

Stock Code: 6021

Good Finance Securities Co., Ltd.

Meeting Handbook

Time: 10:00 a.m., May 30, 2024 (Thursday)
Location: Room E, 4th Floor, No. 2, Section 3, Minsheng East Road, Zhongshan District, Taipei City
Type of Meeting: A physical shareholder's meeting is held with assistance of video conferencing using the platform provided by Taiwan Depository & Clearing Corporation.
Company website: www.goodfinance.com
Shareholders' services platform of TDCC: <https://stockservices.tdcc.com.tw>

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One. Meeting Agenda

Meeting Agenda of Good Finance Securities Co., Ltd. 2024 Annual General Meeting

Time: 10:00 a.m., May 30, 2024 (Thursday)

Location: Room E, 4th Floor, No. 2, Section 3, Minsheng East Road, Zhongshan District, Taipei City

Type of Meeting: A physical shareholder's meeting is held with assistance of video conferencing using the platform provided by Taiwan Depository & Clearing Corporation.

Chaired by: Huang Ku-Han, Chairman of the Board of Directors

I. Report Votes Represented by Present Shareholders; Call the Meeting to Order

II. Chairperson Remarks

III. Reported matters

- (I) 2023 Business Report
- (II) Audit Committee Review Report on the 2023 Financial Statements
- (III) Report on the 2023 distribution of earnings
- (IV) Report on 2023 Distribution of Employees' Compensation and Remuneration to Directors
- (V) Report on Amendments to the "Procedures for Ethical Management"

IV. Acknowledged matters

- (I) 2023 Business Report and Financial Statements
- (II) Proposal of 2023 earnings distribution

V. Matters for Discussion

Amendments to the Company's Articles of Incorporation.

VI. Extemporary Motions

VII. Adjournment

Reported matters

Report No. 1 (Proposed by the board of directors)

Subject: The Company's 2023 Business Report is submitted for review.

Description: Please refer to Attachment 1 on pages 7 to 8 to of the Handbook for the 2023 Business Report.

Report No. 2 (Proposed by the Board of Directors)

Subject: Please review the Audit Committee Review Report on the 2023 Financial Statements.

Description: Please refer to Attachment 2 on Page 9 to 11 of the Handbook for the Audit Committee's Review Report.

Report No. 3 (Proposed by the Board of Directors)

Subject: Report on the 2023 earnings distribution, please review.

Description: Pursuant to the Company's Articles of Incorporation, the Board of Directors is authorized to resolve semi-annual distribution of cash dividends. The amount and distribution date of the Company's 2023 cash dividends are as follows:

2023	Date of approval	Distribution Date	Cash dividends per share(NT\$)	Total cash dividends (NT\$)
The first half	August 24,2023	October 6,2023	NT\$0.3 (Note)	NT\$93,289,792
Later half of the year	March 7,2024	April 26,2024	NT\$0.3 (Note)	NT\$93,454,792

Note: Cash dividends are distributed proportionally to the nearest New Taiwan Dollar, and are rounded down to the nearest New Taiwan Dollar. The sum of the fractions less than NT\$1 is recognized as the Company's other non-operating income.

Report No. 4 (Proposed by the board of directors)

Subject: The report on 2023 distribution of employees' compensation and remuneration to directors is submitted for review.

Description:

1. The Company's 2023 employees' compensation and remuneration to directors have been approved by the 18th term of board of directors at the 5th meeting on March 7, 2024. The amount of NT\$952,496 shall be appropriated for employees' compensation and NT\$952,496 for directors' remuneration, both to be paid in cash.
2. There is no difference between the actual amount paid to employees' compensation and remuneration to directors with that estimated for 2023.

Proposal 5 (Proposed by the board of directors)

Subject: Amendments to the "Procedures for Ethical Management," please review.

Description: The main purpose of this amendment is to adjust the sole responsible unit specified the "Procedures for Ethical Management" in accordance with the existing functions of each department of the Company. For the comparison table of the amended provisions, please refer to Attachment 3 on page 10 to page 11 of this Handbook.

Acknowledged matters

Report No. 1 (Proposed by the board of directors)

Subject: The 2023 Business Report and Financial Statements are submitted for acknowledgement.

Description:

1. The Company's board of directors has prepared the 2023 Business Report, Parent Company Only Financial Statements and Consolidated Financial Statements. The same were submitted to 5th meeting of the 5th term of the Audit Committee for review on March 7, 2024, and the Audit Committee issued its audit report thereon accordingly.
2. Please refer to the Attachment 1 on page 7 to page 8 and Attachment 4 on page 12 to page 36 of the Handbook for the 2023 Business Report, the Independent Auditors' Report, and the aforesaid financial statements, respectively.

Resolution:

Report No. 2 (Proposed by the Board of Directors)

Subject: The proposed distribution of earnings 2023 is submitted for acknowledgement.

Description: The proposal for distribution of the Company's 2023 earnings were submitted to 5th meeting of the 5th term of the Audit Committee for review on March 7, 2024, and approved upon resolution of 5th meeting of the 18th term of the board of directors on March 7, 2024. Please refer to Attachment 5 on Page 37 of the Handbook for the earnings distribution table.

Resolution:

Matters for Discussion

Report No. 1(Proposed by the board of directors)

Subject: The amendments to the “Articles of Incorporation” are submitted for discussion.

Description:

1. In order to improve the remuneration system to the Company's directors, it is proposed to amend the ratio of directors' remuneration in Article 30 of the Company's Articles of Incorporation with reference to the industry standard, to ensure that the remuneration to directors is competitive in the industry. The text of the conditions for the distribution of employee remuneration in the same article are also revised as needed to ensure the compliance with the laws and regulations.
2. The comparison table for the Company's Articles of Incorporation Before and After Revision is attached as Attachment 6 on pages 38 to 39 of the Handbook.

Resolution:

Extemporaneous Motions

Adjournment

Two. Attachments

[Attachment 1] Business Report

Good Finance Securities Co., Ltd. 2023 Business Report

Changes in the financial market environment

Due to the impact of the international economics and elevated interest rates, Taiwan's economic growth rate in 2023 is estimated at 1.4%. However, the capital market has shown strong resilience, with an increase in market price and volume. In addition to the TWSE, TPEx and emerging stock market achieved the average daily trade value for total NT\$361.9 billion with the growth of 18%, the securities and futures sectors earned the profit of NT\$99.8 billion, a substantial growth of 50% from 2022, and the overall market has had active trading.

The global stock markets became bullish again before the end of 2023. The MSCI World Index and Emerging Markets Index rose 20% and 7% respectively. For the technology-based companies, Nasdaq and the Philly Semiconductor Index were the best performers, rising 43% and 65%, respectively. The market's enthusiasm for AI was ignited in the second quarter by the launch of ChatGPT and the outstanding financial report from NVIDIA. The demand for computing power increased NVIDIA and Taiwan's related server sectors. The TAIEX rose by about 26.8%.

Operating results

In 2023, major financial markets around the world were booming. For 2023, the Company's consolidated revenue was NT\$1,021,344 thousand, consolidated net profit after tax was NT\$106,144 thousand, and earnings per share was NT\$0.35. Total equity at the end of 2023 was NT\$5,755,842 thousand, with a net value of NT\$18.46 per share, , a significant growth of 26%. As for financial ratios, the current ratio is 174.63% and the debt ratio is 62.1%, which means that the overall financial structure of the Company is sound.

According to Fitch Ratings, the Company's long-term domestic credit rating for 2023 is BBB+, and its short-term domestic credit rating is F2, both of which remain stable.

Development strategy

In order to accomplish our mission to create more happiness and goodness in the world through our financial services, we aim to provide more stable and competitive financial products to our customers in order to support their dreams in life. At the same time, we continue to enhance the quality of our services and improve our financial service process to satisfy our customers.

The Company is moving into a phase where it will grow more structurally. In the coming years, we will continue to invest substantially in hardware, bring in technology talent and develop IT management solutions to support the Company's transformation from a securities brokerage firm to a financial technology company. Transformation is not easy, change requires determination and long-term commitment. As the Company continues to invest in its future core competencies, there is a discrepancy between short-term investments and long-term returns. There will be a time lag between input and outcome. However, we believe that this transition period will soon be over as the Company continues to grow.

To consolidate its market position in the brokerage business, and accelerate the development of technological capabilities and digital transformation, the Company will focus on wealth management demand with potential for growth as it transforms into a business model that focuses on both brokerage and wealth management. We shall create the company generating stable long-term profits, as a financial institution that focuses on customers' long-term interests.

I. Restructuring and upgrading the brokerage branches:

Continuing the Company's target process of restructuring, from the value innovation of the investment department, the substantial expansion of the technology department, the creation of wealth management products, to the restructure of branches this year.

The Company established the Shizheng Branch in September 2023, which is a huge step in the transformation of the branch. Through unique space design, and the digital services from account opening to transaction, customers are provided with high-quality experience. In addition, through the open space of branch offices, various financial seminars are held in conjunction with the local community to make services warmer and more localized. Branch offices are no longer mere trading hubs; they are also financial communication centers and educational platforms for local communities.

II. We continue to invest in financial technology and develop digital platform operations, while enhancing the management of information security, seeking to improve the digital experience of customers, safeguard the interests of investors' trading, and expand the business scale. To cope with the digital banking trend, the Company actively invests in the deployment and optimization of digital tools and platforms, and carries out electronic and paperless transformation of various operating procedures to provide customers with convenient and high-quality services, while reducing manual interruptions and improving operating efficiency.

III. In order to increase the sources of revenue for the Company, the Company will actively add hubs for overseas sub-brokerage transactions to actively serve customers and expand the business scale.

IV. Expanding the lending business for any purpose. In 2024, the Company will invest more resources and provide expedited lending services to satisfy customers' needs for diversified funding sources.

Future prospect

The Company used to operate its business primarily in brokerage and securities financing. After the transformation, we will strengthen our own investment, financial and technology products. We hope to form a positive cycle through diversification. The Company aims to integrate the diversified financial services capabilities of the Group and increase its wealth management services by adopting the management philosophy of "prudent, steady and decent management" under a long-term prudent management strategy. By providing competitive wealth management products and with our professional and reliable investment advisors, we will continue to implement various mechanisms for risk and internal control management, strengthen our business structure, demonstrate our innovation ability, and enhance the competitiveness in each business to create more and better value for our clients and shareholders, and move towards "creating a better brokerage firm for our clients"!

Chairperson of the board: Huang Ku-Han

President: Chuang Ta-Hsiu

Accounting manager: Wu Tzu-Ying

Good Finance Securities Co., Ltd.
Audit Committee's Audit Report

The Company has duly worked out the 2023 parent company only financial statements and consolidated financial statements, which have been audited by Yi-Chun Wu, CPA and Pei-de Chen, CPA of Deloitte Taiwan, who also issued an Audit Report with unqualified opinion for reference.

The Audit Committee, have reviewed these financial statements, and found the same to be compliant with laws. With the consent of all members, we hereby issue this declaration in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Good Finance Securities Co., Ltd.

Convener of Audit Committee: Lin, Keng-Chou

March 7, 2024

[Attachment 3] Comparison Table for the “Procedures for Ethical Management” Before and After Revision

Good Finance Securities Co., Ltd.
Comparison Table for the “Procedures for Ethical Management”
Before and After Revision

Articles	Before the revision	After the revision	Reasons for revision
Article 5	<p>The Company designate the President’s Office as the solely responsible unit (hereinafter, "responsible unit") to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation, and also submit regular reports (at least once a year) to the board of directors:</p> <p>Heads of units shall be in charge of implementation, interpretation, and advising, and reporting to the solely responsible unit, while urging the personnel to prevent the unethical conducts, and ensure the implementation of the ethical management policy.</p>	<p>The Company designate the <u>Legal Department</u> as the solely responsible unit (hereinafter, "responsible unit") to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation, and also submit regular reports (at least once a year) to the board of directors:</p> <p>Heads of units shall be in charge of implementation, interpretation, and advising, and reporting to the solely responsible unit, while urging the personnel to prevent the unethical conducts, and ensure the implementation of the ethical management policy.</p>	<p>The sole responsible unit is adjusted based on the current functions of each unit</p>

Article 9	<p>When any personnel are provided with, promised, requesting, or receiving either directly or indirectly, any benefits by a third party, the matter shall be handled in accordance with the following procedures:</p> <ol style="list-style-type: none"> I. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor, and the responsible unit shall be notified if necessary. II. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, the personnel shall refer the matter to the responsible unit for handling. <p>"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:</p> <ol style="list-style-type: none"> I. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses. II. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established. III. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact. <p>The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.</p>	<p>When any personnel are provided with, promised, requesting, or receiving either directly or indirectly, any benefits by a third party, the matter shall be handled in accordance with the following procedures:</p> <ol style="list-style-type: none"> I. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor, and the responsible unit shall be notified if necessary. II. If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, the personnel shall refer the matter to the responsible unit for handling. <p>"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:</p> <ol style="list-style-type: none"> I. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses. II. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established. III. Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact. <p>The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved <u>by the Chairman.</u></p>	It is specified the level of approval for the follow-up procedures if the personnel of the Company accepts undue benefits that cannot be returned.
Article 31	The Operating Procedures were established on December 19, 2014. The 1st amendment was made on December 20, 2016. The 2nd amendment was made on March 23, 2020.	The Operating Procedures were established on December 19, 2014. The 1st amendment was made on December 20, 2016. The 2nd amendment was made on March 23, 2020. <u>The 3rd amendment was made on March 7, 2024.</u>	Added the dates of amendments

[Attachment 4] 2023 Independent Auditor Report and Parent Company Only Financial Statements and Consolidated Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Good Finance Securities Co., Ltd

We have audited the accompanying parent company only balance sheets of Good Finance Securities Co., Ltd. (the “Company”) as at December 31, 2023 and 2022, and the 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 significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of the Company as of December 31, 2023 and 2022, and its parent company only financial performance and its cash flows for the years then ended in accordance with the “Regulations Governing the Preparation of Financial Reports by Securities Firms” and “Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants”.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the parent company's financial statements of the current period are stated as follows:

Recognition of brokerage handling fee revenue

For the year ended December 31, 2023, the Company's brokerage fee revenue amounted to \$579,894 thousand. The Company's brokerage fee revenue arises from the trading of domestic and foreign securities, futures contracts and short sales. Because the accuracy and the amounts of brokerage fee revenue were material and have a significant impact on the financial statements, we have thus assessed the recognition of brokerage fee revenue as the key audit matter in our audit.

Our key audit procedures performed in respect of the above-mentioned key audit matter included the following:

1. Obtained an understanding of and evaluated the internal controls over the brokerage business.
2. Sample tested transaction reports and related vouchers in relation to brokerage fee revenue recognition.
3. Performed analytical review procedures and assessed the appropriateness of accounting policies in relation to brokerage fee revenue recognition.

Refer to Notes 4 and 22 for the related accounting policies and amounts of the Company's brokerage fee revenue.

Responsibilities of Management and Those Charged with Governance for the 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 Firms" and "Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants", and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards 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 auditing standards, we exercise professional judgment and professional skepticism throughout the audit. We also:

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2023, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yi-Chun Wu and Pei-De Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 7, 2024

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying parent company only financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and financial statements shall prevail.

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

ASSETS		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current assets		4				
111100	Cash and cash equivalents	6	499,076	3	\$ 865,429	7
112000	Financial assets at fair value through profit or loss - current	7	916,469	6	647,059	5
113200	Financial assets at fair value through other comprehensive income - current	8, 26 and 27	5,021,578	33	3,986,072	33
113300	Financial assets at amortized cost - current	9	9,886	-	-	-
114010	Investments in bonds under resale agreements	10	294,569	2	-	-
114030	Receivables from margin loans	11	2,927,810	19	2,464,919	21
114040	Refinancing margin		6,220	-	25,077	-
114050	Refinancing deposit receivable		5,183	-	17,912	-
114066	Receivables of money lending – without specific purposes	11	160,137	1	116,283	1
114070	Customer margin accounts		226,341	2	238,161	2
114130	Accounts receivable	11	2,564,838	17	1,621,666	14
114150	Prepayments	26	13,350	-	17,577	-
114170	Other receivables	11	25,665	-	12,726	-
114200	Other financial assets - current	6	63,598	1	51,556	1
114600	Current income tax assets	23	2,159	-	-	-
119080	Restricted assets – current	27	943,147	6	366,910	3
119095	Amounts held for each customer in the account		4,100	-	-	-
119120	Underwriting share proceeds collected on behalf of customers		11,874	-	81,537	1
119990	Other current assets		6,259	-	6,860	-
110000	Total current assets		13,702,259	90	10,519,744	88

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

ASSETS		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Non-current assets		4				
123200	Financial assets at fair value through other comprehensive income - non-current	8	\$ 83,645	1	\$ 90,701	1
123300	Financial assets at amortized cost – non-current	9	50,555	-	50,648	-
124100	Investments accounted for using equity method	12	121,142	1	108,224	1
125000	Property and equipment	13 and 27	563,687	4	566,059	5
125800	Right-of-use assets	14	40,737	-	54,410	-
127000	Intangible assets	15 and 26	68,244	-	66,392	1
128000	Deferred income tax assets	23	41,564	-	92,196	1
129010	Operating guarantee deposits		295,000	2	295,000	2
129020	Settlement and clearing fund		60,624	-	59,162	-
129030	Refundable deposits		79,362	1	79,577	1
129130	Prepayment for equipment		80,456	1	2,156	-
120000	Total non-current assets		1,485,016	10	1,464,525	12
906001	Total assets		\$ 15,187,275	100	\$ 11,984,269	100

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities		4				
211100	Short-term loans	16	\$ 2,094,000	14	\$ 550,000	5
211200	Commercial paper payable	16	199,770	1	1,298,131	11
212000	Financial liabilities at fair value through profit or loss – current	7 and 26	1,639,395	11	1,762,724	15
214010	Liabilities for bonds with repurchase agreements	18 and 26	448,182	3	100,000	1
214040	Guarantee deposit received from short sales		147,534	1	285,864	2
214050	Deposits payable for short sales		166,790	1	246,534	2
214080	Futures traders' equity	26	226,341	2	238,161	2
214090	Equity for each customer in the account		4,100	-	-	-
214130	Accounts payable	19	2,638,127	18	1,580,694	13
214150	Advance collection		22,184	-	14,789	-
214160	Collections for third parties		19,751	-	87,086	1
214170	Other payables	19	191,669	1	124,314	1
214180	Other payables – related parties	26	9,050	-	12,530	-
214600	Current income tax liabilities	23	-	-	4,574	-
215220	Long-term liabilities – current portion	16	10,142	-	10,152	-
216000	Lease liabilities – current	14	29,476	-	30,610	-
219000	Other current liabilities		4	-	437	-
210000	Total current liabilities		\$ 7,846,515	52	\$ 6,346,600	53
Non-current liabilities		4				
221100	Bonds payable	17	800,000	5	800,000	7
221200	Long-term loans	16	697,773	5	207,737	2
225100	Provisions – non- current		9,821	-	9,738	-
226000	Lease liabilities – non-current	14	6,089	-	16,820	-
228000	Deferred income tax liabilities	23	36,452	-	8,075	-
229030	Deposits received	26	90	-	90	-
229070	Net defined benefit liabilities-non-current	20	34,693	-	35,259	-
220000	Total non-current liabilities		1,584,918	10	1,077,719	9
906003	Total liabilities		\$ 9,431,433	62	\$ 7,424,319	62

(Continued)
GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY BALANCE SHEETS
DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Equity		21				
	Share capital					
301010	Common stock		\$ 3,118,159	21	\$ 3,113,159	26
301080	Shares capital awaiting retirement		-	-	(500)	-
301000	Total share capital		3,118,159	21	3,112,659	26
	Capital reserve					
302010	Additional paid-in capital		12,128	-	12,128	-
302030	Share-based payment	25	34,602	-	27,909	-
302040	Gains on disposals of assets		29	-	29	-
302000	Total capital reserve		46,759	-	266	-
	Retained earnings					
304010	Legal reserve		269,907	2	257,996	2
304020	Special reserve		1,308,138	9	1,285,969	11
304040	Unappropriated earnings		217,732	1	213,407	2
304000	Total retained earnings		1,795,777	12	1,757,372	15
	Other equity interest					
305140	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income		836,707	5	(301,126)	(3)
305290	Other		(41,560)	-	(49,021)	-
305000	Total other equity interest		795,147	5	(350,147)	3
906004	Total equity		5,755,842	38	4,559,950	38
906002	Total liabilities and equity		\$ 15,187,275	100	\$ 11,984,269	100

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,					
		Notes	2023		2022		
Items			Amount	%	Amount	%	
Revenue		4					
401000	Brokerage fee revenue	22 and 26	\$ 579,894	59	\$ 542,452	64	
402000	Handling fee income from loans		1	-	-	-	
404000	Underwriting fee revenue		2,753	-	1,726	-	
410000	Net gain (losses) on sales of securities	22	31,646	3	9,981	1	
421200	Interest income	22	136,926	14	171,746	20	
421300	Dividend income	8 and 26	235,603	24	191,254	23	
421500	Net gain (losses) on trading securities at fair value through profit or loss	22	69,425	7 (	21,106 ) (	2)	
424500	Net loss from derivative instruments – OTC	22	(59,317 ) (	6 ) (	61,386 ) (	7)	
425300	Reversal of credit impairment loss (expected credit impairment loss)	11	(385)	-	883	-	
428000	Other operating gain (loss)	22	(7,477 ) (	1)	8,277	1	
400000	Total revenues		989,069	100	843,827	100	
Costs and expenses							
501000	Handling charges-brokerage		(40,932 ) (	4 ) (	39,327 ) (	5)	
502000	Handling charge-proprietary trading		(149)	-	122)	-	
503000	Service charge - refinancing		(454)	-	293)	-	
504000	Underwriting charge - refinancing		(35)	-	45)	-	
521200	Financial costs	22	(46,014 ) (	5 ) (	24,062 ) (	3)	
524300	Service charge - clearing and settlement		(2,166)	-	3,470)	-	
528000	Other operating expenditure	26	(33,575 ) (	3 ) (	20,347 ) (	2)	

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

			Years ended December 31,			
	Items	Notes	2023		2022	
			Amount	%	Amount	%
531000	Employee benefit expenses	22 and 26	(\$ 551,763)	(56)	(\$ 505,201)	(60)
532000	Depreciation and amortization	22	(86,362)	(9)	(75,549)	(9)
533000	Other operating expense	22 and 26	(222,270)	(23)	(199,651)	(24)
500000	Total cost and expenses		(988,720)	(100)	(868,067)	(103)
5XXXXX	Operating profit (losses)		349	-	(24,240)	(3)
601100	Share of profit or loss of subsidiaries accounted for using equity method	12	21,495	2	11,059	2
602000	Other gains and losses	22 and 26	71,500	8	44,383	5
600000	Total non-operating income and expenses		92,995	10	55,442	7
902001	Income before income tax		93,344	10	31,202	4
701000	Income tax benefit	4 and 23	12,800	1	21,295	2
902005	Net income		106,144	1	52,497	6
	Other comprehensive income (loss)					
	Items that will not be reclassified to profit or loss					
805510	Remeasurements of defined benefit plan		362	-	(11,838)	(1)
805540	Loss (gain) on equity instruments classified at fair value through other comprehensive income		1,252,848	127	(1,187,842)	(141)
805560	Share of other comprehensive income of associates and joint ventures accounted for under the equity method		3,561	-	(1,442)	-

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

		Years ended December 31,			
		2023		2022	
Items	Notes	Amount	%	Amount	%
805599	Income tax related to items that will not be reclassified to profit or loss	(\$ 93,387)	(10)	\$ 103,745	12
805500	Items that will not be reclassified to profit or loss, net of tax	1,163,384	117	(1,097,377)	(13)
805000	Other comprehensive (loss) income for the year, net of tax	1,163,384	117	(1,097,377)	(130)
902006	Total comprehensive (loss) income for the year	\$ 1,269,528	128	(\$ 1,044,880)	(124)
	Earnings per share	24			
975000	Basic	\$ 0.35		\$ 0.17	
985000	Diluted	\$ 0.34		\$ 0.17	

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Share capital (Note 21)				Retained earnings (Note 21)			Other equity items (Note 21)			
		Number of shares (Thousand shares)	Amount	Awaiting retirement	Capital reserve (Notes 21 and 25)	Legal reserve	Special reserve	Unappropriated earnings	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned compensation cost	Total equity	
A1	Balance on January 1, 2022	309,856	\$3,098,559	\$ -	\$ 30,845	\$ 236,497	\$ 1,221,772	\$ 324,528	\$ 718,329	(\$ 40,226)	\$ 5,590,304	
	Appropriations of 2021 earnings (Note 21)											
B1	Legal capital reserve	-	-	-	-	21,499	-	(21,499)	-	-	-	
B3	Special capital reserve	-	-	-	-	-	64,197	(64,197)	-	-	-	
D1	Net income	-	-	-	-	-	-	52,497	-	-	52,497	
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	-	(11,838)	(1,085,539)	-	(1,097,377)	
D5	Total comprehensive income for the year	-	-	-	-	-	-	40,659	(1,085,539)	-	(1,044,880)	
N1	Share-based payment	1,535	15,350	-	7,971	-	-	-	-	(8,795)	14,526	
T1	Restricted stock awards retirement	(75)	(750)	(500)	1,250	-	-	-	-	-	-	
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	-	(66,084)	66,084	-	-	
Z1	Balance on December 31, 2022	311,316	\$3,113,159	(500)	\$ 40,066	\$ 257,996	\$ 1,285,969	\$ 213,407	(\$ 301,126)	(\$ 49,021)	\$ 4,559,950	
	Appropriations of 2021 earnings (Note 21)											
B3	Special capital reserve	-	-	-	-	-	213,407	(213,407)	-	-	-	
	Appropriations of 2022 earnings											
B1	Legal capital reserve	-	-	-	-	11,911	-	(11,911)	-	-	-	
B17	Special capital reserved	-	-	-	-	-	(191,238)	191,238	-	-	-	
B5	Cash dividends distributed by the Company	-	-	-	-	-	-	(93,290)	-	-	(93,290)	
D1	Net income	-	-	-	-	-	-	106,144	-	-	106,144	
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	-	362	1,163,022		1,163,384	
D5	Total other comprehensive income for the year	-	-	-	-	-	-	106,506	1,163,022	-	1,269,528	
N1	Share-based payment	1,175	11,750	-	443	-	-	-		7,461	19,654	
T1	Restricted stock awards retirement	(675)	(6,750)	500	6,250	-	-	-		-	-	
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	-	25,189	(25,189)	-	-	
Z1	Balance on December 31, 2023	311,816	\$3,118,159	\$ -	\$ 46,759	\$ 269,907	\$ 1,308,138	\$ 217,732	\$ 836,707	(\$ 41,560)	\$ 5,755,842	

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

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
A10000	Profit before tax	\$ 93,344	\$ 31,202
A20010	Adjustments		
A20100	Depreciation	79,086	68,832
A20200	Amortization	7,276	6,717
A20300	Expected credit impairment losses (gain on reversal of credit impairment loss)	385 (	883)
A20400	Net (gains) losses on financial assets or liabilities at fair value through profit or loss	(69,425)	21,106
A20900	Financial costs	46,014	24,062
A21200	Interest income and financial income	(165,585)	(178,513)
A21300	Dividend income	(238,575)	(194,296)
A21900	Share-based payment	18,455	14,526
A22400	Share of the profit or loss of associates and joint ventures accounted for under the equity method	(21,495)	(11,059)
A22500	Loss on disposal of property and equipment	31	-
A23300	Loss of non-operating financial instrument measured at fair value	(1)	-
A29900	Gain on lease modification	(18)	-
A60000	Changes in operating assets and liabilities		
A61110	Increase in financial assets at fair value through profit or loss	(199,984)	(408,603)
A61130	Increase in investments in bonds under resale agreements	(294,569)	-
A61150	(Increase) decrease in receivable from margin loans	(463,266)	1,040,732
A61160	Decrease (increase) in refinancing margin	18,857 (	20,720)
A61170	Decrease (increase) in refinancing deposits receivable	12,729 (	14,282)
A61180	(Increase) decrease in receivables of money lending	(43,890)	50,681
A61190	Decrease in customer margin accounts	11,820	54,668
A61250	(Increase) decrease in accounts receivable	(975,903)	1,594,417
A61270	Decrease (increase) in prepayments	4,227 (	4,246)
A61290	(Increase) decrease in other receivables	(2,855)	3,887
A61365	Decrease (increase) in financial assets at fair value through other comprehensive income	224,399 (	46,086)
A61366	(Increase) decrease in financial assets measured at amortized cost	(9793)	92
A61370	Decrease in other current assets	66,164	1,555,247
A62110	Increase (decrease) in liabilities for bonds with repurchase agreement	348,182 (	156,000)
A62130	Decrease in financial liabilities at fair value through profit or loss	(123,329)	(70,938)

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2023	2022
A62160	(Decrease) increase in guarantee deposit received from short sales	(138,330)	\$ 155,648
A62170	(Decrease) increase in deposits payable for short sales	(79,744)	84,714
A62200	Decrease in futures traders' equity	(11,820)	(54,668)
A62230	Increase (decrease) in accounts payable	1,055,170	(1,615,698)
A62250	Increase (decrease) in advance collection	7,395	(16,455)
A62260	Decrease in collections for third parties	(67,335)	(1,561,937)
A62270	Increase (decrease) in other payables	67,355	(55,776)
A62280	(Decrease) increase in other payables – related parties	(3,480)	11,450
A62290	Decrease in net defined benefit liabilities	(204)	(19,255)
A62320	Increase in other current liabilities	3,667	156
A33000	Cash flows (used in) generated from operations	(845,055)	288,722
A33100	Interest received	169,683	169,793
A33200	Dividends received	233,997	192,561
A33300	Interest paid	(43,668)	(24,099)
A33500	Income tax paid	(8,311)	(8,355)
AAAA	Net cash flows (used in) generated by operating activities	(493,354)	618,622
CASH FLOWS FROM INVESTING ACTIVITIES			
B01800	Acquisition of investments accounted for using equity method		-
B02700	Acquisition of property and equipment	(17,487)	(14,336)
B02800	Proceeds from disposal of property and equipment	19	-
B03500	Increase in settlement and clearing fund	(1,462)	(1,897)
B03700	Increase in refundable deposits	-	(3,310)
B03800	Decrease in refundable deposits	215	-
B04500	Acquisition of intangible assets	(5,440)	(2,615)
B06600	Increase in other financial assets	(12,042)	(41,556)
B07100	Increase in prepayment for equipment	(100,277)	(16,931)
B07500	Interest received	20,181	5,346
B07600	Dividend received	16,318	3,042
B09900	(Decrease) increase in other investing activities	(576,237)	121,900
BBBB	Net cash flows (used in) generated by investing activities	(676,212)	49,643

(Continued)

GOOD FINANCE SECURITIES CO., LTD.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2023	2022
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Increase in short-term loans	\$ 1,544,000	\$ -
C00200	Decrease in short-term loans	-	(150,000)
C00700	Increase in commercial paper payable	-	101,743
C00800	Decrease in commercial paper payable	(1,098,361)	-
C01600	Proceeds from long-term borrowing	490,026	-
C01700	Decrease in long-term loans	-	(10,238)
C03000	Increase in guaranteed deposit received	-	11
C04020	Repayment of principal portion of lease liabilities	(39,162)	(32,409)
C04500	Dividends paid to owners of the Company	(93,290)	-
CCCC	Net cash flows generated by (used in) financing activities	803,213	(90,893)
EEEE	Net (decrease) increase in cash and cash equivalents	(366,353)	577,372
E00100	Cash and cash equivalents at beginning of year	865,429	288,057
E00200	Cash and cash equivalents at end of year	\$ 499,076	\$ 865,429

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

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Good Finance Securities Co., Ltd

Opinion

We have audited the accompanying consolidated financial statements of Good Finance Securities Co., Ltd. and its subsidiaries (collectively, the “Group”), which comprise the consolidated balance sheets as of December 31, 2023 and 2022, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2023 and 2022, 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 Firms” and “Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants”. and International Financial Reporting Standards(IFRS), International Accounting Standards(IAS), IFRIC Interpretations(IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and Standards on Auditing. 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 the Code of Professional Ethics for Certified Public Accountants in the Republic of China (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters for the Group’s consolidated financial statements of the current period are stated as follows:

Recognition of brokerage handling fee revenue

For the year ended December 31, 2023, the Group’s brokerage fee revenue amounted to \$579,894 thousand. The Group’s brokerage fee revenue arises from the trading of domestic and foreign securities, futures contracts and short sales. Since the accuracy of brokerage handling fee revenue was significant to the Group’s financial statements, we identified recognition of brokerage handling fee revenue as a key audit matter.

Our key audit procedures performed in respect of the above-mentioned key audit matter included the following:

1. Obtained an understanding of and evaluated the internal controls over the brokerage business.
2. Selected samples on and tested transaction reports and related vouchers in relation to brokerage handling fee revenue recognition.
3. Performed analytical review procedures and assessed the appropriateness of accounting policies in relation to brokerage handling fee revenue recognition.

Refer to Notes 4 and 22 for the related accounting policies and balances of the Group's brokerage handling fee revenue.

Other matter – Scope of the Audit

We have audited and expressed an unqualified opinion on the parent company only financial statements of Good Finance Securities Co., Ltd at and for the years ended December 31, 2023 and 2022.

Responsibilities of Management and Those Charged with Governance for the 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 Firms” and “Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants”, and International Financial Reporting Standards(IFRS), International Accounting Standards(IAS), IFRIC Interpretations(IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing 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 Standards on Auditing, we exercise professional judgement 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 for the year ended December 31, 2023, and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yi-Chun Wu and Pei-De Chen.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 7, 2024

Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current assets		4				
111100	Cash and cash equivalents	6				
			\$		\$	
			531,178	4	937,981	8
112000	Financial assets at fair value through profit or loss - current	7	916,469	6	647,059	5
113200	Financial assets at fair value through other comprehensive income - current	8, 26 and 27	5,040,677	33	4,001,610	33
113300	Financial assets at amortized cost - current	9	9,886	-	-	-
114010	Investments in bonds under resale agreements	10	294,569	2	-	-
114030	Receivables from margin loans	11	2,927,810	19	2,464,919	21
114040	Refinancing margin		6,220	-	25,077	-
114050	Refinancing deposit receivable		5,183	-	17,912	-
114066	Receivables of money lending – without specific purposes	11	160,137	1	116,283	1
114070	Customer margin accounts		226,341	2	238,161	2
114130	Accounts receivable	11 and 26	2,567,543	17	1,623,717	14
114150	Prepayments	26	13,495	-	17,721	-
114170	Other receivables	11	25,729	-	12,726	-
114200	Other financial assets - current	6	67,441	1	63,840	1
114600	Current income tax assets	23	2,159	-	76	-
119080	Restricted assets - current	27	943,147	6	366,910	3
119095	Amounts held for each customer in the account		4,100	-	-	-
119120	Underwriting share proceeds collected on behalf of customers		11,874	-	81,537	1
119990	Other current assets		6,259	-	6,860	-
110000	Total current assets		13,760,217	91	10,622,389	89
Non-current assets		4				
123200	Financial assets at fair value through other comprehensive income - non-current	8				
			\$		\$	
			83,645	1	90,701	1
123300	Financial assets at amortized cost - non-current	9	50,555	-	50,648	-
125000	Property and equipment	13 and 27	564,078	4	566,742	5
125800	Right-of-use assets	14	40,737	-	54,410	-
127000	Intangible assets	15 and 26	68,244	-	66,392	1
128000	Deferred income tax assets	23	41,584	-	93,242	1
129010	Operating guarantee deposits		305,000	2	305,000	2
129020	Settlement and clearing fund		60,624	-	59,162	-
129030	Refundable deposits		79,362	1	79,577	1
129130	Prepayment for equipment		80,456	1	2,156	-
120000	Total non-current assets		1,374,285	9	1,368,030	11
906001	Total assets		\$ 15,134,502	100	\$ 11,990,419	100

(Continued)

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2023 AND 2022

(Expressed in thousands of New Taiwan dollars)

LIABILITIES AND EQUITY		Notes	December 31, 2023		December 31, 2022	
			Amount	%	Amount	%
Current liabilities		4				
211100 Short-term loans		16	\$ 2,094,000	14	\$ 550,000	5
211200 Commercial paper payable		16	199,770	1	1,298,131	11
212000 Financial liabilities at fair value through profit or loss - current		7 and 26	1,639,395	11	1,762,724	15
214010 Liabilities for bonds with repurchase agreements		18	389,182	3	100,000	1
214040 Guarantee deposit received from short sales			147,534	1	285,864	2
214050 Deposits payable for short sales			166,790	1	246,534	2
214080 Futures traders' equity		26	226,341	2	238,161	2
214090 Equity for each customer in the account			4,100	-	-	-
214130 Accounts payable		19	2,638,123	18	1,580,694	13
214150 Advance collection			22,074	-	14,789	-
214160 Collections for third parties			19,828	-	87,195	1
214170 Other payables		19	196,682	1	128,981	1
214180 Other payables-related parties		26	7,765	-	11,130	-
214600 Current income tax liabilities		23	2,626	-	7,438	-
215220 Long-term liabilities - current portion		16	10,142	-	10,152	-
216000 Lease liabilities - current		14	29,476	-	30,610	-
219000 Other current liabilities			4	-	437	-
210000 Total current liabilities			7,793,832	52	6,352,840	53
Non-current liabilities		4				
221100 Bonds payable		17	800,000	5	800,000	7
221200 Long-term loans		16	697,773	5	207,737	2
225100 Provisions - non- current			9,821	-	9,738	-
226000 Lease liabilities - non-current		14	6,089	-	16,820	-
228000 Deferred income tax liabilities		23	36,452	-	8,075	-
229070 Net defined benefit liabilities-non-current		20	34,693	-	35,259	-
220000 Total non-current liabilities			1,584,828	10	1,077,629	9
906003 Total liabilities			9,378,660		7,430,469	62
Equity attributable to owners of the parent		4 and 21				
Share capital						
301010 Ordinary share capital			3,118,159	21	3,113,159	26
301080 Awaiting retirement			-	-	(500)	-
301000 Total share capital			3,118,159	21	3,112,659	26
Capital reserve						
302010 Additional paid-in capital			12,128	-	12,128	-
302030 Share-based payment		25	34,602	-	27,909	-
302040 Gains on disposals of assets			29	-	29	-
302000 Total capital reserve			46,759	-	40,066	-
Retained earnings						
304010 Legal reserve			269,907	2	257,996	2
304020 Special reserve			1,308,138	9	1,285,969	11
304040 Unappropriated earnings			217,732	1	213,407	2
304000 Total retained earnings			1,795,777	12	1,757,372	15
Other equity interest						
Unrealized gains from financial assets measured at fair value						
305140 through other comprehensive income			836,707	5	301,126 ) (	3)
305290 Other			(41,560)	-	(49,021)	-
305000 Total other equity			795,147	5	(350,147 ) (	3)
906004 Total equity			5,755,842	38	4,559,950	38
906002 Total liabilities and equity			\$ 15,134,502	100	\$ 11,990,419	100

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

			Years ended December 31,			
	Items	Notes	2023		2022	
			Amount	%	Amount	%
	Revenue	4				
401000	Brokerage fee revenue	22 and 26	\$ 579,894	57	\$ 542,452	62
402000	Handling fee income from loans		1	-	-	-
404000	Underwriting fee revenue	22	2,753	-	1,726	-
410000	Net gains (losses) on sales of securities	22	31,646	3	9,981	1
421200	Interest income	22	136,926	13	171,746	20
421300	Dividend income	8 and 26	235,603	23	191,254	22
421500	Net gains (losses) on trading securities at fair value through profit or loss	22	69,425	7	(21,106)	(2)
424500	Net loss from derivative instruments – OTC	22	(59,317)	(6)	(61,386)	(7)
424800	Management fee revenue	26	26,623	3	26,088	3
425300	Reversal of credit impairment losses (expected credit impairment losses)	11	(385)	-	883	-
428000	Other operating gains and losses	22 and 26	(1,825)	-	7,711	1
400000	Total revenue		1,021,344	100	869,349	100
	Costs and expenses					
501000	Handling charges-brokerage		(40,932)	(4)	(39,327)	(4)
502000	Handling charge-proprietary trading		(149)	-	(122)	-
503000	Service charge - refinancing		(454)	-	(293)	-
504000	Underwriting charge - refinancing		(35)	-	(45)	-
521200	Financial costs	22	(46,010)	(5)	(24,062)	(3)
524300	Service charge - clearing and settlement		(2,166)	-	(3,470)	-
528000	Other operating expenditure		(14,172)	(1)	(5,562)	(1)
531000	Employee benefit expenses	20, 22 and 26	(573,636)	(56)	(525,195)	(60)
532000	Depreciation and amortization	22	(86,594)	(9)	(75,763)	(9)
533000	Other operating expense	22 and 26	(231,486)	(23)	(206,481)	(24)
500000	Total cost and expenses		(995,634)	(98)	(880,320)	(101)
5XXXXXX	Operating profits (losses)		25,710	2	(10,971)	(1)
602000	Other gains	22	72,852	7	44,694	5
600000	Total non-operating income and expenses		72,852	7	44,694	5

(Continued)

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars, except for earnings per share)

	Items	Notes	Years ended December 31,			
			2023		2022	
			Amount	%	Amount	%
902001	Income before income tax		\$ 98,562	9	\$ 33,723	4
701000	Income tax benefit (expense)	4 and 23	7,582	1	18,774	2
902005	Net income		106,144	10	52,497	6
	Other comprehensive income (loss)					
	Items that will not be reclassified to profit or loss					
805510	Remeasurements of defined benefit plan		362	-	(11,838)	(1)
805540	(Loss) gain on equity instruments classified at fair value through other comprehensive income		1,256,409	123	(1,189,284)	(137)
805599	Income tax related to items that will not be reclassified to profit or loss		(93,387)	(9)	103,745	12
805500	Items that will not be reclassified to profit or loss, net of tax		1,163,384	114	(1,097,377)	(126)
805000	Other comprehensive (loss) income for the year, net of tax		1,163,384	114	(1,097,377)	(126)
902006	Total comprehensive income (loss) for the year		\$ 1,269,528	124	(\$ 1,044,880)	(120)
913100	Profit, attributable to: Owners of the parent		\$ 106,144	10	\$ 52,497	6
914100	Total comprehensive income (loss) attributable to: Owners of the parent		\$ 1,269,528	124	(\$ 1,044,880)	(120)
	Earnings per share	24				
975000	Basic		\$ 0.35		\$ 0.17	
985000	Diluted		\$ 0.34		\$ 0.17	

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Share capital(Note 21 and 25)				Retained earnings (Note 21)			Other equity items (Note 21 and 25)			
		Number of shares (Thousand shares)	Amount	Awaiting retirement	Capital reserve (Notes 21 and 25)	Legal reserve	Special reserve	Unappropriated earnings	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Unearned compensation cost	Total equity	
A1	Balance on January 1, 2022	309,856	\$3,098,559	\$ -	\$ 30,845	\$ 236,497	\$ 1,221,772	\$ 324,528	\$ 718,329	(\$ 40,226)	\$ 5,590,304	
	Appropriations of 2021 earnings (Note 21)											
B1	Legal capital reserve	-	-	-	-	21,499	-	(21,499)	-	-	-	
B3	Special capital reserve	-	-	-	-	-	64,197	(64,197)	-	-	-	
D1	Net income	-	-	-	-	-	-	52,497	-	-	52,497	
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	-	(11,838)	(1,085,539)	-	(1,097,377)	
D5	Total comprehensive income for the year	-	-	-	-	-	-	40,659	(1,085,539)	-	(1,044,880)	
N1	Share-based payment	1,535	15,350	-	7,971	-	-	-	-	(8,795)	14,526	
T1	Restricted stock awards retirement	(75)	(750)	(500)	1,250							
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	-	(66,084)	66,084	-	-	
Z1	Balance on December 31, 2022	311,316	3,113,159	(500)	40,066	257,996	1,285,969	213,407	(301,126)	(49,021)	4,559,950	
	Appropriations of 2021 earnings (Note 21)											
B3	Special capital reserve	-	-	-	-	-	213,407	(213,407)	-	-	-	
	Appropriations of 2022 earnings (Note 21)											
B1	Legal capital reserve	-	-	-	-	11,911	-	(11,911)	-	-	-	
B17	Special reserve reversed						(191,238)	191,238	-	-	-	
B5	Cash dividends distributed by the Company							(93,290)			(93,290)	
D1	Net income	-	-	-	-	-	-	106,144	-	-	106,144	
D3	Other comprehensive loss for the year, net of income tax	-	-	-	-	-	-	362	1,163,022	-	1,163,384	
D5	Total other comprehensive income for the year	-	-	-	-	-	-	106,506	1,163,022	-	1,269,528	
N1	Share-based payment	1,175	11,750	-	443	-	-	-	-	7,461	19,654	
T1	Restricted stock awards retirement	(675)	(6,750)	500	6,250	-	-	-	-	-	-	
Q1	Disposal of equity instruments classified at fair value through other comprehensive income	-	-	-	-	-	-	25,189	(25,189)	-	-	
Z1	Balance on December 31, 2023	\$311,816	\$3,118,159	\$ -	\$ 46,759	\$ 269,907	\$ 1,308,138	\$ 217,732	\$ 836,707	(\$ 41,560)	\$ 5,755,842	

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

GOOD FINANCE SECURITIES CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in thousands of New Taiwan dollars)

		Years ended December 31,	
		2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
A10000	Profit before tax	\$ 98,562	\$ 33,723
A20010	Adjustments		
A20100	Depreciation	79,318	69,046
A20200	Amortization	7,276	6,717
A20300	Expected credit impairment loss (gain on reversal of impairment loss)	385	(883)
A20400	Net (gains) losses on financial assets or liabilities at fair value through profit or loss	(69,425)	21,106
A20900	Financial costs	46,010	24,062
A21200	Interest income and financial income	(166,974)	(178,600)
A21300	Dividend income	(239,210)	(195,001)
A21900	Share-based payment	19,654	14,526
A22500	Losses on disposal of property and equipment	31	-
A23300	Gain of non-operating financial instrument measured at fair value	(1)	(39)
A29900	Gain on lease modification	(18)	-
A60000	Changes in operating assets and liabilities		
A61110	Increase in financial assets at fair value through profit or loss	(199,984)	(388,548)
A61130	Increase in investments in bonds under resale agreements	(294,569)	-
A61150	(Increase) decrease in receivable from margin loans	(463,266)	1,040,732
A61160	Decrease (increase) in refinancing margin	18,857	(20,720)
A61170	Decrease (increase) in refinancing deposits receivable	12,729	(14,282)
A61180	(Increase) decrease in receivables of money lending – without specific purposes	(43,890)	50,681
A61190	Decrease in customer margin accounts	11,820	54,668
A61250	(Increase) decrease in accounts receivable	(976,557)	1,593,640
A61270	Decrease (increase) in prepayments	4,226	(4,341)
A61290	(Increase) decrease in other receivables	(2,919)	3,887
A61365	Decrease (increase) in financial assets at fair value through other comprehensive income	224,398	(36,085)
A61366	Decrease (increase) in financial assets at amortized cost	(9,793)	92
A61370	Decrease in other current assets	66,164	1,555,247
A62110	Increase (decrease) in liabilities for bonds with repurchase agreement	289,182	(156,000)
A62130	Decrease in financial liabilities at fair value through profit or loss	(123,329)	(70,938)
A62160	(Decrease) increase in guarantee deposit received from short sales	(138,330)	155,648
A62170	(Decrease) increase in deposits payable for short sales	(79,744)	84,714
A62200	Decrease in futures traders' equity	(11,820)	(54,668)
A62230	Increase (decrease) in accounts payable	1,055,166	(1,615,698)
A62250	Increase (decrease) in advance collection	7,285	(16,455)
A62260	Decrease in collections for third parties	(67,367)	(1,561,937)
A62270	Increase (decrease) in other payables	67,701	(55,673)
A62280	(Decrease) increase in other payables – related parties	(3,365)	11,130
A62290	Decrease in net defined benefit liabilities	(204)	(19,255)
A62320	Increase in other current liabilities	3,667	156
A33000	Cash flows (used in) generated by operations	(878,334)	330,652
A33100	Interest received	169,683	169,793
A33200	Dividends received	233,997	192,561
A33300	Interest paid	(43,664)	(24,099)
A33500	Income tax paid	(12,665)	(8,361)
AAAA	Net cash flows (used in) generated by operating activities	(530,983)	660,546
CASH FLOWS FROM INVESTING ACTIVITIES			
B02700	Acquisition of property and equipment	(17,487)	(14,436)
B02800	Proceeds from disposal of property and equipment	79	-
B03500	Increase in settlement and clearing fund	(1,462)	(1,897)
B03700	Increase in refundable deposits	-	(3,310)
B03800	Decrease in refundable deposits	215	-
B04500	Acquisition of intangible assets	(5,440)	(2,615)
B06500	Increase in other financial assets	(3,601)	(53,840)
B07100	Increase in prepayment for equipment	(100,277)	(16,931)
B07500	Interest received	21,570	5,433
B07600	Dividend received	3,607	3,747
B09900	(Decrease) increase in other investing activities	(576,237)	121,900
BBBB	Net cash flows (used in) generated by investing activities	(679,033)	38,051
CASH FLOWS FROM FINANCING ACTIVITIES			
C00100	Increase in short-term loans	1,544,000	-
C00200	Decrease in short-term loans	-	(150,000)
C00700	Increase in commercial paper payable	-	101,743
C00800	Decrease in commercial paper payable	(1,098,361)	-
C01600	Proceeds from long-term borrowings	490,026	-
C01700	Repayment of long-term loan	-	(10,238)
C04020	Repayment of principal portion of lease liabilities	(39,162)	(32,409)
C04500	Dividends paid to owners of the Company	(93,290)	-
CCCC	Net cash flows (used in) generated by financing activities	803,213	(90,904)
EEEE	Net (decrease) increase in cash and cash equivalents	(406,803)	607,693
E00100	Cash and cash equivalents at beginning of year	937,981	330,288
E00200	Cash and cash equivalents at end of year	\$ 531,178	\$ 937,981

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

[Attachment 5] 2023 Earnings Distribution Table

Good Finance Securities Co., Ltd. 2023 Earnings Distribution Table

Unit: NT\$

Item	Amount	
	Subtotal	Total
Undistributed retained earnings, beginning		\$ 0
Reversal of the special reserve provided in the previous year		213,406,381
Net profit after tax for 2023	\$ 106,143,825	
Defined benefit plan remeasurement recognized into retained earnings	361,961	
Disposal of investments in equity instruments at fair value through other comprehensive income for 2023, and accumulated income transferred to retained earnings	<u>25,188,714</u>	
Current profit after tax plus items other than the current profit after tax included into the undistributed earnings for the current year		131,694,500
Provision items		
Provision of legal reserve (10%)	(13,169,450)	
Provision of special reserve (20%)	<u>(26,338,900)</u>	<u>(39,508,350)</u>
Current distributable earnings		305,592,531
Distributable items		
Cash dividend for the first half of 2023 - NT\$0.3 per share		(93,289,792)
Cash dividend for the second half of 2023 - NT\$0.3 per share		<u>(93,454,792)</u>
Undistributed retained earnings, end of the period		<u>\$ 118,847,947</u>

The employees bonus provided under the Articles of Incorporation for 2023 is NT\$952,496 and the remuneration to directors is NT\$952,496.

Chairperson of the board: Huang Ku-Han

President: Chuang Ta-Hsiu

Accounting manager: Wu Tzu-Ying

[Attachment 6] Comparison Table for the Articles of Incorporation Before and After Revision

Good Finance Securities Co., Ltd.
Comparison Table for the Articles of Incorporation Before and After Revision

Articles	Before the revision	After the revision	Reasons for revision
Article 30	<p>When the Company makes a profit in a year, it shall set aside not less than 1% of such profit as employees' compensation, which shall be distributed in the form of stock or cash as determined by the Board of Directors. The recipients of employee compensation may include the employees of parents or subsidiaries of the company meeting the conditions set by the Board of Directors or, by the person duly authorized by the Board of Directors. The Company may set aside not more than 4% of the aforesaid profits as remuneration to directors as determined by the Board of Directors in accordance with the relevant regulations established by the Board of Directors. The motions for distribution of remuneration to employees and directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors according to the aforementioned percentages.</p>	<p>When the Company makes a profit in a year, it shall set aside not less than 1% of such profit as employees' remuneration, which shall be distributed in the form of stock or cash as determined by the Board of Directors. The recipients of employee remuneration may include the employees of parents or subsidiaries of the company meeting <u>certain specific requirements</u>. The Company may set aside not more than <u>3</u>% of the aforesaid profits as remuneration to directors as determined by the Board of Directors in accordance with the relevant regulations established by the Board of Directors. The motions for distribution of remuneration to employees and directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors according to the aforementioned percentages.</p>	<p>I. Pursuant to the Letter from the Financial Supervisory Commission, Jin-Guan-Juan-Zi No.11203471127, Paragraph 5 of Article 235-1 of the Company Act, and Letter from Ministry of Economic Affairs, Jing-Shang-Zi No.10702427750, the text of the conditions for employee remuneration in this Article has been amended as appropriate to comply with the laws and regulations; “controlled companies or subsidiaries of the Company meeting certain specific requirements” includes domestic or foreign companies or subsidiaries, and for determination, the criteria specified in Article 369-2, Article 369-3, Article 369-9, Paragraph 2, and Article 369-11 of the Company Act shall be complied with.</p> <p>II. In order to improve the remuneration system to the Company's directors, it is proposed to amend the ratio of directors' remuneration with reference to the industry standard, to ensure that the remuneration to directors is competitive in the industry.</p>

Article 32	These Articles were enacted on April 21, 1988..... The 36th amendments hereto were made on May 24, 2023.	These Articles were enacted on April 21, 1988..... The 36th amendments hereto were made on May 24, 2023. <u>The 37th amendments hereto were made on May 30, 2024.</u>	Added the date for this amendment.
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Three. Appendix

[Appendix 1] Articles of Incorporation

Good Finance Securities Co., Ltd. Articles of Incorporation

Section 1. General Provisions

- Article 1: The Company was duly incorporated in accordance with the Company Act and named “美好證券股份有限公司”, and “GOOD FINANCE SECURITIES CO., LTD.” in English.
- Article 2: The business scope of the Company is as follows:
1. H301011 Securities Dealer
 2. H401011 Futures Commission Merchants
- Article 2-1: The Company’s business scope is as follows:
- I. Brokerage of securities listed on the Taiwan Stock Exchange (TWSE).
 - II. Proprietary trading of TWSE-listed securities.
 - III. Margin trading and short sale for the trading of securities.
 - IV. Brokerage of securities listed on the Taipei Exchange (TPEX).
 - V. Proprietary trading of securities listed on TPEX.
 - VI. Underwriting of securities.
 - VII. Concurrent engagement in futures-related services.
 - VIII. Consigned trading of foreign securities.
 - IX. Shareholders service agency.
 - X. Other securities-related operations approved by the competent authority.
- Article 3: The Company’s headquarters are situated in Taipei City, the Republic of China (R.O.C.). The Company may establish branches inside and outside the territories of the R.O.C. where it deems it necessary to develop its business.
- Article 4: Any and all public announcements to be made by the Company shall comply with Article 28 of the Company Act.

Section 2. Capital

- Article 5: The Company’s authorized capital is NT\$20 billion, divided into 2 billion shares with NT\$10 per share. The board of directors has been authorized to issue the shares in installments. Within the total capital mentioned in the preceding paragraph, NT\$35 million, divided into 3.5 million shares of NT\$10 per share, shall be reserved ready for issuance of employee stock warrants, which may be issued in installments upon resolution of the board of directors.
- The targets entitled to receive the Company’s employee treasury stocks, employee stock warrants, new shares and restricted share awards include the employees of controlled companies or subsidiaries of the Company meeting certain specific requirements.
- If the price of the stock options issued to employees is lower than the closing price of the Company's stock on the date of issuance, or if the price of treasury shares transferred to employees is lower than the average price of the Company's shares actually bought back, it shall be done with a resolution adopted by a majority of the shareholders present who represent two-thirds or more of the total number of its outstanding shares.
- Article 6: All of the stock certificates of the Company shall be nominal and issued in accordance with the Company Act and related laws of the R.O.C.
- Where the Company wishes to withdraw the public offering already carried out by the Company, such withdrawal may take place only upon resolution of the board of directors and also a resolution adopted by a majority of voting rights of the shareholders present, who represent more than two-thirds of the total issued shares at a shareholders’ meeting.
- Article 7: When the Company issues new shares, it may consolidate all the outstanding shares for printing and issue them without having to print physical shares.
- The shares issued pursuant to the preceding paragraph shall be registered with a securities depository

organization, and per the securities depository organization's request exchanged into securities with large face value.

- Article 8: All shareholder service affairs of the Company, including transfer of stocks, creation of mortgage and pledge, report on loss, inheritance, gift and report on loss and change of specimen seal or changes of address, shall be processed according to the competent authority's "Regulations Governing the Administration of Shareholder Services of Public Companies".
- Article 9: Shareholders shall report their real names or designations and addresses to the Company, and submit the completed specimen seal certificates to the Company to file for reference. Shareholders' claim of stock dividends from the Company or exercise of any other rights shall be tested against the specimen seals deposited at the Company.
- Article 10: Registration for any changes of the roster of shareholders shall be suspended 60 days before any general shareholders' meeting, 30 days before any special shareholders' meeting, or 5 days before the record date for determination of the shareholders entitlement to dividends, bonuses or any other profits distributed by the Company.

Section 3. Shareholders' Meeting

- Article 11: The shareholders' meetings of the Company consist of :
- I. General shareholders' meeting
 - II. Extraordinary General Meeting
- The annual general meeting shall be convened within six months after the close of each fiscal year. The extraordinary general meeting shall be held when necessary.
- A shareholders' meeting shall, unless otherwise provided for in the Company Act, be convened by the board of directors.
- Article 12: A notice for convening a shareholders' meeting shall be given to each shareholder 30 days before a general shareholders' meeting, and 15 days before a special shareholders' meeting.
- The date, place and reason for the meeting to be convened shall be indicated in the notice referred to in the preceding paragraph.
- The Company's shareholders' meeting can be held by means of visual communication network or other methods promulgated by the central competent authority.
- Article 13: A shareholder shall be entitled to one voting right for each share held. However, shares that meet the circumstances referred to in Article 179 of the Company Act have no voting rights.
- Article 14: Any shareholder who is unable to attend the shareholders' meeting in person may appoint a proxy to attend the meeting on their behalf of by presenting the power of attorney in the format prepared by the Company indicating the scope of authorization. When a person who acts as the proxy for two or more shareholders, the number of voting power represented by them shall not exceed 3% of the total number of voting shares of the company, otherwise, the portion of excessive voting power shall not be counted.
- Unless otherwise provided in the Company Act, shareholders shall delegate their proxy attendants, if necessary, in compliance with the "Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies" issued by the competent authority.
- Article 15: Unless otherwise specified in the Company Act, shareholders' meetings shall be chaired by the chairperson. If the chairperson takes leave or for reasons cannot perform their duties, the vice chairperson shall act on behalf of the chairperson. If there is no vice chairperson, or if the vice chairperson cannot perform their duties, the chairperson shall appoint one director to act on their behalf. If the chairperson fails to do so, the directors shall nominate one among themselves to act on behalf of the chairperson. The shareholders' meeting shall be governed by the Company's Rules for Shareholders' Meetings.
- Article 16: Resolutions adopted at a shareholders' meeting shall be recorded in the minutes of the meeting, which shall be affixed with the signature or seal of the chairperson of the meeting and shall be distributed to all shareholders of the Company within twenty days after the close of the meeting. The distribution of the minutes as required in the preceding paragraph may be effected by public notice.
- The minutes shall record the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. The minutes shall be kept for the duration of the existence of the Company.
- The attendance list bearing the signatures of shareholders present at the meeting and the powers of attorney of the proxies shall be kept by the company for a minimum period of at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of

Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Section 4 Directors and the Audit Committee

- Article 17: The Company shall have 7 to 11 directors and shall adopt a nomination system. Directors shall be elected by shareholders from the list of candidates. Among these, the directors shall include no less than three independent directors who shall be no less than one-fifths of all the directors.
- Article 18: The term of office for directors shall be three years, and they may be reelected for consecutive terms of office.
- The Board of Directors is authorized to determine the remuneration to the Company's Chairman, Vice Chairman and directors subject to their engagement in and contribution to the Company's operations, and based on the standard prevailing in the same industry.
- The total compensation of all directors for the entire year in the previous paragraph shall be limited to 1% of the issued capital of the Company. They may also receive remuneration distributed from retained earnings, if any, according to Article 30 herein.
- Article 19: The functions and operations of the board of directors are as follows:
- I. Set forth the business policy;
 - II. Prepare important regulations and contracts;
 - III. Appoint/dismiss the management, and authorize remuneration;
 - IV. Establish and abolish branches/divisions;
 - V. Prepare budget and financial reports;
 - VI. Propose motions for amendments to the Articles of Incorporation, changes of capital and dissolution or merger of the Company to a shareholders' meeting.
 - VII. Propose motions for the distribution of earnings to a shareholders' meeting.
 - VIII. Decide other important matters.
- Article 20: The board of directors shall be organized by the directors, one of whom shall be elected as the chairperson at a meeting attended by at least two-thirds of the directors and with the consent of a majority of the attending directors. A vice chairperson may also be elected likewise, if necessary.
- Article 21: The chairperson of the board is empowered to represent the Company. If the chairperson takes leave or for reasons cannot perform their duties, the vice chairperson shall act on behalf of the chairperson. If there is no vice chairperson, or if the vice chairperson cannot perform their duties, the chairperson shall appoint one director to act on their behalf. If the chairperson fails to do so, the directors shall nominate one among themselves to act on behalf of the chairperson.
- Article 22: Meetings of the board of directors shall be convened by the chairperson. The convener shall send a notice setting forth therein the causes of a meeting of the board of directors to each director at least 7 days prior to the meeting.
- The notice set forth in the preceding paragraph may be effected by means of electronic transmission, after obtaining the consent from the recipients thereof.
- The meeting of the board of directors shall be convened domestically.
- Article 23: The meeting of board of directors shall be attended by directors. Directors shall also appoint other directors to attend a meeting of the board of directors as their proxy, but must every time issue a power of attorney and state therein the scope of authority with reference to the subjects to be discussed at the meeting.
- For any decisions that need to be resolved through a meeting of the board of directors under Article 14-3 of the Securities and Exchange Act, independent directors must attend the meeting in person and refrain from appointing other independent directors as proxy attendants.
- Article 24: A meeting of the board of directors may commence only if it is attended by a majority of all the directors. The resolution made at the meeting may be adopted only upon approval of a majority of the directors present at the meeting.
- Article 25: The Company has established the Audit Committee pursuant to the Securities and Exchange Act. The Committee members shall include all independent directors. The Audit Committee is responsible for exercising the powers as a supervisor pursuant to the Company Act, Securities and Exchange Act and other laws and regulations.
- The Board of Directors may, depending on the administrative needs, establish other functional committees. The number of members, terms of office, powers and duties, rules of procedure, and resources to be provided by the Company in exercising its powers and duties shall be specified in the

charter of each committee and resolved by the Board of Directors.

Article 26: (Deleted)

Section 5. Managerial Officers

Article 27: The Company may appoint one president to execute the resolutions made by the board of directors and take charge of the Company's business. In addition, the Company may appoint several other managerial officers. Appointment and discharge and the remuneration of these managerial officers shall be decided in accordance with the Company Act or other relevant laws and regulations.

Article 28: (Deleted)

Section 6: Financial Reports

Article 29: The Company's fiscal year commences from January 1 to December 31 of each year. At the end of the fiscal year, the board shall prepare the following statements and submit the same to the Annual General Meeting for ratification:

- I. Business report;
- II. Financial statements;
- III. Proposals for surplus earning distribution or loss off-setting.

Article 30: When the Company makes a profit in a year, it shall set aside not less than 1% of such profit as employees' compensation, which shall be distributed in the form of stock or cash as determined by the Board of Directors. The recipients of employee compensation may include the employees of parents or subsidiaries of the company meeting the conditions set by the Board of Directors or, by the person duly authorized by the Board of Directors. The Company may set aside not more than 1% of the aforesaid profits as remuneration to directors as determined by the Board of Directors in accordance with the relevant regulations established by the Board of Directors. The motions for distribution of remuneration to employees and directors shall be submitted to the shareholders' meeting for reporting. If, however, the Company has accumulated losses, profit shall first be used to offset accumulated losses and then to set aside the remuneration to employees and directors according to the aforementioned percentages.

Article 30-1: The Company's earnings distribution or losses offset may be made at the end of each semi-annual period.

If the Company has earnings from the first half of the fiscal year and from the annual account settlement, it shall first appropriate for the payment of corporate income tax and covering of carryforward loss. Then, it shall contribute 10% of the balance to the legal reserve, and also make a contribution to the special reserve at the percentage defined by the competent authority, as well as make a provision/reversal of special reserves pursuant to the laws. The residual balance shall be added to undistributed earnings carried from previous years. Distributions to shareholders shall be made in the following methods: (1) by issuance of new shares, the board of directors shall prepare an earnings distribution proposal and submit it to the shareholders' meeting for approval before the distribution is made; (2) by distribution in cash, the board of directors is authorized to make the distribution with at least two-thirds of the directors present and a resolution approved by a majority of the directors present, and shall report to the shareholders' meeting.

The Company's earnings and cash flow were primarily affected by fluctuations in the economic cycle. In order to seek sustainable and stable business development, the Company adopted the balanced dividend policy. The cash dividend distributed by the Company, if any, shall account for at least 10% of the whole dividends for the year.

When the Company has no earnings to be distributed, or the remaining earnings is substantially lower than the Company's distributions in the prior year, or if considering the Company's finance, sales, and operations, the Company can distribute all or a portion of its retained earnings in accordance with applicable laws or rules issued by the competent authority. If the distribution is made in the form of cash, the board of directors is authorized to make the distribution with at least two-thirds of the directors present and a resolution approved by a majority of the directors present, and shall report to the shareholders' meeting.

Article 31: Any matters not covered herein shall be governed by the Company Act of the R.O.C.

Article 32: These Articles were enacted on April 21, 1988. 1st amendments hereto were made on June 29, 1988. 2nd amendments hereto were made on July 7, 1988. 3rd amendments hereto were made on July 10, 1989. 4th amendments hereto were made on June 30, 1990. 5th amendments hereto were made on October 12, 1990. 6th amendments hereto were made on May 30, 1993. 7th amendments hereto were

made on May 25, 1994. 8th amendments hereto were made on October 13, 1994. 9th amendments hereto were made on March 3, 1995. 10th amendments hereto were made on March 24, 1995. 11th amendments hereto were made on May 12, 1995. 12th amendments hereto were made on July 15, 1996. 13th amendments hereto were made on May 14, 1997. 14th amendments hereto were made on December 3, 1997. 15th amendments hereto were made on May 5, 1998. 16th amendments hereto were made on June 26, 1999. 17th amendments hereto were made on June 27, 2000. 18th amendments hereto were made on May 31, 2002. 19th amendments hereto were made on April 11, 2003. 20th amendments hereto were made on June 25, 2004. 21st amendments hereto were made on June 17, 2005. 22nd amendments hereto were made on June 2, 2006. 23rd amendments hereto were made on June 15, 2007. 24th amendments hereto were made on June 20, 2008. 25th amendments hereto were made on June 10, 2009. 26th amendments hereto were made on June 25, 2010. 27th amendments hereto were made on June 28, 2012. 28th amendments hereto were made on June 20, 2013. 29th amendments hereto were made on June 18, 2015. 30th amendments hereto were made on June 23, 2016. 31st amendments hereto were made on May 29, 2018. 32nd amendments hereto were made on November 9, 2018. 33rd amendments hereto were made on June 19, 2020. 34th amendments hereto were made on August 17, 2021. 35th amendments hereto were made on June 2, 2022. The 36th amendments hereto were made on May 24, 2023.

Good Finance Securities Co., Ltd.

Chairperson: Huang Ku-Han

[Appendix 2] Rules of Procedure for Shareholders Meetings of Good Finance Securities Co., Ltd.

Rules of Procedure for Shareholders Meetings of Good Finance Securities Co., Ltd.

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 Article 5 of the Corporate Governance Best Practice Principles for TWSE/TPEx Listed Companies.

Article 2

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

Article 3

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

Changes to how this Corporation convenes its shareholders meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders meeting notice.

The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors or supervisors, and upload them to the Market Observation Post System (MOPS) before 30 days before the date of a annual general meeting or before 15 days before the date of a extraordinary general meeting. The Company shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the MOPS before 21 days before the date of the annual general meeting or before 15 days before the date of the extraordinary general meeting. Before 15 days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.

The Company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders meeting:

- I. For physical shareholders meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders meetings, electronic files shall be shared on the virtual meeting platform.

The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors or supervisors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders meeting. None of the above matters may be raised by an Extraordinary Motion.

Where re-election of all directors and supervisors as well as their inauguration date is stated in the notice of the reasons for convening the shareholders meeting, after the completion of the re-election in said meeting such inauguration date may not be altered by any Extraordinary Motion or otherwise in the same meeting.

A shareholder holding 1% or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a annual general meeting. The number of items so proposed is limited to only one, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda.

A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a annual general meeting is held, the Company shall publicly announce its acceptance of shareholder proposals in writing or electronically, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

All shareholders shall be notified of the convening of a shareholders' meeting prior to a deadline as stipulated in the law. However, the shareholders holding fewer than 1,000 shares notice may be notified by means of making a public announcement on the Market Observation Post System (MOPS).

Article 4

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

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders meeting, and shall deliver the proxy form to the Company before five days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

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

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

Article 5

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.

The restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders meeting.

Article 6

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

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

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. This Corporation may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

The 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.

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

In the event of a virtual shareholders meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date.

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

Article 7

Convene a virtual shareholders meeting, the Company shall include the follow particulars in the shareholders meeting notice:

- I. How shareholders attend the virtual meeting and exercise their rights.
- II. Actions to be taken if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.

- (II) Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
- (III) In case of a hybrid shareholders meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.
- (IV) Actions to be taken if the outcome of all proposals have been announced and Extraordinary Motion has not been carried out.

III. To convene a virtual-only shareholders meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online shall be specified.

Article 8

If a shareholders meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the directors shall select from among themselves one person to serve as chair.

When a director serves as chair as referred to in the preceding paragraph, the director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chair.

It is advisable that shareholders meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors, at least one audit committee member in person, and at least one member of each functional committee on behalf of the committee. The attendance shall be recorded in the meeting minutes.

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

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 9

The Company shall make audio or video recordings of the shareholders' meeting, which shall be retained for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Where a shareholders meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the Company, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence, and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 10

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, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

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

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform.

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

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

Article 11

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

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

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

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, call for a vote, and schedule sufficient time for voting.

Article 12

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

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

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.

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.

Where a virtual shareholders meeting is convened, shareholders attending the virtual meeting online may raise questions in writing at the virtual meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

Article 13

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

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

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

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

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

Article 14

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

When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the Extraordinary Motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of Extraordinary Motions and amendments to original proposals.

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

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

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

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

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

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

When the Company convenes a virtual shareholders meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

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

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

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

Article 15

The election of directors at a shareholders meeting shall be held in accordance with the Regulations Governing the Election of Directors and Independent Directors adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and the numbers of votes with which they were elected, and the names of directors not elected and number of votes they received.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least one year. However, if a lawsuit has been instituted by any shareholder in accordance with the provisions of Article 189 of the Company Act, the materials of the meeting involved shall be kept by the Company until the legal proceedings of the foregoing lawsuit have been concluded.

Article 16

Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS. The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including the number of voting rights), and disclose the number of voting rights won by each candidate in the event of an election of directors or supervisors. The minutes shall be retained for the duration of the existence of the Company.

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

When convening a virtual-only shareholder meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders meeting online.

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 the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders meeting. In the event a virtual shareholders meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

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

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

Staff handling administrative affairs of a shareholders meeting shall wear identification cards or arm bands. The chair may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."

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

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

Article 19

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

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

A resolution may be adopted at a shareholders meeting to defer or resume the meeting within five days in accordance with Article 182 of the Company Act.

Article 20

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

Article 21

When the Company convenes a virtual-only shareholders meeting, both the chair and secretary shall be in the same location, and the chair shall declare the address of their location when the meeting is called to order.

Article 22

In the event of a virtual shareholders meeting, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

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

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors and supervisors.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in first paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders meeting shall continue, and not postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

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

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall handle the matter based on the date of the shareholders meeting that is postponed or resumed under the first paragraph.

Article 23

When convening a virtual-only shareholders meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders meeting online.

Article 24

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.

Article 25

These Rules were established on June 2, 2022.

[Appendix 3] Shareholdings of All Directors

The information available as of April 1, 2024 when the registration for transfer of stocks was suspended for the annual general meeting:

Position	Name	Date elected	Shareholding while elected		Current shareholding		Remarks
			Shares	Shareholding ratio at the time (%)	Shares	Shareholding ratio at the time (%)	
Chairman	Good Financial Technology Co., Ltd.	May 24,2023	114,670,000	36.84%	137,928,000	44.28%	
	Representative: Huang, Ku-Han						
Vice chairperson	Ming-Li Chuang	May 24,2023	8,992,202	2.89%	8,992,202	2.89%	
Director	Good Financial Technology Co., Ltd.	May 24,2023	114,670,000	36.84%	137,928,000	44.28%	
	Representative: Lai, Yang-Juh						
Director	Good Financial Technology Co., Ltd.						
	Representative: Gu, Min-Daou						
Director	Good Financial Technology Co., Ltd.						
	Representative: Peng, Hsun-Chin						
Director	Good Financial Technology Co., Ltd.						
	Representative: Lee, Wei-Chung						
Director	Good Financial Technology Co., Ltd.						
	Representative: Lee, Wei-Jen						
Director	Fu-Liang Wan	May 24,2023	0	0.00%	0	0.00%	
Independent Director	Lin, Keng-Chou	May 24,2023	0	0.00%	0	0.00%	
Independent Director	Chen, Ching-Hsiou	May 24,2023	0	0.00%	0	0.00%	
Independent Director	Cheng, Li-Yi	May 24,2023	0	0.00%	0	0.00%	
Total			123,662,202		146,920,202		

Total shares issued on May 24, 2023: 311,265,974 shares

Total shares issued on April 1, 2024: 311,515,974 shares

Remarks:

1. The required combined shareholding of all directors by law should be 12,460,638 shares, and a total of 146,920,202 shares have been held as of April 1, 2024. (Shareholdings of independent directors are not included in the shareholdings of directors)
2. The Company has established the Audit Committee. Therefore, no required combined shareholding of supervisors by law shall apply.