

TXC Corporation

2026 Annual Shareholders' Meeting Procedure

I. Call Meeting to Order

II. Chairman's Address

III. Reported Matters

IV. Acknowledged Matters

V. Discussion Matters

VI. Extemporaneous Motions

VII. Meeting Adjourned

TXC Corporation

2026 Annual Shareholders' Meeting Agenda

Time: 9:30 a.m., May 27, 2026 (Wednesday)

Place: No.4, KungYeh 6th Rd., Pingzhen Industrial District, Taoyuan City (Meeting Room)

Type of Meeting: Hybrid Shareholders' Meeting (Adopt physical shareholders meeting and hold it through video-assisted method)

**Video conferencing platform: Taiwan Depository & Clearing Corporation "eMeeting"
(<https://stockservices.tdcc.com.tw>)**

1. Call Meeting to Order

2. Chairman's Address

3. Reported Matters

- (1) To report the business of 2025
- (2) Audit and Risk Committee's review report
- (3) To report 2025 employees' profit sharing bonus and directors' compensation
- (4) To report the status of 2025 cash dividend distribution from Earnings and Capital Reserves
- (5) To report 2025 cash capital increase through private placement of common shares will not be processed
- (6) To report the implementation of treasury stocks

4. Acknowledged Matters

- (1) To accept 2025 Business Report and Financial Statements
- (2) To accept the proposal of distribution of 2025 earnings

5. Discussion Matters

- (1) To Revise the "Articles of Incorporation"
- (2) To remove the restriction of non-compete agreement of directors
- (3) To issue common shares for cash capital increase through private placement

6. Extemporaneous Motions

7. Meeting Adjourned

Reported Matters

Reported Matter (1)

Subject : To report the business of 2025

Description :

1. The company's 2025 consolidated revenue was NT\$13,348,901 thousand, an increase of 5.3% over last year. Net income was NT\$ 1,804,534 thousand, a decrease of 15.6% over last year.
2. Business report and related financial statements please refer to Appendix (1) and (3).

Reported Matter (2)

Subject : Audit and Risk Committee's review report

Description :

1. The company's 2025 financial Statements were reviewed by Audit and Risk Committee and audited by independent auditors, Mr. Hsieh, Ming-Chung and Mr. Peng, Yi-Hua of Deloitte & Touche.
2. Request Audit and Risk Committee to read audit report and please refer to Appendix (2).

Reported Matter (3)

Subject : To report 2025 employees' profit sharing bonus and directors' compensation

Description :

1. Pursuant to Article 19 of the Company's Articles of Incorporation, if the Company makes a profit in the current year, the Board of Directors shall resolve to allocate no less than 3% as employee remuneration and no more than 2% as director remuneration. However, if the Company has accumulated losses, it shall reserve an amount in advance to cover them and report this to the Shareholders' Meeting. Of the aforementioned employee remuneration, no less than 35% shall be allocated to non-executive employees for distribution, which may be distributed in shares or cash, and the recipients include employees of subsidiary companies who meet certain conditions. The aforementioned director remuneration may only be paid in cash.
2. The Company will allocate 9% of its pre-tax profit for employee compensation in 2025, amounting to NT\$201,896,543; and 1.5% of its pre-tax profit for director compensation, amounting to NT\$33,649,424, all be paid in cash.
3. Of the aforementioned employee compensation amount, it is estimated that approximately 47% will be allocated to non-executive employees.
4. There are no different from the expenses acknowledge of 2025.

Reported Matter (4)

Subject : To report the status of 2025 cash dividend distribution from Earnings and Capital Reserves

Description :

In accordance with the Company Law and the Articles of Incorporation of the Company, the amounts, as approved by the Board of Directors, and payment dates of the cash dividends for the first and second halves of 2025, are demonstrated in the table below:

2025	Date of Board Resolution (YYYY/MM/DD)	Payment Date (YYYY/MM/DD)	Cash Dividend from Earnings (NT\$)	Cash Dividend from Capital Reserve (NT\$)	Cash Dividend Per Share (NT\$)	Cash Dividend Total Amount (NT\$)
First Half	2025/08/04	Not applicable	0	Not applicable	0	0
Second Half	2026/03/09	Not decided	4.3	0.5	4.8	1,631,966,261

Note:

1. A cash dividend of NT\$1,461,969,775 will be distributed based on the 2025 fiscal year earnings, amounting to NT\$4.3 per share based on the number of shares held as recorded in the shareholder register on the ex-dividend date. Additionally, NT\$169,996,486 will be distributed from the capital reserve – issue premium – exceeding the par value of the shares issued, amounting to NT\$0.5 per share based on the number of shares held as recorded in the shareholder register on the distribution date.

2. The Board of Directors hereby authorizes the Chairman to determine the ex-dividend date, distribution date, and payment date of the cash dividend, as well as related matters. Furthermore, the Chairman is authorized to handle any subsequent changes in the shareholder dividend payout ratio due to factors such as share buybacks, transfers or cancellations of treasury shares, capital increases, or other legal or other factors affecting the number of outstanding shares.

3. The cash dividends for this distribution will be calculated to the nearest yuan based on the distribution ratio. Any amount less than NT\$ will be rounded down. Any irregularities in the distribution amount less than one yuan will be included under other non-operating income.

Reported Matter (5)

Subject : To report 2025 cash capital increase through private placement of common shares will not be processed

Description :

The Company previously approved at its shareholders' meeting on May 27, 2025, its plan to issue no more than 50,000,000 common shares through a private placement in accordance with Article 43-6 of the Securities and Exchange Act. The deadline for this private placement will expire on May 26, 2026, and the Company intends not to proceed with the aforementioned private placement of common shares.

Reported Matter (6)

Subject : To report the implementation of treasury stocks

Description :

The implementation status of the Company's fourth repurchase of treasury stock is shown in the table below. The details of the "TXC CORPORATION's Transfer Repurchased Shares to Employees Rules" are provided in Appendix (IV).

Buyback Explanation	Fourth repurchase of treasury stock
Purpose of Buyback	Transfer of shares to employees
Planned Buyback Period	August 5, 2025 ~ October 4, 2025
Planned Buyback Price Range	NT\$61.0 ~ NT\$127.5
Type and Quantity of Shares to be Buyback	Common Stock 3,000,000 shares
Actual Buyback Period	August 6, 2025~ September 23, 2025
Type and Quantity of Shares Buyback	Common Stock 3,000,000 shares
Amount of Shares Buyback	NT\$264,017,335
Average Buyback Price per Share	NT\$88.01
Number of Shares Transferred	0 shares
Cumulative Number of Shares Held	3,000,000 shares
Percentage of Cumulative Shares Held to Total Issued Shares	0.87%

Acknowledged Matters

Acknowledged Matter (1)

Proposed by the Board of Directors

Subject : To accept 2025 Business Report and Financial Statements

Description :

1. The company's 2025 financial statements (including consolidated and individual financial statements) have been audited by Certified Public Accountants Mr. Hsieh, Ming-Chung and Mr. Peng, Yi-Hua of Deloitte Touche Tohmatsu Certified Public Accountants, and an audit report has been issued for record.
2. The company's 2025 business report, accountant's audit report, and financial statements have been approved by the board of directors and reviewed by the Audit and Risk Committee, and a review report has been issued. See Appendix (I) to (III) for details.
3. Please accept the aforementioned.

Resolution :

Acknowledged Matter (2)

Proposed by the Board of Directors

Subject : To accept the proposal of distribution of 2025 earnings

Description :

1. The Company's 2025 earnings distribution plan has been reviewed by the Audit and Risk Committee and approved by the Board of Directors.
2. The 2025 earnings distribution statement is as follows:

TXC Corporation
2025 Earnings Distribution

Unit : NT\$

Item	Amount	
	Sub-total	Total
Beginning period undistributed profits		3,685,682,303
Net profit after tax for this year	1,804,534,055	
Adjusted retained earnings from investments accounted for using equity method	285,813	
Remeasurement of defined employee benefit plans to retained earnings	12,247,184	
The disposal of equity instrument investments measured at fair value through other comprehensive income or loss results in the direct transfer of accumulated gains or losses to retained earnings.	227,235,669	
The amount of undistributed profits		2,044,302,721
Setting aside 10% legal reserve		(204,430,272)
Reserve the setting aside special reserve		(251,307,013)
Profits available for distribution		5,274,247,739
Distribution Item:		(1,461,969,775)
Cash Dividends_ First Half	-	
Cash Dividends_ Second Half (NT\$4.3 per share)	(1,461,969,775)	
End period of undistributed profits		3,812,277,964

Note: Cash dividends are handled by resolution of the Company's Board of Directors in accordance with the Company's Articles of Incorporation and are a matter to be reported to the Shareholders' Meeting. Please refer to **Reported Matter (4)** for details.

Chairman: **Lin, Wan-Shing**

Manager: **Kuo, Ya-Ping**

Accounting Supervisor: **Hong, Guan-Wen**

Resolution :

Discussion Matters

Discussion Matter (1)

Proposed by the Board of Directors

Subject : To Revise the ‘Articles of Incorporation’

Description :

1. In response to business development and practical needs, we intend to establish our headquarters in Taoyuan City. The following amendments to the Articles of Incorporation are hereby made.

TXC Corporation

Comparison Table for the ‘Articles of Incorporation’ Before and After Revision

AFTER THE REVISION	BEFORE THE REVISION	Reasons for the Revision
Article 3 Our company is headquartered in <u>Taoyuan City</u> , and may establish branches domestically and internationally as necessary, subject to a resolution of the board of directors.	Article 3 Our company is headquartered in <u>Taipei City</u> , and may establish branches domestically and internationally as necessary, subject to a resolution of the board of directors.	Revised in response to business development and practical needs.
Article 22 These Articles of Incorporation were established on December 6, 1983. The first revision was on February 10, 1984. ……(omitted). The 37 th revision was on May 27, 2025, <u>and the 38th revision on May 27, 2026</u>	Article 22 These Articles of Incorporation were established on December 6, 1983. The first revision was on February 10, 1984. ……(omitted). The 37 th revision was on May 27, 2025.	Add revision date

2. The address will be moved to No.4, KungYeh 6th Rd., Pingzhen Industrial District, Taoyuan City. After the company's Articles of Incorporation are amended and approved by the shareholders' meeting, the company will apply to the competent authority for the change of address registration and other related matters in accordance with the law, and authorize the chairman to handle all matters.
3. Please approve.

Resolution :

Discussion Matter (2)**Proposed by the Board of Directors**

Subject : To remove the restriction of non-compete agreement of directors

Description :

1. In accordance with Article 209 of the Company Act “A director engaging, either for himself or on behalf of another person that are within the scope of the company's business, shall explain to the meeting of shareholders the essential details of such activities and secure its approval.”
2. The items of non-compete restrictions for directors are as follows:

Title	Name	The Restrictions of Non-Compete Items
Independent Director	Yen, Hsing-Fu	Independent Director of TOPCO TECHNOLOGIES CORP.
Independent Director	Chen, Ming-Yi	Supervisor of INFINION CO., LTD.

3. Please approve.

Resolution :

Discussion Matter (3)**Proposed by the Board of Directors**

Subject : To issue Common Shares for Cash Capital Increase through Private Placement

Description :

1. In order to cooperate with long-term operational development with introducing strategic partners, enriches working capital, strengthens the financial structure, and considers the cost of raising funds and the timeliness and convenience, the company plans to comply with the provisions of Article 43-6 of the Securities and Exchange Act.

At an appropriate time, the cash capital increase and the issuance of common shares in the form of private placement will be submitted to the shareholders' meeting to authorize the board of directors to decide based on the circumstances of the specific person and market conditions in the future. This will be conducted in batches (up to two batches) within one year from the date the shareholders' meeting resolves this private placement case.

2. The company's cash capital increase and issuance of common shares by private placement are as follows:
 - (1) Private placement amount and number of shares: it is estimated that the total number of private placement common shares will not exceed 50,000,000 shares, with a par value of NT\$10 per share. The actual number of shares issued will not exceed the estimated number of private placement shares approved by the shareholders' meeting, and will be submitted to the shareholders' meeting. The board of directors is authorized to handle the matter according to the circumstances of the specific person and market conditions in the future.
 - (2) Matters to be explained when conducting private placement of securities in accordance with Article 43-6 of the Securities and Exchange Act:

A、The basis and rationality for the privately placed common stock pricing:

The price of this private placement shall be no less than 80% of the higher of the following two reference prices before the company's pricing date:

- (a) The simple arithmetic average of the closing prices of common shares calculated on one of 1, 3, and 5 business days before the pricing date, deducting the ex-rights of gratuitous allotment of shares and

dividends, and adding back the stock price per share after adding back the right of ex-rights for capital reduction.

(b) The simple arithmetic average of the closing prices of common shares 30 business days before the pricing date, deducting the ex-rights and dividends of gratuitous share allotment, and adding back the stock price per share after adding back the anti-ex-rights of capital reduction.

The actual pricing date and the actual issuance price shall be within the range of not less than the majority of the resolution of the shareholders' meeting, and the board of directors is authorized to decide based on the circumstances of the specific person and market conditions in the future. The basis for setting the aforementioned private placement price complies with the provisions of "Directions for Public Companies Conducting Private Placements of Securities " and also considers that there are strict restrictions on the transfer time, objects and quantity of private placement common shares. Therefore, the setting of this private placement price should be reasonable.

B 、 Specific person selection method

(a) The method of applicant selection: The targets of this issuance of common shares are limited to specific persons who comply with the provisions of Article 43-6 of the Securities and Exchange Act and other relevant laws and regulations and relevant letters and explanations from the competent authorities.

(b) The purpose, necessity and expected benefits of applicant selection: To strengthen the competitive advantage of the product market and coordinate with the company's future product planning, it is necessary to introduce strategic partners. Through strategic partner applicant, the operational competitiveness of the company's product market can be stabilized and strengthened.

(c) The relationship between the applicant and the company: The company has not yet decided on a specific applicant, and the selection of the actual applicant will be submitted to the shareholders' meeting to authorize the board of directors to decide in accordance with the above-mentioned laws.

C 、 Necessary reasons for conducting private placement

(a) The reason for not using public offering: In order to introduce strategic partners in response to the company's long-term development and to stabilize and strengthen the company's product market operation competitiveness, and considering that private placement targets, private placement methods are relatively quick and simple, such as issuing securities through raising, it may not be easy to obtain the required funds smoothly in the short term. It is planned to use private placement to increase cash capital and issue common stock to raise funds from specific people. By authorizing the board of directors to conduct private placement based on market conditions and in line with the company's actual needs, it will increase the company's flexibility and efficiency to raise capital. The restriction on the transfer of privately-placed securities within three years will further ensure the long-term cooperative relationship between the company and its strategic partners.

(b) Private placement quota: within the quota of no more than 50,000,000 shares, it will be conducted in batches (up to two batches) within one year from the date of resolution of the shareholders' meeting. The actual fundraising quota is planned to be authorized by the board of directors based on the current market conditions, the actual needs of the company, and handle it by contacting a specific person.

(c) Manage the use of funds from the private placement and expected benefits: The funds raised in each batch will be used to meet the company's long-term operational and development needs and to replenish working capital. Each batch of private placement is expected to reduce the company's operational risks, strengthen its financial structure, and improve future operational performance, thus positively benefiting shareholders' equity.

D 、 Rights and Obligations: The rights and obligations of this private placement of common shares are the same as the existing issued shares of the Company; however, in accordance with the provisions of the Securities and Exchange Law, unless certain circumstances are met, the company's private

placement of common shares within three years from the date of delivery, except in accordance with except for the transfer objects stipulated in Article 43-8 of the Act, the remaining assets may not be sold. Three years after the completion of this private placement of common shares from the date of delivery, the board of directors is authorized to decide based on the current situation whether to obtain a letter of consent from the Taiwan Stock Exchange for the issuance of listing standards in accordance with relevant regulations, and then submit the issuance procedures to the Financial Supervisory Commission, and apply for listing and trading.

E、After this private placement and the introduction of strategic partners, there will be no major changes in management rights.

F、This private placement of common shares will be conducted in batches (up to two batches) within one year from the date of submitting the resolution to the shareholders' meeting.

The main contents of the plan for private placement of common stock, including the actual number of private placement shares, the actual private placement price, and the selection of applicants, pricing date, record date, project items, use and status of funds, expected results and other related matters and so on, if changes are required due to approval by the competent authority or based on operational assessment or due to objective circumstances, it is proposed to the shareholders' meeting to authorize the board of directors to handle it with full authority.

G、In addition to the scope of authorization mentioned above, it is proposed that the shareholders' meeting authorize the chairman to sign, negotiate and change all contracts and documents related to the issuance of common shares through private placement on behalf of the company, and to handle all matters necessary for the company to issue common shares through private placement.

3. Please approve.

Resolution :

Extemporary Motions

Meeting Adjourned

TXC Corporation Business Report

Looking back at 2025, the global economic environment teemed with both a surge of advanced technological innovation and the turbulence of geopolitical conflicts. While the world still faces regional inflationary pressures, international trade protectionism, and supply chain challenges brought about by climate change, the quartz frequency component industry has ushered in a structural growth opportunity as artificial intelligence permeates from cloud data centers to edge computing devices, and as self-driving cars and low-Earth orbit satellite technologies continue to advance. TXC Corporation, as a global leader in precision quartz components frequency solutions, has consistently upheld its core values of "integrity, pragmatism, innovation, and service," not only maintaining its foothold in the volatile market but also achieving breakthroughs in both operational performance and sustainable development in 2025.

The consolidated operating revenue for the full year 2025 is NT\$13.349 billion (budget achievement rate of approximately 102.1%), an increase of approximately 5.3% compared to the previous year's consolidated operating revenue of NT\$12.672 billion; net profit after tax is NT\$1.805 billion (budget achievement rate of approximately 108.7%), a decrease of approximately 15.6% compared to the previous year's net profit after tax of NT\$2.137 billion; basic earnings per share after tax is NT\$5.28, a decrease of approximately 19.4% compared to the previous year's basic earnings per share after tax of NT\$6.55; and return on equity (ROE) is 11.1%.

The global economic situation in 2025 will exhibit distinct characteristics of "multipolarity" and "risk orientation." The AI computing power race is shifting from the cloud to endpoints, and these terminal devices and high-speed communication operations are placing unprecedented demands on the precision, power consumption, and anti-interference capabilities of frequency control components. Our company closely follows customer specifications and the development of end-user application technologies, launching competitive and market-compliant products in a timely manner, successfully entering the global mainstream communication equipment and mobile device supply chain. With international trade tariff barriers and regional conflicts remaining constant, supply chain "resilience" has become a primary consideration in customer procurement decisions. Considering international geopolitical risks and a balanced global production capacity layout, our Indonesian plant successfully achieved its capacity ramp-up targets in 2025, forming a highly complementary global supply network with our plants in Pingzhen, Taiwan; Ningbo, China; and Chongqing, China. Although the global electric vehicle market has entered a period of stability, the "intelligentization" of vehicles continues to accelerate, with a significant increase in the number of frequency components in self-driving electric vehicles. Our company is also accelerating its efforts in the automotive electronics and intelligent transportation fields. Artificial intelligence applications, network communications, and automotive electronics products now account for over 40% of revenue, becoming the company's three most stable pillars of long-term growth.

Our company understands that outstanding enterprises must possess the resilience to cope with extreme environmental changes and the impact of energy conservation and emission reduction trends. In 2025, we also achieved a significant milestone in ESG (Environmental, Social, and Governance) development. All plants continue to expand their use of renewable energy, and by 2025, the consolidated proportion of renewable energy in the group's total energy consumption will exceed 15%, achieving the annual target ahead of schedule. Building upon existing ISO 14064 greenhouse gas inventory, ISO 14067 product carbon footprint, and ISO 50001 energy management international third-party certifications, the company also obtained ISO 20400 supply chain sustainable procurement management assessment in 2025, extending its sustainable development philosophy and phased goals to key suppliers. The aim is to establish a more secure and resilient global supply chain ecosystem. We have also comprehensively upgraded the group's information security protection system, utilizing stronger and more effective cybersecurity technologies to

ensure the core rights and interests of investors and customers. These actions not only align with global trends and the stringent requirements of international customers but also fully demonstrate the company's determination and commitment to sustainable development.

Looking ahead to 2026, we will face more diverse application scenarios and more stringent technological challenges. With the increasing coverage of low-Earth orbit satellite communication networks, high-speed artificial intelligence computing, automotive electronics, and terminal WiFi 7, the demand for high-frequency, stable, and wide-temperature operating components will experience further explosive growth. Our company has completed the initial deployment of related products and actively participates in the formulation of customers' early design specifications. We will also continue to increase our R&D investment, exploring the cross-border integration of quartz and semiconductor processes (MEMS), and are committed to developing higher frequency, smaller, more stable, and highly integrated clock modules to meet the future needs of wearable devices and the robotics industry. Facing an uncertain international situation, Taiwan Spectrum will maintain a sound financial structure and flexible production configuration. We are confident that we can still provide the most reliable support to our global customers, regardless of changes in tariff policies or supply chain bottlenecks. Taiwan Spectrum is ready to meet every challenge of the future. We firmly believe that through continuous technological breakthroughs, deepened capacity layout, and a firm commitment to sustainability, we will be able to create the greatest long-term value for shareholders, employees, and society in the fierce global competition.

Chairman: **Lin, Wan-Shing**

Manager: **Kuo, Ya-Ping**

Accounting Supervisor: **Hong, Guan-Wen**

Audit and Risk Committee's Review Report

The Board of Directors has prepared the Company's 2025 business report, consolidated financial statements, the individual financial statements and proposal of earnings distribution, of which the consolidated financial statements and the individual financial statements have been audited by independent auditors Mr. Hsieh, Ming-Chung and Mr. Peng, Yi-Hua of Deloitte & Touche. The business report, consolidated financial statements, the individual financial statements and proposal of earnings distribution have been recognized by Audit and Risk Committee according to Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act. Please examine.

TXC Corporation 2026 Annual Shareholders' Meeting

TXC Corporation

Convener of the Audit and Risk Committee : **Yu, Shang-Wu**

March 13, 2026

TXC Corporation and Subsidiaries

**Consolidated Financial Statements for the
Years Ended December 31, 2025 and 2024 and
Independent Auditors' Report**


DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2025 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as provided in International Financial Reporting Standard 10 “Consolidated Financial Statements”. Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Hence, we do not prepare a separate set of consolidated financial statements of affiliates.

Very truly yours,

TXC CORPORATION

By

A handwritten signature in black ink, appearing to read "Peter Lin", written over a horizontal line.

PETER LIN
Chairman

March 13, 2026

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
TXC Corporation

Opinion

We have audited the accompanying consolidated financial statements of TXC Corporation (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2025 and 2024, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "consolidated financial statements").

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

Basis for Opinion

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

Key Audit Matters

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

The key audit matter identified in the Group's consolidated financial statements for the year ended December 31, 2025 is stated as follows:

The Authenticity of Sales Revenue from Specific Customers

Sales revenue is the primary indicator used by management to evaluate business performance. We analyzed customer-specific sales revenue information and identified customers that met certain criteria. Based on our assessment, the sales revenue of these customers was subject to higher risk; therefore, the authenticity of revenue recognition from these customers was identified as a key audit matter. For the accounting policy for revenue recognition, please refer to Note 4.

The key audit procedures that we performed included the following:

1. We obtained an understanding of and tested the appropriateness of the design and the implementation of internal control system that is related to revenue recognition.
2. We selected samples from the revenue details of specific customers, checked the sales orders, delivery notes, shipping documents and invoices of the relevant transactions and reconcile them with the recorded amounts to confirm the authenticity of the revenue.
3. Obtain the subsequent receipt details for specific customers, verify the related supporting documents, and examine whether there are any anomalies between the sales counterparties and the payment counterparties to ensure the authenticity of revenue.

Other Matter

We have audited the accompanying parent company only financial statements of TXC Corporation as of December 31, 2025 and 2024 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Ming-Chung Hsieh and Yi-Hua Peng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2026

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. 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.

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 3,877,499	18	\$ 3,906,374	18
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	1,958,062	9	1,467,890	7
Financial assets at amortized cost - current (Notes 4 and 9)	346,777	2	104,092	-
Notes receivable (Notes 4 and 10)	210,500	1	190,906	1
Trade receivables (Notes 4 and 10)	3,435,759	16	3,560,547	16
Trade receivables from related parties (Notes 4, 10 and 29)	19,472	-	8,903	-
Finance lease receivables - current (Note 11)	2,396	-	4,640	-
Other receivables (Note 4)	64,227	-	70,868	-
Other receivables from related parties (Notes 4 and 29)	854	-	834	-
Current tax assets (Notes 4 and 24)	78,982	-	78,982	-
Inventories (Notes 4 and 12)	2,732,019	12	2,825,101	13
Other current assets	222,182	1	340,137	2
Total current assets	12,948,729	59	12,559,274	57
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	132,850	1	400,903	2
Financial assets at amortized cost - non-current (Notes 4 and 9)	-	-	215,803	1
Investments accounted for using the equity method (Notes 4 and 14)	445,948	2	464,962	2
Property, plant and equipment (Notes 4 and 15)	7,255,081	33	6,984,104	31
Right-of-use assets (Notes 4, 16 and 29)	194,698	1	208,109	1
Investment properties (Notes 4 and 17)	576,211	3	610,690	3
Other intangible assets (Note 4)	47,887	-	42,044	-
Deferred tax assets (Notes 4 and 24)	36,628	-	39,156	-
Finance lease receivables - non-current (Note 11)	-	-	2,444	-
Prepayment for equipment	165,649	1	628,193	3
Net defined benefit assets - non-current (Notes 4 and 20)	-	-	5,227	-
Other non-current assets	15,822	-	9,617	-
Total non-current assets	8,870,774	41	9,611,252	43
TOTAL	\$ 21,819,503	100	\$ 22,170,526	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 18)	\$ 395,480	2	\$ 206,126	1
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	274	-	-	-
Contract liabilities - current (Notes 12 and 22)	-	-	42	-
Trade payables	1,695,801	8	1,689,082	8
Trade payables to related parties (Note 29)	21,684	-	1,767	-
Other payables (Note 19)	1,351,184	6	1,311,297	6
Other payables to related parties (Note 29)	1,374	-	16,989	-
Current tax liabilities (Notes 4 and 24)	109,474	-	96,968	1
Lease liabilities - current (Notes 4, 16 and 29)	6,500	-	8,400	-
Deferred revenue - current (Notes 19 and 26)	51,956	-	44,746	-
Current portion of long-term liabilities (Note 18)	385,281	2	728,189	3
Other current liabilities	50,330	-	95,303	-
Total current liabilities	4,069,338	18	4,198,909	19
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 18)	1,281,436	6	1,187,027	5
Deferred tax liabilities (Notes 4 and 24)	140,677	1	139,428	1
Lease liabilities - non-current (Notes 4, 16 and 29)	1,814	-	8,349	-
Deferred revenue - non-current (Notes 19 and 26)	159,919	1	62,028	-
Guarantee deposits received	129,524	-	130,606	1
Total non-current liabilities	1,713,370	8	1,527,438	7
Total liabilities	5,782,708	26	5,726,347	26
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 21)				
Share capital				
Ordinary shares	3,429,930	16	3,429,930	15
Capital surplus	4,622,037	21	4,622,137	21
Retained earnings				
Legal reserve	2,653,110	12	2,437,715	11
Special reserve	222,793	1	527,767	3
Unappropriated earnings	5,729,985	26	5,379,666	24
Total retained earnings	8,605,888	39	8,345,148	38
Other equity				
Exchange differences on translation of the financial statements of foreign operations	(369,158)	(2)	(140,531)	-
Unrealized (loss) gain on financial assets at fair value through other comprehensive income	(104,942)	-	67,671	-
Total other equity	(474,100)	(2)	(72,860)	-
Treasury shares	(264,017)	(1)	-	-
Total equity attributable to owners of the Company	15,919,738	73	16,324,355	74
NON-CONTROLLING INTERESTS				
Total equity	16,036,795	74	16,444,179	74
TOTAL	\$ 21,819,503	100	\$ 22,170,526	100

The accompanying notes are an integral part of the consolidated financial statements.

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

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

	2025		2024	
	Amount	%	Amount	%
SALES (Notes 4, 22 and 29)	\$ 13,348,901	100	\$ 12,672,258	100
COST OF GOODS SOLD (Notes 12, 23 and 29)	<u>(8,938,963)</u>	<u>(67)</u>	<u>(8,185,113)</u>	<u>(65)</u>
GROSS PROFIT	<u>4,409,938</u>	<u>33</u>	<u>4,487,145</u>	<u>35</u>
OPERATING EXPENSES (Notes 23 and 29)				
Selling and marketing expenses	540,365	4	534,537	4
General and administrative expenses	785,386	6	735,199	6
Research and development expenses	<u>1,060,519</u>	<u>8</u>	<u>1,080,925</u>	<u>8</u>
Total operating expenses	<u>2,386,270</u>	<u>18</u>	<u>2,350,661</u>	<u>18</u>
PROFIT FROM OPERATIONS	<u>2,023,668</u>	<u>15</u>	<u>2,136,484</u>	<u>17</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 23)	53,661	-	72,417	1
Other income (Notes 23 and 29)	221,634	2	137,373	1
Other gains and losses (Notes 23 and 29)	(39,462)	-	268,509	2
Finance costs (Note 23)	(66,806)	(1)	(56,143)	(1)
Shares of profits of associates and joint ventures (Note 14)	<u>7,629</u>	<u>-</u>	<u>16,200</u>	<u>-</u>
Total non-operating income and expenses	<u>176,656</u>	<u>1</u>	<u>438,356</u>	<u>3</u>
PROFIT BEFORE INCOME TAX	2,200,324	16	2,574,840	20
INCOME TAX EXPENSE (Notes 4 and 24)	<u>(395,985)</u>	<u>(3)</u>	<u>(438,301)</u>	<u>(3)</u>
NET PROFIT FOR THE YEAR	<u>1,804,339</u>	<u>13</u>	<u>2,136,539</u>	<u>17</u>
OTHER COMPREHENSIVE (LOSS) INCOME				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	12,247	-	16,307	-
Unrealized gain on investments in equity instruments at fair value through other comprehensive income	54,661	1	12,793	-
Share of the other comprehensive income of associates and joint ventures accounted for using the equity method	<u>248</u>	<u>-</u>	<u>165</u>	<u>-</u>
	<u>67,156</u>	<u>1</u>	<u>29,265</u>	<u>-</u>

(Continued)

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

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

	2025		2024	
	Amount	%	Amount	%
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	\$ (236,655)	(2)	\$ 424,239	4
Share of the other comprehensive (loss) income of associates and joint ventures accounted for using the equity method	<u>(3,775)</u>	<u>-</u>	<u>17,936</u>	<u>-</u>
	<u>(240,430)</u>	<u>(2)</u>	<u>442,175</u>	<u>4</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(173,274)</u>	<u>(1)</u>	<u>471,440</u>	<u>4</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,631,065</u>	<u>12</u>	<u>\$ 2,607,979</u>	<u>21</u>
NET PROFIT ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,804,534	14	\$ 2,137,415	17
Non-controlling interests	<u>(195)</u>	<u>-</u>	<u>(876)</u>	<u>-</u>
	<u>\$ 1,804,339</u>	<u>14</u>	<u>\$ 2,136,539</u>	<u>17</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
Owners of the Company	\$ 1,643,063	12	\$ 2,608,855	21
Non-controlling interests	<u>(11,998)</u>	<u>-</u>	<u>(876)</u>	<u>-</u>
	<u>\$ 1,631,065</u>	<u>12</u>	<u>\$ 2,607,979</u>	<u>21</u>
EARNINGS PER SHARE (Note 25)				
From continuing operations				
Basic	<u>\$ 5.28</u>		<u>\$ 6.55</u>	
Diluted	<u>\$ 5.23</u>		<u>\$ 6.39</u>	

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company												
	Shares (In Thousands)	Share Capital			Retained Earnings			Others		Treasury Shares	Total	Non-controlling Interests	Total Equity
		Ordinary Shares	Bond Conversion Entitlement Certificates	Capital Surplus	Legal Reserve	Special Reserve	Unappropriated Earnings	Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income				
BALANCE ON JANUARY 1, 2024	309,758	\$ 3,097,570	\$ 9	\$ 1,718,693	\$ 2,243,247	\$ 143,071	\$ 5,198,793	\$ (582,706)	\$ 54,939	\$ -	\$ 11,873,616	\$ -	\$ 11,873,616
Appropriation of 2023 earnings (Note 21)													
Legal reserve	-	-	-	-	194,468	-	(194,468)	-	-	-	-	-	-
Special reserve	-	-	-	-	-	384,696	(384,696)	-	-	-	-	-	-
Cash dividends distributed by the company	-	-	-	-	-	-	(1,393,911)	-	-	-	(1,393,911)	-	(1,393,911)
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	2,137,415	-	-	-	2,137,415	(876)	2,136,539
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	16,533	442,175	12,732	-	471,440	-	471,440
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	2,153,948	442,175	12,732	-	2,608,855	(876)	2,607,979
Convertible bonds converted to ordinary shares	8,235	82,360	(9)	816,091	-	-	-	-	-	-	898,442	-	898,442
Donations from shareholders	-	-	-	(147)	-	-	-	-	-	-	(147)	-	(147)
Issuance of ordinary shares for cash	25,000	250,000	-	2,087,500	-	-	-	-	-	-	2,337,500	-	2,337,500
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	120,700	120,700
BALANCE ON DECEMBER 31, 2024	342,993	3,429,930	-	4,622,137	2,437,715	527,767	5,379,666	(140,531)	67,671	-	16,324,355	119,824	16,444,179
Appropriation of 2024 earnings (Note 21)													
Legal reserve	-	-	-	-	215,395	-	(215,395)	-	-	-	-	-	-
Reversal of special reserve	-	-	-	-	-	(304,974)	304,974	-	-	-	-	-	-
Cash dividends distributed by the company	-	-	-	-	-	-	(1,783,563)	-	-	-	(1,783,563)	-	(1,783,563)
Net profit for the year ended December 31, 2025	-	-	-	-	-	-	1,804,534	-	-	-	1,804,534	(195)	1,804,339
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	-	12,533	(228,627)	54,623	-	(161,471)	(11,803)	(173,274)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	-	1,817,067	(228,627)	54,623	-	1,643,063	(11,998)	1,631,065
Donations from shareholders	-	-	-	(100)	-	-	-	-	-	-	(100)	-	(100)
Disposal of investments in equity instruments designated as at fair value through other comprehensive income	-	-	-	-	-	-	227,236	-	(227,236)	-	-	-	-
Buy-back of ordinary shares	-	-	-	-	-	-	-	-	-	(264,017)	(264,017)	-	(264,017)
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	9,231	9,231
BALANCE ON DECEMBER 31, 2025	342,993	\$ 3,429,930	\$ -	\$ 4,622,037	\$ 2,653,110	\$ 222,793	\$ 5,729,985	\$ (369,158)	\$ (104,942)	\$ (264,017)	\$ 15,919,738	\$ 117,057	\$ 16,036,795

The accompanying notes are an integral part of the consolidated financial statements.

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,200,324	\$ 2,574,840
Adjustments for:		
Depreciation expense	1,232,541	1,163,646
Amortization expense	15,095	17,946
Net gain on fair value changes of financial assets and liabilities at fair value through profit or loss	(26,455)	(31,998)
Finance costs	66,806	56,143
Interest income	(53,661)	(72,417)
Dividend income	(1,072)	(4,651)
Share of profit of associates and joint ventures	(7,629)	(16,200)
(Gain) loss on disposal of property, plant and equipment	(11,500)	332
Impairment reversed on property, plant and equipment	(296)	(5,617)
Write-down of inventories	9,778	10,625
Changes in operating assets and liabilities		
Notes receivable	(19,594)	(103,335)
Trade receivables	124,856	(401,317)
Trade receivables from related parties	(10,569)	(526)
Other receivables	6,116	(38,621)
Other receivables from related parties	(20)	359
Inventories	83,474	(432,526)
Other current assets	117,955	(230,938)
Finance lease receivables	4,415	4,166
Contract liabilities	(42)	-
Trade payables	6,719	274,124
Trade payables to related parties	19,917	797
Other payables	39,657	209,776
Other payables to related parties	(15,615)	15,000
Other current liabilities	(44,973)	27,655
Net defined benefit assets	20,536	(4,948)
Deferred revenue	105,101	(12,110)
Cash generated from operations	3,861,864	3,000,205
Interest paid	(66,576)	(50,194)
Income tax paid	(382,548)	(354,352)
Net cash generated from operating activities	<u>3,412,740</u>	<u>2,595,659</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	310,701	-
Purchase of financial assets at amortized cost	(35,540)	(5,082)
Purchase of financial assets at fair value through profit or loss	(547,329)	(787,253)
Payments for property, plant and equipment	(1,198,467)	(2,198,588)
Proceeds from disposal of property, plant and equipment	97,440	53,795
Payments for intangible assets	(21,565)	(13,503)

(Continued)

TXC CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Increase in other non-current assets	\$ (6,205)	\$ -
Decrease in other non-current assets	-	72
Increase in prepayment for equipment	-	(280,174)
Interest received	54,176	72,251
Dividends received	<u>23,087</u>	<u>22,215</u>
Net cash used in investing activities	<u>(1,323,702)</u>	<u>(3,136,267)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds of short-term borrowings	166,449	-
Repayments of short-term borrowings	-	(46,754)
Repayment of bonds payable	-	(301,400)
Proceeds from long-term borrowings	2,899,501	3,757,731
Repayments of long-term borrowings	(3,120,091)	(4,435,716)
Proceeds from guarantee deposits received	-	50,815
Refund of guarantee deposits received	(1,082)	-
Repayment of the principal portion of lease liabilities	(8,228)	(8,209)
Dividends paid to owners of the Company	(1,783,563)	(1,393,911)
Proceeds from issuance of ordinary shares	-	2,337,500
Payments for buy-back of ordinary shares	(264,017)	-
Changes in non-controlling interests	9,231	120,700
Other changes in capital surplus	<u>(100)</u>	<u>(147)</u>
Net cash (used in) generated from financing activities	<u>(2,101,900)</u>	<u>80,609</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>(16,013)</u>	<u>162,104</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(28,875)	(297,895)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>3,906,374</u>	<u>4,204,269</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,877,499</u>	<u>\$ 3,906,374</u>

The accompanying notes are an integral part of the consolidated financial statements.

(Concluded)

TXC Corporation

**Parent Company Only Financial Statements for the
Years Ended December 31, 2025 and 2024 and
Independent Auditors' Report**

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
TXC Corporation

Opinion

We have audited the accompanying parent company only financial statements of TXC Corporation (the "Company"), which comprise the parent company only balance sheets as of December 31, 2025 and 2024, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the parent company only financial statements, including material accounting policy information (collectively referred to as the "parent company only financial statements").

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

Basis for Opinion

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

Key Audit Matters

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

The key audit matter identified in the Company's parent company only financial statements for the year ended December 31, 2025 is stated as follows:

The authenticity of sales revenue from specific customers

Sales revenue is the primary indicator used by management to evaluate business performance. We analyzed customer-specific sales revenue information and identified customers that met certain criteria. Based on our assessment, the sales revenue of these customers was subject to higher risk; therefore, the authenticity of revenue recognition from these customers was identified as a key audit matter.

The key audit procedures that we performed included the following:

1. We obtained an understanding for specific customers and tested the appropriateness of the design and the implementation of internal control system that is related to revenue recognition.
2. We selected samples from the revenue details of specific customers, checked the sales orders, delivery notes, shipping documents and invoices of the relevant transactions and reconcile them with the recorded amounts to confirm the authenticity of the revenue.
3. Obtain the subsequent receipt details for specific customers, verify the related supporting documents, and examine whether there are any anomalies between the sales counterparties and the payment counterparties to ensure the authenticity of revenue.

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

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

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

Those charged with governance, including the audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

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

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

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

The engagement partners on the audits resulting in this independent auditors' report are Ming-Chung Hsieh and Yi-Hua Peng.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 13, 2026

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. 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 financial statements shall prevail.

TXC CORPORATION

PARENT COMPANY ONLY BALANCE SHEETS DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

ASSETS	2025		2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 1,998,906	10	\$ 2,296,766	11
Financial assets at fair value through profit or loss - current (Notes 4 and 7)	17,353	-	61,965	-
Financial assets at amortized cost - current (Notes 4 and 9)	104,016	1	78,674	-
Trade receivables (Notes 4 and 10)	2,536,036	13	2,703,385	14
Trade receivables from related parties (Notes 4, 10 and 26)	309,873	2	351,713	2
Other receivables (Notes 4 and 10)	55,114	-	60,308	-
Other receivables from related parties (Notes 4 and 26)	9	-	1,086	-
Current tax assets (Notes 4 and 22)	78,982	-	78,982	-
Inventories (Notes 4 and 11)	1,489,550	8	1,503,653	8
Other current assets	18,164	-	129,062	1
Total current assets	<u>6,608,003</u>	<u>34</u>	<u>7,265,594</u>	<u>36</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 4 and 8)	38,079	-	96,392	1
Investments accounted for using the equity method (Notes 4 and 12)	10,117,173	51	9,587,307	48
Property, plant and equipment (Notes 4 and 13)	2,709,173	14	2,482,549	13
Right-of-use assets (Notes 4 and 14)	6,368	-	11,302	-
Investment properties (Notes 4 and 15)	14,745	-	15,966	-
Intangible assets (Note 4)	15,424	-	9,130	-
Deferred tax assets (Notes 4 and 22)	15,914	-	23,383	-
Prepayment for equipment	116,306	1	412,507	2
Refundable deposits	3,480	-	3,572	-
Net defined benefit assets - non-current (Notes 4 and 18)	-	-	5,227	-
Total non-current assets	<u>13,036,662</u>	<u>66</u>	<u>12,647,335</u>	<u>64</u>
TOTAL	<u>\$ 19,644,665</u>	<u>100</u>	<u>\$ 19,912,929</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 16)	\$ 251,504	1	\$ -	-
Financial liabilities at fair value through profit or loss - current (Notes 4 and 7)	274	-	-	-
Trade payables	592,965	3	545,977	3
Trade payables to related parties (Note 26)	1,140,374	6	1,100,132	6
Other payables (Note 17)	700,409	4	692,348	4
Other payables to related parties (Note 26)	1,193	-	16,852	-
Current tax liabilities (Notes 4 and 22)	21,751	-	49,629	-
Lease liabilities - current (Notes 4 and 14)	4,697	-	4,896	-
Current portion of long-term borrowings and bonds payable (Note 16)	33,333	-	419,333	2
Other current liabilities	26,905	-	71,630	-
Total current liabilities	<u>2,773,405</u>	<u>14</u>	<u>2,900,797</u>	<u>15</u>
NON-CURRENT LIABILITIES				
Long-term borrowings (Note 16)	800,000	4	533,333	3
Deferred tax liabilities (Notes 4 and 22)	114,647	1	108,649	-
Lease liabilities - non-current (Notes 4 and 14)	1,814	-	6,511	-
Guarantee deposits received	35,061	-	39,284	-
Total non-current liabilities	<u>951,522</u>	<u>5</u>	<u>687,777</u>	<u>3</u>
Total liabilities	<u>3,724,927</u>	<u>19</u>	<u>3,588,574</u>	<u>18</u>
EQUITY (Note 19)				
Ordinary shares	3,429,930	17	3,429,930	17
Capital surplus	4,622,037	23	4,622,137	23
Retained earnings				
Legal reserve	2,653,110	14	2,437,715	12
Special reserve	222,793	1	527,767	3
Unappropriated earnings	5,729,985	29	5,379,666	27
Total retained earnings	<u>8,605,888</u>	<u>44</u>	<u>8,345,148</u>	<u>42</u>
Other equity				
Exchange differences on translating the financial statements of foreign operations	(369,158)	(2)	(140,531)	(1)
Unrealized gain on financial assets at fair value through other comprehensive income	(104,942)	-	67,671	1
Total other equity	<u>(474,100)</u>	<u>(2)</u>	<u>(72,860)</u>	<u>-</u>
Treasury shares	(264,017)	(1)	-	-
Total equity	<u>15,919,738</u>	<u>81</u>	<u>16,324,355</u>	<u>82</u>
TOTAL	<u>\$ 19,644,665</u>	<u>100</u>	<u>\$ 19,912,929</u>	<u>100</u>

The accompanying notes are an integral part of the parent company only financial statements.

TXC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

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

	2025		2024	
	Amount	%	Amount	%
SALES (Notes 4, 20 and 26)	\$ 9,812,882	100	\$ 9,821,044	100
COST OF GOODS SOLD (Notes 11, 21 and 26)	<u>7,780,915</u>	<u>79</u>	<u>7,672,257</u>	<u>78</u>
GROSS PROFIT	2,031,967	21	2,148,787	22
UNREALIZED GAIN ON TRANSACTIONS WITH ASSOCIATES/AND JOINT VENTURES	(13,234)	-	(14,091)	-
REALIZED GAIN ON TRANSACTIONS WITH ASSOCIATES/AND JOINT VENTURES	<u>14,091</u>	<u>-</u>	<u>9,266</u>	<u>-</u>
REALIZED GROSS PROFIT	<u>2,032,824</u>	<u>21</u>	<u>2,143,962</u>	<u>22</u>
OPERATING EXPENSES (Notes 4, 21 and 26)				
Selling and marketing expenses	261,174	2	261,769	3
General and administrative expenses	266,320	3	247,924	2
Research and development expenses	<u>694,855</u>	<u>7</u>	<u>723,146</u>	<u>7</u>
Total operating expenses	<u>1,222,349</u>	<u>12</u>	<u>1,232,839</u>	<u>12</u>
PROFIT FROM OPERATIONS	<u>810,475</u>	<u>9</u>	<u>911,123</u>	<u>10</u>
NON-OPERATING INCOME AND EXPENSES				
Interest income (Note 21)	37,180	-	44,432	-
Other income (Notes 21 and 26)	51,324	-	26,943	-
Other gains and losses (Notes 21 and 26)	(37,826)	-	194,291	2
Finance costs (Note 21)	(36,043)	-	(38,206)	-
Shares of profits of associates and joint ventures (Note 12)	<u>1,182,639</u>	<u>12</u>	<u>1,260,804</u>	<u>13</u>
Total non-operating income and expenses	<u>1,197,274</u>	<u>12</u>	<u>1,488,264</u>	<u>15</u>
PROFIT BEFORE INCOME TAX	2,007,749	21	2,399,387	25
INCOME TAX EXPENSE (Notes 4 and 22)	<u>203,215</u>	<u>2</u>	<u>261,972</u>	<u>3</u>
NET PROFIT FOR THE YEAR	<u>1,804,534</u>	<u>19</u>	<u>2,137,415</u>	<u>22</u>

(Continued)

TXC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2025		2024	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 12,247	-	\$ 16,307	-
Unrealized loss on investments in equity instruments at fair value through other comprehensive income	6,027	-	(74,943)	(1)
Share of the other comprehensive income of associates and joint ventures accounted for using the equity method	<u>48,882</u>	<u>1</u>	<u>87,901</u>	<u>1</u>
	<u>67,156</u>	<u>1</u>	<u>29,265</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translation of the financial statements of foreign operations	(224,852)	(3)	424,239	5
Share of the other comprehensive income (loss) of associates and joint ventures accounted for using the equity method	<u>(3,775)</u>	<u>-</u>	<u>17,936</u>	<u>-</u>
	<u>(228,627)</u>	<u>(3)</u>	<u>442,175</u>	<u>5</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(161,471)</u>	<u>(2)</u>	<u>471,440</u>	<u>5</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 1,643,063</u>	<u>17</u>	<u>\$ 2,608,855</u>	<u>27</u>
EARNINGS PER SHARE (Note 23)				
From continuing operations				
Basic	<u>\$ 5.28</u>		<u>\$ 6.55</u>	
Diluted	<u>\$ 5.23</u>		<u>\$ 6.39</u>	

The accompanying notes are an integral part of the parent company only financial statements. (Concluded)

TXC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company							Others		Treasury shares	Total Equity
	Shares (In Thousands)	Share Capital		Capital Surplus	Retained Earnings			Exchange Differences on Translating the Financial Statements of Foreign Operations	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
		Ordinary Share	Bond Conversion Entitlement		Legal Reserve	Special Reserve	Unappropriated Earnings				
BALANCE ON JANUARY 1, 2024	309,758	\$ 3,097,570	\$ 9	\$ 1,718,693	\$ 2,243,247	\$ 143,071	\$ 5,198,793	\$ (582,706)	\$ 54,939	\$ -	\$ 11,873,616
Appropriation of 2023 earnings (Note 19)											
Legal reserve	-	-	-	-	194,468	-	(194,468)	-	-	-	-
Special reserve	-	-	-	-	-	384,696	(384,696)	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(1,393,911)	-	-	-	(1,393,911)
Net profit for the year ended December 31, 2024	-	-	-	-	-	-	2,137,415	-	-	-	2,137,415
Other comprehensive income (loss) for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	16,533	442,175	12,732	-	471,440
Total comprehensive income (loss) for the year ended December 31, 2024	-	-	-	-	-	-	2,153,948	442,175	12,732	-	2,608,855
Convertible bond converted to ordinary shares	8,235	82,360	(9)	816,091	-	-	-	-	-	-	898,442
Donations from shareholders	-	-	-	(147)	-	-	-	-	-	-	(147)
Issuance of ordinary shares for cash	25,000	250,000	-	2,087,500	-	-	-	-	-	-	2,337,500
BALANCE ON DECEMBER 31, 2024	342,993	3,429,930	-	4,622,137	2,437,715	527,767	5,379,666	(140,531)	67,671	-	16,324,355
Appropriation of 2024 earnings (Note 19)											
Legal reserve	-	-	-	-	215,395	-	(215,395)	-	-	-	-
Special reserve	-	-	-	-	-	(304,974)	304,974	-	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	(1,783,563)	-	-	-	(1,783,563)
Net profit for the year ended December 31, 2025	-	-	-	-	-	-	1,804,534	-	-	-	1,804,534
Other comprehensive income (loss) for the year ended December 31, 2025, net of income tax	-	-	-	-	-	-	12,533	(228,627)	54,623	-	(161,471)
Total comprehensive income (loss) for the year ended December 31, 2025	-	-	-	-	-	-	1,817,067	(228,627)	54,623	-	1,643,063
Donations from shareholders	-	-	-	(100)	-	-	-	-	-	-	(100)
Disposal of equity instruments at fair value through other comprehensive income	-	-	-	-	-	-	227,236	-	(227,236)	-	-
Buy-back of treasury shares	-	-	-	-	-	-	-	-	-	(264,017)	(264,017)
BALANCE ON DECEMBER 31, 2025	342,993	\$ 3,429,930	\$ -	\$ 4,622,037	\$ 2,653,110	\$ 222,793	\$ 5,729,985	\$ (369,158)	\$ (104,942)	\$ (264,017)	\$ 15,919,738

The accompanying notes are an integral part of the parent company only financial statements.

TXC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before income tax	\$ 2,007,749	\$ 2,399,387
Adjustments for:		
Depreciation expenses	497,768	510,508
Amortization expenses	7,498	10,821
Net loss (profit) on fair value changes of financial assets and liabilities at fair value through profit or loss	1,581	(5,103)
Finance costs	36,043	38,206
Interest income	(37,180)	(44,432)
Dividend income	(1,072)	(4,651)
Share of profit of associates and joint ventures	(1,182,639)	(1,260,804)
Gain on disposal of property, plant and equipment	(885)	(2,200)
Write-down of inventories	9,963	8,644
Unrealized gain on the transactions with subsidiaries, associates and joint ventures	13,234	14,091
Realized gain on the transactions with subsidiaries, associates and joint ventures	(14,091)	(9,266)
Changes in operating assets and liabilities:		
Trade receivables	167,349	(155,062)
Trade receivables from related parties	41,840	(131,723)
Other receivables	4,669	(33,761)
Other receivables from related parties	1,077	6,742
Inventories	4,140	(46,228)
Other current assets	110,898	(114,151)
Trade payables	46,988	39,180
Trade payables to related parties	40,242	25,173
Other payables	8,052	67,308
Other payables to related parties	(15,659)	14,983
Other current liabilities	(44,725)	41,297
Net defined benefit assets	20,536	(4,948)
Cash generated from operations	1,723,376	1,364,011
Interest paid	(36,034)	(32,737)
Income taxes paid	(220,688)	(165,853)
Net cash generated from operating activities	<u>1,466,654</u>	<u>1,165,421</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of financial assets at fair value through other comprehensive income	64,340	-
Purchase of financial assets at amortized cost	(104,170)	-
Proceeds from sale of financial assets at amortized cost	74,860	1,372
Purchase of financial assets at fair value through profit or loss	-	(75,185)
Proceeds from sale of financial assets at fair value through profit or loss	43,305	-
Payments for property, plant and equipment	(425,540)	(409,048)

(Continued)

TXC CORPORATION

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024 (In Thousands of New Taiwan Dollars)

	2025	2024
Proceeds from disposal of property, plant and equipment	\$ 4,389	\$ 6,128
Increase in refundable deposits	-	(1,006)
Decrease in refundable deposits	92	-
Payments for intangible assets	(13,792)	(6,358)
Increase in prepayment for equipment	-	(153,282)
Interest received	37,695	44,266
Dividend received from associates	451,880	402,840
Other dividends received	<u>23,087</u>	<u>22,215</u>
Net cash (used in) generated from investing activities	<u>156,146</u>	<u>(168,058)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	228,953	-
Repayments of bonds payable	-	(301,400)
Proceeds from long-term borrowings	2,100,000	3,000,000
Repayments of long-term borrowings	(2,219,333)	(4,336,088)
Proceeds from guarantee deposits received	-	29,734
Refund of guarantee deposits received	(4,223)	-
Repayments of principle portion of lease liabilities	(4,896)	(4,418)
Dividends paid to owners of the company	(1,783,563)	(1,393,911)
Proceeds from issuance of ordinary shares	-	2,337,500
Buy-back of treasury shares	(264,017)	-
Other changes in capital surplus	<u>(100)</u>	<u>(147)</u>
Net cash used in financing activities	<u>(1,947,179)</u>	<u>(668,730)</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES		
	<u>26,519</u>	<u>(4,704)</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(297,860)	323,929
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>2,296,766</u>	<u>1,972,837</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 1,998,906</u>	<u>\$ 2,296,766</u>

The accompanying notes are an integral part of the parent company only financial statements.

(Concluded)

TXC Corporation

TXC CORPORATION's Transfer Repurchased Shares to Employees Rules

Article 1: To motivate employee morale and enhance employee cohesion, this Company has established these Regulations for the Repurchase of Shares by Employees in accordance with Article 28-2, Paragraph 1, Subparagraph 1 of the Securities and Exchange Act and the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" promulgated by the Financial Supervisory Commission. Shares repurchased by the Company and transferred to employees shall be handled in accordance with these Regulations, except as otherwise provided by applicable laws and regulations.

Article 2: The shares transferred to employees are common shares, and their rights and obligations are the same as those of other outstanding common shares, except as otherwise provided by applicable laws and regulations and these Regulations.

Article 3: The shares repurchased may be transferred to employees in one or more installments, in accordance with these Regulations, within five years from the date of repurchase, on a date designated as an employee stock subscription base date. Any shares not transferred after the expiration of this period shall be deemed unissued shares of the Company and shall be subject to cancellation and registration changes.

Article 4: All full-time employees of the Company and all full-time employees of subsidiaries (including overseas subsidiaries) in which the Company directly or indirectly holds more than 50% of the voting shares of the same investee company who are currently employed on the subscription base date shall be eligible to subscribe for shares in accordance with the subscription amount specified in Article 5 of these Regulations. Those to whom the shares are transferred who resign (including voluntary resignation and dismissal), take unpaid leave, retire, or are laid off between the subscription base date and the subscription payment deadline shall forfeit their subscription eligibility.

Article 5: The Company shall determine the number of shares eligible for transfer based on employee rank, years of service, and outstanding performance, taking into account factors such as the total amount of repurchased shares held by the Company as of the base date and the maximum number of shares a single employee may subscribe for. The Board of Directors shall determine the specific qualifications and number of shares to be subscribed for. The Chairman of the Board shall not be authorized to determine this. However, if the employee transferring shares is a manager, the transfer must first be approved by the Compensation Committee before being submitted to the Board for resolution. If the employee is not a manager, the transfer must first be approved by the Audit and Risk Committee before being submitted to the Board for resolution.

Article 6: Procedures for the Transfer of Repurchased Shares to Employees:

1. Announce, declare, and repurchase the Company's shares within the execution period in accordance with the resolution of the Board of Directors.

2. The Board of Directors may establish and announce, in accordance with these Regulations, the base date for employee stock subscriptions, the standard for the number of shares to be subscribed, the subscription payment period, the details of the rights, and restrictions.

3. Count the actual number of shares subscribed and paid for, and handle matters such as stock transfer registration.

Article 7: The transfer price of the repurchased shares to employees shall be the average price of the actual repurchases (calculated to the nearest NTD, rounded to the nearest cent). However, if the company's issued common stock increases or decreases before the transfer, the price may be adjusted according to the increase or decrease ratio of issued shares. If the transfer is made to employees at a price lower than the average repurchase price, the transfer must be submitted to the most recent shareholders' meeting with the approval of shareholders representing a majority of the total issued shares and a two-thirds majority vote of the shareholders present. The matters specified in Article 10-1 of the "Regulations Governing Share Repurchase by Exchange-Listed and OTC-Listed Companies" must be stated in the reasons for convening the shareholders' meeting before the transfer can proceed.

Transfer price adjustment formula = Average repurchase price *

Total number of common shares repurchased / Total number of common shares outstanding before the employee transfer

Article 8: After the shares repurchased and transferred to employees and the transfer registration is completed, the remaining rights and obligations will be the same as those of the original shares, unless otherwise specified.

Article 9: When the Company repurchases shares and transfers them to employees, the transfer may only be processed after all relevant taxes have been paid in accordance with the law.

Article 10: These Rules shall take effect upon approval by the Board of Directors and may be amended by resolution of the Board of Directors; amendments shall also be reported to the shareholders' meeting.

Article 11: These Rules shall be effective as of August 4, 2025. The first revision was made on

November 3, 2025.

TXC Corporation
Shareholdings of All Directors

Record Date : March 29, 2026

Title	Name	Holding Shares
Chairman	Lin, Wan-Shing	5,030,722
Director	Lin, Jin-Bao	5,827,263
Director	Kuo, Ya-Ping	258,000
Director	Pan, Ching-Yi	0
Director	Hsu, Hsing-Hao	4,010,352
Director	Chen Chueh, Shang-Hsin	298,212
Director	Huang, Hsiang-Lin	3,379,399
Independent Director	Yu, Shang-Wu	0
Independent Director	Yen, Hsing-Fu	0
Independent Director	Chiu, Su-Mei	0
Independent Director	Chen, Ming-Yi	0

Note:

1. TXC's legal holding of all directors in number of shares are 13,719,718 shares.
2. The total shareholdings of all directors as of March 29, 2026 are 18,803,948 shares.