

Stock Ticker 3363



上詮光纖通信股份有限公司

FOCI Fiber Optic Communications, Inc.

2025 Annual General Shareholders' Meeting

Meeting Agenda (Translation)

May 23, 2025

2F.,No. 1, Gongye E. 2nd Rd., Hsinchu Science Park., Hsinchu City

(Hsinchu Science Park Life Hub- 2F Darwin)

The following is a translation of the Chinese version for reference only. If there are any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

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FOCI Fiber Optic Communications, Inc.

Agenda for 2025 Annual General Shareholders' Meeting

Time :9:00 a.m. on May 23, 2025 (Friday)

Location :No. 1, Gongye E. 2nd Rd., Hsinchu Science Park., Hsinchu City , Taiwan
(R.O.C.)(Hsinchu Science Park Life Hub, 2F Darwin)

Method for the Meeting: Physical Shareholders Meeting

1. The Meeting Called to Order (report number of shares attended)
2. Chairperson's Address
3. Report Items
 - (1) 2024 Annual Business Report.
 - (2) Audit Committee's Review Report.
 - (3) Report on the 2024 Annual Directors' Remuneration Payment Status.
 - (4) Report on the Status of Private Placement of Common Shares.
4. Recognition Items
 - (1) 2024 Business Report and Financial Statements.
 - (2) 2024 Annual Loss Appropriation Proposal
5. Discussion Items
 - (1) Amendment Proposal of the Articles of Incorporation.
 - (2) The Company proposes to conduct a private placement of common shares.
 - (3) Proposal to lift the non-competition restrictions on directors.
6. Extempore Motions
7. Adjournment

Report Items

1. 2024 Annual Business Report

Explanatory Notes:

For the 2024 Annual Business Report, please refer to Attachment 1.

2. Audit Committee Review Report

Explanatory Notes:

For the Audit Committee's Review Report, please refer to Attachment 2.

3. Report on the 2024 Annual Directors' Remuneration Payment Status.

Explanatory Notes:

- (1) According to Article 19 of the Company's Articles of Incorporation, if there is a profit in the fiscal year, 5% to 15% shall be appropriated as employee remuneration, and no more than 5% as director remuneration. However, if the Company still has accumulated losses, it shall reserve a portion of its earnings to offset the losses first.
- (2) The Company's director remuneration payment policy, system, standards, and structure, and the correlation between the responsibilities, risks, time invested, and the amount of remuneration: In addition to considering the evaluation results of the Board of Directors' performance assessment, the Remuneration Committee reviews the directors' participation in company operations and their contribution value, links the reasonableness and fairness of performance risks with the remuneration received, and proposes recommendations to the Board of Directors after considering the Company's operational performance and industry standards.
- (3) The 2024 Annual Report did not distribute director remuneration. For the detailed 2024 Annual directors' remuneration payment status, please refer to Attachment 3.

4. Report on the Status of Private Placement of Common Shares.

Explanatory Notes :

- (1) The Company approved on May 30, 2024, Annual General Shareholders Meeting, to conduct a private placement of common shares, within the limit of 10,000,000 shares, which will be divided into one to three tranches from

the resolution date of the shareholders meeting.

- (2) On July 26, 2024, the Company received full payment for 5,000,000 shares and completed the share delivery. Details regarding this private placement of common shares, please refer to Attachment 4.

Additionally, on February 20, 2025, the Board of Directors resolved that the amount of private placement not fulfilled on the date before the 2025 shareholders meeting will be cancelled on the date of the 2025 Annual General Shareholders Meeting (May 23, 2025).

Recognition Items

1. 2024 Business Report and Financial Statements (proposed by the Board of Directors)

Explanatory Notes:

- (1) The Company's 2024 Financial Statements have been audited by accountants Shu-Chien Pai and Tien-Yi Li of PwC Taiwan and submitted to the Audit Committee for review with the Business Report.
- (2) Please refer to Attachments 1 and 5 to 6 for the Business Report, Independent Auditors' Report, and Financial Statements referred to in the preceding paragraph for approval.

Resolution:

2. 2024 Annual Loss Appropriation Proposal (proposed by the Board of Directors)

Explanatory Notes:

The net loss after tax of the company in 2024 was NT\$48,271,953. Please refer to Attachment 7 for the proposed Statement of Loss Appropriation.

Resolution:

Discussion Items

1. Amendment Proposal of the Articles of Incorporation (proposed by the Board of Directors)

Explanatory Notes:

In accordance with the Presidential Decree Hua-Zong-Yi-Yi-Zi No. 11300069631 issued on August 7, 2024, and the Taipei Exchange Letter Zheng-Gui-Jian-Zi No. 1130070285 issued on August 20, 2024, which amended the provisions of Article 14, Paragraph 6 of the Securities and Exchange Act, and to align with practical company requirements, it is proposed to amend certain articles of the "Articles of Incorporation." For a comparison of the articles before and after the amendments, please refer to Attachment 8.

Resolution:

2. The Company proposes to conduct a private placement of common shares. (proposed by the Board of Directors)

Explanatory Notes:

- (1) Purpose and Scale of Fundraising : To attract strategic investors and enhance long-term partnerships with strategic collaborators while strengthening the Company's working capital to meet its long-term development funding needs, the Board of Directors will seek authorization from the Shareholders' Meeting to conduct a private placement of common shares within a maximum limit of 10,000 thousand shares. The private placement shall be carried out in one to three tranches within one year from the date of the Shareholders' Meeting resolution.
- (2) Explanation of the Private Placement in Accordance with Article 43-6 of the Securities and Exchange Act and the Guidelines for Public Companies Conducting Private Placements of Securities :
 - I. Basis and Reasonableness of Private Placement Pricing :
 - i. The offering price shall be set at no less than 80% of the higher of the following two benchmark prices :
 - A. The simple arithmetic average closing price of common shares for one, three, or five business days prior to the pricing date, adjusted for ex-rights and ex-dividends, and adding back the post-capital reduction price adjustment.
 - B. The simple arithmetic average closing price of common shares for thirty business days prior to the pricing date,

adjusted for ex-rights and ex-dividends, and adding back the post-capital reduction price adjustment.

- C. The actual pricing date and private placement price shall be determined by the Board of Directors within the range approved by the Shareholders' Meeting based on negotiations with specific investors.

II. Selection Criteria, Purpose, Necessity, and Expected Benefits of Specific Investors :

- i. The private placement targets shall be limited to specific persons as defined under Article 43-6 of the Securities and Exchange Act and Financial Supervisory Commission (FSC) Order No. 1120383220 issued on September 12, 2023. The selected investors must be strategic investors.
- ii. Purpose, necessity, and expected benefits of selecting strategic investors: To support the Company's operational development, the Company will select individuals or entities that can contribute to enhancing its technology, product development, cost reduction, market expansion, or customer relations. Through their experience, technology, knowledge, reputation, or distribution channels, the Company aims to strengthen its competitiveness, improve operational efficiency, and drive long-term growth.
- iii. The Company has not yet determined the specific investors for this private placement.

III. Necessity of Conducting a Private Placement :

- i. Reasons for Not Conducting a Public Offering: Considering the conditions of the capital market, fundraising timeliness, issuance costs, and the three-year transfer restriction on privately placed shares, a private placement is deemed more suitable for securing and strengthening long-term partnerships with strategic collaborators.
- ii. Placement Scale, Fund Utilization, and Expected Benefits :
 - A. Placement Scale : The Company will conduct the private placement in one to three tranches within one year from the date of the Shareholders' Meeting resolution, depending on market conditions and negotiations with investors. Any unissued shares from previous tranches or future planned issuances may be combined, provided that the total issuance does not exceed 10,000 thousand shares.
 - B. Purpose of Each Tranche: To replenish working capital and support the Company's long-term funding needs.
 - C. Expected Benefits of Each Tranche: To enhance the Company's competitiveness, improve operational efficiency, support long-term development, and maximize overall

shareholder value.

- (3) In the year preceding the Board of Directors' resolution to conduct a private placement, there were no significant changes in management control, nor will the introduction of strategic investors through this private placement lead to any significant changes in management control.
- (4) The rights and obligations of the common shares issued in this private placement are, in principle, identical to those of the common shares already issued by the Company. However, according to Article 43-8 of the Securities and Exchange Act, except for the transferees and conditions stipulated in the said article, the common shares issued in this private placement shall not be freely transferred within three years after issuance. Upon the completion of the three-year period, the board of directors is authorized to apply to the competent authority for a public issuance and listing of these privately placed common shares, based on the prevailing market conditions.
- (5) Regarding matters related to this private placement, including the number of shares to be issued, issuance price, issuance conditions, project items, fundraising amount, use of funds, expected progress, and potential benefits, as well as all other matters related to the issuance plan, if changes or amendments are necessary due to revisions in laws or regulations, requirements of the competent authority, operational assessments, or changes in objective circumstances, except for the private placement pricing ratio, it is proposed to authorize the Board of Directors to adjust, determine, and handle such matters based on the prevailing market conditions. In the future, if there are changes in laws or regulations, instructions from the competent authority to make amendments, or if changes are necessary based on operational assessments or due to objective circumstances, the board of directors is also fully authorized to handle such matters.
- (6) To facilitate this private placement of common shares, it is proposed to authorize the president to represent the company in signing, negotiating, and amending all contracts and documents related to the private placement of common shares, and to handle all matters necessary for the issuance of privately placed common shares.

Resolution:

3. Proposal to lift the non-competition restrictions on directors. (proposed by the board of directors)

Explanatory Notes:

1. According to Article 209 of the Company Act: "A director who conducts activities within the company's business scope for themselves or others shall explain the significant aspects of such activities to the shareholders' meeting and obtain its approval."
2. To leverage the directors' expertise and relevant experience, it is proposed to request the shareholders' meeting to approve the lifting of the non-compete restrictions on directors.
3. List of additional non-competition restrictions proposed to be lifted. Please refer to Attachment 9.

Resolution:

Extempore Motions

Adjournment

FOCI Fiber Optic Communications, Inc.

Business Report

Greetings to ladies and gentlemen of the shareholders !

In the wake of the AI revolution, optical communication has emerged as a pivotal solution for achieving high-speed data transmission while minimizing energy consumption. FOCI has proactively taken a leading position in silicon photonics (SiPh) packaging, introducing fiber array connectors tailored to semiconductor packaging environments. Building on our expertise in precision optical fiber interconnect technologies, we have continued to advance the standardization of (SiPh) packaging processes. In 2024, we showcased significant technological breakthroughs and collaborated with international clients to trial productions. With 2025 expected to be a transformative year, we are diligently preparing to embrace forthcoming growth opportunities.

In 2024, FOCI consolidated revenues was NT\$1,363,877 thousand, with an EPS of NT\$-0.48. Despite increased investments in silicon photonics (SiPh) business development and R&D, we have strategically allocated resources to sustain orders in our existing optical communication components sector, thereby maintaining revenue stability and mitigating operational impacts during this transitional phase.

Our business development strategy involves aligning with client timelines and requirements and delivering products and services that meet exacting standards. On the R&D front, we continue to enhance key (SiPh) packaging technologies, expand our patent portfolio, and foster collaborations with leading semiconductor firms to offer comprehensive co-packaging solutions. This includes advancing automated production and testing equipment, adapting to evolving client product requirements, and collaborating with suppliers to improve quality and reduce costs, ensuring our leadership in the industry. In terms of production, we are actively pursuing full-scale digitalization and intelligent manufacturing to boost efficiency and enable real-time production monitoring. We are investing in cleanroom expansions and equipment to meet client mass production demands with high quality and the best service.

Furthermore, we are continuing to strengthen information management and human resource integration, optimizing our information systems, and implementing smart factory integrations alongside robust information security measures. In line with commitment to corporate sustainability and talent development, FOCI is investing in collaborations with educational institutions, enabling students to engage with our technologies and operations early on. We are also refining our incentive programs to retain top talent, striving towards our goal of becoming a leading international optical communication and (SiPh) packaging enterprise.

In our ESG initiatives, we conducted ISO 14064-1 greenhouse gas inventories for FOCI and our subsidiaries in mainland China. We were honored with a Gold-level

Sustainability Partner Award from our clients. This year, we are continuing to enhance our greenhouse gas inventory processes in preparation for future carbon reduction plans. We have established a Sustainability Development Team to address corporate governance aspects such as board operations, performance, risk management, and business ethics. Importantly, we will publish our ESG sustainability report this year, reinforcing our dedication to sustainable development.

FOCI actively participates in social welfare initiatives, contributing to a sustainable, low-carbon society. Guided by integrity and corporate conscience, we are committed to talent cultivation and industry-academia collaboration, enhancing Taiwan's optical communication capabilities. We aim to achieve new milestones through steady operational performance. We extend our sincere gratitude to our shareholders for their continued support and encouragement. With thorough preparation and meticulous planning, we are committed to seizing every growth opportunity and expanding our technological edge and market presence — giving back to our shareholders and investors for their enduring support and patronage of FOCI.

I wish all shareholders, ladies and gentlemen, good health, and happiness!

Chairman: Song-fure Lin

President: Ting-ta Hu

Accounting Supervisor: Ya-fang Yu

Attachment 2

Audit Committee's Review Report

The board of directors prepared the Company's 2024 annual Business Report, Financial Statements, and Loss Appropriation Proposal, among which the Financial Statements were audited by accountants Shu-Chian Bai and Tien-Yi Li from PricewaterhouseCoopers Taiwan; an audit report has been issued. The audit committee has reviewed the above-mentioned Business Report, Financial Statements, and Loss Appropriation Statement; there is no discrepancy. The report follows the relevant provisions of the Securities and Exchange Act and the Company Act. Please review.

Sincerely,

FOCI Fiber Optic Communications, Inc.

2025 Annual General Shareholders' Meeting

The Audit Committee

Convener: Li-jen Kuo

Feb 20, 2025

2024 Annual Directors' Remuneration Payment status

31 Dec 2024; in NT\$ 1,000/1,000 shares

Job title	Name	Remuneration for board directors								Total of A, B, C and D, and percentage to income after tax (note9)		Remunerations received by employees with concurrent jobs								Total of A, B, C, D, E, F, and G, and percentage to income after tax (note9)		Pays received from parent company or invested business(s) other than a subsidiary
		Pay (A) (note4)		Pension(B)		Remuneration for board director (C) (note5)		Expense for professional service(D) (note6)				Salary, bonus, and special allowance (E) (note7)		Pension(F)		Employee pay(G) (note8)						
		FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI	All companies in financial statement	FOCI		All companies in financial statement		FOCI	All companies in financial statement	
																Cash amount	Stock amount	Cash amount	Stock amount			
Chairman	Song-fure Lin	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Director	Lee-chiou Chang	-	-	-	-	-	-	35	35	35 -0.07%	35 -0.07%	-	-	-	-	-	-	-	-	35 -0.07%	35 -0.07%	-
Director	BEOLYM CORPORATION (note1)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Representative: Hsin-tse Tsai (note1)	-	-	-	-	-	-	5	5	5 -0.01%	5 -0.01%	-	-	-	-	-	-	-	-	5 -0.01%	5 -0.01%	-
Director	WONDERLAND ENTERPRISE CO., LTD. (note2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Legal Representative: Hao Fang (note2)	-	-	-	-	-	-	20	20	20 -0.04%	20 -0.04%	-	-	-	-	-	-	-	-	20 -0.04%	20 -0.04%	-
Director	Ting-ta Hu	-	-	-	-	-	-	-	-	-	-	3,502	3,502	108	-	-	-	-	-	3,610 -7.48%	3,610 -7.48%	-
Independent Director	Mei-huei Li (note3)	500	500	-	-	-	-	10	10	510 -1.06%	510 -1.06%	-	-	-	-	-	-	-	-	510 -1.06%	510 -1.06%	-
Independent Director	Li-jen Kuo	1,200	1,200	-	-	-	-	40	40	1,240 -2.57%	1,240 -2.57%	-	-	-	-	-	-	-	-	1,240 -2.57%	1,240 -2.57%	-
Independent Director	Tzu-ming Wang	1,200	1,200	-	-	-	-	50	50	1,250 -2.59%	1,250 -2.59%	-	-	-	-	-	-	-	-	1,250 -2.59%	1,250 -2.59%	-
Independent Director	Tien-Chang Huang (note2)	706	706	-	-	-	-	30	30	736 -1.52%	736 -1.52%	-	-	-	-	-	-	-	-	736 -1.52%	736 -1.52%	-

1. Please describe the policy, system, criteria, and structure to pay independent directors, and state the correlation between the job they perform, risks, and time input and the amount of their pay:
The remuneration of FOCI's independent directors is also reviewed by the remuneration committee for the extent of their participation in and contributions for FOCI, in addition to considering the evaluation results obtained from the performance evaluation of the board of directors. Suggestions are submitted to the board of directors for resolution based on company's business performance.
2. The remuneration received by board directors in the most recent year for providing services (such as serving as a consultant of FOCI / an invested enterprise for the parent company/finance/report and not a FOCI employee, etc.), in addition to the disclosure in the table above: None.

Note1 : Removed from office as of March 4, 2024.

Note2 : Assumed office following re-election at the shareholders' meeting on May 30, 2024.

Note3 : Stepped down following re-election at the shareholders' meeting on May 30, 2024.

Note4 : This refers to the remuneration of directors for the fiscal year 2024. (including director salaries, duty allowance, severance pay, bonuses, incentives, etc.).

Note5 : This is the amount of directors' remuneration distributed by the board of directors for the fiscal year 2024.

Note6 : It refers to the relevant business execution expenses of directors for the fiscal year 2024. (including travel expenses, special allowance, various allowances, and payment in kind like dormitory and company car, etc.). If housing, cars and other means of transportation or exclusive personal expenses are provided, the nature and cost of the assets provided, the actual or calculated rent at fair market prices, fuel and other payments shall be disclosed. In addition, if a chauffeur is provided, the relevant remuneration paid by the company to the chauffeur shall be noted, but will not be included in the remuneration.

Note7 : This refers to the remuneration received by directors who are also employees for the fiscal year 2024. (such as general manager, deputy general manager, other managers, and employees as a concurrent position), including salary, duty allowance, severance pay, various bonuses, rewards, travel expenses, special allowance, various allowances, and payment in kind such as dormitories and company car. If housing, cars and other means of transportation or exclusive personal expenses are provided, the nature and cost of the assets provided, the actual or calculated rent at fair market prices, fuel and other payments shall be disclosed. In addition, if a chauffeur is provided, the relevant remuneration paid by the company to the chauffeur shall be noted, but will not be included in the remuneration. The salary expenses recognized in accordance with IFRS 2 "Share-Based Payment", including the acquisition of employee stock option certificates, new shares with restricted employee rights, and participation in cash capital increase subscription shares, etc., shall be included in remuneration.

Note8 : For directors who are also employees for the fiscal year 2024. (such as general manager, deputy general manager, other managers, and employees as a concurrent position) and received employee remuneration (including stock and cash) in the most recent year, the amount of employee remuneration distributed by the board of directors in the most recent year shall be disclosed. If it is impossible to estimate, the proposed distribution amount for this year shall be calculated based on the proportion of the actual distribution amount of last year.

Note9 : Net income refers to the net profit after tax as disclosed in the individual financial report for the fiscal year 2024.

Note10 : The content of remuneration disclosed in this table is different from the concept of income in the income tax law. This table is for information disclosure and not for taxation purposes.

FOCI Fiber Optic Communications, Inc.

Execution Status of Private Placement of Common Shares

Items	2024 Private Placement Issuance date : July 26, 2024																											
Type of Private Placement Securities	Common stocks																											
Date and Amount Approved by the Shareholders' Meeting	Date of Shareholders' Meeting Approval: May 30, 2024 Approved Issuance Amount by Shareholders' Meeting: Within a maximum limit of 10,000 thousand shares, to be executed in one to three tranches within one year from the date of the shareholders' meeting resolution.																											
Basis and Reasonableness of Pricing Determination	<p>The issue price for this private placement is set at no less than 70% of the higher price calculated based on the following two benchmarks :</p> <p>1. The simple arithmetical average closing price of the ordinary shares of the Company on any of the first, third or fifth trading day prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of the shares cancelled in connection with capital reduction.</p> <p>2. The simple arithmetical average closing price of the ordinary shares of the Company for thirty trading days prior to the pricing date, after deducting the value of bonus shares issued as stock dividends and cash dividends, and adding back the value of shares cancelled in connection with capital reduction.</p> <p>The actual pricing date and the actual private placement price shall be determined by the board of directors within the scope authorized by the shareholders' meeting resolution, based on the future negotiations with specific investors. However, the issuance price this time shall not be lower than 70% of the higher price calculated based on the two aforementioned benchmarks. The company has engaged an independent expert, Accountant Ci-jian Chen of Sun Rising Certified Public Accountants, to issue an opinion on the basis and reasonableness of the pricing. In determining the aforementioned issuance price, considerations include the company's operating conditions, future prospects, and the three-year transfer restriction on privately placed securities imposed by the Securities and Exchange Act. The pricing also references relevant legal regulations and the closing price of common stocks, which should be deemed reasonable.</p>																											
Method of Selection for Specific Persons	<p>1. The targets for this private placement of common stocks are limited to specific persons meeting the criteria of Article 43-6 of the Securities and Exchange Act and the Financial Supervisory Commission's Order No. Financial-Supervisory-Securities-Corporate-1120383220 dated September 12, 2023, and must be strategic investors.</p> <p>2. To meet the Company's operational development needs, individuals or entities that can enhance the Company's technology, product development, cost reduction, market expansion, or strengthen customer relationships will be selected. Leveraging their experience, technology, knowledge, reputation, or channels will strengthen the Company's competitiveness, improve operational efficiency, and support long-term development.</p>																											
Necessary Reasons for Conducting Private Placement	Considering factors such as capital market conditions, fundraising timeliness, issuance costs, and the three-year transfer restriction on privately placed stocks, private placement is preferred over public offering. This approach ensures and strengthens long-term cooperative relationships with strategic partners. The execution of this plan is expected to enhance the Company's competitiveness, improve operational efficiency, support long-term development, and increase overall shareholder equity.																											
Date of Completion of Payment for Subscription	June 24, 2024																											
Placee Information	Private Placement Target	Eligibility Criteria	Subscription Amount	Relationship with the Company	Participation in Company Operations																							
	Himax Technologies, Inc.	Article 43-6, Paragraph 1, Subparagraph 2 of the Securities and Exchange Act	5,000,000 shares	None	None																							
Actual Subscription (or Conversion) Price	NTD 104.4 per share.																											
Difference Between Actual Subscription (or Conversion) Price and Reference Price	The reference price for this private placement is NTD 149.1 per share, while the actual placement price is NTD 104.4 per share, which is not lower than 70% of the reference price.																											
Impact of Private Placement on Shareholders' Equity	The funds raised through this private placement will be used to enhance working capital and meet the company's long-term funding needs. This is expected to strengthen the company's competitiveness, improve operational efficiency, and support long-term corporate development, thereby positively contributing to shareholder value.																											
Utilization of Private Placement Funds and Implementation Progress	<table><tr><th rowspan="3">Project Item</th><th rowspan="3">Estimated Completion Date</th><th rowspan="3">Total Required Capital (in thousand NTD)</th><th colspan="4">Estimated Capital Deployment Schedule (in thousand NTD)</th></tr><tr><th colspan="4">2025</th></tr><tr><th>Q 1</th><th>Q 2</th><th>Q 3</th><th>Q 4</th></tr><tr><td>Working Capital Enhancement</td><td>2025 Q3</td><td>522,000</td><td>170,000</td><td>170,000</td><td>182,000</td><td>—</td></tr></table>						Project Item	Estimated Completion Date	Total Required Capital (in thousand NTD)	Estimated Capital Deployment Schedule (in thousand NTD)				2025				Q 1	Q 2	Q 3	Q 4	Working Capital Enhancement	2025 Q3	522,000	170,000	170,000	182,000	—
	Project Item	Estimated Completion Date	Total Required Capital (in thousand NTD)	Estimated Capital Deployment Schedule (in thousand NTD)																								
				2025																								
Q 1				Q 2	Q 3	Q 4																						
Working Capital Enhancement	2025 Q3	522,000	170,000	170,000	182,000	—																						
	This private placement aims to raise NT\$522 million to strengthen working capital. The execution is expected to be completed by Q3 2025.																											
Effectiveness of Private Placement	The funds will be used to enhance working capital, reinforce the company's competitiveness, and improve operational efficiency.																											

Representation Letter

In connection with the Consolidated Financial Statements of Affiliated Enterprises of FOCI FIBER OPTIC COMMUNICATIONS, INC. (the “Consolidated FS of the Affiliates”), we represent to you that, the entities required to be included in the Consolidated FS of the Affiliates as of and for the year ended December 31, 2024 in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those required to be included in the Consolidated Financial Statements of FOCI FIBER OPTIC COMMUNICATIONS, INC. and its subsidiaries (the “Consolidated FS of the Group”) in accordance with International Financial Reporting Standard 10. Additionally, the information required to be disclosed in the Consolidated FS of Affiliates is disclosed in the Consolidated FS of the Group. Consequently, FOCI FIBER OPTIC COMMUNICATIONS, INC. does not prepare a separate set of Consolidated FS of Affiliates.

Very truly yours,

FOCI FIBER OPTIC COMMUNICATIONS, INC.

By

Song-fure Lin, Chairman

February 20, 2025

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR24000354

To the Board of Directors and Shareholders of FOCI Fiber Optic Communications, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of FOCI Fiber Optic Communications, Inc. and subsidiaries (the “Group”) as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these

requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Assessment of Inventory Valuation

Description of key audit matter

Refer to Note 4(14) for accounting policies on inventory valuation, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to inventory valuation losses, and Note 6(6) for details of inventories. The Group is primarily engaged in researching, developing, manufacturing, selling of optical fiber communication. Due to the rapid innovations in communication technology and the highly competitive market, there was a higher risk of incurring inventory loss on decline in market value or having obsolete inventory. Given that the net realisable value used in the inventory valuation usually involved subjective judgement and estimation uncertainty, and the inventories were material to the financial statements, we considered the inventory valuation as one of the key audit matters.

How the matter was addressed in our audit

In relation to the key audit matter above, our principal audit procedures are as follows:

1. Obtained an understanding on the Group's operations and its industry characteristic to assess the reasonableness of the Group's policies on and procedures for allowance for inventory valuation losses.

2. Assessed and tested the reasonableness of the basis of net realisable value used by management and the accuracy of the net realisable value calculation.
3. Acquired management's individually identified obsolete or damaged inventory list, inspected the related supporting documents and proper recognition in the financial statements.

Other matter – Parent company only financial reports

We have audited and expressed an unmodified opinion on the parent company only financial statements of FOCI Fiber Optic Communications, Inc. as at and for the years ended December 31, 2024 and 2023.

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 International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Shu-Chien Pai

Li, Tien-Yi

For and on behalf of PricewaterhouseCoopers, Taiwan

February 20, 2025

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Assets			December 31, 2024		December 31, 2023	
Notes			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 1,469,741	50	\$ 913,040	38
1110	Financial assets at fair value through profit or loss - current	6(2)	43,050	1	210,400	9
1150	Notes receivable, net	6(5)	2,461	-	641	-
1170	Accounts receivable, net	6(5)	282,464	9	277,195	11
1180	Accounts receivable - related parties, net	6(5) and 7	-	-	1,391	-
1200	Other receivables	7	10,558	-	5,518	-
130X	Inventories	6(6)	287,857	10	243,139	10
1470	Other current assets		45,157	2	14,562	1
11XX	Current Assets		2,141,288	72	1,665,886	69
Non-current assets						
1517	Financial assets at fair value through other comprehensive income - non current	6(3)	100,455	4	148,087	6
1535	Financial assets at amortised cost - non-current	6(4) and 8	2,939	-	2,939	-
1550	Investments accounted for using equity method	6(7)	-	-	6,644	-
1600	Property, plant and equipment	6(8)	485,106	16	355,893	15
1755	Right-of-use assets	6(9)	95,726	3	93,797	4
1760	Investment property, net	6(11)	49,724	2	51,405	2
1780	Intangible assets		31,831	1	7,623	-
1840	Deferred income tax assets	6(27)	50,786	2	25,212	1
1900	Other non-current assets	6(12) and 7	9,373	-	61,615	3
15XX	Non-current assets		825,940	28	753,215	31
1XXX	Total assets		\$ 2,967,228	100	\$ 2,419,101	100

(Continued)

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2130	Contract liabilities - current	6(20)	\$ 8,616	-	\$ 2,256	-
2150	Notes payable		1,905	-	1,873	-
2170	Accounts payable		199,716	7	113,892	5
2200	Other payables	6(13)	102,503	4	51,986	2
2230	Current income tax liabilities		4,436	-	1,487	-
2250	Current provisions		11,004	-	5,200	-
2280	Lease liabilities - current		16,185	1	13,813	1
2300	Other current liabilities		2,850	-	2,618	-
21XX	Current Liabilities		347,215	12	193,125	8
Non-current liabilities						
2570	Deferred income tax liabilities	6(27)	5,612	-	3,926	-
2580	Lease liabilities - non-current		82,051	3	82,087	4
2600	Other non-current liabilities		1,714	-	1,714	-
25XX	Non-current liabilities		89,377	3	87,727	4
2XXX	Total Liabilities		436,592	15	280,852	12
Equity						
	Share capital	6(16)				
3110	Share capital - common stock		1,036,406	35	986,406	41
	Capital surplus	6(17)				
3200	Capital surplus		1,439,857	49	1,017,177	42
	Retained earnings	6(18)				
3310	Legal reserve		136,341	5	135,135	6
3320	Special reserve		221,187	7	168,227	7
3350	(Accumulated deficit)					
	Unappropriated retained earnings		(81,442)	(3)	54,166	2
	Other equity interest	6(19)				
3400	Other equity interest		(221,713)	(8)	(222,862)	(10)
3XXX	Total equity		2,530,636	85	2,138,249	88
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 2,967,228	100	\$ 2,419,101	100

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

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

			Year ended December 31			
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000 Sales revenue	6(20) and 7		\$ 1,363,877	100	\$ 1,271,745	100
5000 Operating costs	6(6)(25)(26)		(1,184,721)	(87)	(1,093,928)	(86)
5900 Net operating margin			<u>179,156</u>	<u>13</u>	<u>177,817</u>	<u>14</u>
Operating expenses	6(25)(26)					
6100 Selling expenses			(29,349)	(2)	(29,094)	(2)
6200 General and administrative expenses			(96,395)	(7)	(98,936)	(8)
6300 Research and development expenses			(146,640)	(11)	(109,775)	(9)
6450 Expected credit gains (losses)	12(2)		(148)	-	(1,742)	-
6000 Total operating expenses			(272,532)	(20)	(236,063)	(19)
6900 Operating loss			(93,376)	(7)	(58,246)	(5)
Non-operating income and expenses						
7100 Interest income	6(21)		13,496	1	5,948	-
7010 Other income	6(22)		12,150	1	18,409	1
7020 Other gains and losses	6(7)(23)		15,465	1	49,271	4
7050 Finance costs	6(24)		(2,603)	-	(5,440)	-
7060 Share of loss of associates and joint ventures accounted for using equity method	6(7)		(1,664)	-	(4,240)	-
7000 Total non-operating income and expenses			<u>36,844</u>	<u>3</u>	<u>63,948</u>	<u>5</u>
7900 Profit (loss) before income tax			(56,532)	(4)	5,702	-
7950 Income tax benefit	6(27)		<u>8,260</u>	-	<u>6,356</u>	<u>1</u>
8200 Profit (loss) for the year			<u>(\$ 48,272)</u>	<u>(4)</u>	<u>\$ 12,058</u>	<u>1</u>
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
8316 Unrealised gain (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)(19)		(\$ 47,501)	(3)	(\$ 44,177)	(3)
Components of other comprehensive income that will be reclassified to profit or loss						
8361 Financial statements translation differences of foreign operations	6(19)		19,350	1	(13,072)	(1)
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(19)(27)		(3,870)	-	2,614	-
8300 Other comprehensive loss for the year			<u>(\$ 32,021)</u>	<u>(2)</u>	<u>(\$ 54,635)</u>	<u>(4)</u>
8500 Total comprehensive loss for the year			<u>(\$ 80,293)</u>	<u>(6)</u>	<u>(\$ 42,577)</u>	<u>(3)</u>
Profit (loss), attributable to:						
8610 Owners of parent			<u>(\$ 48,272)</u>	<u>(4)</u>	<u>\$ 12,058</u>	<u>1</u>
Comprehensive loss attributable to:						
8710 Owners of parent			<u>(\$ 80,293)</u>	<u>(6)</u>	<u>(\$ 42,577)</u>	<u>(3)</u>
Basic earnings (loss) per share						
9750 Basic earnings (loss) per share	6(28)		<u>(\$ 0.48)</u>		<u>\$ 0.13</u>	
Diluted earnings (loss) per share						
9850 Diluted earnings (loss) per share	6(28)		<u>(\$ 0.48)</u>		<u>\$ 0.13</u>	

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

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Equity attributable to owners of the parent							
		Retained earnings				Other equity interest			
		Share capital - common stock	Capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Total equity
Notes									
2023									
Balance at January 1, 2023		\$ 883,366	\$ 555,581	\$ 130,433	\$ 170,586	\$ 88,764	(\$ 31,436)	(\$ 136,791)	\$ 1,660,503
Profit for the year		-	-	-	-	12,058	-	-	12,058
Other comprehensive loss for the year		-	-	-	-	-	(10,458)	(44,177)	(54,635)
Total comprehensive income (loss)		-	-	-	-	12,058	(10,458)	(44,177)	(42,577)
Appropriation and distribution of 2022 earnings:	6(18)								
Legal reserve		-	-	4,702	-	(4,702)	-	-	-
Special reserve		-	-	-	(2,359)	2,359	-	-	-
Cash dividends		-	-	-	-	(44,313)	-	-	(44,313)
Convertible corporate bond conversion	6(16)(17)	3,040	3,852	-	-	-	-	-	6,892
Cash capital increase	6(16)(17)	100,000	428,000	-	-	-	-	-	528,000
Share-based payments	6(15)(17)(26)	-	29,744	-	-	-	-	-	29,744
Balance at December 31, 2023		\$ 986,406	\$ 1,017,177	\$ 135,135	\$ 168,227	\$ 54,166	(\$ 41,894)	(\$ 180,968)	\$ 2,138,249
2024									
Balance at January 1, 2024		\$ 986,406	\$ 1,017,177	\$ 135,135	\$ 168,227	\$ 54,166	(\$ 41,894)	(\$ 180,968)	\$ 2,138,249
Loss for the year		-	-	-	-	(48,272)	-	-	(48,272)
Other comprehensive income (loss) for the year		-	-	-	-	-	15,480	(47,501)	(32,021)
Total comprehensive income (loss)		-	-	-	-	(48,272)	15,480	(47,501)	(80,293)
Appropriation and distribution of 2023 earnings	6(18)								
Legal reserve		-	-	1,206	-	(1,206)	-	-	-
Special reserve		-	-	-	52,960	(52,960)	-	-	-
Issuance of shares	6(16)(17)	50,000	472,000	-	-	-	-	-	522,000
Cash dividends from capital surplus	6(17)	-	(49,320)	-	-	-	-	-	(49,320)
Disposal of financial assets or liabilities at fair value through other comprehensive income	6(3)(19)	-	-	-	-	(33,170)	-	33,170	-
Balance at December 31, 2024		\$ 1,036,406	\$ 1,439,857	\$ 136,341	\$ 221,187	(\$ 81,442)	(\$ 26,414)	(\$ 195,299)	\$ 2,530,636

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

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
(Loss) profit before tax		(\$ 56,532)	\$ 5,702
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(8)(9)(11)(25)	100,351	95,241
Amortisation expense	6(25)	13,945	3,013
Expected credit losses (gains)	12(2)	148	(1,742)
Net gain on financial assets or liabilities at fair value through profit or loss	6(23)	(1,620)	(47,600)
Interest expense	6(24)	2,603	5,440
Interest income	6(21)	(13,496)	(5,948)
Dividend income	6(3)(22)	(4,500)	(15,223)
Share-based payments	6(15)(26)	-	29,744
Share of profit of associates accounted for using equity method	6(7)	1,664	4,240
Loss on disposals of property, plant and equipment	6(23)	524	3,275
Loss on disposals of investments	6(23)	4,500	-
Impairment losses on investment accounted for using equity method	6(23)	-	3,790
Reversal of impairment loss on property, plant and equipment	6(8)(23)	(689)	-
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(1,820)	(549)
Accounts receivable (including related parties)		(3,551)	54,209
Other receivables (including related parties)		326	6,779
Inventories		(43,046)	98,142
Other current assets		(30,262)	(7,532)
Changes in operating liabilities			
Contract liabilities		6,360	(3,833)
Notes payable		32	327
Accounts payable (including related parties)		82,717	(15,744)
Provisions		5,804	5,200
Other payables		19,160	(14,961)
Other current liabilities		391	951
Cash inflow generated from operations		83,009	202,921
Dividends received	6(3)	4,500	15,223
Income taxes paid		(17,804)	(25,541)
Net cash flows from operating activities		69,705	192,603

(Continued)

FOCI FIBER OPTIC COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	<u>Notes</u>	<u>Year ended December 31</u>	
		<u>2024</u>	<u>2023</u>
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of financial assets at fair value through profit or loss		\$ 168,970	\$ -
Proceeds from disposal of financial assets or liabilities at fair value through other comprehensive income	6(3)	611	-
Acquisition of property, plant and equipment	6(29)	(181,620)	(55,462)
Proceeds from disposal of property, plant and equipment		353	1,158
Acquisition of intangible assets		(34,997)	(6,092)
Decrease (increase) in guarantee deposits paid		4,363	(1,861)
Decrease (increase) in prepayments for equipment		46,786	(49,065)
Decrease (increase) in other non-current assets		1,093	(1,248)
Interest received		13,260	5,257
Net cash flows from (used in) investing activities		<u>18,819</u>	<u>(107,313)</u>
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term loans	6(30)	-	460,000
Decrease in short-term loans	6(30)	-	(640,000)
Payments of lease liabilities	6(30)	(16,828)	(21,294)
Cash dividends paid	6(18)(29)	(49,293)	(44,313)
Cash capital increase	6(16)	522,000	528,000
Interest paid		(2,603)	(5,465)
Net cash flows from financing activities		<u>453,276</u>	<u>276,928</u>
Effect of exchange rate changes		14,901	(10,434)
Net increase in cash and cash equivalents		556,701	351,784
Cash and cash equivalents at beginning of year		913,040	561,256
Cash and cash equivalents at end of year		<u>\$ 1,469,741</u>	<u>\$ 913,040</u>

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

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

PWCR24003251

To the Board of Directors and Shareholders of FOCI Fiber Optic Communications, Inc.

Opinion

We have audited the accompanying parent company only balance sheets of FOCI Fiber Optic Communications, Inc. as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of FOCI Fiber Optic Communications, Inc. as at December 31, 2024 and 2023, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statements Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Parent Company Only Financial Statements* section of our report. We are independent of FOCI Fiber Optic Communications, Inc. in accordance with Norm of Professional Ethics for Certified Public

Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Assessment of Inventory Valuation

Description of key audit matter

Refer to Note 4(13) for accounting policies on inventory valuation, Note 5(2) for uncertainty of accounting estimates and assumptions in relation to inventory valuation losses, and Note 6(6) for details of inventories. FOCI Fiber Optic Communications, Inc. is primarily engaged in researching, developing, manufacturing, selling of optical fiber communication. Due to the rapid innovations in communication technology and the highly competitive market, there was a higher risk of incurring inventory loss on decline in market value or having obsolete inventory. Given that the net realisable value used in the inventory valuation usually involved subjective judgement and estimation uncertainty, and the inventories were material to the financial statements, we considered the inventory valuation as one of the key audit matters.

How the matter was addressed in our audit

In relation to the key audit matter above, our principal audit procedures are as follows:

1. Obtained an understanding on the Company's operations and its industry characteristic to assess the reasonableness of the Company's policies on and procedures for allowance for inventory valuation losses.
2. Assessed and tested the reasonableness of the basis of net realisable value used by management and the accuracy of the net realisable value calculation.
3. Acquired management's individually identified obsolete or damaged inventory list, inspected the related supporting documents and proper recognition in the financial statements.

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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission, 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 FOCI Fiber Optic Communications, Inc.'s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate FOCI Fiber Optic Communications, Inc. or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including the audit committee, are responsible for

overseeing FOCI Fiber Optic Communications, Inc.'s financial reporting process.

Auditor's responsibilities for the audit of the parent company only financial statements

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

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

1. Identify and assess the risks of material misstatement of the parent company only financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of FOCI Fiber Optic Communications, Inc.'s internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of

accounting estimates and related disclosures made by management.

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on FOCI Fiber Optic Communications, Inc.'s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within FOCI Fiber Optic Communications, Inc. to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those

matters that were of most significance in the audit of the parent company only financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Shu-Chien Pai

Li, Tien-Yi

For and on behalf of PricewaterhouseCoopers, Taiwan

February 20, 2025

The accompanying financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

FOCI FIBER OPTIC COMMUNICATIONS, INC.
BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	1,265,014	43	\$	729,191	28
1110	Financial assets at fair value through profit or loss - current	6(2)		43,050	2		210,400	8
1150	Notes receivable, net	6(5)		2,461	-		641	-
1170	Accounts receivable, net	6(5)		270,780	9		263,390	10
1180	Accounts receivable - related parties	6(5) and 7		51,477	2		81,307	3
1200	Other receivables			8,657	-		1,504	-
1210	Other receivables - related parties	7		-	-		1,856	-
130X	Inventories	6(6)		219,170	7		200,171	8
1470	Other current assets			28,972	1		7,064	1
11XX	Current Assets			1,889,581	64		1,495,524	58
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(3)		100,455	3		148,087	6
1535	Non-current financial assets at amortised cost, net	6(4) and 8		2,939	-		2,939	-
1550	Investments accounted for using equity method	6(7)		318,438	11		415,105	16
1600	Property, plant and equipment	6(8)		435,866	15		311,677	12
1755	Right-of-use assets	6(9)		70,953	2		74,728	3
1760	Investment property - net	6(11)		49,724	2		51,405	2
1780	Intangible assets			31,394	1		7,243	-
1840	Deferred income tax assets	6(27)		50,786	2		25,212	1
1900	Other non-current assets	6(12) and 7		6,385	-		54,451	2
15XX	Non-current assets			1,066,940	36		1,090,847	42
1XXX	Total assets		\$	2,956,521	100	\$	2,586,371	100

(Continued)

FOCI FIBER OPTIC COMMUNICATIONS, INC.
BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2130	Current contract liabilities	6(20)	\$ 8,616	-	\$ 2,256	-
2150	Notes payable		1,905	-	1,873	-
2170	Accounts payable		28,362	1	43,781	2
2180	Accounts payable - related parties	7	212,421	7	272,752	11
2200	Other payables	6(13) and 7	80,901	3	38,265	1
2250	Current provisions		11,004	1	5,200	-
2280	Current lease liabilities		2,737	-	3,449	-
2300	Other current liabilities		1,995	-	1,551	-
21XX	Current Liabilities		347,941	12	369,127	14
Non-current liabilities						
2570	Deferred tax liabilities	6(27)	5,612	-	3,926	-
2580	Non-current lease liabilities		70,618	2	73,355	3
2600	Other non-current liabilities		1,714	-	1,714	-
25XX	Non-current liabilities		77,944	2	78,995	3
2XXX	Total Liabilities		425,885	14	448,122	17
Equity						
	Share capital	6(16)				
3110	Share capital - common stock		1,036,406	35	986,406	38
	Capital surplus	6(17)				
3200	Capital surplus		1,439,857	49	1,017,177	39
	Retained earnings	6(18)				
3310	Legal reserve		136,341	5	135,135	5
3320	Special reserve		221,187	8	168,227	7
3350	(Accumulated deficit)					
	Unappropriated retained earnings		(81,442)	(3)	54,166	2
	Other equity interest	6(19)				
3400	Other equity interest		(221,713)	(8)	(222,862)	(8)
3XXX	Total equity		2,530,636	86	2,138,249	83
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 2,956,521	100	\$ 2,586,371	100

The accompanying notes are an integral part of these financial statements.

FOCI FIBER OPTIC COMMUNICATIONS, INC.
STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

			Year ended December 31			
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000 Sales revenue	6(20)		\$ 1,314,337	100	\$ 1,218,658	100
5000 Operating costs	6(6)(25)(26)		(1,190,316)	(90)	(1,086,593)	(89)
5900 Net operating margin			124,021	10	132,065	11
5910 Unrealized loss (profit) from sales			1,172	-	(6)	-
5920 Realized profit on from sales			6	-	-	-
5950 Net operating margin			125,199	10	132,059	11
Operating expenses	6(25)(26)					
6100 Selling expenses			(25,370)	(2)	(23,293)	(2)
6200 General and administrative expenses			(72,063)	(6)	(70,852)	(6)
6300 Research and development expenses			(146,640)	(11)	(109,775)	(9)
6450 Expected credit gains	12(2)		(6)	-	1,750	-
6000 Total operating expenses			(244,079)	(19)	(202,170)	(17)
6900 Operating loss			(118,880)	(9)	(70,111)	(6)
Non-operating income and expenses						
7100 Interest income	6(21)		12,587	1	5,709	1
7010 Other income	6(22)		7,647	1	16,821	1
7020 Other gains and losses	6(23)		3,232	-	42,284	3
7050 Finance costs	6(24)		(1,387)	-	(4,219)	-
7070 Share of profit of associates and joint ventures accounted for using equity method	6(7)		28,658	2	7,348	1
7000 Total non-operating income and expenses			50,737	4	67,943	6
7900 Loss before income tax			(68,143)	(5)	(2,168)	-
7950 Income tax benefit	6(27)		19,871	1	14,226	1
8200 (Loss) profit for the year			(\$ 48,272)	(4)	(\$ 12,058)	1
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
8316 Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)(19)		(\$ 47,501)	(3)	(\$ 44,177)	(3)
Components of other comprehensive income that will be reclassified to profit or loss						
8361 Financial statements translation differences of foreign operations	6(19)		19,350	1	(13,072)	(1)
8399 Income tax related to components of other comprehensive income that will be reclassified to profit or loss	6(19)(27)		(3,870)	-	2,614	-
8300 Other comprehensive loss for the year			(\$ 32,021)	(2)	(\$ 54,635)	(4)
8500 Total comprehensive loss for the year			(\$ 80,293)	(6)	(\$ 42,577)	(3)
Basic earnings (loss) per share						
9750 Basic earnings (loss) per share	6(28)		(\$ 0.48)		\$ 0.13	
Diluted earnings (loss) per share						
9850 Diluted earnings (loss) per share	6(28)		(\$ 0.48)		\$ 0.13	

The accompanying notes are an integral part of these financial statements.

FOCI FIBER OPTIC COMMUNICATIONS, INC.
STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Share capital - common stock	Capital surplus, additional paid- in capital	Retained earnings		Other equity interest			Treasury stocks	Total equity
				Legal reserve	Special reserve	Unappropriated retained earnings (accumulated deficit)	Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income		
<u>2023</u>										
Balance at January 1, 2023		\$ 883,366	\$ 555,581	\$ 130,433	\$ 170,586	\$ 88,764	(\$ 31,436)	(\$ 136,791)	\$ -	\$1,660,503
Profit for the year		-	-	-	-	12,058	-	-	-	12,058
Other comprehensive loss for the year		-	-	-	-	-	(10,458)	(44,177)	-	(54,635)
Total comprehensive income (loss)		-	-	-	-	12,058	(10,458)	(44,177)	-	(42,577)
Appropriation and distribution of 2022 earnings	6(18)									
Legal reserve		-	-	4,702	-	(4,702)	-	-	-	-
Special reserve		-	-	-	(2,359)	2,359	-	-	-	-
Cash dividends		-	-	-	-	(44,313)	-	-	-	(44,313)
Convertible corporate bond conversion	6(16)(17)	3,040	3,852	-	-	-	-	-	-	6,892
Cash capital increase	6(16)(17)	100,000	428,000	-	-	-	-	-	-	528,000
Share-based payments	6(15)(17)(26)	-	29,744	-	-	-	-	-	-	29,744
Balance at December 31, 2023		\$ 986,406	\$1,017,177	\$ 135,135	\$ 168,227	\$ 54,166	(\$ 41,894)	(\$ 180,968)	\$ -	\$2,138,249
<u>2024</u>										
Balance at January 1, 2024		\$ 986,406	\$1,017,177	\$ 135,135	\$ 168,227	\$ 54,166	(\$ 41,894)	(\$ 180,968)	\$ -	\$2,138,249
Loss for the year		-	-	-	-	(48,272)	-	-	-	(48,272)
Other comprehensive income (loss) for the year		-	-	-	-	-	15,480	(47,501)	-	(32,021)
Total comprehensive income		-	-	-	-	(48,272)	15,480	(47,501)	-	(80,293)
Appropriation and distribution of 2023 earnings	6(18)									
Legal reserve		-	-	1,206	-	(1,206)	-	-	-	-
Special reserve		-	-	-	52,960	(52,960)	-	-	-	-
Cash capital increase	6(16)(17)	50,000	472,000	-	-	-	-	-	-	522,000
Capital surplus used to issue cash	6(17)	-	(49,320)	-	-	-	-	-	-	(49,320)
Disposal of investments in equity instruments measured at fair value through other comprehensive income	6(3)(19)	-	-	-	-	(33,170)	-	33,170	-	-
Balance at December 31, 2024		\$1,036,406	\$1,439,857	\$ 136,341	\$ 221,187	(\$ 81,442)	(\$ 26,414)	(\$ 195,299)	\$ -	\$2,530,636

The accompanying notes are an integral part of these financial statements.

FOCI FIBER OPTIC COMMUNICATIONS, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<u>CASH FLOWS FROM OPERATING ACTIVITIES</u>			
Loss before tax		(\$ 68,143)	(\$ 2,168)
Adjustments			
Adjustments to reconcile profit (loss)			
Depreciation expense	6(8)(9)(11)(25)	77,556	70,132
Amortisation expense	6(25)	13,866	1,655
Expected credit gains	12(2)	6 (	1,750)
Net (gain) loss on financial assets or liabilities at fair value through profit or loss	6(23)	(1,620 ) (	47,600)
Interest expense	6(24)	1,387	4,219
Interest income	6(21)	(12,587 ) (	5,709)
Dividend income	6(3)(22)	(4,500 ) (	15,223)
Share-based payments	6(15)(26)	-	29,744
Share of profits of subsidiaries, associates and joint ventures	6(7)	(28,658 ) (	7,348)
Loss (gain) on disposal of property, plant and equipment	6(23)	(101)	3,189
Losses on disposals of investments	6(23)	4,500	-
Impairment loss of investments accounted for using equity method	6(23)	-	3,790
Reversal of impairment loss recognised in profit or loss, property, plant and equipment	6(23)	(689)	-
Unrealized (realized) gains with subsidiaries		(1,178)	6
Changes in operating assets and liabilities			
Changes in operating assets			
Notes receivable		(1,820 ) (	549)
Accounts receivable		(7,396)	40,877
Accounts receivable from related parties		29,830 (	20,017)
Other receivables		(2,966 ) (	434)
Other receivables from related parties		1,856 (	3,240)
Inventories		(18,999)	36,591
Other current assets		(21,908 ) (	531)
Changes in operating liabilities			
Notes payable		32	327
Accounts payable		(15,419)	8,040
Accounts payable - related parties		(60,331)	46,333
Other payables		14,820 (	10,903)
Current contract liabilities		6,360 (	3,833)
Current provisions		5,804	5,200
Other current liabilities		444 (	134)
Cash (outflow) inflow generated from operations		(89,854)	130,664
Dividends received	6(3)	43,962	15,223
Income taxes paid		(7,968 ) (	12,140)
Net cash flows (used in) from operating activities		(53,860)	133,747

(Continued)

FOCI FIBER OPTIC COMMUNICATIONS, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Notes	Year ended December 31 2024	2023
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of financial assets at fair value			
through profit or loss		\$ 168,970	\$ -
Proceeds from disposal of financial assets at fair value 6(3)			
through other comprehensive income		611	-
Proceeds from capital reduction of investments 6(7)			
accounted for using equity method		97,560	86,526
Acquisition of property, plant and equipment 6(29)	(	168,030)	(53,278)
Proceeds from disposal of property, plant, and equipment		301	1,158
Acquisition of intangible assets	(	38,017)	(6,092)
Decrease in guarantee deposits paid		187	2,468
Decrease (increase) in prepayments for equipment		46,786	(49,065)
Decrease in other non-current assets		1,093	-
Interest received		12,351	5,018
Net cash flows from (used in) investing activities		121,812	(13,265)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase in short-term loans 6(30)		-	460,000
Decrease in short-term loans 6(30)		-	(640,000)
Payments of lease liabilities 6(30)	(	3,449)	(5,054)
Cash dividends paid 6(18)(29)	(	49,293)	(44,313)
Cash capital increase 6(16)		522,000	528,000
Interest paid	(	1,387)	(4,244)
Net cash flows from financing activities		467,871	294,389
Net increase in cash and cash equivalents		535,823	414,871
Cash and cash equivalents at beginning of year		729,191	314,320
Cash and cash equivalents at end of year		\$ 1,265,014	\$ 729,191

The accompanying notes are an integral part of these financial statements.

Attachment 7

FOCI Fiber Optic Communications, Inc.

2024 Statement of Loss Appropriation

Unit: NT\$

Item	Amount
Unappropriated retained earnings from previous years before adjustment	0
Less: Disposal of equity instruments measured at fair value through other comprehensive income	(33,169,522)
Add: Net loss after tax for the year 2024	(48,281,953)
Unappropriated accumulated deficit at end of period	(81,441,475)

Fiber Optic Communications, Inc.
Comparison Table of Amendment to the Articles of Association

Article	Pre-amendment	Post-amendment	Reason
Article 5	<p>The company's authorized capital is set at NT\$1,800,000,000, divided into 180,000,000 shares with a par value of NT\$10 per share. The unissued shares are authorized to be issued in installments by the Board of Directors. Within the aforementioned capital, <u>NT\$100,000,000</u> is reserved, divided into <u>10,000,000</u> shares with a par value of NT\$10 per share, <u>for the exercise of stock warrants, preferred shares with warrants, or convertible bonds with warrants</u>, to be issued in installments as resolved by the Board of Directors. <u>The company may, with the attendance of shareholders representing more than half of the total issued shares and the approval of more than two-thirds of the voting rights of the attending shareholders, issue employee stock warrants at a subscription price lower than the market price, or transfer treasury stocks to employees at a price lower than the average repurchase price.</u></p>	<p>The company's authorized capital is set at NT\$1,800,000,000, divided into 180,000,000 shares with a par value of NT\$10 per share. The unissued shares are authorized to be issued in installments by the Board of Directors. Within the aforementioned capital, <u>NT\$60,000,000</u> is reserved for the issuance of <u>employee stock warrants, totaling 6,000,000</u> shares with a par value of NT\$10 per share, to be issued in installments as resolved by the Board of Directors.</p>	Amended in accordance with the company's practical needs
Article 19	<p>If the Company makes a profit in the year, it should allocate 5% to 15% as employee as employee remuneration, <u>with no less than 25% of this allocation designated for distribution among junior employees</u>, and no more than 5% as director remuneration. However, if the Company has accumulated losses, it shall reserve the compensation amounts in advance.</p> <p>The board shall distribute employee and director remuneration of directors with the resolution of more than two-thirds of the directors present and the approval of more than half and report to the shareholders' meeting. The board of directors shall distribute the employee remuneration in stock or cash distribution. The distribution objects may include employees of the controlling or subordinate companies who meet certain conditions, and the conditions and distribution method authorize the board of directors to decide.</p> <p>If there is any surplus in the Company's annual final accounts, it shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Pay taxes. 2. Make up for losses in previous years. 3. Set aside 10% as the statutory surplus reserve (except when the statutory surplus reserve has reached the total capital). 4. Settlement or reversal of special surplus reserve according to laws and regulations. 	<p>If the Company makes a profit in the year, it should allocate 5% to 15% as employee remuneration and no more than 5% as director remuneration. However, if the Company has accumulated losses, it should reserve the compensation amount in advance.</p> <p>The board shall distribute employee and director remuneration of directors with the resolution of more than two-thirds of the directors present and the approval of more than half and report to the shareholders' meeting. The board of directors shall distribute the employee remuneration in stock or cash distribution. The distribution objects may include employees of the controlling or subordinate companies who meet certain conditions, and the conditions and distribution method authorize the board of directors to decide.</p> <p>If there is any surplus in the Company's annual final accounts, it shall be distributed in the following order:</p> <ol style="list-style-type: none"> 1. Pay taxes. 2. Make up for losses in previous years. 3. Set aside 10% as the statutory surplus reserve (except when the statutory surplus reserve has reached the total capital). 4. Settlement or reversal of special surplus reserve according to laws and regulations. 	Amended in accordance with the revision of Article 14, Paragraph 6 of the Securities and Exchange Act and the company's practical needs.

Article	Pre-amendment	Post-amendment	Reason
	5. If there is any surplus, pool the accumulated undistributed surplus, and the board of directors shall prepare a surplus distribution proposal and submit it to the shareholders' meeting for resolution on distribution	5. If there is any surplus, pool the accumulated undistributed surplus, and the board of directors shall prepare a surplus distribution proposal and submit it to the shareholders' meeting for resolution on distribution.	
Article 22	The Article of Incorporation was established on May 22, 1995 (omitted). The 16th revision was made at the annual general meeting on June 19, 2013. The 17th revision was made at the annual general meeting on May 31, 2016. The 18th revision was made at the annual general meeting on June 16, 2017. The 19th revision was made at the annual general meeting on June 5, 2019. The 20th revision was made at the extraordinary general meeting on September 30, 2019. The 21st revision was made at the annual general meeting on May 27, 2022. The 22nd revision was made at the annual general meeting on May 30, 2023. The 23rd revision was made at the annual general meeting on May 30, 2024. <u>The 24th revision was made at the general meeting of shareholders on May 23, 2025.</u>	The Article of Incorporation was established on May 22, 1995 (omitted). The 16th revision was made at the annual general meeting on June 19, 2013. The 17th revision was made at the annual general meeting on May 31, 2016. The 18th revision was made at the annual general meeting on June 16, 2017. The 19th revision was made at the annual general meeting on June 5, 2019. The 20th revision was made at the extraordinary general meeting on September 30, 2019. The 21st revision was made at the annual general meeting on May 27, 2022. The 22nd revision was made at the annual general meeting on May 30, 2023. The 23rd revision was made at the annual general meeting on May 30, 2024.	Addition of the revision date.

FOCI Fiber Optic Communications, Inc.

List of Additional Non-Competition Restrictions Proposed to be Lifted

Title	Name	Current position(s)
Director	Lee-chiou Chang	Chairman, Sun Ten Pharmaceutical Co., Ltd. Chairman, T3EX Global Holdings Corp. Director, Formosan Union Chemical Corp. Independent Director, Compal Electronics, Inc. Director, Anti-Microbial Savior BioteQ Co., Ltd. Supervisor, Tanvex BioPharma Inc.
Independent Director	Li-jen Kuo	Director, Graduate School of Culture and Education Law, National Taipei University of Education
Independent Director	Tien-Chang Huang	Independent Director, GOMAJI Corp., Ltd.

Appendix 1

FOCI FIBER OPTIC COMMUNICATIONS, INC. Rules of Procedure for Shareholders' Meetings (Translation)

- Article 1 To establish a strong governance system and sound supervisory capabilities for the Company'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. The rules of procedures for this Corporation's shareholders meetings, shall be as provided in these Rules. Matters not stipulated in these rules shall be handled under relevant laws and regulations.
- Article 2 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 sign-in cards handed in, plus the number of shares whose voting rights are exercised by correspondence or electronically.
- The Company 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 or supervisors, pre-printed ballots shall also be furnished.
- 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.
- Attendance and voting at the shareholders' meeting shall be calculated based on numbers of shares.
- Article 3 The venue for a shareholders meeting shall be the premises of the Company, 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. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.
- Article 4 The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders meeting in a non-voting capacity.
- Article 5 The process of the shareholders' meeting shall be audio or video-recorded throughout and retained for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.
- Article 6 If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairman of the board. When the chairman of the board is on leave or for any reason unable to exercise the powers of the chairman, the vice chairman of the board of directors or one of the directors shall preside at the meeting in

accordance with Article 208 of the Company Law of the Republic of China.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairman of the board in person and attended by a majority of the directors.

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.

Article 7 Chairman shall call the Meeting to order at the time scheduled for the Meeting. If However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements 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. The aforesaid tentative resolutions shall be executed in accordance with relevant provisions of the Company Law of the Republic of China.

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 8 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. 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.

The shareholders cannot designate any other person as chairman and continue the Meeting in the same or other place after the Meeting is adjourned. However, in the event that the Chairman adjourns the Meeting in violation of these Rules and Procedures, the shareholders may designate, by a majority of votes represented by shareholders attending the Meeting, one person as chairman to continue the Meeting.

Article 9 Shareholders attending the meeting have an obligation to abide by the meeting rules,

obey the resolutions, and maintain the order of the meeting place.

Article 10 When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

Article 11 Before speaking, an attending shareholder must specify on a speaker's slip his/her shareholder account number, account name, and the subject of the speech. The order in which shareholders speak will be set by the chair.

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

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

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

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.

Article 12 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.

Article 13 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 the Company. The result of voting shall be announced at the Meeting and placed on record.

Article 14 Except as otherwise provided in the Company Act and in the Company'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. However, if there is an objection, the voting method, the number of voting rights, and weight ratios should be specified.

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes and handled under Article 183 of the Company Act.

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 voting results. The minutes shall be retained for the duration of the existence of the Company.

Article 15 During the Meeting, the chairman may, at his discretion, set time for intermission. In case of incident of force majeure, the chairman may decide to temporarily suspend the Meeting and announce, depending on the situation, when the Meeting will resume or, by resolution of the shareholders present at the Meeting, the chairman may resume the Meeting within five days without further notice or public announcement.

Article 16 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.

Article 17 On the day of a shareholders meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the shareholders meeting.

If matters put to a resolution at a shareholders meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or Taipei Exchange Market) regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 18 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 armband bearing the word "Proctor."

Article 19 These Rules shall take effect after having been submitted to and approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

Appendix 2

FOCI FIBER OPTIC COMMUNICATIONS, INC.

Articles of Incorporation

(Translation)

Chapter I General Provisions

Article 1: The Company is organized in accordance with the Company Act and named 上詮光纖通信股份有限公司. The English name of the Company is FOCI FIBER OPTIC COMMUNICATIONS, INC.

Article 2: The businesses of the Company are set out as follows:

- (1) CC01080 Manufacture of electronics components and parts
- (2) CC01060 Manufacture of wired communication equipment and apparatus
 1. Researching, developing, producing, manufacturing, and selling the following products:
 - (1) Optical fiber passive components: optical fiber connectors and jumpers, optical fiber couplers, optical fiber WDM, optical fiber filters, optical fiber attenuators, optical fiber isolators, optical fiber amplifiers, and optical switch, optical splitters, combinations type connector.
 - (2) Optical fiber testing instruments: LED/LD light source, optical power meters, optical fiber insertion loss meter, and optical fiber component testing systems.
 - (3) Optical fiber application system: optical fiber automatic monitoring and alarm system, optical fiber sensing and sensing system.
 2. Planning, design, consulting, and technical services for the product mentioned above systems.
 3. Import and export business of the products mentioned above.

Article 2-1: The Company may engage in endorsements and guarantees externally to meet business or investment needs.

Article 2-2: The total amount of the Company's investment is not subject to the restriction of paragraph 2 of Article 13 of the Company Act.

Article 3: The head office of the Company is located in Hsinchu Science Park. Subject to the approval by boards of directors and governmental authority, the Company may set up branch office in Taiwan or abroad when necessary.

Article 4: Public announcements of the Company shall be made in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 5: The company's authorized capital is set at NT\$1,800,000,000, divided into 180,000,000 shares with a par value of NT\$10 per share. The unissued shares are authorized to be issued in installments by the Board of Directors. Within the aforementioned capital, NT\$60,000,000 is reserved for the issuance of employee stock warrants, totaling 6,000,000 shares with a par value of NT\$10 per share, to be issued in installments as resolved by the Board of Directors.

Article 5-1: The transferee of the shares purchased by the Company pursuant to Securities and Exchange Act, the recipient of the employee stock warrants, the employee who purchases the shares when issuing new shares, and the recipient of new issuance with restricted employee stock shall include certain qualified employees' of subsidiaries. The board of directors authorizes the qualifications and distribution for resolution.

Article 6: The share certificates of the Company shall all be name-bearing share certificates which is signed or sealed by the director representing the company, and issued in accordance with the Company Law and relevant rules and regulations of the Republic of China. The Company may issue shares without printing share certificate(s), but shall register with the Centralized Securities Depository Institution.

Article 7: Shareholders of the company shall handle stock affairs such as pledge of rights, inheritance, gift, report of loss and change of seal, change of address, loss and damage of stock certificates, etc., unless otherwise stipulated by laws and securities regulations. Regulations Governing the Administration of Shareholder Services of Public Companies shall be handled.

Article 8: Registration for transfer of share shall be suspended for sixty (60) days before the date of regular meeting of shareholders, thirty (30) days before the date of any special meeting of shareholders, and five (5) days before the base date on which dividends, bonuses, or any other interests to be paid out by the Company.

Article 8-1: The shareholders meeting shall, unless otherwise provided by the Company Act, be convened by the Board of Directors. For the Shareholders' Meeting convened by any other person have the convening right, such person shall act as the chairman of that meeting. If there are two or more persons have the convening right, the chairman of the meeting shall be elected from among themselves.

Chapter III Shareholders' Meeting

Article 9: Shareholders' meetings shall be of two types : regular meetings and special meetings. Regular meetings shall be convened, by the board of directors, within six months after the end of each fiscal year. Special meetings shall be convened in accordance with laws when necessary. Proceedings of the shareholders' meeting

shall be conducted under the Company's "Rules of Procedures for the Shareholders' Meeting."

The convening notice of the shareholder's meeting may be done electronically if agreed. For shareholders holding less than 1,000 registered shares, the convening notice referred to in the preceding paragraph may be issued as an announcement.

When the Company's shareholders' meeting is held, it may be held by video conference or other means announced by the central competent authority.

Article 10: In case a shareholder is unable to attend a shareholders' meeting, he/she may issue a proxy form to appoint a proxy on his/her behalf to attend such meeting in accordance with Article 177 of the Company Act. Unless otherwise provided by the Company Act, the procedures for shareholders to attend proxy meetings shall be handled in accordance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" promulgated by the competent authority.

Article 11: A Shareholder shall be entitled to one vote for each share held by him/her, except those shares for which the voting rights are restricted or excluded as stipulated in Article 179 of the Company Act.

Article 12: Resolutions at a shareholders' meeting shall, unless otherwise provided for in this Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.

Shareholders of the Company may exercise their voting rights electronically, and related matters shall be handled under laws and regulations.

Article 12-1: When the Company intends to revoke the public offering of its shares, it shall submit a resolution to the shareholders' meeting. This article shall not be changed during TWSE and TPEX trading.

Chapter IV Directors and Audit Committee

Article 13: The Company shall have seven to eleven directors. The term of office should be three years, and all directors should be eligible for re-elected. The total number of shares held by all directors of the Company shall not be less than the percentage prescribed by the competent authority.

The Company shall have at least three Independent Directors. Regulations governing the professional qualifications, restrictions on shareholdings and concurrent positions held, methods of nomination and election, and other matters for compliance with respect to Independent Directors shall be followed in accordance with the Rules for election of Directors and relevant laws.

The Company adopts a candidate nomination system to elect directors. Shareholders elect directors from a list of candidates.

Directors referred to in this Articles of Incorporation include independent directors.

The Company may purchase liability insurance for the directors during their term of office in respect of their legally borne compensation liabilities for the execution of the Company's business scope.

Article 13-1: In accordance with Article 14-4 of the Securities and Exchange Act, the Company has set up an audit committee of all independent directors.

The authority of the Audit Committee and the other compliance issues shall be made according to the Company Act, the Securities and Exchange Act, other relevant laws and regulations and the company by laws.

Article 14: Directors shall organize the board of directors, and more than two-thirds of the directors shall be present. More than half of the directors present shall agree to elect a Chairman. They may elect a Vice Chairman among themselves similarly depending on business needs, and the Chairman shall represent the Company externally.

Article 14-1: The meeting of the Board of Directors shall be held once every quarter. The reason for the convening shall be stated, and the directors shall be notified seven days in advance. However, it can be called on shorter notice in case of emergency. The convening notice of the board of directors may be in writing, by fax, or by e-mail.

Article 15: When the chairman asks for leave or cannot exercise his powers, his proxy shall be handled following Article 208 of the Company Act. If a director cannot attend a meeting of board of directors, he/she shall appoint another director as proxy to attend the meeting and shall execute a power of attorney for the proxy. Each director may act as a proxy for one other director only.

When the board of directors meeting is held, if a video conference is used, those who participate in the meeting through the video screen are deemed present in person.

Article 16: When the Company's directors perform their duties, the Company may pay remuneration regardless of the Company's operating profit or loss. The remuneration authorized to the board of directors shall be negotiated according to the degree of participation in the Company's operation and the value of its contribution. It shall not exceed the standard of the highest salary scale stipulated in the Company's salary assessment method. If the Company has a profit, the remuneration shall be distributed under Article 19.

Chapter V Managers

Article 17: The Company may have a general manager whose appointment, dismissal, and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter VI Accounting

Article 18: At the end of each fiscal year, the following reports shall be prepared by the board of directors to the regular shareholders' meeting by the law, for approval:

1. Business report
2. Financial statements
3. Proposal on profit distribution or loss compensation.

Article 19: If the Company makes a profit in the year, it should allocate 5% to 15% as employee remuneration and no more than 5% as director remuneration. However, if the Company has accumulated losses, it should reserve the compensation amount in advance.

The board shall distribute employee and director remuneration of directors with the resolution of more than two-thirds of the directors present and the approval of more than half and report to the shareholders' meeting. The board of directors shall distribute the employee remuneration in stock or cash distribution. The distribution objects may include employees of the controlling or subordinate companies who meet certain conditions, and the conditions and distribution method authorize the board of directors to decide

If there is any surplus in the Company's annual final accounts, it shall be distributed in the following order:

1. Paying tax.
2. Make up for losses in previous years.
3. Set aside 10% as the statutory surplus reserve (except when the statutory surplus reserve has reached the total capital)
4. Settlement or reversal of special surplus reserve according to laws and regulations.
5. If there is any surplus, pool the accumulated undistributed surplus, and the board of directors shall prepare a surplus distribution proposal and submit it to the shareholders' meeting for resolution on distribution.

Article 19-1: The Company's board of directors shall have more than two-thirds of the directors present and a resolution approved by more than half of the directors present. All or part of the dividends, bonuses, Legal reserve, or capital reserve shall be distributed in cash and reported to the shareholders' meeting. The provisions of the Articles of Incorporation related to the resolutions of the shareholders' meeting are not applicable.

Article 20: The Company's dividend policy is determined under the Company Act and the Company's Articles of Incorporation and based on factors such as the Company's capital and financial structure, operating conditions, earnings, and the nature and cycle of the industry it belongs to. Suppose the Company has a surplus in its final annual accounts, and the distributable surplus reaches 2% of the paid-in capital. In that case, the dividend distribution shall not be less than 10% of the distributable

surplus. Cash dividends are preferred in the distribution of surplus and may also be distributed in stock dividends. The distribution ratio of stock dividends shall not exceed 50% of the total dividends for the current year.

Chapter VII Supplementary Provisions

Article 21: Matters not specified in the Articles of Incorporation shall be handled under the provisions of the Company Act.

Article 22: The Article of Incorporation was established on May 22, 1995.

The first revision was made at the annual general meeting on July 31, 1996.

The 2nd revision was made at the extraordinary general meeting on January 18, 1997.

The 3rd revision was made at the annual general meeting on June 11, 1997.

The 4th revision was made at the annual general meeting on April 7, 1998.

The 5th revision was made at the extraordinary general meeting on May 15, 2000.

The 6th revision was made at the annual general meeting on August 29, 2001.

The 7th revision was made at the annual general meeting on June 20, 2002.

The 7th revision was made at the extraordinary general meeting on November 11, 2002.

The 8th revision was made at the extraordinary general meeting on December 15, 2003.

The 9th revision was made at the annual general meeting on June 18, 2004.

The 10th revision was made at the annual general meeting on June 24, 2005.

The 11th revision was made at the annual general meeting on June 20, 2006.

The 12th revision was made at the annual general meeting on June 27, 2007.

The 13th revision was made at the annual general meeting on June 6, 2008.

The 14th revision was made at the extraordinary general meeting on December 9, 2009.

The 15th revision was made at the annual general meeting on May 20, 2010.

The 16th revision was made at the annual general meeting on June 19, 2013.

The 17th revision was made at the annual general meeting on May 31, 2016.

The 18th revision was made at the annual general meeting on June 16, 2017.

The 19th revision was made at the annual general meeting on June 5, 2019.

The 20th revision was made at the extraordinary general meeting on September 30, 2019.

The 21st revision was made at the annual general meeting on May 27, 2022.

The 22nd revision was made at the annual general meeting on May 30, 2023.

The 23rd revision was made at the annual general meeting on May 30, 2024.

Appendix 3

FOCI Fiber Optic Communications, Inc. Shareholding of Directors

As of March 25, 2025

Title	Name	Number of Shares	Shareholding Ratio %
Chairman	Song-fure Lin	5,124,102	4.94%
Director	Lee-chiou Chang	500,000	0.48%
Director	Wonderland Enterprise Co., Ltd. Legal representative: Hao Fang	3,500,000	3.38%
Director	Ting-ta Hu	843,000	0.81%
Independent Director	Li-jen Kuo	0	0
Independent Director	Tzu-ming Wang	0	0
Independent Director	Tien-Chang Huang	0	0
Total		9,967,102	9.61%

Notes 1: The Company's paid-in capital is NT\$1,036,405,670, and 103,640,567 shares have been issued.

Notes 2: According to Article 26 of the Securities and Exchange Act and Article 2 of the "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies," , the minimum number of shares held by all directors is 8,000,000 shares.