them in installments.</p>	<p>Article 7</p> <p>The total capital of the Company is set at NT\$ <u>700 million</u>, divided into <u>70 million</u> shares, with a par value of NT\$ 10 per share, and the board of directors is authorized to issue the shares in installments.</p> <p>The preceding total amount of shares reserves <u>2 million</u> shares for issuing employee stock option certificates for conversion into shares, with the Board of Directors authorized to issue them in installments.</p>	<p>To support the Company’s future development, it is proposed to increase the authorized capital to NT\$1 billion and to raise the reserved portion of the total shares to NT\$30 million for the issuance of employee stock options.</p>
<p><u>Article 7-1</u></p> <p><u>To transfer shares to employees at less than the average actual share repurchase price, or issue employee stock warrants at lower than the closing price of the company stocks as of the issuing date, the company must have obtained the consent of at least two-thirds of the voting rights present at shareholders meeting attended by shareholders representing a majority of total issued shares.</u></p>	<p>(This part has been added.)</p>	<p>Add supplementary provisions regarding circumstances under which the Company may repurchase its shares or issue employee stock options with the approval of the shareholders' meeting.</p>

Provision After Amendment	Current Provisions	Explanatory Notes
<p>Article 17</p> <p>The Company shall have 7 to 11 directors, who shall be elected from among the candidates for directors by the shareholders through a nomination system, with a term of office of 3 years, and they may be re-elected consecutively.</p> <p>Among the number of directors of the Board prescribed in the preceding article, the number of independent directors of the Company shall be no less than three or no less than one <u>third</u> of the total number of directors, whichever is higher. The professional qualifications, shareholding, concurrent serving restrictions, nomination and election methods and other matters related to the independent directors shall be handled in accordance with relevant regulations of competent security authorities.</p>	<p>Article 17</p> <p>The Company shall have 7 to 11 directors, who shall be elected from among the candidates for directors by the shareholders through a nomination system, with a term of office of 3 years, and they may be re-elected consecutively.</p> <p>Among the number of directors of the Board prescribed in the preceding article, the number of independent directors of the Company shall be no less than three or no less than one <u>fifth</u> of the total number of directors, whichever is higher. The professional qualifications, shareholding, concurrent serving restrictions, nomination and election methods and other matters related to the independent directors shall be handled in accordance with relevant regulations of competent security authorities.</p>	<p>Amended in accordance with Article 4, Paragraph 3 of the “Taipei Exchange Directions for Compliance Requirements for the Appointment and Exercise of Powers of the Boards of Directors of TPEx Listed Companies”</p>
<p>Article 26</p> <p>In case the Company makes a profit in the current year (referring to the net profit before tax after deducting employees’ and directors’ remuneration), 7% to 10% shall be allocated as the employees’ remuneration and no more than 2% as directors’ remuneration. However, when the Company has accumulated losses (including adjustment on non-distributed earnings), the loss should offset first from profits.</p> <p><u>At least 5% of the employees’ remuneration in the preceding paragraph shall be allocated to non-executive employees. The</u></p>	<p>Article 26</p> <p>In case the Company makes a profit in the current year (referring to the net profit before tax after deducting employees’ and directors’ remuneration), 7% to 10% shall be allocated as the employees’ remuneration and no more than 2% as directors’ remuneration. However, when the Company has accumulated losses (including adjustment on non-distributed earnings), the loss should offset first from profits.</p> <p><u>Employee bonuses in the preceding paragraph may be distributed in the form of cash or in the form of shares, and the</u></p>	<p>Amended in accordance with Article 14, Paragraph 6 of the “Securities and Exchange Act”.</p>

Provision After Amendment	Current Provisions	Explanatory Notes
<p><u>employees' remuneration</u> may be <u>allocated</u> in the form of cash or in the form of shares, and the recipients may include employees of the Company's subsidiaries meeting specific requirements set by the Board.</p> <p><u>Both employees' and directors' remuneration shall be resolved by the Board of Directors and reported to the shareholders' meeting.</u></p>	<p>recipients may include employees of the Company's subsidiaries meeting specific requirements set by the Board.</p> <p>(This part has been added.)</p>	
<p>Article 29</p> <p>The Articles of Incorporation were established on June 27, 1981.</p> <p>.....(Omitted)</p> <p>The 27th amendment was made on June 12, 2012.</p> <p>The 28th amendment was made on June 13, 2013.</p> <p>The 29th amendment was made on June 14, 2016.</p> <p>The 30th amendment was made on June 14, 2017.</p> <p>The 31st amendment was made on August 10, 2021.</p> <p>The 32nd amendment was made on June 14, 2022.</p> <p><u>The 33nd amendment was made on June 10, 2025.</u></p>	<p>Article 29</p> <p>The Articles of Incorporation were established on June 27, 1981.</p> <p>.....(Omitted)</p> <p>The 27th amendment was made on June 12, 2012.</p> <p>The 28th amendment was made on June 13, 2013.</p> <p>The 29th amendment was made on June 14, 2016.</p> <p>The 30th amendment was made on June 14, 2017.</p> <p>The 31st amendment was made on August 10, 2021.</p> <p>The 32nd amendment was made on June 14, 2022.</p> <p>(This part has been added.)</p>	<p>Add the revision date of this amendment.</p>

Ruby Tech Corporation
Articles of Incorporation

Revision Date: June 14, 2022

Chapter 1 General Provisions

- Article 1 The Company is organized and named Ruby Tech Corporation. in accordance with the provisions of the Company Act.
- Article 2 The business operations of the Company are as follows:
1. CC01060 Wired Communication Mechanical Equipment Manufacturing.
 2. CC01070 Wireless Communication Mechanical Equipment Manufacturing.
 3. CC01080 Electronics Components Manufacturing.
 4. CC01110 Computer and Peripheral Equipment Manufacturing.
 5. E605010 Computer Equipment Installation.
 6. F113070 Wholesale of Telecommunication Apparatus.
 7. F119010 Wholesale of Electronic Materials.
 8. F213060 Retail Sale of Telecommunication Apparatus.
 9. I501010 Product Designing.
 10. F401021 Restrained Telecom Radio Frequency Equipment and Materials Import.
 11. CC01101 Controlled Telecommunications Radio-Frequency Devices and Materials Manufacturing.
 12. ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.
- Article 3 The Company shall have its head office in Taipei City, and may, pursuant to a resolution adopted at the Board of Directors meeting, establish branch offices domestically and internationally when deemed necessary.
- Article 4 The Company's matters requiring public announcement shall be made in accordance with applicable laws and regulations or published in a daily newspaper circulating at the location of the Company's head office.
- Article 5 The Company must provide external guarantees for import and export trade as well as its business operations.
- Article 6 The total amount of investment by the Company shall not be subject to the restrictions of Article 13 of the Company Act.

Chapter 2 Shares

- Article 7 The total capital of the Company is set at NT\$ 700 million, divided into 70 million shares, with a par value of NT\$ 10 per share, and the board of directors is authorized to issue the shares in installments.
- The preceding total amount of shares reserves 2 million shares for issuing employee stock option certificates for conversion into shares, with the Board of Directors authorized to issue them in installments.
- Article 8 The Company's share certificate is registered, which is issued after being signed or sealed by a director representing the Company and attested in accordance with laws.
- The Company is exempt from printing certificates for shares issued, but the centralized securities depository institution should be contacted for registration.
- Article 9 With regard to the handling of shareholder affairs such as the transfer, establishment of rights, pledge, loss report, inheritance, and gifting of shares by shareholders of the Company, unless otherwise stipulated by laws and securities regulations, all procedures shall be handled in accordance with the "Regulations Governing Handling of Stock Affairs by Public Companies."
- Article 10 The transfer of stock ownership and name change shall be suspended within 60 days before the annual general meeting, within 30 days before the extraordinary general meeting, or within 5 days before the record date for distribution of dividends, bonuses, or other benefits by the Company.
- Article 11 When the Company intends to withdraw its publicly issued shares, it should be resolved at the shareholders' meeting, and this provision shall remain unchanged during the over-the-counter period and the listed period.

Chapter 3 Shareholders' Meetings

- Article 12 The Company's shareholders' meetings consist of annual general meetings and extraordinary general meetings. Annual general meetings shall be convened by the board of directors within 6 months after the end of each fiscal year. Extraordinary general meetings shall be convened as necessary in accordance with relevant laws and regulations. A notice of the time, venue, and the proposal of the meeting shall be given to each shareholder 30 days in advance of convening an annual general meeting, or 15 days in advance of convening an extraordinary general meeting, and the notice shall be publicly announced.
- Article 12-1 Shareholders' meetings of the Company may be held through remote video conferencing, or in other forms as and to the extent permitted by relevant government authorities in charge.
- Article 13 If a shareholder is unable to attend the shareholders' meeting for any reason, that shareholder may appoint a proxy agent to attend by presenting a power of attorney printed by the Company specifying the scope of power authorized to the proxy agent. The procedures for shareholders to appoint proxies to attend meetings, in addition to the provisions of Article 177 of the Company Act, shall be handled in accordance with the "Regulations Governing the Use of

Proxies for Attendance at Shareholder Meetings of Public Companies” promulgated by the competent authority.

Article 14 Each share held by a shareholder of the Company carries one vote, but no vote shall be cast in circumstances described in Article 179 of the Company Act.

When a company convenes a shareholders’ meeting, it shall adopt the exercise of voting rights in writing or by electronic means; A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, But as for the extempore motions and amendments to the original motions at the shareholders’ meeting, they shall be deemed as abstentions.

Article 15 Except as otherwise provided in relevant laws and regulations, the adoption of a proposal in a shareholders’ meeting shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders, and the attending shareholders require the representation of a majority of all shares issued by the Company.

Article 16 The resolutions of the shareholders’ meeting shall be recorded in the minutes, and such minutes shall be signed by or sealed with the chop of the chairperson. The minutes of meeting should record the year, month, date, venue, summary of proceedings and results, the chairperson’s name, and the method of resolution. The minutes should be distributed to all shareholders within 20 days after the meeting and shall be permanently preserved during the Company’s existence. The distribution of the minutes of shareholders’ meeting may be made by means of public announcement.

Chapter 4 Directors

Article 17 The Company shall have 7 to 11 directors, who shall be elected from among the candidates for directors by the shareholders through a nomination system, with a term of office of 3 years, and they may be re-elected consecutively.

Among the number of directors of the Board prescribed in the preceding article, the number of independent directors of the Company shall be no less than three or no less than one fifth of the total number of directors, whichever is higher. The professional qualifications, shareholding, concurrent serving restrictions, nomination and election methods and other matters related to the independent directors shall be handled in accordance with relevant regulations of competent security authorities.

Article 18 The election of directors of the Company adopts the single-name cumulative voting method. Each share has the same number of voting rights as the number of directors to be elected. The voting rights can be concentrated to elect one person or distributed to elect multiple persons. Those who receive the most votes representing the most voting rights shall be elected. If there is a need to amend this method, in addition to complying with Article 172 of the Company Act and other regulations, the main content should be listed and explained in the convening reasons.

When the term of directors shall be prolonged till the directors for next term take up such positions when the term is complete and those of next term cannot be elected in time.

Article 18-1 The Company has set up an Audit Committee, which is composed of all independent directors, in accordance with relevant regulations of the Securities and Exchange Act.

Regarding the number, term of office, authority, and rules of procedure for the Audit Committee, these matters shall be separately stipulated in the Audit Committee Organization Rules in accordance with the relevant provisions of the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies.

Article 19 The Company shall purchase liability insurance for the directors for the compensation liabilities they should bear in accordance with the law in the course of performing their duties upon the resolution of the Board of Directors.

Article 20 Directors shall organize the Board of Directors, and a chairman of the board shall be elected by two thirds or more of the directors and by the consent of more than half of the directors present, and represent the Company externally.

Article 21 If the Chairman asks for leave or is unable to exercise his powers for any reasons, his representative shall act on his behalf in accordance with Article 208 of the Company Act. When a director is unable to attend for some reason, they must issue a letter of authorization listing the scope of authority for the convening matters and designate another director as their proxy to attend the board meeting, with the limitation that each person can accept the appointment from only one other person.

If a Board of Directors meeting is conducted by means of video conferencing, directors who participate in the meeting by such means shall be deemed to have attended the meeting in person.

Article 21-1 A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. The notice for convening a board meeting may be given in writing, by fax, or by email.

Unless otherwise provided by law or the Company's articles of incorporation, a resolution of the board of directors shall be adopted by a majority of the directors present at a meeting attended by more than half of the directors.

Article 22 The Board of Directors is authorized to determine the directors' remuneration according to the extent of their participation in the operation of the Company and the value of their contribution while with reference to the general industry standards.

Article 23 The functions and responsibilities of the Board of Directors:

1. The establishment, adjustment and abolition of important organizations of the Company.

2. Preparation of business reports.
3. Review of budgets and final accounts.
4. Appointment and dismissal of the Company's general manager and important personnel matters.
5. Proposal for distribution of earnings or deficit compensation.
6. Proposal for capital increase and capital reduction.
7. Formulation and amendment of important rules and regulations.
8. Exercise of other powers conferred by statutory regulations and shareholders' resolutions.

Chapter 5 Managers

Article 24 The Company shall appoint managerial officers, whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 25 At the end of each fiscal year, the Board of Directors shall prepare the following documents: (1) a business report, (2) financial statements, (3) a proposal concerning the distribution of earnings or covering of losses, and submit them to the annual general meeting for approval in accordance with the law.

Article 26 In case the Company makes a profit in the current year (referring to the net profit before tax after deducting employees' and directors' remuneration), 7% to 10% shall be allocated as the employees' remuneration and no more than 2% as directors' remuneration. However, when the Company has accumulated losses (including adjustment on non-distributed earnings), the loss should offset first from profits.

Employee bonuses in the preceding paragraph may be distributed in the form of cash or in the form of shares, and the recipients may include employees of the Company's subsidiaries meeting specific requirements set by the Board.

Article 27 After the Company's annual settlement of accounts shows a surplus, taxes shall be paid in accordance with the law, accumulated losses shall be made up, and then a legal reserve of 10% shall be set aside in accordance with the law; however, when the legal reserve exceeds the registered capital of the Company, it is not subject to this limitation. After appropriating or reversing special reserve as required by laws or the competent authority, the Board of Directors shall propose a profit distribution proposal for the undistributed profits at the beginning of the period and submit it to the shareholders' meeting for resolution.

The Company's dividend policy is as follows:

In order to maintain a sound financial structure, meet capital expenditure requirements, and ensure sustainable development to protect the interests of investors, the Company comprehensively considers factors such as retained earnings, capital reserves, financial structure, and operating conditions when

distributing surplus. Each year, at least 30% of the distributable surplus will be distributed as shareholder dividends. However, if the accumulated distributable surplus is less than 30% of the paid-in capital, no dividends may be distributed. The Company's dividends will be distributed in the form of stock dividends and cash dividends. Cash dividends shall account for no less than 10% of the total dividend payout. However, the distribution method and ratio may be adjusted by resolution of the shareholders' meeting.

Chapter 7 Supplementary Provisions

Article 28 Matters not covered in these Articles of Incorporation shall be handled in accordance with the Company Act and relevant laws and regulations.

Article 29 The Articles of Incorporation were established on June 27, 1981.
The first amendment was made on December 14, 1984.
The second amendment was made on January 4, 1985.
The third amendment was made on June 20, 1985.
The fourth amendment was made on December 11, 1985.
The fifth amendment was made on August 28, 1986.
The sixth amendment was made on December 24, 1987.
The seventh amendment was made on December 1, 1989.
The eighth amendment was made on August 18, 1993.
The ninth amendment was made on May 12, 1997.
The 10th amendment was made on June 25, 1997.
The 11th amendment was made on December 25, 1997.
The 12th amendment was made on April 25, 1998.
The 13th amendment was made on June 5, 1999.
The 14th amendment was made on May 30, 2000.
The 15th amendment was made on May 21, 2001.
The 16th amendment was made on November 30, 2001.
The 17th amendment was made on May 28, 2002.
The 18th amendment was made on May 28, 2002.
The 19th amendment was made on June 27, 2003.
The 20th amendment was made on June 23, 2006.
The 21st amendment was made on June 25, 2007 (first time).
The 22nd amendment was made on June 25, 2007 (second time).
The 23rd amendment was made on June 9, 2008.
The 24th amendment was made on June 2, 2009.
The 25th amendment was made on June 14, 2010.
The 26th amendment was made on June 15, 2011.
The 27th amendment was made on June 12, 2012.
The 28th amendment was made on June 13, 2013.
The 29th amendment was made on June 14, 2016.
The 30th amendment was made on June 14, 2017.
The 31st amendment was made on August 10, 2021.
The 32nd amendment was made on June 14, 2022.

Ruby Tech Corporation

Chairman: Lin, Kuan-Ming

Ruby Tech Corporation

Rules of Procedure for Shareholders' Meetings

Revision Date: June 19, 2024

- Article 1 Unless otherwise provided by law, the shareholders' meetings of this Company shall be conducted in accordance with these Rules.
- Article 2 The venue for a shareholders' meeting shall be the premises of the Company or a suitable location. The meeting may begin no earlier than 9:00 a.m. and no later than 3:00 p.m.
- When the Company convenes a visual communication shareholders' meeting, both the chairperson and secretary shall be in the same location, and the chairperson shall declare the address of their location when the meeting is called to order.
- For shareholders who have difficulty in attending a visual communication shareholders' meeting, appropriate alternative measures should be provided. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.
- Unless otherwise provided in the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company that will convene a shareholders' meeting with video conferencing shall expressly provide for such meetings in its Articles of Incorporation and obtain a resolution of its board of directors. Furthermore, convening of a virtual-only shareholders' meeting shall require a resolution adopted by a majority vote at a meeting of the board of directors attended by at least two-thirds of the total number of directors.
- Changes to how the Company convenes its Shareholders' Meetings shall be resolved by the Board of Directors and shall be made no later than the mailing date of the Shareholders' Meeting notice.
- Article 3 Where a shareholders' meeting is convened by the Board, the Meeting Agenda shall be set by the Board, related resolutions (including extempore motions and amendments of original resolutions) shall be resolved by way of voting. 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 chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extempore motions), except by a resolution of the shareholders meeting. If the chairperson violates the meeting policy by dismissing the meeting when not authorized to do so, other members of the board shall immediately assist the attending shareholders to elect another chairperson with the support of more than half of the voting rights there represented and shall continue the meeting.

The shareholders cannot designate any other person as chairperson and continue the Meeting in the same or other place after the Meeting is adjourned.

Article 4 For convening an annual general meeting, the meeting handbook should be prepared and all shareholders should be notified 30 days in advance; for convening an extraordinary general meeting, all shareholders should be notified 15 days in advance; for shareholders holding less than 1,000 registered shares, the meeting notice may be given by posting on the Market Observation Post System (MOPS).

For the meeting handbook mentioned in the preceding paragraph, the Company shall provide it to shareholders for review on the date of the shareholders' meeting in the following manner:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For visual communication assisted shareholders' meetings, to be distributed on-site at the meeting and shared on the visual communication meeting platform.
3. For visual communication shareholders' meetings, electronic files shall be shared on the visual communication meeting platform.

In the event of a visual communication shareholders' meeting, the Company shall upload the meeting agenda book, annual report, and other meeting materials to the visual communication meeting platform at least 30 minutes before the meeting's start and shall keep this information disclosed until the end of the meeting.

When the Company holds a shareholders meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders' meeting notice.

Article 4-1: To convene a visual communication shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

1. Participation of shareholders in visual communication conferences and methods of exercising their rights.
2. Actions to be taken if the visual communication meeting platform or participation in the visual communication meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:

- (1) The time of adjournment or continuation of the meeting and, if so, the date of the adjournment or continuation of the meeting cannot be ruled out by the continuation of the pre-occurrence impediment.
 - (2) Shareholders not having registered to attend the affected visual communication shareholders meeting shall not attend the postponed or resumed session.
 - (3) Where a visual communication assisted shareholders' meeting is held, if the visual communication assisted shareholders' meeting cannot be continued, after deducting the number of shares represented at the meeting by visual, and the total number of shares attending the shareholders' meeting reaches the statutory quota, the shareholders' meeting shall continue to participate in the shareholders' meeting by visual, and the number of shares represented at the meeting shall be included in the total number of shares attending the shareholders' meeting, and all resolutions of the shareholders' meeting shall be deemed to be abstained.
 - (4) Actions to be taken if the outcome of all proposals has been announced and an extempore motion has not been carried out.
3. To convene a visual communication shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a visual communication shareholder meeting shall be specified. Except in the circumstances set out in Article 44-9, paragraph 6 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the shareholders shall at least be provided with connection facilities and necessary assistance, and the period during which shareholders may apply to the company and other related matters requiring attention shall be specified.

Article 5 Before the book closure date prior to the convening of the annual general meeting, the Company shall make a public announcement of the place and a period for shareholders to submit proposals to be discussed at the meeting. Proposals shall be submitted in writing or by way of electronic transmission; the period for submission of shareholder proposals may not be less than 10 days. The number of words of a proposal to be submitted by a shareholder shall be limited to not more than 300 words. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the annual general meeting where his proposal is to be discussed and shall take part in the discussion of such proposal. The Company shall, prior to the date of issuance of the notice of the shareholders' meeting, inform the proposing shareholder of the result of handling, and shall list in the meeting notice the proposals conforming to the requirements. For the proposals not included, the board of directors shall explain the reasons for exclusion at the shareholders' meeting.

Article 5-1: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the Company and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the Company before 5 days before the date of the shareholders' meeting. When

duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders meeting online, a written notice of proxy cancellation shall be submitted to the Company 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 6 The Company shall specify in its shareholders meeting notices the time during which attendance registrations for shareholders, solicitors, and proxies (collectively “shareholders”) will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted shall be at least 30 minutes prior to the time the meeting commences; The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For visual communication shareholders’ meetings, shareholders may begin to register on the visual communication meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders’ meeting in person.

The Company shall provide an attendance book in which to record the attendance of shareholders; alternatively, attendance cards may be presented instead of requiring shareholders to register their attendance in the attendance book. The number of shares in attendance shall be calculated based on the attendance book, submitted sign-in cards, and the number of shares reported to have joined the visual communication conference, as well as the number of shares exercising voting rights in writing or by electronic means. Shareholders who exercise their voting rights in writing or by electronic means shall be deemed to have attended the shareholders’ meeting in person. But as for the extempore motions and amendments to the original motions at the shareholders’ meeting, they shall be deemed as abstentions.

A shareholder intending to exercise voting rights by correspondence or electronic means shall deliver a written declaration of intent to the Company before 2 days before the date of the shareholders’ meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. except when a declaration is made to cancel the earlier declaration of intent.

If a shareholder intends to attend the shareholders’ meeting in person or by visual after exercising voting rights in writing or by electronic means, the shareholder shall revoke the declaration of intent to exercise voting rights in the same manner as the exercise of voting rights two days prior to the shareholders’ meeting; If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall

prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders' meeting, the voting rights exercised by the proxy in the meeting shall prevail.

In the event of a visual communication shareholders' meeting, shareholders wishing to attend the meeting shall register with the Company 2 days before the meeting date.

Article 7 The number of shares solicited by solicitors, the number of shares entrusted by proxies, and the number of shares attended by shareholders in writing or electronically, the Company shall prepare statistical tables in the prescribed format on the day of the shareholders' meeting, and display them clearly at the venue of the shareholders' meeting. If the shareholders' meeting is held via visual communication conference, the Company shall upload the aforementioned information to the visual communication conference platform for shareholders' meetings at least thirty minutes before the start of the meeting, and keep it disclosed until the end of the meeting.

The chairperson shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

During the Company's visual communication shareholders meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the visual communication meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, with the number of postponements limited to two and the total postponement time not exceeding one hour. If a quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson shall declare the meeting adjourned. In the event of a visual communication shareholders' meeting, the Company shall also declare the meeting adjourned on the visual communication meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. If the shareholders' meeting is convened by visual communication conference, shareholders wishing to attend by visual communication conference shall re-register with the Company in accordance with Article 6.

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

- Article 8 If the shareholders' meeting is convened by the board of directors, the chairperson shall be assumed by the chairperson of the board of directors. If the chairperson is on leave or unable to exercise their duties for any reason, their proxy shall be determined in the following order: the vice chairperson, a managing director or director designated by the chairperson, or a managing director or director elected by managing directors or directors.
- When a managing director or a director serves as the chairperson, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall be true for a representative of a juristic person director that serves as chairperson.
- If the Meeting is convened by any other person entitled to convene the Meeting, such person shall be the chairperson to preside at the Meeting.
- Article 9 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.
- If the meeting venue is no longer available for continued use and not all of the items (including extempore motions) on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.
- According to Article 182 of the Company Act, shareholders may resolve to postpone the meeting and to reconvene it within the next 5 days without the need for further notification or announcement.
- Article 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 chairperson.
- 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.
- For the same proposal, each shareholder may speak no more than twice without the chairperson's consent, and each time shall not exceed 5 minutes. However, with the chairperson's permission, the speaking time may be extended for 3 minutes. If the speaking time is exceeded, the speech violates regulations, or goes beyond the scope of the proposal, the chairperson may stop the shareholder from speaking.
- When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairperson and the shareholder that has the floor; the chairperson shall stop any violation.
- 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.

After an attending shareholder has spoken, the chairperson may respond in person or direct relevant personnel to respond.

Where a visual communication shareholders' meeting is convened, shareholders attending the visual communication meeting online may raise questions in writing at the visual communication meeting platform from the time that the chairperson declares the meeting open until such time as the chairperson declares the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 through 5 of this Article do not apply.

As long as questions raised in accordance with the preceding paragraph are not in violation of the regulations nor beyond the scope of a proposal, it is advisable that the questions be disclosed to the public at the visual communication meeting platform.

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 the Company, the chairperson may prevent the shareholder from so doing.

When a shareholder violates the rules of procedure and defies the chairperson's correction, obstructing the proceedings and refusing to heed calls to stop, the chairperson may direct the proctors or security personnel to escort the shareholder from the meeting.

- Article 11 The chairperson shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extempore motions put forward by the shareholders; when the chairperson is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chairperson may announce the discussion closed, call for a vote, and schedule sufficient time for voting.
- Article 12 Except as otherwise provided in the Company Act and in the Company's Articles of Incorporation, the adoption of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. Each shareholder has one voting right. Shareholders who entrust a proxy to attend shall handle the regulations regarding the proxy in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies."
- Article 13 When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.
- Article 14 When there is an amendment or an alternative to a proposal, the chairperson 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.
- Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairperson, provided that all monitoring personnel shall be shareholders of the Company. 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 the Company convenes a visual communication shareholders meeting, after the chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the visual communication meeting platform before the chairperson announces the voting session ends or will be deemed to have abstained from voting.

In the event of a visual communication shareholders' meeting, votes shall be counted at once after the chairperson announces the voting session ends, and results of votes and elections shall be announced immediately.

When the Company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration 2 days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extempore motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 15 In the event of a visual communication shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the visual communication meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chairperson has announced the meeting adjourned.

Article 16 The election of directors at a shareholders meeting shall be held in accordance with the "Rules for Director Elections" established by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a shareholder initiates a lawsuit pursuant to the Company Act, the records shall be preserved until the conclusion of the litigation.

Article 17 The Company should make an uninterrupted audio and video recording of the entire proceedings of the shareholders' meeting.

The recorded materials of the preceding paragraph shall be retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a Shareholders' Meeting is held by visual, the Company shall keep information of shareholder registration, sign-in, check-in, questions raised, votes cast, and results of votes counted, and it shall continuously and without interruption record both audio and video of the proceedings of the visual communication meeting.

All information and audio and video recordings specified in the preceding paragraph shall be properly kept by the Company for the entirety of its existence, and copies of the audio and video recordings shall be provided to and kept by the party appointed to handle the matters of the visual communication meeting.

In case of a visual communication shareholders' meeting, the Company is advised to audio and video record the back-end operation interface of the visual communication meeting platform.

Article 18 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 chairperson of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The distribution of the minutes of shareholders' meeting specified in the preceding paragraph may be made by means of public announcement.

The minutes must faithfully record the meeting's date (year, month, day), place, chairperson's name, resolution method, summary of proceedings, voting results (including the statistical tallies of the numbers of votes). When there is an election of directors, the number of votes for each candidate shall be disclosed. The minutes shall be kept permanently during the existence of the Company.

Where a visual communication shareholders meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders meeting, how the meeting is convened, the chairperson's and secretary's full names, and actions to be taken in the event of disruption to the visual communication meeting platform or participation in the meeting online due to natural disasters, accidents, or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a visual communication shareholder meeting, in addition to compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a visual communication shareholders meeting online.

Article 19 In the event of a visual communication shareholders' meeting, the Company may offer a simple connection test to shareholders prior to the meeting, and provide relevant real-time services before and during the meeting to help resolve technical issues with communication.

In the event of a visual communication shareholders' meeting, when declaring the meeting open, the chairperson shall also declare, unless under a

circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the visual communication meeting platform or participation in the visual communication meeting is obstructed due to natural disasters, accidents, or other force majeure events before the chairperson has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within 5 days, in which case Article 182 of the Company Act shall not apply.

For a meeting postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected visual communication shareholders' meeting shall not attend the postponed or resumed session.

For a meeting that has been postponed or resumed under the second paragraph of this Article, the number of shares represented by and the voting rights and election rights exercised by the shareholders who registered to participate in the affected Shareholders' Meeting and who successfully signed into the meeting but who do not then go on to attend the postponed or resumed session shall nevertheless be counted towards the total number of shares, number of voting rights, and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held per the second paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, nor for the list of elected directors.

When the Company convenes a visual communication assisted shareholders' meeting and the visual communication meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the visual communication shareholders' meeting, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue, and no postponement or resumption thereof under the second paragraph is required.

Under circumstances where a meeting should continue as described in the preceding paragraph, the shares represented by shareholders attending the visual communication meeting shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed to have abstained from voting on all proposals on the meeting agenda of that Shareholders' Meeting.

When postponing or resuming a meeting according to the second paragraph, the Company shall handle the preparatory work based on the date of the original shareholders meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, Paragraph 3 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, Paragraph 2;

Article 44-15; and Article 44-17, Paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the second paragraph.

Article 20 Matters not provided for in this rule shall be governed by the Company Law and other relevant laws and regulations.

Article 21 These Rules and any amendments hereto shall be implemented after being resolved in the shareholders' meetings.

Article 22 These rules were established on April 25, 1998.
The first amendment was made on May 28, 2002.
The second amendment was made on June 24, 2005.
The third amendment was made on June 23, 2006.
The fourth amendment was made on June 25, 2007.
The fifth amendment was made on June 09, 2008.
The sixth amendment was made on June 12, 2012.
The seventh amendment was made on June 13, 2013.
The eighth amendment was made on June 09, 2020.
The ninth amendment was made on August 10, 2021.
The 10th amendment was made on June 14, 2022.
The 11th amendment was made on June 19, 2024.

Appendix 3

Ruby Tech Corporation Shareholding of Directors

1. The class and number of shares issued by the Company: 57,783,752 common shares.
2. Minimum number of shares to be held by all directors according to the law: 4,622,700 shares
3. The Company has three independent directors on the board. According to Article 2 of the “Regulations Governing the Share Ownership Ratios and Audits of Directors and Supervisors of Public Companies,” the minimum number of shares they should hold should be calculated based on 80% of the requirement stipulated in Article 2, paragraph 1.
4. The actual number of shares held by all directors of the Company:

Title	Name	As of the Book Closure Date of April 12, 2025	
		Shares Held	Shareholding Percentage
Chairman	Lin, Kuan-Ming	1,522,193	2.63%
Director	Wang, WKang-Hsiang	525,158	0.91%
Director	Hui Yu Investment Co., Ltd. Representative: Lin, Ling-Yu	2,538,317	4.39%
Director	Fu Ho Investment Co., Ltd. Representative: Chiu, Chi-Hsin	464,408	0.80%
Director	Tung, Chin-Chuan	72,936	0.13%
Director	Young, Yu-Che	466,628	0.81%
Total shareholding of all directors (excluding independent directors)		5,589,640	9.67%
Independent Director	Huang, Chin-Tan	0	0
Independent Director	Wu, Yung-Sheng	0	0
Independent Director	Wang, Chi-Chiao	27,415	0.05%
Independent Director	Lin, Hsin-Piao	0	0
Total shareholding of all independent directors		27,415	0.05%

Ruby Tech Corporation

Explanation of shareholders' meeting proposals

At this Annual General Meeting, an explanation of the handling of shareholder proposals:

1. In accordance with Article 172-1 of the Company Act, a shareholder holding one percent or more of the total number of issued shares may submit a written proposal for discussion to the Company at an annual general meeting. The number of items so proposed, however, is limited to one only, and should be no more than 300 words.
2. The Company has set the period from April 4, 2025 to April 14, 2025 (until 9:00 a.m.) as the application period for shareholders to submit proposals, and it will be announced on the Market Observation Post System (MOPS) in accordance with the law.
3. As of the end of the acceptance period, the Company has not received any shareholder proposals.