

凌巨科技股份有限公司

GIANTPLUS TECHNOLOGY CO., LTD.

Rules Governing Financial and Business Matters between this Corporation and its Related Parties

- Article 1 To ensure the rationality of business, operational, and financial transactions between this Corporation and its related parties and shareholders, specifically established this operational specification.
- Article 2 Transactions between this Corporation and related parties and shareholders, in addition to being processed according to this Corporation's relevant systems and regulations, shall be handled in accordance with the provisions of these operational guidelines.
- Article 3 The term "related party" referred herein shall be determined in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

The term "affiliated enterprise" as used herein means an enterprise that, in accordance with Article 369-1 of the Company Act, exists independently and has either of the following relationships with this Corporation:

1. A relationship of control or subordination.
2. A relationship of mutual investment. In determining whether a relationship of control or subordination under the preceding subparagraph exists, the substance of the relationship shall be considered in addition to the legal form.

The term "shareholder" in these guidelines is defined according to the " Supplementary Provisions to the Taiwan Stock Exchange Corporation Rules for Review of Securities Listings " and refers to shareholders who hold more than 10% of the total shares of this Corporation. In addition to considering the legal form, the substantial relationship should also be taken into account.

- Article 4 The transactions referred to in these guidelines include the following:
1. Purchase and sale of goods.
 2. Asset transactions.
 3. Financial facilitation
 4. Endorsements and guarantees.
 5. Other transactions (such as commissions, technical services, and labor services).

- Article 5 Transaction conditions are as follows:
1. When purchasing goods, Except in special circumstances, or given advantageous conditions that differ from those of ordinary suppliers, under which the granting of preferential pricing or terms of payment can be reasonably stipulated, any other prices and payment terms shall be commensurate with those offered to ordinary suppliers.

2. When selling goods, Except in cases of long-term cooperation or other special factors that are different from ordinary clients, under which reasonable stipulations may be made to grant preferential pricing or terms of payment, any other prices and payment terms shall be commensurate with those offered to ordinary clients.
3. When acquiring or disposing of property, plant and equipment or right-of-use asset from related parties, or acquiring or disposing of other assets from related parties, such transactions must be conducted in accordance with the " Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and this Corporation 's "Procedures for the Acquisition or Disposal of Assets".
4. Financial facilitation must comply with the "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies" and this Corporation 's " Procedures for Capital Lending to Others".
5. Endorsements and guarantees must comply with the " Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies " and this Corporation 's " Procedures for Making Endorsements and Guarantees ".
6. For professional or technical services provided between this Corporation and a related party, both parties shall enter into a contract and conduct in accordance with relevant internal control procedures.
7. Any asset transaction, derivative trading, merger, demerger, acquisition, or share transfer between this Corporation and a related party shall be conducted in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and this Corporation 's "Procedures for the Acquisition or Disposal of Assets. "

Article 6 This Corporation has significant transactions with related parties. In addition to handling them according to the provisions of Article 5, they must also be approved by the board of directors and reported to or approved by the shareholders' meeting.

Article 6-1 For purchases and sales of goods, professional or technical services provided between this Corporation and a Related Party, the transaction amount of which during a whole year is expected to be five percent of this Corporation's most recent total consolidated assets or net value of consolidated business income in the most recent year, in addition that the Regulations Governing the Acquisition and Disposal of Assets by Public Companies shall apply, or other than the transactions between this Corporation and its parent company or subsidiary or between its subsidiaries, the following information shall be submitted to the board of directors for approval before the transactions may proceed:

1. Items, purpose, necessity, and projected benefits of the transactions.
2. The reason for choosing the related party as a trading counterparty.
3. The calculation principle of the transaction price and the projected limit of annual transaction value.
4. Description of whether transaction terms are consistent with regular commercial terms and that these terms will not damage the company interest or shareholder equity.
5. Restrictions on transaction and other important terms and conditions.

The following particulars about the transactions with related parties in the preceding paragraph shall be reported at the next shareholders' meeting after the end of a year:

1. Actual transaction value and terms and conditions.
2. Whether the calculation principle of the transaction price approved by the board of directors has been followed.
3. Whether the total value is under the limit on annual transaction value approved by the board of directors. If the total amount is above the limit, describe the reason, necessity, and fairness.

Article 6-2 When this Corporation intends to conduct any acquisition or disposal of real property or its right-of-use assets from or to any of its related parties, or to conduct an acquisition or disposal of assets other than real property or its right-of-use assets from or to any of its related parties in which the transaction amount is furthermore 20 percent or more of this Corporation's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, with the exception of the purchase or sale of government bonds, repo or reverse repo bond transactions, or subscription to or repurchase of money market funds issued by domestic securities investment trust enterprises, it shall have the following matters approved by the board of directors and recognized by the supervisors before it may enter into a contract for the transaction and pay the required monies:

1. An appraisal issued by a professional appraiser as required by regulations, or a CPA opinion.
2. The purpose, necessity, and projected benefits of the acquisition or disposal of real property.
3. The reason for choosing the related party as a trading counterparty.
4. Information relating to appraisal of the reasonableness of the preliminary transaction terms when acquiring real property from a related party in accordance with Articles 16 and 17 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies.
5. The date and price at which the real property was originally acquired by the related party, the trading counterparty, and the trading counterparty's relationship with this Corporation and its related party.
6. Monthly cash flow forecasts for a full year commencing from the scheduled month of contract signing, and an evaluation of the necessity of the transaction and the reasonableness of the utilization of funding.
7. Any restrictions on the transaction and other important stipulations.
8. An opinion issued by a CPA engaged to review whether the transaction with the related party conforms with ordinary commercial terms and whether it is not damaging to the interests of this Corporation and its minority shareholders.

When the amount of the transaction involving acquisition or disposal of real property, equipment or its right-of-use assets under the preceding paragraph is 20 percent or more of this Corporation's paid-in capital, 10 percent of its total assets, or NT\$300 million or more, this Corporation shall obtain an appraisal report issued by a professional appraiser. If the discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount, this Corporation shall additionally request a CPA to provide a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price, and it shall be approved by a majority of the directors in attendance at a board of directors meeting attended by two-thirds or more of the directors.

In an acquisition of real property or its right-of-use assets from a related party, if the actual transaction price is higher than the appraised transaction cost, and no objective evidence can be presented and no concrete opinion that the transaction is reasonable can be obtained from a professional appraiser and a CPA, the board of directors shall thoroughly review the transaction and determine whether it may prejudice the rights and interests of this Corporation and its shareholders, and when necessary, shall refuse to enter into the transaction. The supervisors shall also exercise their supervisory powers in respect of such a transaction, and when necessary shall notify the board of directors to stop the transaction.

When a transaction as described under the preceding paragraph has been approved by the board of directors and recognized by the supervisors, this Corporation shall set aside a special reserve against the difference between the transaction price and the appraised cost, and may not distribute the difference or use it for capital increase or for issuance of bonus shares. In addition, this Corporation shall report the handling of the above transaction to the shareholders meeting and shall disclose the details of the transaction in the annual report and any prospectus.

When [any of] the following circumstances is present in a transaction with a related party, after passage by the board of directors, the information described under the subparagraphs of the first paragraph shall also be submitted to the shareholders meeting for passage of a resolution, and a shareholder that is an interested party shall not participate in the voting:

1. This Corporation or its subsidiary that is not a domestic listed company has performed the transaction in the first paragraph, and the amount of the transaction is 10 percent or more of this Corporation's total assets.
2. According to the Company Act, this Corporation's articles of incorporation, or the regulations on internal operating procedure, the amount or the terms of the transaction will have a material effect on this Corporation's operations or shareholder equity.

If this Corporation has performed a transaction under the first paragraph with a related party, information about the actual transaction (including the actual price and terms of the transaction, and the information described in the subparagraphs of the first paragraph) should be reported at the next shareholders' meeting after the end of a year.

This Corporation has established an audit committee, The previous paragraph shall be approved by the audit committee and resolved by the board of directors, and both the provisions of Article 6, paragraphs 4 and 5 of the Regulations Governing the Acquisition and Disposal of Assets by Public Companies and this Corporation 's "Procedures for the Acquisition or Disposal of Assets. "shall apply mutatis mutandis.

Article 7 This Corporation's accounting personnel must regularly reconcile accounts with related parties and understand the reasons for any discrepancies.
The financial accounting department should maintain a list of related parties and regularly assess any changes in this list.

- Article 8 Information on any material transaction between this Corporation and a related party shall be disclosed in the notes to the financial statements according to the " Regulations Governing the Preparation of Financial Reports by Securities Issuers ".
- Article 9 These guidelines are implemented after being approved by the board of directors, and the same shall also apply to any amendments.
- Article 10 These guidelines were enacted on December 31, 2002.
The first amendment was made on July 25, 2006.
The second amendment was made on December 20, 2023.
The third amendment was made on November 7, 2024.