

Stock Code : 1304

USI Corporation
Handbook for the

2026 Annual General Meeting
of Shareholders

Date : May 29, 2026

Location : No. 33, Siwei 3rd Rd., Lingya Dist.,

Kaohsiung City

Han-Hsien International Hotel

(Physical shareholders meeting)

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USI Corporation
Procedure of the 2026 Annual General Meeting
of Shareholders

1. Calling the Meeting to Order
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10. Adjournment

USI Corporation
Year 2026
Agenda of Annual General Meeting of Shareholders

Date : May 29, 2026 (Friday) AM 09:00

Location : No. 33, Siwei 3rd Rd., Lingya Dist., Kaohsiung City

Han-Hsien International Hotel

(Physical shareholders meeting)

1. Report Items :

- (1) To report 2025 Operating results.
- (2) To report Audit Committee's Review Reports of 2025 Financial Statement.
- (3) To report 2025 remuneration of directors and employees.

2. Ratification Items :

- (1) To ratify 2025 Business Report and Financial Statements.
- (2) To ratify 2025 Earnings Distribution.

3. Discussion Item (I) :

To approve the amendment to the Operating Procedure for Acquisition or Disposition of Assets.

4. Election Item :

Election of nine directors.

5. Discussion Item (II) :

To approve the release of non-competition restrictions on directors.

6. Extemporaneous Motions :

7. Adjournment

I. Report Items :

Report 1

To report 2025 Operating results.

USI Corporation

2025 Business Report

The Company's 2025 net sales was NT\$ 8,380 million, down 5% year-on-year and achieving 83% of budget. The net operating losses was NT\$ 600 million, a decrease of NT\$ 130 million from the operating loss of the last year, but an increase of NT\$ 430 million from the budgeted operating losses. In total, the net loss after income tax was NT\$ 2,790 million, an increase of NT\$ 640 million from the net loss after income tax of the last year and an increase of NT\$ 1,200 million from the budgeted net loss after income tax.

During the year, the global petrochemical industry continued to face severe challenges. Affected by the U.S. reciprocal tariff policy, pressure from supply chain restructuring intensified, while the shale gas ethane advantage in the United States compressed the profit margins of naphtha crackers, causing ethylene prices to decline. Meanwhile, on the supply side, the petrochemical industry in Mainland China continued to launch large scale capacity expansions, resulting in product oversupply. In addition, the U.S.-China trade war triggered persistent price cutting competition, putting downward pressure on the overall market for plastics and petrochemical products in Asia. At the beginning of the year, amid market concerns that new EVA capacity in Mainland China would have an impact, downstream customers became overly pessimistic about the market outlook and continuously pushed inventories down to low levels. On the demand side, however, the deadline-driven grid connection policy for photovoltaics

stimulated module manufacturers to rush orders ahead of schedule, which drove EVA prices to stop falling and rebound in the first quarter. In early April, the United States announced its reciprocal tariff policy, which had a severe impact on downstream PE and EVA customers, especially certain brand-name footwear manufacturers that rely mainly on the North American market, whose supply chains were almost at a standstill at that time. It was not until after the outbreak of the Israel-Iran war in mid-June, and as the United States gradually finalized its tariff policies toward various countries, that downstream markets gradually regained momentum after several months of adjustment. EVA prices stopped falling and stabilized. From early August to the end of September, EVA rebounded again as photovoltaic demand recovered. By the fourth quarter, however, with new capacity commencing operations in Mainland China and South Korea, the market turned downward once again. In total, the sales volume of EVA for the year was 123,000 tons, up 7% from the last year, but the selling price fell by about 7%. By contrast, price fluctuations in HD/LLD were relatively smaller. However, some downstream customers were affected by U.S. tariffs, resulting in a decline in orders. Total HD/LLD sales volume was 78,000 tons, down 5% from the last year, and selling prices declined by 7%. Total production of EVA/PE for the year was 200,000 tons, which increased by 6% compared with the last year.

In terms of R&D, the Company continues to develop high-VA EVA products, which are used in the market applications of high-end shoes, high-end materials, and electric cables. The special grade EVA has achieved a significant breakthrough in the electric cable market. In addition, the Company continues to optimize the production process and develop new specifications for cyclic block copolymers, an optical grade material, targeting high heat resistance electronic industrial applications and high-

value-added optical lenses and high-end transparent flexible pipes and other applications. In terms of CBC business promotion, the new energy power applications and the main customers of optical lenses have completed preliminary tests. The application of food packaging film has been stable and is expanding towards the European and American markets. The semiconductor carrier has been certified by the customer and is stable in delivery. Due to the excellent performance in the application of UV sterilization, CBC materials have successfully become a first-tier brand for Chinese OEMs and medical applications. The Company is actively developing products such as sterilized water filter with well-known international brands.

In conclusion, due to the continued active expansion of EVA product sales and the decline in ethylene costs during the current year, operating loss decreased compared with the last year. In addition, net non-operating expenses amounted to NT\$ 2,340 million, mainly attributable to the Company's recognition under the equity method of a share of investment loss of NT\$ 1,450 million from its investment in Gulei Petrochemical Co., Ltd. and a share of investment loss of NT\$850 million from its subsidiaries recognized under the equity method.

The Company has been continuously promoting ESG strategies based on its core philosophy of "Creating Sustainable Value and Sharing a Sustainable Society" to actively respond to environmental and social challenges, and to integrate sustainability thinking into its operations and decision-making. The Company has set a carbon neutrality target for 2050 and is promoting energy transition and energy-saving and carbon-reduction initiatives, including plans for self-generated solar power for self-use and the procurement of green electricity. As of the end of 2025, the cumulative grid-connected capacity of the Company's solar power investments had

reached 9.04 MW, capable of generating approximately 11.303 million kWh of renewable electricity annually; during the current year, green procurement also included 478.8 kW of solar power generation equipment and a number of energy-saving improvement programs, with related cumulative investment exceeding NT\$ 50 million. At the same time, the Company completed a donation to a 5-hectare afforestation adoption project with the Experimental Forest, College of Bio-Resources and Agriculture, National Taiwan University, with annual carbon sequestration of approximately 50 metric tons of CO₂e, and participated in the Ministry of Economic Affairs' "Supply Chain Low-Carbon Transformation Guidance Project". Over the past two years, together with customers and their supply chain partners, the Company achieved a concrete reduction of 13,113 metric tons of CO₂e. The Company will continue to refine its energy-saving and carbon-reduction programs in the future. In the mid-term, it will focus on low-carbon energy transition, improvement of energy efficiency, intelligent monitoring, and the installation and use of renewable energy. In the long term, it will focus on low-carbon fuels, carbon capture and reuse, and negative carbon emission technologies, and will steadily move toward its carbon neutrality goal. In practicing social responsibility, the Company has long invested in community care and talent cultivation, and continues to participate in the adoption of the air purification zone at Renwu Special Education School, promote industry-academia collaboration with Renwu Senior High School, and provide local employment opportunities; in addition to donating NT\$ 3 million to the Alliance Cultural Foundation to support various cultural and artistic activities, the Company also supports disadvantaged groups, rural education, and environmental conservation through the USI Education Foundation, and provides scholarships and sponsorships to charitable organizations. In terms of employee care, the Group received the 1111 Job Bank "Happy Enterprise Gold Award",

demonstrating the results of its efforts in building a friendly workplace and a happy corporate culture. Looking to the future, the Company will continue to take innovation, collaboration, and strategic refinement as its core, deepen its sustainability actions, realize sound corporate operations and harmonious coexistence with the environment and society, and create long-term value for stakeholders.

Looking ahead to 2026, in the first quarter, Mainland China's planned cancellation of export tax rebates for photovoltaic products effective April 1 prompted module and encapsulant film manufacturers to replenish inventories, leading EVA prices to stop falling and rebound again after early January, and encouraging downstream PE and EVA customers to restock. In addition, while geopolitical uncertainties remain and Mainland China has introduced anti-involution policies, more than 1 million tons of new EVA capacity are still expected to come on stream this year, likely intensifying competition in the Mainland China EVA market further. Fortunately, in response to excess EVA capacity in Mainland China, the Company has in recent years gradually shifted its market focus to Southeast Asia, South Asia, and other markets, while actively expanding differentiated and high-value-added products to enhance product value. In addition, the ethylene storage tank currently under construction at Intercontinental Phase II is expected to commence operations, enabling the Company to secure lower-cost ethylene feedstock, reduce production costs, strengthen its competitive position, and support the Company's sustainable development and growth.

Chairperson : Wu, Yi-Gui

President : Wu, Pei-Chi

Chief Accounting Officer : Kuo, Chuan-Hua

Report Items :

Report 2

To report Audit Committee's Review Reports of 2025 Financial Statement.

USI Corporation

Audit Report

This Audit Committee has audited the 2025 Business Report produced by the Board of Directors, the financial statements (including consolidated and individual financial statements) audited and certified by CPA Chun-Hung Chen and CPA Cheng-Hsiu Chang of Deloitte Taiwan, and the proposal for profit distribution and found no nonconformity. In accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, this report is presented for approval to AGM.

To

USI Corporation, Limited 2026 Annual General Meeting of Shareholders

Audit Committee, USI Corporation

Independent Director : Chen, Chun

Independent Director : Tu, Tzu-Chun

Independent Director : Hai, Yancey

Independent Director : Chen, Sun-Te

March 12, 2026

Report Items :

Report 3

To report 2025 remuneration of directors and employees.

Description : 1. Proceeded in accordance with related orders of the Ministry of Economic Affairs and Article 34 of the Articles of Incorporation of the Company.

2. Since the company made no profit in 2025, no remuneration for directors and employees will be distributed.

II. Ratification Items :

Proposal 1

Proposed by the Board

To ratify 2025 Business Report and Financial Statements.

Description : 1. The 2025 financial statements (including consolidated and individual financial statements) approved by the Board on March 12, 2026 are audited by CPA Chun-Hung Chen and CPA Cheng-Hsiu Chang of Deloitte Taiwan and the Audit Committee for the record.

2. Please refer to p. 4-8 of this Handbook for the 2025 Business Report and p.12-31 for the CPA Audit Report and the financial statements.

Resolution :

Independent Auditors' Report

To USI Corporation:

Audit Opinion

We have audited the Consolidated Balance Sheets of USI Corporation and its subsidiaries (the Group) as of December 31, 2025 and 2024, and the Consolidated Statements of Comprehensive Income, Consolidated Statements of Changes in Equity, Consolidated Statements of Cash Flows for the years ended December 31, 2025 and 2024, and Notes to the Consolidated Financial Statements (including the Summary of Significant Accounting Policies) for the period from January 1 to December 31, 2025 and 2024.

The accountant opinions are that the accompanying consolidated financial statements have been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission, making it impossible to properly express the consolidated financial position of the Group as of December 31, 2025 and 2024, and the consolidated financial performance and consolidated cash flow for the period from January 1 to December 31, 2025 and 2024.

Basis for Audit Opinion

The audit was conducted in accordance with the Rules Governing Auditing and Attestation of Financial Statements by Entrusted Certified Public Accountants and Auditing Standards. 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, 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 for the Group 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 audit of the Group's consolidated financial statements for the year ended December 31, 2025 is as follows:

The Authenticity of Specific Sales Revenue

Due to the impact of market supply and demand and fluctuations in international crude oil prices, the Group's sales revenue declined year-on-year in 2025. However, the sales revenue from specific customers significantly diverged from the overall sales revenue trend. The amount involved is material and will have a significant impact on the sales revenue and financial performance in the consolidated financial statements. Therefore, the authenticity of this sales revenue is considered a key audit matter for the current year.

For accounting policies relating to sales revenue and relevant disclosure information, please refer to Notes 4(q) and 26 of the consolidated financial statements.

We have carried out the main audit procedures for the above-mentioned authenticity of the sales revenue from specific customers as follows:

1. Understand and test the effectiveness of the design and implementation of key internal control systems for the authenticity of sales revenue from specific customers.
2. Check the transaction documents of sales revenue of specific customers, including sales orders, shipping documents and collection documents, to confirm the authenticity of the recognition of sales revenue.

Other Matters

We have also audited the parent company only financial statements of USI Corporation as of and for the years ended 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 the IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those in charge of governance (including the Audit Committee) are responsible for overseeing its financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the auditing standards in the Republic of China will always detect a material misstatement when it exists within the consolidated financial statements. 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 the consolidated financial statements.

As part of an audit in accordance with auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. Auditors also performed the following tasks:

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' internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to alert the consolidated financial statements user, 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 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 Group 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 in charge 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 of the Group 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 partner on the audit resulting in this independent auditors' report are Chun-Hung Chen and Cheng-Hsiu Chang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2026

Notice to Readers

The accompanying financial statements are intended only to present the accompanying 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 accompanying financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying 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 accompanying financial statements shall prevail.

USI CORPORATION AND SUBSIDIARIES

Consolidated Balance Sheets

December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Assets	December 31, 2025		December 31, 2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 3,897,651	6	\$ 7,604,583	11
Financial assets at fair value through profit or loss (FVTPL) - current	2,005,326	3	2,095,680	3
Financial assets at fair value through other comprehensive income (FVTOCI) - current	28,380	-	28,892	-
Financial assets at amortized cost - current	5,445,060	9	5,029,139	7
Notes receivable, net	335,394	1	528,934	1
Accounts receivable, net	4,263,092	7	5,334,780	7
Other receivables	334,131	-	328,499	-
Current tax assets	34,383	-	49,809	-
Inventories	6,142,633	10	6,937,922	10
Prepayments	904,857	1	866,660	1
Other current assets	42,792	-	54,225	-
Total current assets	<u>23,433,699</u>	<u>37</u>	<u>28,859,123</u>	<u>40</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current	1,896,034	3	1,995,079	3
Financial assets at amortized cost - non-current	439,175	1	483,182	1
Investments accounted for using the equity method	1,311,904	2	5,873,274	8
Property, plant and equipment	28,573,680	45	27,476,881	38
Right-of-use assets	2,679,237	4	2,696,133	4
Investment properties, net	650,879	1	773,653	1
Goodwill	270,211	1	270,211	-
Other intangible assets, net	38,424	-	46,264	-
Deferred tax assets	3,178,112	5	2,537,204	4
Net defined benefit assets - non-current	69,447	-	45,117	-
Other non-current assets	715,063	1	774,260	1
Total non-current assets	<u>39,822,166</u>	<u>63</u>	<u>42,971,258</u>	<u>60</u>
Total Assets	<u>\$63,255,865</u>	<u>100</u>	<u>\$71,830,381</u>	<u>100</u>
	Liabilities and Equity			
CURRENT LIABILITIES				
Short-term borrowings	\$ 3,590,616	6	\$ 4,837,886	7
Short-term notes payable	309,903	1	419,841	1
Financial liabilities at fair value through profit or loss (FVTPL) - current	4,982	-	1,970	-
Account payables	2,203,512	4	3,224,586	4
Other payables	2,197,650	3	2,295,905	3
Current tax liabilities	15,404	-	64,750	-
Provisions - current	69,289	-	-	-
Lease liabilities - current	147,855	-	146,388	-
Current portion of long-term borrowings	3,395,535	5	3,252,100	4
Refund liabilities - current	29,821	-	41,931	-
Other current liabilities	411,916	1	410,678	1
Total current liabilities	<u>12,376,483</u>	<u>20</u>	<u>14,696,035</u>	<u>20</u>
NON-CURRENT LIABILITIES				
Bonds payable	2,298,296	4	3,146,843	4
Long-term borrowings	8,915,473	14	6,753,809	10
Provision for liabilities - non-current	136,375	-	136,375	-
Deferred tax liabilities	1,369,775	2	1,417,060	2
Lease liabilities - non-current	2,168,961	3	2,324,578	3
Net defined benefit liabilities - non-current	338,855	1	419,112	1
Other non-current liabilities	197,329	-	166,253	-
Total non-current liabilities	<u>15,425,064</u>	<u>24</u>	<u>14,364,030</u>	<u>20</u>
Total Liabilities	<u>27,801,547</u>	<u>44</u>	<u>29,060,065</u>	<u>40</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY				
Share capital	11,887,635	19	11,887,635	16
Capital surplus	501,471	1	491,652	1
Retained Earnings				
Legal reserve	4,036,296	6	4,036,296	6
Special reserve	468,233	1	375,127	1
Unappropriated earnings	1,522,933	3	4,623,160	6
Total retained earnings	6,027,462	10	9,034,583	13
Other equity	(429,878)	(1)	(138,216)	-
Treasury shares	(475,606)	(1)	(475,606)	(1)
Total equity attributable to owners of the Company	<u>17,511,084</u>	<u>28</u>	<u>20,800,048</u>	<u>29</u>
NON-CONTROLLING INTERESTS	<u>17,943,234</u>	<u>28</u>	<u>21,970,268</u>	<u>31</u>
Total equity	<u>35,454,318</u>	<u>56</u>	<u>42,770,316</u>	<u>60</u>
Total Liabilities and Equity	<u>\$63,255,865</u>	<u>100</u>	<u>\$71,830,381</u>	<u>100</u>

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

USI CORPORATION AND SUBSIDIARIES
Consolidated Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars, except for Loss Per Share)

	From January 1 to December 31, 2025		From January 1 to December 31, 2024	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 44,167,999	100	\$ 51,008,156	100
COST OF GOODS SOLD	<u>42,820,346</u>	<u>97</u>	<u>48,710,747</u>	<u>96</u>
GROSS PROFIT	<u>1,347,653</u>	<u>3</u>	<u>2,297,409</u>	<u>4</u>
OPERATING EXPENSES				
Selling and marketing expenses	2,243,717	5	2,502,260	5
Administrative expenses	1,198,809	3	1,278,174	2
Research and development expenses	555,219	1	517,983	1
Expected credit impairment loss	<u>1,542</u>	<u>-</u>	<u>7,706</u>	<u>-</u>
Total operating expenses	<u>3,999,287</u>	<u>9</u>	<u>4,306,123</u>	<u>8</u>
NET LOSS FROM OPERATIONS	(<u>2,651,634</u>)	(<u>6</u>)	(<u>2,008,714</u>)	(<u>4</u>)
NON-OPERATING INCOME AND EXPENSES				
Interest income	246,796	1	330,756	1
Other income	304,242	1	401,229	1
Other gains and losses	(276,543)	(1)	(10,322)	-
Finance costs	(351,242)	(1)	(307,688)	(1)
Share of loss of associates and joint ventures accounted for using the equity method	(<u>4,294,137</u>)	(<u>10</u>)	(<u>3,923,315</u>)	(<u>8</u>)
Total non-operating income and expenses	(<u>4,370,884</u>)	(<u>10</u>)	(<u>3,509,340</u>)	(<u>7</u>)
NET LOSS BEFORE INCOME TAX	(7,022,518)	(16)	(5,518,054)	(11)
INCOME TAX GAIN	<u>617,238</u>	<u>1</u>	<u>608,175</u>	<u>1</u>
NET LOSS FOR THE YEAR	(<u>6,405,280</u>)	(<u>15</u>)	(<u>4,909,879</u>)	(<u>10</u>)

(Continued)

(Continued)

	<u>From January 1 to December 31, 2025</u>		<u>From January 1 to December 31, 2024</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of the defined benefit plan	\$ 26,279	-	\$ 196,760	-
Unrealized loss on equity instruments at FVTOCI	(51,942)	-	(148,672)	-
Income tax relating to items that will not be reclassified	(4,979)	-	(45,313)	-
	<u>(30,642)</u>	<u>-</u>	<u>2,775</u>	<u>-</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	(524,804)	(1)	1,139,542	2
Income tax relating to items that may be reclassified subsequently to profit or loss	83,769	-	(182,987)	-
	<u>(441,035)</u>	<u>(1)</u>	<u>956,555</u>	<u>2</u>
Other comprehensive income (loss) for the year (net of income tax)	<u>(471,677)</u>	<u>(1)</u>	<u>959,330</u>	<u>2</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>(\$ 6,876,957)</u>	<u>(16)</u>	<u>(\$ 3,950,549)</u>	<u>(8)</u>
Net loss attributable to:				
Owners of the Company	(\$ 2,790,962)	(6)	(\$ 2,147,470)	(4)
Non-controlling interests	<u>(3,614,318)</u>	<u>(8)</u>	<u>(2,762,409)</u>	<u>(6)</u>
	<u>(\$ 6,405,280)</u>	<u>(14)</u>	<u>(\$ 4,909,879)</u>	<u>(10)</u>
Total comprehensive income attributable to:				
Owners of the Company	(\$ 3,061,030)	(7)	(\$ 2,053,023)	(4)
Non-controlling interests	<u>(3,815,927)</u>	<u>(9)</u>	<u>(1,897,526)</u>	<u>(4)</u>
	<u>(\$ 6,876,957)</u>	<u>(16)</u>	<u>(\$ 3,950,549)</u>	<u>(8)</u>
Loss per share				
From continuing operations				
Basic loss per share	<u>(\$ 2.60)</u>		<u>(\$ 2.00)</u>	
Diluted loss per share	<u>(\$ 2.60)</u>		<u>(\$ 2.00)</u>	

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

USI CORPORATION AND SUBSIDIARIES
Consolidated Statements of Changes in Equity
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

	Equity attributable to owners of the Company							Other equity					
	Capital surplus			Retained Earnings				Exchange differences on translating the financial statements of foreign operations	Unrealized gain (loss) on financial assets at FVTOCI	Treasury shares	Total	Non-controlling interests	Total equity
	Share capital	Treasury share transaction	Changes in capital surplus of associates recognized by equity method	Others	Legal reserve	Special reserve	Unappropriated earnings						
Balance as of January 1, 2024	\$ 11,887,635	\$ 414,131	\$ 39,748	\$ 22,920	\$ 4,036,296	\$ 375,127	\$ 7,115,479	(\$ 452,386)	\$ 290,941	(\$ 475,606)	\$ 23,254,285	\$ 24,289,615	\$ 47,543,900
Appropriation of 2023 earnings													
Cash dividends to shareholders of the Company	-	-	-	-	-	-	(416,067)	-	-	-	(416,067)	-	(416,067)
Cash dividends to shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(420,285)	(420,285)
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	(2,147,470)	-	-	-	(2,147,470)	(2,762,409)	(4,909,879)
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	70,742	418,120	(394,415)	-	94,447	864,884	959,331
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	(2,076,728)	418,120	(394,415)	-	(2,053,023)	(1,897,525)	(3,950,548)
Changes in equity of subsidiaries recognized by equity method	-	-	759	-	-	-	-	-	-	-	759	1,841	2,600
Changes in other capital surplus	-	-	-	679	-	-	-	-	-	-	679	-	679
Adjustment to capital surplus for dividends paid to subsidiaries	-	13,415	-	-	-	-	-	-	-	-	13,415	-	13,415
Disposal of equity instruments at FVTOCI	-	-	-	-	-	-	476	-	(476)	-	-	-	-
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(3,378)	(3,378)
Balance as of December 31, 2024	11,887,635	427,546	40,507	23,599	4,036,296	375,127	4,623,160	(34,266)	(103,950)	(475,606)	20,800,048	21,970,268	42,770,316
Distribution of earing in 2024													
Provision for special reserve	-	-	-	-	-	93,106	(93,106)	-	-	-	-	-	-
Cash dividends to shareholders of the Company	-	-	-	-	-	-	(237,753)	-	-	-	(237,753)	-	(237,753)
Cash dividends to shareholders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(208,082)	(208,082)
Net loss for the year ended December 31, 2025	-	-	-	-	-	-	(2,790,962)	-	-	-	(2,790,962)	(3,614,318)	(6,405,280)
Other comprehensive income for the year ended December 31, 2025, net of income tax	-	-	-	-	-	-	5,388	(195,094)	(80,362)	-	(270,068)	(201,609)	(471,677)
Total comprehensive income for the year ended December 31, 2025	-	-	-	-	-	-	(2,785,574)	(195,094)	(80,362)	-	(3,061,030)	(3,815,927)	(6,876,957)
Changes in equity of subsidiaries recognized by equity method	-	-	830	-	-	-	-	-	-	-	830	1,771	2,601
Changes in other capital surplus	-	-	-	1,323	-	-	-	-	-	-	1,323	-	1,323
Adjustment to capital surplus for dividends paid to subsidiaries	-	7,666	-	-	-	-	-	-	-	-	7,666	-	7,666
Disposal of equity instruments at FVTOCI	-	-	-	-	-	-	16,206	-	(16,206)	-	-	-	-
Change in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	(4,796)	(4,796)
Balance as of December 31, 2025	<u>\$ 11,887,635</u>	<u>\$ 435,212</u>	<u>\$ 41,337</u>	<u>\$ 24,922</u>	<u>\$ 4,036,296</u>	<u>\$ 468,233</u>	<u>\$ 1,522,933</u>	<u>(\$ 229,360)</u>	<u>(\$ 200,518)</u>	<u>(\$ 475,606)</u>	<u>\$ 17,511,084</u>	<u>\$ 17,943,234</u>	<u>\$ 35,454,318</u>

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

USI CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

	From January 1 to December 31, 2025	From January 1 to December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss before income tax for the year	(\$ 7,022,518)	(\$ 5,518,054)
Income (expenses) items		
Depreciation expense	2,687,009	2,682,930
Amortization expense	61,622	56,340
Expected credit impairment loss	1,542	7,706
Net loss (gain) on financial assets and liabilities at FVTPL	31,351	(25,791)
Finance costs	351,242	307,688
Interest income	(246,796)	(330,756)
Dividend income	(84,523)	(153,255)
Share of loss of associates and joint ventures accounted for using the equity method	4,294,137	3,923,315
Net gain (loss) on disposal and scrapping of property, plant and equipment	(8,906)	113,263
Gain on disposal of investment properties	(47,086)	-
Gain on disposal of investments accounted for using the equity method	(6,610)	-
Gain (loss) on lease modification	(304)	162
Impairment loss on non-financial assets	31,876	4,343
Provision (reversal) of write-downs of inventories and obsolescence losses	(66,662)	157,272
Deferred revenue	(17,202)	(11,860)
Changes in operating assets and liabilities		
Decrease in financial instruments mandatorily classified at FVTPL	62,015	1,049,977
(Decrease) increase in notes receivable	193,540	(49,664)
(Decrease) increase in accounts receivable	1,070,625	(312,797)
Decrease (increase) in other receivables	10,930	(1,599)
Decrease (increase) in inventories	863,258	(180,488)
Increase in prepayments	(38,841)	(49,323)
Decrease (increase) in other current assets	11,433	(4,824)
(Decrease) increase in accounts payable	(1,021,074)	206,919
Decrease (increase) in other payables	(136,811)	100,625
Increase in provisions	69,289	-
Decrease in net defined benefit liabilities	(78,308)	(58,897)
Decrease (increase) in other current liabilities	(2,504)	170,746
Decrease (increase) in refund liabilities	(12,110)	11,227
Cash from operating activities	949,614	2,095,205
Interest received	249,499	327,727
Interest paid	(306,255)	(290,213)
Income tax paid	(26,085)	(659,051)
Net cash generated from operating activities	866,773	1,473,668

(Continued)

(Continued)

	<u>From January 1 to December 31, 2025</u>	<u>From January 1 to December 31, 2024</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of financial assets at FVTOCI	(\$ 19,992)	(\$ 2,369)
Disposal of financial assets at FVTOCI	32,990	4,046
Return of capital from Financial assets at FVTOCI	29,505	-
Acquisition of financial assets at amortized cost	(450,167)	(3,460,121)
Proceeds from disposal of investments accounted for using the equity method	73,778	-
Acquisition of property, plant and equipment	(3,688,995)	(3,712,588)
Proceeds from disposal of property, plant and equipment	28,743	82,336
Increase (decrease) in refundable deposits	(24,785)	11,378
Acquisitions of other intangible assets	(621)	(4,368)
Proceeds from disposal of right-of-use assets	1,818	-
Acquisition of investment properties	-	(665)
Proceeds from disposal of investment properties	32,404	-
(Increase) decrease in other non-current assets	(60,520)	36,144
Dividends received	84,523	153,255
Net cash used in investing activities	<u>(3,961,319)</u>	<u>(6,892,952)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease) increase in short-term borrowings	(1,247,270)	1,581,529
(Decrease) increase in short-term bills payable	(110,000)	420,000
Repayment of Bonds payable	(850,000)	(2,000,000)
Proceeds from mid- to long-term borrowings	12,529,161	15,045,118
Repayment of mid- to long-term borrowings	(10,246,562)	(12,641,949)
Decrease in guarantee deposits received	(2,858)	(4,016)
Repayment of the principal portion of lease liabilities	(146,272)	(148,910)
Increase in other non-current liabilities	53,036	29,903
Cash dividends paid	(237,753)	(416,067)
Payment of cash dividends to non-controlling shareholders	(208,082)	(420,285)
Change in non-controlling interests	(4,796)	(3,378)
Net cash (outflow) inflow from financing activities	<u>(471,396)</u>	<u>1,441,945</u>
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH AND CASH EQUIVALENTS HELD IN FOREIGN CURRENCIES		
	<u>(140,990)</u>	<u>522,376</u>
Decrease in cash and cash equivalents for the year	(3,706,932)	(3,454,963)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>7,604,583</u>	<u>11,059,546</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,897,651</u>	<u>\$ 7,604,583</u>

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

Independent Auditors' Report

To USI Corporation:

Audit Opinion

We have audited the Parent Company Only Balance Sheets of USI Corporation (the Company) as of December 31, 2025 and 2024, and the Parent Company Only Statements of Comprehensive Income, Parent Company Only Statements of Changes in Equity, Parent Company Only Statements of Cash Flows for the years ended December 31, 2025 and 2024, and Notes to the Parent Company Financial Statements (including the Summary of Significant Accounting Policies).

The accountant opinions are that the accompanying parent company only financial statements have been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, making it impossible to properly express the parent company only financial position of the Company as of December 31, 2025 and 2024, and the parent company only financial performance and parent company only cash flow for the years ended December 31, 2025 and 2024.

Basis for Audit Opinion

The audit was conducted in accordance with the Rules Governing Auditing and Attestation of Financial Statements by Entrusted Certified Public Accountants and Auditing Standards. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the parent company only financial statements section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant, 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 for the Company 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 audit of the Company's parent company only financial statements for the year ended December 31, 2025 is as follows:

The Authenticity of Specific Sales Revenue

Due to the impact of market supply and demand and fluctuations in international crude oil prices, the Company's sales revenue in 2025 declined compared to the same period last year. However, the sales revenue from specific customers showed a significantly different trend from the overall sales revenue, and the amount was substantial, which will have a material impact on the sales revenue and financial performance of the Company's parent company only financial statements. Therefore, the authenticity of such sales revenue is considered a key audit matter for the current year.

For accounting policies relating to sales revenue and relevant disclosure information, please refer to Notes 4(14) and 24 of the parent company only financial statements.

We have carried out the main audit procedures for the above-mentioned authenticity of the sales revenue from specific customers as follows:

1. Understand and test the effectiveness of the design and implementation of key internal control systems for the authenticity of sales revenue from specific customers.
2. Check the transaction documents of sales revenue of specific customers, including sales orders, shipping documents and collection documents, to confirm the authenticity of the recognition of sales 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 concerned basis of accounting unless the management either intends to liquidate the Company or to cease operations or has no realistic alternative but to do so.

Those in charge of governance (including the Audit Committee) are responsible for overseeing its 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 auditing standards in the Republic of China will always detect a material misstatement when it exists within the parent company only

financial statements. 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 the parent company only financial statements.

As part of an audit in accordance with auditing standards in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. Auditors also performed 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 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' internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to alert the parent company only financial statements user, 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 related notes) 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 Company 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 Company audit. We remain solely responsible for our audit opinion.

We communicate with those in charge 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 of the Company 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 partner on the audit resulting in this independent auditors' report are Chun-Hung Chen and Cheng-Hsiu Chang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 12, 2026

Notice to Readers

The accompanying financial statements are intended only to present the accompanying 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 accompanying financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying 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 accompanying financial statements shall prevail.

USI CORPORATION
Parent Company Only Statements of Balance Sheets
December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

Assets	December 31, 2025		December 31, 2024	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents	\$ 176,814	1	\$ 1,228,772	5
Financial assets at fair value through profit or loss (FVTPL) - current	456,721	2	320,875	1
Financial assets at amortized cost - current	56,591	-	62,622	-
Notes receivable, net	31,715	-	42,304	-
Accounts receivable, net	306,588	1	465,255	2
Accounts receivable - related parties	78,291	1	66,924	-
Other receivables	51,728	-	52,519	-
Other receivables - related parties	25,152	-	279,182	1
Current tax assets	3,256	-	2,260	-
Inventories	1,061,415	5	1,035,030	4
Prepayments	<u>277,640</u>	<u>1</u>	<u>247,618</u>	<u>1</u>
Total current assets	<u>2,525,911</u>	<u>11</u>	<u>3,803,361</u>	<u>14</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income (FVTOCI) - non-current	767,073	3	820,298	3
Investments accounted for using the equity method	13,702,313	57	16,401,275	59
Property, plant and equipment	5,420,174	23	5,554,114	20
Right-of-use assets	5,682	-	10,460	-
Investment properties, net	371,496	1	403,249	1
Intangible assets, net	356	-	1,153	-
Deferred tax assets	1,030,010	4	920,181	3
Net defined benefit assets - non-current)	2,343	-	-	-
Other non-current assets	<u>141,308</u>	<u>1</u>	<u>124,608</u>	<u>-</u>
Total non-current assets	<u>21,440,755</u>	<u>89</u>	<u>24,235,338</u>	<u>86</u>
Total Assets	<u>\$ 23,966,666</u>	<u>100</u>	<u>\$ 28,038,699</u>	<u>100</u>
Liabilities and Equity				
CURRENT LIABILITIES				
Short-term borrowings	\$ -	-	\$ 420,000	2
Financial liabilities at fair value through profit or loss (FVTPL) - current	239	-	-	-
Accounts payable	373,592	2	781,845	3
Accounts payable - related parties	40,186	-	62,713	-
Other payables	386,853	2	268,468	1
Other payables - related parties	11,764	-	38,196	-
Current tax liabilities	-	-	26,769	-
Provisions - current	24,371	-	-	-
Lease liabilities - current	26,339	-	25,757	-
Current portion of long-term borrowings	1,215,757	5	1,141,207	4
Other current liabilities	<u>122,338</u>	<u>-</u>	<u>135,373</u>	<u>-</u>
Total current liabilities	<u>2,201,439</u>	<u>9</u>	<u>2,900,328</u>	<u>10</u>
NON-CURRENT LIABILITIES				
Bonds payable	2,298,296	10	3,146,843	11
Long-term borrowings	1,554,208	7	720,223	3
Deferred tax liabilities	74,497	-	99,392	1
Lease liabilities - non-current	312,391	1	338,575	1
Net defined benefit liabilities - non-current	-	-	14,426	-
Other non-current liabilities	<u>14,751</u>	<u>-</u>	<u>18,864</u>	<u>-</u>
Total non-current liabilities	<u>4,254,143</u>	<u>18</u>	<u>4,338,323</u>	<u>16</u>
Total Liabilities	<u>6,455,582</u>	<u>27</u>	<u>7,238,651</u>	<u>26</u>
EQUITY				
Share capital	<u>11,887,635</u>	<u>50</u>	<u>11,887,635</u>	<u>42</u>
Capital surplus	<u>501,471</u>	<u>2</u>	<u>491,652</u>	<u>2</u>
Retained Earnings				
Legal reserve	4,036,296	17	4,036,296	14
Special reserve	468,233	2	375,127	1
Unappropriated earnings	<u>1,522,933</u>	<u>6</u>	<u>4,623,160</u>	<u>17</u>
Total retained earnings	<u>6,027,462</u>	<u>25</u>	<u>9,034,583</u>	<u>32</u>
Other equity	(429,878)	(2)	(138,216)	-
Treasury shares	(475,606)	(2)	(475,606)	(2)
Total equity	<u>17,511,084</u>	<u>73</u>	<u>20,800,048</u>	<u>74</u>
Total Liabilities and Equity	<u>\$ 23,966,666</u>	<u>100</u>	<u>\$ 28,038,699</u>	<u>100</u>

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

USI CORPORATION
Parent Company Only Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars, except for Loss Per Share)

	From January 1 to December 31, 2025		From January 1 to December 31, 2024	
	Amount	%	Amount	%
OPERATING REVENUE	\$ 8,376,427	100	\$ 8,821,441	100
COST OF GOODS SOLD	<u>8,398,570</u>	<u>100</u>	<u>8,964,264</u>	<u>101</u>
GROSS LOSS PROFIT	(22,143)	-	(142,823)	(1)
Unrealized profits with the subsidiaries	(789)	-	(868)	-
Realized profits with the subsidiaries	<u>868</u>	<u>-</u>	<u>1,103</u>	<u>-</u>
Realized GROSS LOSS PROFIT	(<u>22,064</u>)	<u>-</u>	(<u>142,588</u>)	(<u>1</u>)
OPERATING EXPENSES				
Selling and marketing expenses	259,396	3	259,707	3
Administrative expenses	183,102	2	196,329	2
Research and development expenses	<u>132,200</u>	<u>2</u>	<u>132,645</u>	<u>2</u>
Total operating expenses	<u>574,698</u>	<u>7</u>	<u>588,681</u>	<u>7</u>
NET LOSS FROM OPERATIONS	(<u>596,762</u>)	(<u>7</u>)	(<u>731,269</u>)	(<u>8</u>)
NON-OPERATING INCOME AND EXPENSES				
Interest income	10,337	-	22,121	-
Other income	120,150	1	142,733	2
Other gains and losses	(100,565)	(1)	(7,780)	-
Finance costs	(60,941)	(1)	(52,477)	(1)
Share of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method	(<u>2,306,437</u>)	(<u>27</u>)	(<u>1,762,397</u>)	(<u>20</u>)
Total non-operating income and expenses	(<u>2,337,456</u>)	(<u>28</u>)	(<u>1,657,800</u>)	(<u>19</u>)
NET LOSS BEFORE INCOME TAX	(2,934,218)	(35)	(2,389,069)	(27)
INCOME TAX GAIN	<u>143,256</u>	<u>1</u>	<u>241,599</u>	<u>3</u>
NET LOSS FOR THE YEAR	(<u>2,790,962</u>)	(<u>34</u>)	(<u>2,147,470</u>)	(<u>24</u>)

(Continued)

(Continued)

	<u>From January 1 to December 31, 2025</u>		<u>From January 1 to December 31, 2024</u>	
	<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurements of the defined benefit plan	(\$ 1,253)	-	\$ 39,683	-
Unrealized loss on equity instruments at FVTOCI	(24,927)	-	(82,006)	(1)
Share of other comprehensive income of subsidiaries accounted for using the equity method	(49,045)	(1)	(273,413)	(3)
Income tax relating to items that will not be reclassified	<u>251</u>	<u>-</u>	<u>(7,937)</u>	<u>-</u>
	<u>(74,974)</u>	<u>(1)</u>	<u>(323,673)</u>	<u>(4)</u>
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statements of foreign operations	(135,594)	(2)	288,649	4
Share of other comprehensive income of subsidiaries accounted for using the equity method	(86,618)	-	187,201	-
Income tax relating to items that may be reclassified	<u>27,118</u>	<u>-</u>	<u>(57,730)</u>	<u>-</u>
	<u>(195,094)</u>	<u>(2)</u>	<u>418,120</u>	<u>5</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(270,068)</u>	<u>(3)</u>	<u>94,447</u>	<u>1</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR				
	<u>(\$ 3,061,030)</u>	<u>(37)</u>	<u>(\$ 2,053,023)</u>	<u>(23)</u>
Loss per share				
Basic loss per share	<u>(\$ 2.60)</u>		<u>(\$ 2.00)</u>	
Diluted loss per share	<u>(\$ 2.60)</u>		<u>(\$ 2.00)</u>	

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

USI CORPORATION
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

	Capital surplus				Retained Earnings			Other equity			
	Share capital	Treasury share transaction	Changes in capital surplus of subsidiaries recognized by equity method	Others	Legal reserve	Special reserve	Unappropriated earnings	Exchange differences on translating the financial statements of foreign operations	Unrealized gain (loss) on financial assets at FVTOCI	Treasury shares	Total equity
Balance as of January 1, 2024	\$ 11,887,635	\$ 414,131	\$ 39,748	\$ 22,920	\$ 4,036,296	\$ 375,127	\$ 7,115,479	(\$ 452,386)	\$ 290,941	(\$ 475,606)	\$ 23,254,285
Appropriation of 2023 earnings											
Cash dividends to shareholders	-	-	-	-	-	-	(416,067)	-	-	-	(416,067)
Net loss for the year ended December 31, 2024	-	-	-	-	-	-	(2,147,470)	-	-	-	(2,147,470)
Other comprehensive income for the year ended December 31, 2024, net of income tax	-	-	-	-	-	-	70,742	418,120	(394,415)	-	94,447
Total comprehensive income for the year ended December 31, 2024	-	-	-	-	-	-	(2,076,728)	418,120	(394,415)	-	(2,053,023)
Changes in equity of subsidiaries recognized by equity method	-	-	759	-	-	-	-	-	-	-	759
Changes in other capital surplus	-	-	-	679	-	-	-	-	-	-	679
Adjustment to capital surplus for dividends paid to subsidiaries	-	13,415	-	-	-	-	-	-	-	-	13,415
Disposal of equity instruments at FVTOCI	-	-	-	-	-	-	476	-	(476)	-	-
Balance as of December 31, 2024	11,887,635	427,546	40,507	23,599	4,036,296	375,127	4,623,160	(34,266)	(103,950)	(475,606)	20,800,048
For the Year Ended December 31, 2024											
Provision for special reserve	-	-	-	-	-	93,106	(93,106)	-	-	-	-
Cash dividends to shareholders	-	-	-	-	-	-	(237,753)	-	-	-	(237,753)
Net loss for the year ended December 31, 2025	-	-	-	-	-	-	(2,790,962)	-	-	-	(2,790,962)
Other comprehensive income for the year ended December 31, 2025, net of income tax	-	-	-	-	-	-	5,388	(195,094)	(80,362)	-	(270,068)
Total comprehensive income for the year ended December 31, 2025	-	-	-	-	-	-	(2,785,574)	(195,094)	(80,362)	-	(3,061,030)
Changes in equity of subsidiaries recognized by equity method	-	-	830	-	-	-	-	-	-	-	830
Changes in other capital surplus	-	-	-	1,323	-	-	-	-	-	-	1,323
Adjustment to capital surplus for dividends paid to subsidiaries	-	7,666	-	-	-	-	-	-	-	-	7,666
Disposal of equity instruments at FVTOCI	-	-	-	-	-	-	16,206	-	(16,206)	-	-
Balance as of December 31, 2025	<u>\$ 11,887,635</u>	<u>\$ 435,212</u>	<u>\$ 41,337</u>	<u>\$ 24,922</u>	<u>\$ 4,036,296</u>	<u>\$ 468,233</u>	<u>\$ 1,522,933</u>	<u>(\$ 229,360)</u>	<u>(\$ 200,518)</u>	<u>(\$ 475,606)</u>	<u>\$ 17,511,084</u>

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

USI CORPORATION
Parent Company Only Statements of Cash Flows
From January 1 to December 31, 2025 and 2024

(In Thousands of New Taiwan Dollars)

	From January 1 to December 31, 2025	From January 1 to December 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss before income tax for the year	(\$ 2,934,218)	(\$ 2,389,069)
Income (expenses) items		
Depreciation expense	604,727	627,798
Amortization expense	20,224	15,662
Net (gain) loss on financial assets and liabilities at FVTPL	(4,757)	1,311
Finance costs	60,941	52,477
Interest income	(10,337)	(22,121)
Dividend income	(20,963)	(40,580)
Share of profit or loss of subsidiaries, associates and joint ventures accounted for using the equity method	2,306,437	1,762,397
Gain on disposal and scrapping of property, plant and equipment	(571)	(1,093)
Gain on disposal of investments accounted for using the equity method	(6,610)	-
(Reversal of) Provision of write-downs of inventories and obsolescence losses	(43,286)	51,028
Unrealized profits with the subsidiaries	789	868
Realized profits with the subsidiaries	(868)	(1,103)
Deferred revenue	(2,629)	-
Changes in operating assets and liabilities		
Increase (decrease) in financial assets and liabilities mandatorily classified at FVTPL	(130,850)	530,356
Decrease in notes receivable	10,589	6,472
Decrease in accounts receivable	158,667	204,768
(Increase) decrease in accounts receivables - related parties	(11,367)	988
Decrease (increase) in other receivables	566	(17,810)
Decrease in other receivables - related parties	254,030	311,896
Decrease in inventories	16,901	175,982
Increase in prepayments	(11,436)	(7,941)
Decrease in accounts payable	(408,253)	(280,546)
Decrease in accounts payable - related parties	(22,527)	(44,597)
Increase (decrease) in OTHER PAYABLES	21,539	(46,524)
Decrease (increase) in other payables - related parties	(26,432)	20,738
Increase in provisions	24,371	-
(Decrease) increase in other current liabilities	(14,350)	105,640
Decrease in net defined benefit liabilities	(18,022)	(16,969)
Cash inflow (outflow) from operating activities	(187,695)	1,000,028

(Continued)

(Continued)

	From January 1 to December 31, 2025	From January 1 to December 31, 2024
Interest received	\$ 10,562	\$ 23,076
Interest paid	(54,804)	(61,399)
Income tax refunded (paid)	<u>8,136</u>	<u>(223,116)</u>
Net cash inflow (outflow) from operating activities	(<u>223,801</u>)	<u>738,589</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Disposal of financial assets at FVTOCI	16,495	-
Capital reduction refund on financial assets at FVTOCI	11,803	-
Disposal of financial assets measured at amortized cost	6,031	98,333
Proceeds from the disposal of long-term equity investments accounted for using the equity method	73,778	-
Acquisition of property, plant and equipment	(335,942)	(199,694)
Proceeds from disposal of property, plant and equipment	51	204
Increase (decrease) in refundable deposits	(10,090)	19,725
Acquisitions of intangible assets	(158)	(1,129)
Acquisition of investment properties	(1,221)	-
Increase in other non-current assets	(44,465)	(43,339)
Dividends received	76,032	140,437
Liquidation return of the equity from investees accounted for using the equity method	<u>7,527</u>	<u>-</u>
Net cash inflow (outflow) from investing activities	(<u>200,159</u>)	<u>14,537</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
(Decrease) increase in short-term borrowings	(420,000)	420,000
Repayment of Bonds payable	(850,000)	(2,000,000)
Proceeds from mid- to long-term borrowings	1,200,000	553,912
Repayment of mid- to long-term borrowings	(294,580)	(12,056)
Decrease in guarantee deposits received	(63)	(458)
Repayment of the principal portion of lease liabilities	(25,602)	(32,694)
Increase in other non-current liabilities	-	3,988
Cash dividends paid	(237,753)	(416,067)
Investees using equity method return of the equity	<u>-</u>	<u>70,000</u>
Net cash used in financing activities	(<u>627,998</u>)	(<u>1,413,375</u>)
Decrease in cash and cash equivalents for the year	(1,051,958)	(660,249)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>1,228,772</u>	<u>1,889,021</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 176,814</u>	<u>\$ 1,228,772</u>

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

Ratification Items :

Proposal 2

Proposed by the Board

To ratify 2025 Earnings Distribution.

- Description: 1. In 2025, net loss for the year plus the loss amount of items other than net loss for the year but included in current unappropriated earning is NT\$2,769,367,874. After adding the beginning unappropriated earnings of NT\$4,292,301,052. Reversing a special reserve in accordance with the laws and regulations NT\$43,274,646, by the end of 2025 the accumulated distributable earnings is NT\$ 1,479,658,532 and will be distributed cash dividend NT\$178,314,525, i.e. NT\$0.15 per share. The unappropriated earnings after distribution will be NT\$1,301,344,007.
2. Please refer to next page, “Profit Distribution Table”, for details.
 3. The cash dividends allocated to each shareholder shall be rounded down to a whole dollar amount of New Taiwan Dollars, and the total amount of allocation will be subject to the actual amount allocated.
 4. Please authorize the Chairman to set a target date for the distribution of cash dividends after the adoption of this proposal.

Resolution :

USI Corporation
2025 Profit Distribution Table

	Expressed in NTD
Net loss before tax of 2025	(2,934,216,712)
Add: Income tax gain	143,255,579
Net loss of 2025	<u>(2,790,961,133)</u>
Add: Measuring the Gains of equity instruments by fair value through other comprehensive gains and losses	16,205,981
Add: Retained earnings adjusted for the defined benefit plan after re-measurement	<u>5,387,278</u>
Net loss for the year plus the loss amount of items other than net loss for the year but included in current unappropriated earning	(2,769,367,874)
Add: Beginning unappropriated earnings	4,292,301,052
Less: Reversing a special reserve in accordance with the laws and regulations	<u>(43,274,646)</u>
Accumulated distributable earnings at the end of 2025	<u>1,479,658,532</u>
Distributable items: (total issued shares: 1,188,763,500)	
Cash dividend: 0.15/share	<u>178,314,525</u>
Total of distributable items	<u>178,314,525</u>
Unappropriated earnings at the end of 2025 transferred to the next year	<u>1,301,344,007</u>

Chairman : Wu, Yih-Guei

President : Wu, Pei-Chi

Chief Accounting Officer : Kuo, Chuan-Hua

III. Discussion Items (I) :

Proposed by the Board

To approve the amendment to the Operating Procedure for Acquisition or Disposition of Assets.

Description : 1. Part of the “Operating Procedure for Acquisition or Disposition of Assets” is amended based on the company's actual operational needs and relevant laws and regulations.

2. The amendment to the “Operating Procedure for Acquisition or Disposition of Assets” is shown in the next page.

Resolution :

USI Corporation

The Amendment to the

” Operating Procedure for Acquisition or Disposition of Assets”

After amendment	Before amendment	Description
<p>Article 8: Operating Procedure for Acquisition or Disposition of Real Property、Equipment or its right-of-use assets.</p> <p>I. (omitted)</p> <p>II. Procedure for determining trading terms and authorized limit.</p> <p>(I) Acquisition or disposition of real estate or its right-of-use assets shall take into consideration announced current value, appraised value, and trading value of neighboring real estate. An analysis report shall be submitted to the Chairman of Board after trading terms and trading value are decided.</p> <p>(II) Acquisition or disposition of equipment or its right-of-use assets shall be carried out in the form of price inquiry, price comparison, price negotiation or tender invitation.</p> <p>(III) <u>For the acquisition or disposition of real property, equipment or its right-of-use assets, in the case of value less than NT\$300 million, it shall be subject to approval by level of authority pursuant to authorization rules; in the case of value being NT\$300 million or more and NT500 million or less, the Chairman of Board is authorized to approve first and report to the latest Board of</u></p>	<p>Article 8: Operating Procedure for Acquisition or Disposition of Real Property、Equipment or its right-of-use assets.</p> <p>I. (omitted)</p> <p>II. Procedure for determining trading terms and authorized limit.</p> <p>(I) Acquisition or disposition of real estate or its right-of-use assets shall take into consideration announced current value, appraised value, and trading value of neighboring real estate. An analysis report shall be submitted to the Chairman of Board after trading terms and trading value are decided. <u>In the case of value less than NT\$500 million (inclusive), the acquisition or disposition shall be subject to approval by the Chairman of Board for approval and reported at the latest Board of Directors’ meeting. In the case of value more than NT\$500 million, the acquisition or disposition shall be subject to approval of the Board of Directors upon resolution in advance.</u></p> <p>(II) Acquisition or disposition of equipment or its right-of-use assets shall be carried out in the form of price inquiry, price comparison, price negotiation or</p>	<p>Amended in accordance with actual operational requirements.</p>

<p><u>Directors' meeting; in the case of value more than NT500 million, it shall be subject to the approval of the Board of Directors upon resolution in advance.</u> (the rest omitted)</p>	<p><u>tender invitation. Acquisition or disposition of equipment valuing less than NT\$500 million (inclusive) shall be subject to approval by level of authority pursuant to authorization rules. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Chairman of Board, and by the Board of Directors upon resolution in advance.</u> (the rest omitted)</p>	
<p>Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities. I. (omitted) II. Procedure for determining trading terms and authorized limit. (I)~(II) (omitted) The long-term investment in marketable securities referred to in the preceding subparagraphs shall be approved by the Chairman of Board on a case-by-case basis. <u>In the case of value per transaction being NT\$300 million or more and NT\$500 million or less, the Chairman of Board is authorized to approve first and report at the latest Board of Directors' meeting; in the case of value more than NT\$500 million, it shall be subject to approval of the Board of Directors upon resolution in advance.</u> III. (omitted)</p>	<p>Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities. I. (omitted) II. Procedure for determining trading terms and authorized limit. (I)~(II) (omitted) The long-term investment in marketable securities referred to in the preceding subparagraphs shall be approved by the Chairman of Board on a case-by-case basis. <u>The dollar amount of the investment is more than NT\$300 million and less than NT\$500 million shall be reported to the latest Board of Directors' meeting, while the investment more than NT\$500 million shall be subject to approval in advance by the Board of Directors upon resolution.</u> III. (omitted)</p>	<p>Amended in accordance with actual operational requirements.</p>
<p>Article 11: Operating Procedure for Acquisition or Disposition of</p>	<p>Article 11: Operating Procedure for Acquisition or Disposition of</p>	<p>Amended in accordance</p>

<p>Intangible Assets or the right-of-use assets or Memberships.</p> <p>I. (omitted)</p> <p>II. Procedure for determining trading terms and authorized limit</p> <p>To be based on the Operating Procedure for Acquisition or Disposition of Equipment <u>or its right-of-use assets.</u></p> <p>Article 12: Operating Procedure for Acquisition or Disposition of Derivatives.</p> <p>I. Trading Principle and Policy.</p> <p>(I)~(II) (omitted)</p> <p>(III) Division of authority and responsibility.</p> <p>1. (omitted)</p> <p>2. Financial Dept.</p> <p>(1) Trading personnel</p> <p>A. <u>Shall keep abreast of foreign exchange market information, judge trends and risks, and be familiar with financial products, rules and regulations to provide sufficient information for management's reference; and shall manage foreign exchange positions under the instruction and authorization of the Treasurer, and hedge against foreign exchange risks in accordance with Company policies.</u></p> <p>B. <u>To be responsible for researching and drafting the derivatives trading strategies throughout the Company.</u></p> <p>C. (omitted)</p> <p>D. (omitted)</p> <p>E. (omitted)</p> <p>(the rest omitted)</p>	<p>Intangible Assets or the right-of-use assets or Memberships.</p> <p>I. (omitted)</p> <p>II. Procedure for determining trading terms and authorized limit.</p> <p>To be based on the Operating Procedure for Acquisition or Disposition of Equipment.</p> <p>Article 12: Operating Procedure for Acquisition or Disposition of Derivatives.</p> <p>I. Trading Principle and Policy.</p> <p>(I)~(II) (omitted)</p> <p>(III) Division of authority and responsibility.</p> <p>1. (omitted)</p> <p>2. Financial Dept.</p> <p>(1) Trading personnel</p> <p>A. <u>To be responsible for researching and drafting the derivatives trading strategies throughout the Company.</u></p> <p>B. <u>The trading personnel shall calculate the positions, collect market information, judge trends and evaluate risk once per two (2) weeks to research and draft operating strategies, which shall serve to be the basis for transactions after being approved subject to the level of authority.</u></p> <p>C. (omitted)</p> <p>D. (omitted)</p> <p>E. (omitted)</p> <p>(the rest omitted)</p>	<p>with the 'Regulations Governing the Acquisition and Disposition of Assets by Public Companies'.</p> <p>Amended in accordance with actual operational requirements.</p>
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<p>II.Risk management policies (I)Credit risk management <u>Trading counterparts shall be limited to financial institutions that have business dealings with the Company and can provide professional information.</u></p> <p>(II)~(III) (omitted) (IV) Cash flow risk management <u>The Company shall maintain sufficient quick assets and financing limits to meet the funding needs for settlement.</u> (the rest omitted)</p>	<p>II.Risk management policies (I) Credit risk management <u>Considering that risk over operation of derivatives might arise due to changes of various factors in the market, the market risk shall be managed in the following manners:</u></p> <ol style="list-style-type: none"> 1. <u>Trading counterpart: Primarily domestic/foreign renowned financial institutions.</u> 2. <u>Trading product: Limited to the products provided by domestic/foreign renowned financial institutions.</u> 3. <u>Trading value: The value of transactions with the same trading counterpart which have not yet been offset shall be no more than 30% of the total authorized limit, unless with approval from the Chairman of Board.</u> <p>(II)~(III) (omitted) (IV) Cash flow risk management <u>In order to ensure stability of the Company's working fund, the Company's source of fund for trading derivatives shall be limited to its own fund, and the operating amount shall take into consideration the funding need for cash income and expenditure forecast for future six (6) months.</u> (the rest omitted)</p>	
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IV. Election Item :

Proposed by the Board

Election of nine directors.

Description : 1. The term of all directors of the current board will expire on May 30, 2026, please elect another nine directors (including four independent directors) in accordance with the Articles of Incorporation.

2. The candidate nomination system shall apply. Shareholders shall elect directors from the candidate list. Please refer to the table in the next page for the names, education, and experience of candidates.

3. All new directors will take up their office immediately after the election for a term of three years, i.e. from May 29, 2026 to May 28, 2029.

Results :

USI Corporation

List of Candidates for Directorial Election (including independent directors)

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
1	13518	173,776,546	Shing Lee Enterprise Ltd. : Wu, Yi-Gui	—	College graduated Chairman : USI Corporation 、 Asia Polymer Corporation 、 China General Plastics Corp. 、 Taita Chemical Co., Ltd. 、 Acme Electronics Corporation 、 USI Optronics Corporation 、 Swanson Plastics Corporation Executive Director, CTCI Corporation Executive Supervisors, Chinese National Federation of Industries	Chairman : USI Corporation 、 Asia Polymer Corporation 、 China General Plastics Corp. 、 Taita Chemical Co., Ltd. 、 Acme Electronics Corporation Director, CTCI Corporation Executive Director, Chinese National Federation of Industries	Director Candidate
2	205671	15,109,901	Taita Chemical Company, Limited : Wu, Pei-Chi	—	Tunghai University Dow Chemical, General Manager, Asia Pacific Thermosets. Dow Chemical, Sales Director, Greater China Basic Plastics. ESSO Taiwan, Sales Engineer	Director & President : USI Corporation 、 Taita Chemical Co., Ltd. 、 Asia Polymer Corporation	Director Candidate
3	205675	101,355,673	Asia Polymer Corporation : Pi, Shu-Chien	—	Master of Chemistry, National Tsing Hua University. Executive Master of Business Administration, NSYSU. Vice President and Spokesperson of CPC Corporation, Taiwan.	Director and General Manager : UPC Technology Corporation. Chairman : Taiwan Union International Investment Corporation. Wei Chen Investment Corporation. Director :	Director Candidate

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
						Taita Chemical Co., Ltd. Asia Polymer Corporation.	
4	205675	101,355,673	Asia Polymer Corporation : Yu, Wen-Chung	—	Illinois Institute of Technology- Master of Science in Electrical Engineering Univ. of Wisc- Madison Bachelor of Science in Electrical Engineering IBM – Web Developer Systex Software- Application Developer	Director of Fujian Gulei Petrochemical Co., Ltd. Director of Dynamic Ever Investments Ltd. Director of Ever Victory Global Ltd.	Director Candidate
5	13518	173,776,546	Shing Lee Enterprise Ltd. : Wu, Hong-Ting	—	Shanghai Jiaotong University Antai College of Economics & Management (MBA) Yuanta Securities Investment Consulting Corp.; Taipei, Taiwan : Research Associate - Financial Analyst Aetas Technology Incorporated, Zhenjiang, CHINA : Legal & Financial Manager	Chairman of Chang Jiang Grandway Industrial Co., Ltd. Director of Zenith Capital Group. GiftFox Technology Co., Ltd., Shanghai, China : Founder & CEO. Oak Analytics, Inc., Delaware, USA : Director & Early Investor. Bloominous, Inc., Los Angeles, California, USA : Early Investor Director of USI Corporation.	Director Candidate
6	—	—	Chen, Chun	A10319××××	Masters of Law, National Taiwan University (Taiwan) President Executive Yuan, Taiwan (R.O.C.); Vice Premier, Executive Yuan, Taiwan (R.O.C.); Chairman of the Financial Supervisory Commission under the Executive Yuan, Taiwan (R.O.C.);	Chair Professor for Law and Business, Soochow University (Taiwan). Chairman : The Appacus Foundation The Vision Project Foundation Director : UPC Technology Corporation.	Independent Director Candidate

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
					Chairman of the Taiwan Stock Exchange; Deputy Minister of the Minister of Finance, Taiwan (R.O.C.); Director General of Finance Bureau, Ministry of Finance, Taiwan (R.O.C.); Director General of Insurance Bureau, Ministry of Finance, Taiwan (R.O.C.); and Chairman of Taiwan Cooperative Bank.	Independent Director: USI Corporation.	
7	—	—	Tu, Tzu-Chun	T12036××××	Ph.D., School of Forestry and Resource Conservation, National Taiwan University. Minister of the Ministry of Economic Affairs. Chairman of National Development Council. Vice Premier, Executive Yuan. Adjunct Associate Professor, Department of Business Administration, Soochow University.	Independent Director : USI Corporation. Macronix International Co., Ltd. Walsin Lihwa Corporation. Other Functional Committees : Policy Advisor of Taiwan Electrical and Electronic Manufacturers' Association. Chief Consultant of Taiwan Transportation Vehicle Manufacturers' Association. Chief Consultant of Chinese Federation of Industries. Chairman of Foundation of Smart Manufacturing Education of Taoyuan.	Independent Director Candidate
8	—	—	Hai, Yancey	D10070××××	Master of International Business Management, University of Texas at Dallas Chairman of Delta Electronics, Inc. and Chairman of Strategic Steering Committee Country Manager of GE Capital Taiwan.	Director : Delta Electronics, Inc. CTCI Corporation Independent Director : USI Corporation. Other organizational positions :	Independent Director Candidate

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
						<p>Global ESG Committee member of Delta Electronics, Inc., Sustainability and Information Security Committee member of CTCI Corporation, Audit Committee member, Chairman and Convener of Remuneration Committee and ESG Committee member of USI Corporation, Director of the Delta Electronics Foundation, Supervisor of Felix Chang Foundation, Director and Finance Committee member of Chiang Ching-kuo Foundation for International Scholarly Exchange, Director of K.T. Li Foundation for Development of Science and Technology.</p> <p>Honors : Laureates of the Industrial Technology Research Institute (ITRI)</p>	
9	—	—	Chen, Sun-Te	A10426××××	<p>MBA, University of Missouri Chairman of Zoyi Capital Country Officer, CitiGroup Taiwan Chairman of Taipei Fubon Commercial Bank Co., Ltd.</p>	<p>Director : Taiwan Cement Corporation. Lion Travel Co., Ltd. Independent Director: USI Corporation. Independent and non-executive director : Uni-President China Holdings Ltd. Supervisor : Fubon Bank (China) Co., Ltd.</p>	Independent Director Candidate

No.	A/C No.	Stake	Name	Citizen ID No.	Major Education/Experience	Major Current Position	Remarks
						Other Functional Committees : Executive Director of Spark Taiwan. · Director of the Zhang Xin-Qi Memorial Foundation for Business and Management Education.	

The reasons for nominating candidate who has served three consecutive terms as an independent director :

1. Mr. Chen Chun has served as the President of the Executive Yuan, and Chief Executive, the Ministry of Finance and Economics, and the head of the financial sector. He has written many treatises and books in relation to the issues of the economic or financial development direction and related public policy. In addition, he currently serves as the chairman of the "Vision Project Foundation ". The foundation focuses on the reports published by the United *Nations* Sustainable Development Goals (SDGs) and the actions taken by them to seek effective solutions, which are of great help to the USI Corporation's promotion of sustainable development. Although he has been re-elected as an independent director of USI Corporation for three terms, he usually makes constructive suggestions at the functional committee and the board of directors meetings based on his independent professional judgments. It is recommended to nominate him as an independent director candidate.
2. Mr. Hai, Yancey has served as the chairman of Delta Electronics, Inc. He has rich practical experience in formulating the company's operation and development direction, planning the organizational structure, promoting and implementing strategic innovation business development, strengthening corporate governance and the operational efficiency of the board of directors. Although he has been re-elected as an independent director of USI Corporation for three terms, he usually makes constructive suggestions at the functional committee and the board of directors meetings based on his independent professional judgments. It is recommended to nominate him as an independent director candidate.

V. Discussion Items (II) :

Proposed by the Board

To approve the release of non-competition restrictions on directors.

Description : 1. While some new directors may engage in or operate a business similar to or within the scope of the Company's business, subject to no harm to the interests of the Company, it is proposed to allow such acts in accordance with Article 209 of the Company Act.

2. Please refer to the next page of the competitive actions in which new directors engage.
3. Please vote.

Resolution :

USI Corporation

Directors' Engagment in Competitive Business Table

On the day of being elected, some directors of this Company engage in the following business items that are within the scope of business of this Company :

Asia Polymer Corporation

China General Plastics Corporation
China General Terminal & Distribution Corporation

Acme Electronics Corporation
APC Investment Corporation

Taita Chemical Company, Limited

Acme Electronics Corporation

Wu, Yi-Gui (Shing Lee Enterprise Ltd.)

A.S. Holdings (UK) Limited	Director
Acme Advanced Materials Sdn. Bhd.	Director
Acme Components (Malaysia) Sdn. Bhd.	Director
Acme Electronics (Cayman) Corp.	Chairman
Acme Ferrite Products Sdn. Bhd.	Director
APC (BVI) Holding Co., Ltd.	Director
CGPC (BVI) Holding Co., Ltd.	Director
CGPC America Corporation	Director
Dynamic Ever Investments Ltd.	Director
Ever Conquest Global Limited	Director
Ever Victory Global Ltd.	Director
Forever Young Company Ltd.	Director
Golden Amber Enterprises Ltd.	Director
PT. Swanson Plastics Indonesia	Director
Swanlake Traders Ltd.	Director
Swanson International Limited	Director
Swanson Plastics (India) Private Limited	Director
Swanson Plastics (Malaysia) Sdn. Bhd.	Director

Swanson Plastics (Singapore) Pte. Ltd.	Director
Taita (BVI) Holding Co., Ltd.	Director
USI International Corporation	Director
Chinese National Federation of Industries	Executive Director
CTCI Corporation	Director
Taita Chemical Company, Limited	Chairman
USI (Hong Kong) Company Limited	Director
USI Optronics Corporation	Chairman
USIFE Investment Co., Ltd.	Chairman
USI Management Consulting Corp.	Chairman President
Taiwan VCM Corporation	Director
APC Investment Corporation	Chairman
ASIA Polymer Corporation	Chairman
Chong Loong Trading Co. Ltd.	Chairman
USI Green Energy Corporation	Director
USI Education Foundation	Chairman
China General Plastics Corp.	Chairman
CGPC Polymer Corporation	Chairman

Acme Electronics Corporation	Chairman
ACME Electronics (Kunshan) Co., Ltd.	Director
ACME Electronics (Guangzhou) Co., Ltd.	Director
ASK-Swanson (Kunshan) Company Limited	Director
Swanson Technologies Corporation	Chairman
Swanson Technologies Trading (Kunshan) Co.,Ltd.	Director
Swanson Plastics (Tianjin) Co., Ltd.	Director
Swanson Plastics (Kunshan) Co., Ltd	Director

Swanson Plastics Corporation	Chairman
Xiamen USI Trading Co.,Ltd.	Director
Emerald Investment Corporation	Director
KHL Venture Capital Co., Ltd.	Director
Zhangzhou USI Trading Co., LTD.	Director
Fujian Gulei Petrochemical Co., Ltd.	Chairman
Taiwan United Venture Capital Corp.	Chairman
Taiwan United Venture Management Corporation	Chairman
Union Polymer International Investment Corporation	Chairman President

Wu, Pei-Chi (Taita Chemical Company, Limited)

APC (BVI) Holding Co., Ltd.	Director
Dynamic Ever Investments Ltd.	Director
Ever Conquest Global Limited	Director
Ever Victory Global Ltd.	Director
Golden Amber Enterprises Ltd.	Director
Swanlake Traders Ltd.	Director
Taita (BVI) Holding Co., Ltd.	Director
USI International Corporation	Director
Taita Chemical (Zhongshan) Co., Ltd.	Chairman
Taita Chemical (Tianjin) Co., Ltd.	Chairman
Taita Chemical Company, Limited	Director President
USI Optronics Corporation	Director
USI (Hong Kong) Company Limited	Director
USIFE Investment Co., Ltd.	Director
USI Management Consulting Corp.	Director
APC Investment Corporation	Director

ASIA Polymer Corporation	Director President
USI Green Energy Corporation	Chairman
Chong Loong Trading Co. Ltd.	Director President
USI Education Foundation	Director
China General Plastics Corp.	Director
China General Terminal & Distribution Corporation	Director
ACME Electronics (Kunshan) Co., Ltd.	Director
Swanson Technologies Corporation	Director
Swanson Technologies Trading (Kunshan) Co.,Ltd.	Director
Swanson Plastics Corporation	Director
Xiamen USI Trading Co., Ltd.	Chairman
Zhangzhou Taita Chemical Co., Ltd.	Chairman
Zhangzhou USI Trading Co., Ltd.	Chairman
Zhangzhou Dynamic Ever	Chairman

Property Co., Ltd.	
Fujian Gulei Petrochemical Co., Ltd.	Director
Taiwan United Venture Capital Corp.	Director

USI Trading (Shanghai) Co., Ltd.	Chairman President
Union Polymer International Investment Corporation	Director

Pi, Shu-Chien (Asia Polymer Corporation)

APC (BVI) Holding Co., Ltd.	Director
Charmon International Limited	Director
Constant Holdings Ltd	Director
Glory Ace International Inc.	Director
Goldendust Co., Ltd.	Director
Logical Path Limited	Director
Magic Props Investment Ltd.	Director
Modern Vantage Limited	Director
Natural Holdings Co., Ltd	Director
Pure Fantasy Ltd.	Director
Star Bright Traders Ltd.	Director
Union Hong Kong Petrochemicals Company Limited	Director
UPC Chemicals (Malaysia) Sdn. Bhd	Director
UPCM Trading (Thailand) Company Limited	Director
UPCM Trading (Vietnam) Company Limited	Director
Taita (BVI) Holding Co., Ltd.	Director
Zhongshan Unicizers Industrial Co., Ltd.	Chairman
Taita Chemical Company, Limited	Director
Asia Polymer Corporation.	Director
Jiangsu Union Logistics Co. Ltd.	Chairman
Nanchong Unicizers Industrial Co., Ltd.	Chairman
Taizhou Union Logistics Co., Ltd	Chairman

Taizhou Union Chemical Industry Co., Ltd.	Chairman
Taizhou Union Plastics Industry Co., Ltd.	Chairman
Zhuhai Unicizers Industrial Co., Ltd.	Chairman
Wei Chen Investment Corporation	Chairman
China General Terminal & Distribution Corp.	Director
Taiwan Union International Investment Corporation	Chairman
Guangdong Union Logistics Co., Ltd.	Chairman
Panjin Union Chemical Industrial Co., Ltd.	Chairman
Panjin Union Materials Industry Co., Ltd.	Chairman
Panjin Union Logistics Co., Ltd.	Chairman
UPC Technology Corporation	Director President,
Union Venture Capital Corp.	Director
Harbinger VII Venture Capital Corp.	Director
LienHwa United LPG Co., Ltd.	Director
Zhenjiang Union Chemical Industry Co., Ltd.	Chairman
Zhenjiang Union Torch Estate Co., Ltd.	Executive Director

Yu, Wen-Chung (Asia Polymer Corporation)

Dynamic Ever Investments Ltd.	Director
Fujian Gulei Petrochemical Co., Ltd.	Director

Ever Victory Global Ltd.	Director
Union Polymer International Investment Corporation	Director

Wu, Hong-Ting (Shing Lee Enterprise Ltd.)

Oak Analytics, Inc.	Director
Chang Jiang Grandway Industrial Co.,Ltd.	Chairman
Zenith Capital Group.	Director

GiftFox Technology Co., Ltd., Shanghai	Director
	Founder & CEO

Chen, Chun (Independent Director)

Appacus Foundation	Chairman
Prospect Foundation	Chairman

Union Petrochemical Corporation	Director
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Tu, Tzu-Chun (Independent Director)

Macronix International Co., Ltd.	Independent Director
Walsin Lihwa Corporation	Independent Director
Taiwan Electrical and Electronic Manufacturers' Association.	Policy Advisor

Taiwan Transportation Vehicle Manufacturers' Association.	Chief Consultant
Chinese Federation of Industries	Chief Consultant
Foundation of Smart Manufacturing Education of Taoyuan	Chairman

Hai, Yancey (Independent Director)

Delta Electronics, Inc.	Director
CTCI Corporation	Director
Delta Electronics Foundation	Director

Chiang Ching-kuo Foundation for International Scholarly Exchange	Director
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Chen, Sun-Te (Independent Director)

Taiwan Cement Corporation	Director
Lion Travel Co., Ltd.	Director
Uni-President China Holdings Ltd.	Independent and non-executive director

Spark Taiwan.	Executive Director
Zhang Xin-Qi Memorial Foundation for Business and Management Education	Director

VI. Extemporaneous Motions

VII. Meeting Adjournment

Appendix 1

USI Corporation

Parliamentary Rules for Shareholders' Meetings

Amended on May 31, 2023

Article 1

To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2

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

Article 3

(Convening shareholders meetings and shareholders meeting notices)

Unless otherwise provided by law or regulation, this Corporation's shareholders meetings shall be convened by the board of directors.

Any changes to the convening of a shareholders meeting shall be resolved by the board meeting, which should be completed at the latest before the notice of the shareholders meeting is sent.

This Corporation shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and the shareholders meeting agenda and supplemental meeting materials, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a regular shareholders meeting or before 15 days before the date of a special shareholders meeting. In addition, before 15 days before the date of the shareholders meeting, this Corporation shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at this Corporation.

The abovementioned meeting agenda and supplementary materials shall be made available by this Corporation to shareholders in the following ways on the day of the shareholders meeting:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the video conferencing platform.
3. For virtual-only shareholders meetings, electronic documents should be shared on the video conferencing platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and published, and the main contents for the reason should be listed and explained according to law, and shall not be raised by an extraordinary motion.

If re-election of the complete board of directors is listed as the purpose of a meeting of shareholders and the inauguration date is stated, after the completion of the board of directors, the inauguration date shall not be changed by a motion or other means in the same meeting of shareholders.

A shareholder holding 1 percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda. A shareholder proposal proposed for urging a company to promote public interests or fulfill its social responsibilities may still be included in the list of proposals to be discussed at a regular meeting of shareholders by the board of directors. In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

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

Shareholder-submitted proposals are limited to 300 words, and no proposal containing more than 300 words will be included in the meeting agenda. The shareholder making the proposal shall be present in person or by proxy at the regular shareholders meeting and take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, this Corporation shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that conform to the provisions of this article. At the shareholders meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4

For each shareholders meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation 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 this Corporation 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 this Corporation, 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 this Corporation 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.

Should the shareholder decide to attend the shareholders meeting by video conferencing after a proxy form has been received by this Corporation, a written notice of proxy cancellation shall be sent to this Corporation 2 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 5

(Principles determining the time and place of a shareholders meeting)

The venue for a shareholders meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.

The restriction on the place of the meeting shall not apply when this Corporation convenes a virtual-only.

Article 6

(Preparation of documents such as the attendance book)

This Corporation shall specify in its shareholders meeting notices the time during which shareholder, solicitors and proxies (collectively "shareholders") attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, 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.

Registering to the video conferencing platform of the shareholders meeting should be completed at least 30 minutes before the meeting starts, those who complete the registration process are considered to have attended the meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. Solicitors soliciting proxy forms shall also bring identification documents for verification.

This Corporation shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

This Corporation shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

For shareholders meetings that are held by video conferencing, shareholders who would like to attend the video conferencing of shareholders meeting should register with this Corporation at least two days before the shareholders meeting.

For shareholders meetings that are held by video conferencing, this Corporation shall upload

the meeting agenda, annual report and other relevant information to the video conferencing platform 30 minutes before the shareholders meeting, and keep this information disclosed until the end of the meeting.

Article 6-1

(Matters to be included in the notice for the shareholders meeting conducted via video conferencing)

The shareholders meeting notice should specify the following matters if the meeting is also made available through video conferencing:

1. Methods of participation in the meeting through video conferencing and for exercising their rights.
2. The handling of issues with the video conferencing platform or participation in the video conference due to natural disasters, incidents or other force majeure events.
3. Other matters as required by law.

Article 7

(The chair and non-voting participants of a shareholders meeting)

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

When a director serves as chair, as referred to in the preceding paragraph, the 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.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by the directors. The attendance shall be recorded in the meeting minutes.

If a shareholders meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.

This Corporation may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.

Article 8

(Documentation of a shareholders meeting by audio or video)

This Corporation, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least 1 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.

For the shareholders meetings held by video conferencing, this Corporation shall retain records of the shareholders' registration, login, check-in, questioning, voting and vote counting results, etc., and make continuous and uninterrupted audio and video recording of the entire meeting.

The abovementioned materials and audio and video recordings shall be properly retained by this Corporation during the period of existence.

Article 9

Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and number of shares represented as checked in to the video conferencing meeting platform, and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chair shall call the meeting to order at the appointed meeting time, and announce relevant information of the number of non-voting shares and the number of shares in attendance, etc. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

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.

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

Article 10

(Discussion of proposals)

If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Any extemporaneous motion(s) and/or the amendment(s) to the original proposal(s) shall be resolved. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders meeting.

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

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders meeting. If the chair declares the meeting adjourned in

violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chair in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chair shall allow ample opportunity during the meeting for explanation and discussion of proposals and of amendments or extraordinary motions put forward by the shareholders; when the chair is of the opinion that a proposal has been discussed sufficiently to put it to a vote, the chair may announce the discussion closed and call for a vote. The time for voting shall be sufficient.

Article 11

(Shareholder speech)

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

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

Report Items and matters unrelated to the proposals will not be put into discussion or vote. Except with the consent of the chair, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 3 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chair may terminate the speech. When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair; the chair 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 chair may respond in person or direct relevant personnel to respond.

For the shareholders meetings held by video conferencing, the shareholders who attend the meeting by video conferencing may raise their questions in text on the video conferencing platform after the chair announces the start of the meeting and before the chair announces the ending of the meeting. A shareholder may not raise their questions more than twice for a single motion, and each question is limited to 200 words.

Article 12

(Calculation of voting shares and recusal system)

Voting at a shareholders meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

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 this Corporation, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

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

Article 13

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, paragraph 2 of the Company Act.

When this Corporation 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. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights by correspondence or electronic means under the preceding paragraph shall deliver a written declaration of intent to this Corporation 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.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or by video conferencing, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to this Corporation, by the same means by which the voting rights were exercised, before 2 business days before the date of 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.

Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number

of voting rights represented by the attending shareholders, followed by a poll of the shareholders.

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

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of this Corporation.

Vote counting for shareholders meeting proposals or elections shall be conducted in public at the place of the shareholders meeting. Immediately after vote counting has been completed, the results of the voting, including the statistical tallies of the numbers of votes, shall be announced on-site at the meeting, and a record made of the vote.

After the chair announces the start of the meeting, the shareholders who participate in the meeting through video conferencing shall conduct voting on various motions and election through the video conferencing platform, and must complete the voting before the chair announces the close of voting. Those who do not complete the voting before the announced ending time are considered abstention.

For the shareholders meetings held by video conferencing, the votes shall be counted once after the chair announces the close of voting, and the results of the voting and election will be announced.

Article 14

(Election)

The election of directors at a shareholders meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, 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 and the names not-elected as directors and the number of votes obtained.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15

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

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results of resolution (including a record made of the vote); where there

is an election of directors, shall record the number of the vote for each candidate who is nominated and the minutes shall be retained for the duration of the existence of this Corporation.

Article 16

(Public disclosure)

On the day of a shareholders meeting, this Corporation shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies and number of shares whose voting rights are exercised by correspondence or electronically, and shall make an express disclosure of the same at the place of the shareholders meeting. For shareholders meetings that are held by video conferencing, this Corporation shall upload the above information to the video conferencing platform 30 minutes before the shareholders meeting, and keep it disclosed until the end of the meeting.

When the shareholders meeting by video conferencing is announced to start, the number of voting rights of the attending shareholders shall be disclosed on the video conferencing platform. The same applies to when the total number of shares of the shareholders in attendance and a new tally of votes is released during the meeting.

Article 17

(Maintaining order at the meeting place)

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands.

The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

At the place of a shareholders meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by this Corporation, the chair may prevent the shareholder from so doing.

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

Article 18

(Recess and resumption of a shareholders meeting)

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

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within

5 days in accordance with Article 182 of the Company Act.

Article 19

These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 2

USI Corporation Articles of Incorporation

Section 1. General Provisions

- Article 1: The Company is incorporated under the Company Act of the Republic of China and named “台灣聚合化學品股份有限公司” and “USI Corporation” in English.
- Article 2: The scope of the Company’s business is specified as follows:
1. Manufacturing, processing and sale of PE plastic raw materials (including ethylene-vinyl acetate copolymer resins).
 2. Manufacturing, processing and sale of PE plastic products (including products of ethylene-vinyl acetate copolymer).
 3. Manufacturing, processing and sale of catalyst and related chemicals required by the plastic industry.
 4. R&D of technology related to the plastic industry, and acquisition, sale and license of know-how and patent right thereof.
 5. Design, manufacturing, processing and sale of plastic processing equipment.
 6. General import/export businesses (other than those requiring special approval).
 7. ZZ99999 Other than business requiring special approval, any business not prohibited or restricted by laws or regulations.
- Article 3: The Company’s head office is situated in Kaohsiung City, Taiwan, the R.O.C., and, when necessary, may set up branches locally or overseas considered by the Company as necessary or adequate for promoting its business.
- Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Section 2. Capital

- Article 5: The total capital stock of the Company shall be in the amount of NT\$13,426,023,650, divided into 1,342,602,365 shares, at a par value of NT\$10 per share, and may be issued in installments.
- Article 6: The Company’s share certificates shall be affixed with the signatures or personal seals of three or more directors of the Company, be assigned with serial numbers, indicate particulars referred to in Article 162 of the Company

Act, and be issued upon the competent authority's approval of the registration of incorporation and certification pursuant to the Company Act. For the shares to be issued to the public by the Company, the Company may be exempted from printing any share certificate for the shares issued.

Article 7: The Company's handling of its shareholders services shall comply with the "Regulations Governing the Administration of Shareholder Services of Public Companies" prescribed by the competent securities authority.

Article 8: (Deleted)

Article 9: The transfer of shares shall not be registered within 60 days prior to the convening date of a general shareholders' meeting, or within 30 days prior to the convening date of a special shareholders' meeting, or within five (5) days prior to the record date fixed by the Company for distribution of dividends, bonus or other benefits.

Section 3. Shareholders' Meeting

Article 10: The Company's shareholders' meetings consist of the following:

1. General shareholders' meeting
2. Special shareholders' meeting

The general shareholder's meeting shall be convened by the Board of Directors once a year and within six (6) months after close of each fiscal year pursuant to laws. In the case of important motions to be resolved, a special shareholders' meeting may be convened by the Board of Directors upon resolution of the Board, or upon written request by shareholder(s) who has/have been continuously holding 3% or more of the total number of the issued shares of the Company over one (1) year. The general shareholders' meeting and special shareholders' meeting may be held within/outside the territories of the R.O.C.

Article 11: Convening of a general shareholders' meeting shall be notified thirty (30) days ago, and convening of a special shareholders' meeting to be notified fifteen (15) days ago. The causes of meeting shall be indicated in the notice pursuant to the Company Act or other laws.

Article 11-1: Shareholders' meeting of the Company can be held by video conferencing or other methods announced by the central competent authority.

Article 12: Resolutions at a shareholders' meeting shall, unless otherwise provided for in Company Act or other laws, be adopted by a majority of eligible votes of the shareholders present, who represent more than a majority of the total issued

shares. The voting power at a shareholders' meeting of the Company may be exercised by way of writing or electronic transmission. A shareholder who exercises his/her/its voting power at a shareholders meeting by way of writing or electronic transmission shall be deemed to have attended said shareholders' meeting in person. The related matters shall be implemented in accordance with laws.

Article 13: When the number of shareholders present does not constitute the quorum prescribed in the preceding article, but those present represent one-thirds or more of the total number of issued shares, a tentative resolution may be passed by a majority of those present. A notice of such tentative resolution shall be given to each of the shareholders, and a shareholders' meeting shall be reconvened within one (1) month. In said shareholders' meeting, if the tentative resolution is again adopted by a majority of those present who represent one-thirds or more of the total number of issued shares, such tentative resolution shall be deemed to be a resolution under the preceding Article, unless otherwise provided in the Company Act.

Article 14: Unless no voting right or restricted voting right required under laws or the Articles, each of shares held by each shareholder shall have the right to one (1) vote.

Article 15: Where any shareholder fails to attend a shareholders' meeting, he/she may appoint a proxy to attend the meeting on behalf of him/her pursuant to the Company Act and exercise power on behalf of him/her. The proxy is not limited to the Company's shareholder.

Article 16: Unless otherwise provided in the Company Act, a shareholders' meeting shall be convened by the Board of Directors, and chaired by the Company's Chairman of Board. Where the Chairman is absent, the Chairman shall appoint a proxy to act on behalf of him/her pursuant to Article 208 of the Company Act.

Article 17: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be, together with the shareholders' attendance book and proxy letter, if any, retained at the Company.

Section 4. Directors and Audit Committee

Article 18: A candidate's nomination system shall be adopted by the Company for election of independent directors and non-independent directors. The Company shall have 9~11 directors who shall be elected by the shareholders' meeting from

among the name list of candidates. The total shares of the Company's registered share certificates held by the whole directors shall be no less than the proportion prescribed by the competent securities authority.

Article 18-1: The directors referred to in the preceding Article shall include at least three (3) independent directors.

The professional qualifications, shares held, restrictions on concurrent positions held, method of nomination and election, and other matters for compliance with respect to independent directors shall be governed by the competent securities authority's related regulations.

Article 18-2: The Company shall establish an Audit Committee pursuant to the Securities and Exchange Act, which shall consist of all independent directors of the Company. The Audit Committee or the committee members shall be responsible for exercising a supervisor's power prescribed by the Company Act, Securities and Exchange Act, and other related laws.

Article 18-3: The Company's Board of Directors may establish other functional committees. The articles of association thereof shall be established by the Board of Directors.

Article 19: Directors shall hold the position for three (3) years and may be re-electable.

Article 19-1: The amounts of remuneration to directors shall be determined by the shareholders' meeting based on the rate prevailing in fellow companies and the directors' participation in and contribution to the Company's operation, regardless of whether or not the Company operates of profit.

Article 20: Functions of the Board of Directors:

1. Research and draft the business policy;
2. Review important regulations and contracts;
3. Appoint and dismiss managers;
4. Set up and terminate branches;
5. Review budget and final accounts;
6. Propose the motion for amendments to articles of incorporation, change of capital and dissolution or merger of the Company at a shareholders' meeting;
7. Propose the motion for allocation of earnings or covering of loss at a shareholders' meeting;
8. Exercise the powers granted pursuant to laws, Articles of Incorporation and by a shareholders' meeting.

- Article 21: The Chairman of the Board shall be elected among the directors present at a directors' meeting by a majority vote of the directors present the meeting attended by two-thirds or more of the directors.
- Article 22: The Chairman has the power to act on behalf of the Company and shall act in accordance with the laws, articles of incorporation, and resolution made by a shareholders' meeting or directors' meeting.
- Article 23: Directors' meetings shall be convened by the Chairman, except for the first meeting of each term of the Board of Directors which shall be convened by the director who received a ballot representing the largest number of votes at the election of directors. The convener shall notify each director of the date & place of the meeting as well as the agenda within seven (7) days prior to the meeting. Any director may waive the right to receive the notice in writing after or before the meeting. A directors' meetings may be held within/outside the territories of the R.O.C.
A directors' meeting may be convened in writing or by electronic transmission.
- Article 24: If a directors' meeting is convened by the Chairman, the meeting shall be chaired by the Chairman. Where the Chairman is absent, the Chairman shall appoint a proxy to act on behalf of him/her.
- Article 25: A directors' meeting shall not start, unless it is attended by a majority of directors. Resolutions at a directors' meeting shall, unless otherwise provided for in Company Act or other laws, be adopted by a majority of eligible votes of the directors present.
- Article 26: A director may authorize another director in writing to attend the directors' meeting on behalf of him/her and exercise the voting right on behalf of him/her pursuant to laws, provided that a director may accept the appointment to act as the proxy of one other director only.
- Article 27: Directors shall exercise their powers per the resolution adopted by a directors' meeting.
- Article 28: (Deleted)
- Article 29: (Deleted)
- Article 30: The Board of Directors has set up a Secretariat of the Board dedicated to handling the affairs related to the Board of Directors.

Section 5. Personnel

- Article 31: Job title, appointment, discharge and remuneration of the Company's managerial personnel, if any, shall be decided by a majority of the directors present at a meeting attended by a majority of the whole directors.
- Article 32: The Company's managerial personnel shall process the Company's routine affairs per the resolution made by a directors' meeting.
- Article 32-1: The Company shall purchase liability insurance against the damages to be borne by directors and officers with respect to the scope of business carried out by them during their term of office.

Section 6. Financial Report

- Article 33: The Company's fiscal year shall commence from January 1 until December 31 of each year. The Board of Directors shall prepare the following reports at the end of each fiscal year and send them to the general shareholders' meeting for recognition:
1. Business report;
 2. Financial statements;
 3. Motion for allocation of earnings or covering of loss.
- Article 34: If the Company retains earnings in the current year, it shall allocate the compensation to directors and employees. The compensation to directors shall be no more than 1% of the earnings gained in the current year, while the compensation to employees shall be no less than 1% of the earnings. Notwithstanding, if the Company retains accumulated losses, it shall reserve the amount to be covered in advance.
- The compensation percentage to the non-executive employees shall be no less than 40% of the total amount of employee compensation as mentioned in the preceding paragraph.
- Said compensation to employees may be allocated in the form of shares or in cash, including the employees of the Company's subsidiaries meeting certain specific requirements entitled to receive shares or cash. The specific requirements shall be defined by the Board of Directors.
- If the Company has net profits after tax according to its annual financial account, the Company may, after making up all past losses, set aside a 10% legal reserve from the remainder, if any. The remaining allocable earnings, if any, plus the accumulated unappropriated earnings for prior years and the balance after provision or reversal of special earnings required by the competent authority, shall be accumulated allocable earnings, which shall be allocated according to the proposal drafted by the Board of Directors and resolution made by a general shareholders' meeting duly. The shareholders'

meeting may retain the earnings, in whole or in part, subject to the overview of business.

As the industry which the Company is engaged in refers to a matured industry, when resolving to allocate earnings, in consideration of the R&D needs and diversified business, the shareholders' dividend allocable shall be no less than 10% of the allocable earnings, including the cash dividend no less than 10% of the whole dividends. Notwithstanding, no dividend shall be allocated, if the allocable earnings per share is less than NT\$0.1.

Article 35: The Company's total investment in other companies may be exempted from the restriction for no more than 40% of the paid-in capital prescribed by the Company Act.

The Company may make endorsement/guarantee externally due to the Company's business needs or investment needs. The endorsement/guarantee shall be signed by the Chairman on behalf of the Company and comply with the Company's operating procedure for making endorsement/guarantee.

Section 7. Bylaw

Article 36: The Company's articles of association and enforcement rules thereof shall be established separately.

Article 37: Any matters not covered herein shall be implemented in accordance with the Company Act and related laws of the R.O.C.

Article 38: The Articles of Incorporation was established on May 15, 1965. (Following content omitted) 51th amendments hereto were made on May 29, 2025.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 3

USI Corporation Rules for Election of Directors

May 31, 2023 Amendments hereto

- Article 1: The Company's directors shall be elected in accordance with the Rules.
- Article 2: The election of the Company's directors shall adopt an open cumulative voting system. In the process of electing directors at a shareholders' meeting, attendance card numbers printed on the ballots may replace the names of voting shareholder. Election of the Company's independent directors and non-independent directors shall adopt the candidate nomination system referred to in Article 192-1 of the Company Act. The Board of Directors shall prepare ballots to be cast at the shareholders' meeting. The ballots shall be affixed with the Company's official seal, as well as the voters' attendance card number and number of vote.
- Where election of the Company's directors adopts the e-voting system pursuant to laws, shareholders may choose to exercise their voting right in electronic form or by balloting on the site.
- Shareholders who choose to exercise their voting right in an electronic form shall exercise the right on the e-voting platform designated by the Company.
- Article 3: Unless otherwise provided in related laws, the Company's directors shall be elected by the shareholders' meeting from the name list of candidates. Quota of the Company's directors shall be based on the quota defined in the Company's Articles of Incorporation and passed by the Board of Directors. The Company's independent and non-independent directors shall be elected at the same time, but in separately calculated numbers. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a director elected. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance.
- The votes referred to in Paragraph 1 shall be calculated based on the votes cast at the shareholders' meeting plus written vote or e-votes.
- For the e-voting result referred to in the preceding paragraph, an entity which meets Article 44-6 of the Regulations Governing the Administration of Shareholder Services of Public Companies shall be commissioned to verify the shareholders' identity and votes and certify the statistics of votes prior to the shareholders' meeting.
- Article 4: The chairperson shall designate several monitoring and counting personnel prior to the election to perform their duty.
- Article 5: The task of the monitoring personnel is as follows:

- (I) The ballot box inspected by the monitoring personnel openly before the voting.
- (II) Picket the order and monitoring whether there is any negligence or illegality in voting.
- (III) After the vote is over, check the number of ballots.
- (IV) Check the ballots for invalid ballots, and hand over the number of valid ballots.
- (V) Monitoring the number of voting rights for each candidate that the counting personnel record.

Article 6: Electors should check only one of the candidates listed in the “To be Elected” field of each ballot. However, if shareholders exercise their votes in an electronic form, their voting shall be handled in accordance with the relevant laws and regulations of the competent authority.

Article 7: A ballot is invalid under any of the following circumstances at the shareholders’ meeting:

- (I). The ballot adopted is not that prepared pursuant to the Rules.
- (II). There are more than two candidates on the same ballot.
- (III). Other words or marks are entered in addition to the information checked pursuant to the preceding Article and the number of voting rights allotted.
- (IV). The checkmark is unclear and indecipherable.
- (V). The candidate that has been checked, or the number of voting rights allotted is altered.
- (VI). The total number of checked candidates exceeds the number of candidates to be elected.
- (VI) A blank ballot that has not been checked is placed in the ballot box.
- (VIII) Total of voting rights allotted exceed the number of votes held by voters.

Where the shareholders exercise their votes in writing or an electronic form, the invalid ballots shall be identified pursuant to the Rules and also the related laws promulgated by the competent authority.

Article 8: The ballot box and lot-drawing box at the shareholders’ meeting shall be prepared by the Company and inspected by the monitoring personnel openly before the voting or lot drawing.

Article 9: After the ballots are all in the ballot box, the monitoring and counting personnel will open the ballot box together.

Article 10: The number of ballots counted and recorded is monitored by the monitoring personnel.

Article 11: When there is any doubt about the ballots, the monitoring personnel is asked to check whether it is invalid. The invalid ticket should be placed separately.

Article 12: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, shall be announced by the chairperson on the site.

Article 13: The Company shall issue notifications to the persons elected as directors.

- Article 14: The ballots for the election cast on the site, together with the written vote or e-voting materials, shall be sealed with the signatures/seals of the monitoring personnel and kept by the Company in proper custody for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.
- Article 15: If the shareholder meeting is held by video conferencing or other methods announced by the central competent authority, and there are other rules to be complied with as specified by the securities authority, the Company shall also comply with those rules.
- Article 16: Any matters not covered herein shall be implemented in accordance with the Company Act, the Company's Articles of Incorporation, and other related laws.
- Article 17: The Rules shall be enforced upon approval by a shareholders' meeting. The same shall apply where the Rules are amended.

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Appendix 4

USI Corporation Operating Procedure for Acquisition or Disposition of Assets (Before Amendment)

Amended on May 31, 2022

- Article 1: Purpose
The Operating Procedure is established in order to protect assets and fulfill the information disclosure.
- Article 2: Legal basis
The Operating Procedure is adopted in accordance with the provisions of Article 36-1 of the Securities and Exchange Act (hereinafter referred to as “the Act”) and “Regulations Governing the Acquisition and Disposition of Assets by Public Companies”.
- Article 3: Scope of assets
- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depository receipts, call (put) warrants, beneficial interest securities, and asset-backed securities, et al.
 - II. Real property (including land, houses and buildings, investment property and rights to use land) and equipment.
 - III. Memberships.
 - IV. Such intangible assets as patents, copyrights, trademarks, and franchise rights.
 - V. Right-of-use assets
 - VI. Derivatives.
 - VII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
 - VIII. Other substantial assets.
- Article 4: Definitions:
- I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term “forward contracts” does not include

- insurance contracts, performance contracts, after-sales service contracts, long-term leasing contracts, and long-term purchase (sales) agreements.
- II. Assets acquired or disposed of through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Assets acquired or disposed of through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act or other laws, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter referred to as the “transfer of shares”) under Paragraph 8 of Article 156 of the Company Act.
 - III. Stakeholder or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
 - IV. Professional appraiser: A real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
 - V. Date of occurrence: Contracting date, date of payment, date of consignment trade, date of transfer, dates of boards of directors’ resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier; provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
 - VI. Mainland China area investment: Investments in Mainland China approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in Mainland China.
 - VII. Over-the-counter venue (“OTC venue,” “OTC”): “Domestic OTC venue” refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; “foreign OTC venue” refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct a securities business.
 - VIII. The “latest financial statements” referred to herein shall mean the financial statements certified or audited by an external independent auditor as disclosed by the company in the most recent period before acquisition or disposition of assets.
 - IX. For the calculation of 10 percent of total assets herein, the total assets stated in the latest individual or separate financial statements prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.
 - X. In the case of a company whose shares have no par value or a par value

other than NT\$10, trading values of 20 percent of paid-in capital shall be substituted by 10 percent of equity attributable to owners of the parent.

Article 5: Limit of investment in real property for non-operating purpose and its right-of-use assets and marketable securities

Limit on said assets acquired by the Company and each subsidiary is set as following:

- (I) Total investment in real property for non-operating purpose or its right-of-use assets shall be no more than 20% of the Company's net value, and 100% of net value of the Company's subsidiary. (No more than 150% of net value of the Company's investment purpose subsidiary, if any.)
- (II) Total investment in marketable securities shall be no more than 200% of the Company's net value, and investment in production and sale of any products other than petrochemical products no more than 100% of the Company's net value. Total investment by a subsidiary shall be no more than 150% of the Company's net value, including investments in production and the sale of any products other than petrochemical products for no more than 100% of the Company's net value. (No more than 150% of the Company's net value, in the case of investment purpose subsidiary.)
- (III) Total investment in individual securities of a subsidiary in which the Company holds more than 50% (inclusive) of its shares shall be no more than 150% of the Company's net value, while total investment in individual securities of a subsidiary in which the Company holds less than 50% of its shares shall be no more than 100% of the Company's net value. Total investment in individual securities of an indirect subsidiary in which the subsidiary holds more than 50% (inclusive) of its shares shall be no more than 200% of the subsidiary's net value, while total investment in individual securities of an indirect subsidiary in which the subsidiary holds less than 50% of its shares shall be no more than 150% of the subsidiary's net value. (No more than 200% of net value of the investment purpose subsidiary, if any.)

Article 6: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall comply with the following requirements:

- I. May not have previously received a final and non-appealable sentence of imprisonment for 1 year or longer for a violation of the Securities and Exchange Act, the Company Act, the Banking Act of The Republic of China,

the Insurance Act, the Financial Holding Company Act or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents or occupational crime. However, this provision does not apply if three years have already passed since the completion of service of the sentence, since the expiration of the period of a suspended sentence or since a pardon has been received.

- II. May not be a related party or de facto related party of any party to the transaction.
- III. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-discipline regulations of their own business associations and the following:

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

Article 7: Where the Company acquires or disposes of assets through court auction procedures, the documentary evidence issued by the court may substitute the appraisal report or CPA opinion.

Article 8: Operating Procedure for Acquisition or Disposition of Real Property 、 Equipment or its right-of-use assets

- I. Evaluating and operating procedure
The Company's acquisition or disposition of real estate and equipment or its right-of-use assets shall follow the real estate, plant and equipment circulation procedure under the Company's internal control

system.

II. Procedure for determining trading terms and authorized limit

(I) Acquisition or disposition of real estate or its right-of-use assets shall take into consideration announced current value, appraised value, and trading value of neighboring real estate. An analysis report shall be submitted to the Chairman of Board after trading terms and trading value are decided. In the case of value less than NT\$500 million (inclusive), the acquisition or disposition shall be subject to approval by the Chairman of Board for approval and reported at the latest Board of Directors' meeting. In the case of value more than NT\$500 million, the acquisition or disposition shall be subject to approval of the Board of Directors upon resolution in advance.

(II) Acquisition or disposition of equipment or its right-of-use assets shall be carried out in the form of price inquiry, price comparison, price negotiation or tender invitation. Acquisition or disposition of equipment valuing less than NT\$500 million (inclusive) shall be subject to approval by level of authority pursuant to authorization rules. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Chairman of Board, and by the Board of Directors upon resolution in advance.

III. Execution unit

The Company's acquisition or disposition of real estate or equipment or its right-of-use assets shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by the requesting department and responsible unit.

IV. Real estate or equipment appraisal report

In acquiring or disposing of real property 、 equipment or its right-of-use assets where the trading value reaches 20 percent of the Company's paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (5) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the trading value), the Company, unless transacting with a government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or its right-of-use assets for operating purpose, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser (the items to be noted in the appraisal report are identified in the appraisal

report) and shall further comply with the following provisions:

- (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the trading value, the transaction shall be submitted for approval in advance by the board of directors, and the same procedure shall be followed for any future changes to the trading terms.
- (II) Where the trading value is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (III) Where the professional appraiser's appraisal results meet any one of the following circumstances, unless all the appraisal results for the assets to be acquired are higher than the trading value, or all the appraisal results for the assets to be disposed of are lower than the trading value, a certified public accountant shall be engaged to render a specific opinion regarding the reasons for the discrepancies and the appropriateness of the trading value:
 - 1. The discrepancy between the appraisal result and the trading value is 20 percent or more of the trading value.
 - 2. The discrepancy between the appraisal results of two (2) or more professional appraisers is ten (10) percent or more of the trading value.
- (IV) No more than three (3) months may elapse between the date of the appraisal report issued by a professional appraiser and the contracting date; provided, where the publicly announced current value for the same period applies and not more than six (6) months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 9: Operating Procedure for Acquisition or Disposition of Investment in Marketable Securities

- I. Evaluating and operating procedure
The Company's purchase and sale of marketable securities shall follow the investment circulation procedure under the Company's internal control system.
- II. Procedure for determining trading terms and authorized limit
 - (I) Responsible unit shall carry out the transaction of marketable securities traded in the Stock Exchange Market or a securities firm's business place within the limit authorized by the Board of Directors after judging the market condition.
 - (II) In acquiring or disposing of marketable securities, the Company shall, prior to the date of occurrence of the event, obtain

financial statements of the object company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the trading value, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the trading value), the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the trading value. Notwithstanding, this requirement does not apply to public quotation of the marketable securities in an active market, or not apply where otherwise prescribed by the competent securities authority.

The long-term investment in marketable securities referred to in the preceding subparagraphs shall be approved by the Chairman of Board on a case-by-case basis. The dollar amount of the investment is more than NT\$300 million and less than NT\$500 million shall be reported to the latest Board of Directors' meeting, while the investment more than NT\$500 million shall be subject to approval in advance by the Board of Directors upon resolution.

III. Execution unit

The Company's investment in marketable securities shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by Financial Dept.

Article 10: Operating procedure for dealing with transactions with stakeholders

- I. When the Company engages in any acquisition or disposition of assets from or to a stakeholder, in addition to adopting the procedures referred to in Article 8, Article 9 and Article 11 herein, the Company shall also ensure that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised according to the following requirement. That is, if the trading value reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions herein. When judging whether a trading counterpart is a stakeholder, in addition to legal formalities, the substance of the relationship shall also be considered.

II. Evaluating and operating procedure

(I) When the Company intends to acquire or dispose of real property or its right-of-use assets from or to a stakeholder, or when it intends to acquire or dispose of assets other than real property or its right-of-use assets from or to a stakeholder and the trading value reaches 20 percent or more of paid-in capital, 10 percent or more of the company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the majority of Audit Committee and passed by the board of directors :

1. The purpose, necessity and anticipated benefit of acquisition or disposition of assets.
2. The reason for choosing the stakeholder as a trading counterpart.
3. With respect to the acquisition of real property or its right-of-use assets from a stakeholder, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraph 3 herein.
4. The date and price at which the stakeholder originally acquired the real property, the original trading counterpart, and that trading counterpart's relationship with the Company and the stakeholder.
5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
7. Restrictive covenants and other important stipulations associated with the transaction.

(II) By meeting the standard stated in the previous subparagraph, acquisition or disposition of equipment valuing less than NT\$500 million between the Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this

Company shall be decided by the Chairman of Board, and then submitted to the latest Board of Directors' meeting for recognition. Acquisition or disposition of equipment more than NT\$500 million shall be subject to approval by the Board of Directors upon resolution at first.

1. Acquisition or disposal of equipment or its right-of-use assets for business operations.
 2. Acquisition or disposal of real property right-of-use assets for business operations.
- (III) When engaging in a transaction stated in subparagraph (I) of the preceding paragraph with an amount exceeding 10% of the Company's total assets, this Company or a subsidiary not publicly offered domestically shall submit all data as stated in subparagraph (I) to the meeting of shareholders to apply for approval before concluding the transaction contract or making the payment, except for transactions between this Company and the parent company, this Company and a subsidiary, or among subsidiaries.

The transaction amounts as stated in subparagraphs (I) and (III) shall be calculated according to Article 15, paragraph 1, subparagraph (VII); and "within the preceding year" as claimed in these Procedures refers to the year preceding the date of occurrence of the current transaction. The sections approved by the meeting of shareholders or the Board according to these Procedures shall be exempted from the calculation.

III. Evaluation on reasonableness of transaction costs

- (I) Acquiring real property or its right-of-use assets from a stakeholder, the Company shall evaluate the reasonableness of the transaction costs in the following manners:
 1. Based upon the stakeholder's trading value plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property, provided that it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
 2. Total loan value appraisal from a financial institution where the stakeholder has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's

appraised loan value of the property and the period of the loan shall have been one (1) year or more. However, this shall not apply where the financial institution is a stakeholder of one of the trading counterparts.

- (II) Where land and structures thereupon are combined as a single property purchased or leased in one (1) transaction, the transaction costs for the land and the structures may be separately appraised in any of the manners referred to in the preceding paragraph.
- (III) When acquiring real property or its right-of-use assets from a stakeholder and appraising the cost of the real property or its right-of-use assets in accordance with Subparagraph (I) and Subparagraph (II) shall also engage a CPA to check the appraisal and render a specific opinion.
- (IV) When the results of the Company's appraisal conducted in accordance with Subparagraph (I) and Subparagraph (II) are uniformly lower than the trading value, Subparagraph (V) shall apply. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:
 - 1. Where the stakeholder acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
 - (1) Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the stakeholder's construction cost plus reasonable construction profit are valued in excess of the actual trading value. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the stakeholder's construction division over the most recent three (3) years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 - (2) Completed transactions by any persons other than stakeholders within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price or lease discrepancies in floor or area

land prices in accordance with standard property market practices.

2. Where the Company provides evidence that the terms of the transaction for acquisition of real estate or the right-of-use assets acquired by lease from a stakeholder are similar to the terms of transactions completed for the acquisition of neighboring or closely valued parcels of land of a similar size by any persons other than stakeholders within the preceding year. The completed transactions for neighboring or closely valued parcels of land referred to in the preceding paragraph in principle refer to the parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value. The transaction for similarly sized parcels in principle refers to the transaction completed by any persons other than stakeholders for parcels with a land area of no less than 50 percent of the property in the planned transaction. The “within the preceding year” refers to the year preceding the date of occurrence of the acquisition of the real property or the right-of-use assets.

(V) When the results of the Company’s appraisal conducted in accordance with Subparagraph (I) and Subparagraph (II) are uniformly lower than the trading value, the following requirements shall apply.

1. A special reserve shall be set aside in accordance with Paragraph 1 of Article 41 of the Act against the difference between the real property or the right-of-use assets trading value and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares.
2. Audit Committee shall comply with Article 218 of the Company Act.
3. Actions taken pursuant to Item 1 and Item 2 of this subparagraph shall be reported to a shareholders’ meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

Where the Company has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value or termination of lease of the assets it purchased or lease at a premium; or they have been disposed of; or adequate compensation has been made; or the status quo ante has been restored; or there is other

evidence confirming that there was nothing unreasonable about the transaction, and the competent securities authority has given its consent.

(VI) Where the Company acquires real property or the right-of-use assets from a stakeholder and one of the following circumstances exists, the acquisition shall be conducted in accordance with the evaluation and operating procedure referred to in Paragraph 2 of this Article, while the evaluation on reasonableness of transaction costs requirements referred to in Subparagraphs (I), (II) and (III) of this paragraph shall not apply:

1. The stakeholder acquired the real property or the right-of-use assets through inheritance or as a gift.
2. More than five (5) years will have elapsed from the time the stakeholder signs the contract to obtain the real property or the right-of-use assets to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the stakeholder, or through engaging a stakeholder to build real property, either on the Company's own land or on rented land.
4. The rights-of-use of the real property for business use are acquired by and between this Company and the parent company, between subsidiaries, or between this Company and a subsidiary wholly owned, either directly or indirectly, by this Company.

(VII) When the Company obtains real property or the right-of-use assets from a stakeholder, it shall also comply with the Subparagraph (V) if there is other evidence indicating that the acquisition is not an arm's length transaction.

Article 11: Operating Procedure for Acquisition or Disposition of Intangible Assets or the right-of-use assets or Memberships

I. Evaluating and operating procedure

The Company's acquisition or disposition of Intangible Assets or the right-of-use assets or Memberships shall follow the real estate, plant and equipment circulation procedure under the Company's internal control system.

II. Procedure for determining trading terms and authorized limit

To be based on the Operating Procedure for Acquisition or Disposition of Equipment.

III. Execution unit

The Company's acquisition or disposition of Intangible Assets or the right-of-use assets or Memberships shall be subject to approval by the level of authority referred to in the preceding paragraph, and completed by the requesting department or administrative department.

IV. Expert's Evaluation Report on Intangible Assets or the right-of-use assets or Memberships

Where the Company acquires or disposes of Intangible Assets or the right-of-use assets or Memberships and the trading value reaches 20 percent or more of paid-in capital or NT\$300 million or more (the trading value shall be calculated in the manner referred to in Paragraph 1 (7) of Article 15 herein. "Within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a CPA's opinion has been obtained need not be counted toward the trading value), except in transactions with a government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the trading value.

Article 12: Operating Procedure for Acquisition or Disposition of Derivatives

I. Trading Principle and Policy

(I) Types of transaction

1. The derivatives which the Company is engaged in means the trading contracts (exclusively mean the forward contracts, options contracts, interest rate or foreign exchange rate contracts, swap contracts, and compound contracts combining the above products), whose value is derived from assets, interest rates, foreign exchange rates, or other interests. Any transaction involving other major derivatives shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution in advance.
2. The Operating Procedure shall not apply to repurchase agreement (RP), if any.

(II) Business strategies

1. For non-operating purpose:
In order to hedge against risk, it is advisable to choose the trading products capable of hedging against the risk derived from the Company's business.
2. For operating purpose:
Subject to flexibility and mobility.

(III) Division of authority and responsibility

1. Procurement Dept. and Business Dept.
To provide the foreign exchange positions for next three (3) months and related documents by 25th day of each month to help Financial Dept. calculate the Company's overall foreign exchange positions.
2. Financial Dept.
 - (1) Trading personnel
 - A. To be responsible for researching and drafting the derivatives trading strategies throughout the Company.
 - B. The trading personnel shall calculate the positions, collect market information, judge trends and evaluate risk once per two (2) weeks to research and draft operating strategies, which shall serve to be the basis for transactions after being approved subject to the level of authority.
 - C. To execute transactions per the level of authority and existing strategies.
 - D. Where the trading personnel determine that the existing strategies shall not apply any longer due to material changes in the financial market, the trading personnel shall provide their evaluation report at any time and re-draft strategies, which shall serve to be the basis for transactions after being approved by Treasurer.
 - E. To make evaluation per month and submit the evaluation report to Treasurer.
 - (2) Personnel dedicated to settlement: To perform the function of settlement.
3. Accounting personnel
 - (1) To execute confirmation of transactions.
 - (2) To review whether transactions are conducted per the level of authority and existing strategies.
 - (3) Accounting.
 - (4) To make declaration and disclosure per the competent securities authority's requirements.
4. Level of authority and authorized limit for derivatives transactions
 - (1) Transaction:

Level of authority engaged in the transaction	Authorized limit per transaction
Authorized trading personnel	Less than US\$1 million
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	Exceed US\$10 million

(2) Approval of transactions:

Level of authority approving the transaction	Authorized limit per transaction
Financial Dept. managers	Less than US\$5 million
President	Less than US\$10 million
Chairman of Board	Exceed US\$10 million

5. Performance evaluation

- (1) Accounting Dept. shall be responsible for providing Financial Dept. with the summary report on the Company's stated foreign exchange rate, interest rate cost and income generated from derivatives transactions.
- (2) In order to completely control and express the evaluation risk over transactions, the Company evaluates the income through monthly statement.
- (3) Financial Dept. shall provide Treasurer with such information as evaluation on foreign exchange positions, foreign exchange market trends and market analysis for reference.

6. Definition of total contract amount and maximum loss limit

(1) Total contract amount

A. Limit for non-operating purpose

a. Foreign exchange rate hedging

Financial Dept. shall control the Company's entire positions to evade trading risk. Total authorized trading value shall be no more than the receivables/payables already held and

expected to be generated from the Company's business or net positions after offset of assets and liabilities.

- b. Any hedges other than foreign exchange rate

Financial Dept. shall be no more than the position exposed by the Company to the given risk.

- B. Limit for operating purpose

The total amount of any contract shall be no more than 10% of the net value referred to in the Company's financial statements for the last quarter of the most recent fiscal year.

- (2) Definition of maximum loss limit

- A. For non-trading purpose: Limits on aggregate losses or losses on individual contracts are 15% of the total contract amount or individual contract amount.

- B. For trading purpose: Limits on aggregate losses or losses on individual contracts are 15% of the total contract amount or individual contract amount.

II. Risk management policies

- (I) Credit risk management

Considering that risk over operation of derivatives might arise due to changes of various factors in the market, the market risk shall be managed in the following manners:

1. Trading counterpart: Primarily domestic/foreign renowned financial institutions.
2. Trading product: Limited to the products provided by domestic/foreign renowned financial institutions.
3. Trading value: The value of transactions with the same trading counterpart which have not yet been offset shall be no more than 30% of the total authorized limit, unless with approval from the Chairman of Board.

- (II) Market risk management

To be primarily the public foreign exchange market provided by banks, excluding futures market for the time being.

- (III) Liquidity risk management

In order to ensure the market liquidity, the Company selects the derivatives with high liquidity primarily (to be offset on the market from time to time). The financial institution

commissioned to engage in trading shall have sufficient information and ability to engage in trading in any market at any time.

(IV) Cash flow risk management

In order to ensure stability of the Company's working fund, the Company's source of fund for trading derivatives shall be limited to its own fund, and the operating amount shall take into consideration the funding need for cash income and expenditure forecast for future six (6) months.

(V) Operating risk management

1. To strictly comply with the Company's authorized limit and operating procedures, and include internal audit to avoid operating risk.
2. Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management personnel with no responsibility for trading or position decision-making.
4. Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to senior management personnel authorized by the Board of Directors.

(VI) Commodity risk management

Internal personnel dedicated to trading shall have complete and correct knowledge about derivatives and demand that banks should make full risk disclosure to avoid the risk over misuse of derivatives.

(VII) Legal risk management

Documents to be signed with financial organizations shall be signed officially after being reviewed by personnel dedicated to foreign exchange and legal affairs, or legal advisers to avoid legal risk.

III. Accounting principles

Accounting and preparation of financial statements for the Company's derivatives trading shall comply with the Statements of Financial Accounting Standards.

- IV. Internal audit system
- (I) The internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, Audit Committee shall be notified in writing.
 - (II) The internal audit personnel shall submit the audit report, together with details about the audit conducted in the year of internal audit, to the competent securities authority by the end of February of next year, and report correction of irregular circumstances, if any, to the competent securities authority by the end of May of next year, at the latest.
- V. When the Company engages derivatives trading, the Board of Directors shall faithfully supervise and manage such trading in accordance with the following principles:
- (I) A designated senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk, in the following manners:
 - 1. Periodically evaluate the risk management measures currently employed are appropriate and are faithfully conducted in accordance with the procedures for engaging in derivatives trading formulated by the Company.
 - 2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the Board of Directors. Where the Company has independent directors, an independent director shall be present at the meeting and express an opinion.
 - (II) Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the Company's permitted scope of tolerance.
 - (III) The Company shall report to the latest meeting of the Board of Directors after it authorizes the relevant personnel to handle derivatives trading in accordance with the procedures for engaging in derivatives trading formulated by the Company.
 - (IV) When engaging in derivatives trading, the Company shall establish a log book in which details of the types and amounts of derivatives trading engaged in, Board of Directors approval

dates, and the matters required to be carefully evaluated under Subparagraph (V) of Paragraph 2 and Subparagraph (I) and Subparagraph (II) of Paragraph 5 herein shall be recorded in detail in the log book.

Article 13: Operating procedure for mergers, demergers, acquisitions, or transfer of shares

I. Evaluating and operating procedure

(I) When engaging in mergers, demergers, acquisitions, or transfer of shares, it is advisable for the Company to retain a CPA, attorney-at-law, and securities underwriter to research and draft the schedule for statutory procedures jointly, and organize a taskforce to execute the procedures pursuant to law. Prior to convening the board of directors to resolve on motions, the Company shall retain a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and approval. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital. In case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.

(II) The Company shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in Paragraph 1 (I) herein when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, follow-up measures, and scheduled date of the next shareholders meeting.

II. Other requirements

- (I) Date of board of directors meeting: A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the competent securities authority is notified in advance of extraordinary circumstances and grants consent. A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction.
- (II) Written undertaking of confidentiality: Every person participating in or knowing the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- (III) Principles for changing share exchange ratio or acquisition price: The Company may not arbitrarily alter the share exchange ratio or acquisition price unless circumstances permitting alteration has been provided in the contract for the merger, demerger, acquisition, or transfer of shares. The conditions on which share exchange ratio or acquisition price may be changed:
 - 1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares without consideration, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, and other equity based securities.
 - 2. An action, such as a disposition of major assets, affects the Company's financial operations.
 - 3. An event, such as a major disaster or major change in technology, affects shareholders' equity or securities price.
 - 4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
 - 5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - 6. Other terms/conditions that the contract stipulates may be

altered and that have been publicly disclosed.

- (IV) Contents to be referred to in the contract: The contract shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, in addition to the following:
1. Handling of breach of contract.
 2. Principles for handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 4. The manner of handling changes in the number of participating entities or companies.
 5. Preliminary progress schedule for plan execution, and anticipated completion date.
 6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- (V) In case of changes in the number of participating companies: After public disclosure of the information, if any participating company intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer. This is provided that where the number of participating companies is decreased and a participating company's shareholders' meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling another shareholders meeting to resolve on the matter anew.
- (VI) Where any of the participating companies is not a public company, the Company shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of Subparagraphs (I), (II) and (V) of Paragraph 2 herein.
- (VII) The Company shall prepare a full written record of the following information and retain it for five (5) years for reference:

1. Basic identification data for personnel: Including the job titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
 2. Dates of material events: Including execution of any letter of intent or memorandum of understanding, retaining of a financial or legal advisor, execution of a contract, and convening of a Board of Directors' meeting.
 3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of Board of Directors meetings.
- (VIII) The Company shall, within two (2) days counting inclusively from the date of passage of a resolution by the Board of Directors, report (in the prescribed format and via the Internet-based information system) the information set out in Item 1 and Item 2 of the preceding subparagraph to the competent securities authority for recordation.
- (IX) Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded at a securities firm's business place, the Company shall sign an agreement with such company whereby the latter is required to abide by the provisions referred to in the preceding subparagraphs.

Article 14: Any transaction involving acquisition or disposition of major assets shall be approved by a majority of all Audit Committee members and submitted to the Board of Directors for a resolution in advance. With respect to the Company's acquisition or disposition of assets that is subject to the approval of the Board of Directors under the Company's procedures or other laws or regulations, if a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to each Audit Committee member. Where the Company has assigned the position of independent director, when a transaction is submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Board of Directors' meeting.

Article 15: Procedure for information disclosure

I. Standards for matter to be publicly announced and reported

- (I) Acquisition or disposal of real property or the right-of-use assets from or to a stakeholder, or acquisition or disposition of assets other than real property or the right-of-use assets from or to a stakeholder where the trading value reaches 20 percent or more of the Company's paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more. If provided, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- (II) Mergers, demergers, acquisitions, or transfer of shares.
- (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out herein.
- (IV) Where the type of asset acquired or disposed of is equipment or the right-of-use assets for operating purpose, the trading counterpart is not a stakeholder, and the trading value meets any of the following criteria:
 - 1. For the company whose paid-in capital is less than NT\$10 billion, the trading value reaches NT\$500 million or more.
 - 2. For the company whose paid-in capital is more than NT\$10 billion, the trading value reaches NT\$1 billion or more.
- (V) Where land is acquired from non-stakeholders under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the Company expects to invest in the transaction reaches NT\$500 million.
- (VI) Where an asset transaction other than any of those referred to in the preceding five subparagraphs, an investment in the mainland China area reaches 20 percent or more than of the Company's paid-in capital, or NT\$300 million; provided, this shall not apply to the following circumstances:
 - 1. Trading of domestic government bonds or overseas government bonds with credit ratings not lower than Taiwan's sovereign rating.
 - 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

(VII) The amount of transactions above shall be calculated as follows:

1. Amount of any individual transaction.
2. The cumulative transaction amount of acquisitions and dispositions of the same type of underlying asset with the same trading counterpart within the preceding year.
3. The cumulative transaction amount of real property or the right-of-use assets acquisitions and dispositions (cumulative acquisitions and dispositions, respectively) within the same development project within the preceding year.
4. The cumulative transaction amount of securities acquisitions and dispositions (cumulative acquisitions and dispositions, respectively) within the same security within the preceding year.

(VIII) “Within the preceding year” as used in the preceding subparagraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the trading value.

II. Time limit for public announcement and report

Where the Company’s acquisition or disposition of assets involves the items to be announced or trading value which meets the standards for public announcement and report referred to herein, the Company shall publicly announce and report the relevant information within two (2) days counting inclusively from the date of occurrence of the event.

III. Procedure for public announcement and report

(I) The Company shall publicly announce and report the relevant information on the competent securities authority’s designated website.

(II) The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by itself and any subsidiaries that are not domestic public companies, and enter the information in the prescribed format into the information reporting website designated by the competent securities authority by 10th day of each month.

(III) When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two (2) days counting inclusively from the date of knowing of such error or omission.

(IV) When acquiring or disposing of assets, the Company shall keep

all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company's headquarters, where they shall be retained for five (5) years, unless otherwise provided in laws.

- (V) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with this Article, a public report of relevant information shall be made on the information reporting website designated by the competent securities authority within two (2) days counting inclusively from the date of occurrence of the event:
1. Change, termination, or rescission of a contract signed in regard to the original transaction.
 2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 3. Change to the originally publicly announced and reported information.

- Article 16: The Company's subsidiaries shall comply with the following requirements:
- I. The subsidiaries shall also adopt the "Operating Procedure for Acquisition or Disposition of Assets" in accordance with the "Regulations Governing the Acquisition and Disposition of Assets by Public Companies".
 - II. Information required to be publicly announced and reported in accordance with standards for public announcement and report referred to in the "Regulations Governing the Acquisition and Disposition of Assets by Public Companies" on acquisitions and disposition of assets by a subsidiary of the Company that is not itself a public company in Taiwan shall be reported by the Company on behalf of the subsidiary.
 - III. The paid-in capital or total assets requirements in the disclosure and reporting criteria of subsidiaries shall be subject to the paid-in capital or total assets of this Company.

- Article 17: Penalty
- Where the Company's employees handle acquisition or disposition of assets in violation of the Operating Procedure, the employees shall be reported for performance appraisal pursuant to the Company's personnel management rules and employees' work rules and disciplined subject to seriousness of the case.

- Article 18: Enforcement and amendment

The Operating Procedure shall be enforced upon agreement by a majority of the Audit Committee members, and subject to resolution by a board of directors meeting and approval by a shareholders' meeting. If a director expresses dissent and it is contained in the minutes or a written statement, the Company shall submit the director's dissenting opinion to the Audit Committee and also state it to a shareholders' meeting for discussion.

Where the Company has assigned the position of independent director, when the Operating Procedure is submitted for discussion by the Board of Directors, the Board of Directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

Article 19: Bylaw

Any matters not covered herein shall be implemented in accordance with related laws and regulations

In case of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Attachment 1

The appraisal report shall record the following:

- I. Notes to be recorded pursuant to the Regulations on Real Estate Appraisal.
- II. Notes about professional appraisers and their officers.
 - (I) The name, capital, organization structure and staffs of professional appraisers.
 - (II) Name, age and educational background & work experience (with related certificates) of the appraiser's officer, and year and period for which they have engaged in appraisal, and number of appraisal cases undertaken by them.
 - (III) Relationship among the professional appraiser, officer and client.
 - (IV) Issuance of the statement certifying that "the appraisal report is free from any false or concealed statement".
 - (V) Date of the appraisal report.
- III. The basic information about subject property shall include, at least, the name and nature, location and occupied area of the subject property.
- IV. Comparable cases for transaction of real estate with the district where the subject property is situated.
- V. Where the appraisal adopts limited price, specified price, or special price, please specify the conditions for the limited price, specified price or special price and whether such conditions are met, and the cause and reasonableness of difference from fair price, and whether the limited price, specified price or special price can duly serve as the reference for transaction price.
- VI. The joint-construction contract, if any, shall state the reasonable allocation ratio between both parties.
- VII. Estimation of land value increment tax.
- VIII. Where the appraisal results given by the professional appraisers on the same date differ by 20% or more, whether Article 41 of the Real Estate Appraiser Act has applied.
- IX. The attachments shall consist of the statement of appraisal on the subject property, ownership registration information, transcript of cadastral map, urban planning scheme, location map of the subject property, land zoning certificate, and photos showing current status of the subject property.

Appendix 5

USI Corporation Stake of Directors

Title	Name	Stake
Chairman	Wu, Yi-Gui (Representative of Shing Lee Enterprise Ltd.)	173,776,546
Director	Yu, Jing-sho (Representative of Asia Polymer Corporation)	101,355,673
Director	Gao, Zhe-Yi (Representative of Asia Polymer Corporation)	
Director	Wu, Pei-Chi (Representative of Taita Chemical Company, Limited)	15,109,901
Director	Wu, Hong-Ting (Representative of Shing Lee Enterprise Ltd.)	173,776,546
Independent Director	Chen, Chun	0
Independent Director	Tu, Tzu-Chun	0
Independent Director	Hai, Yancey	0
Independent Director	Chen, Sun-Te	0
Total Stake of Directors		290,242,120
Stake by Law of Directors		32,000,000

Note : 1. The said stake is the number of shares registered in the List of Shareholders dated by the book due date (March 31) of the 2026 AGM.

2. The total issued shares of USI are 1,188,763,500 shares.

Appendix 6

Description of shareholders proposals :

1. Referring to Article 172-1 of the Company Act: “Shareholder(s) holding one per cent (1%) or more of the total number of outstanding shares of a company may make a proposal for discussion at a general meeting of shareholders, provided that only one matter shall be allowed in each single proposal of not more than 300 words.”
2. The acceptance period of proposals from shareholders for the 2026 AGM is from March 21, 2026 to March 31, 2026. Such information was disclosed on the Market Observation Post System by law on March 12, 2026.
3. No proposal from shareholder was received during the said period.