

Ventec International Group Co., Ltd.

Year 2025 Annual Meeting Minutes of Shareholders

Time: 9:00 a.m. on Friday, June 23, 2025

Place: 11F, Meeting Room 2, No. 350, Songjiang Rd., Zhongshan Dist., Taipei City 104 ,
Taiwan (R.O.C.)

Total outstanding shares: 71,434,745 shares. Total shares represented by shareholders present in person or by proxy: 45,373,935 shares. The percentage of shares held by shareholders present in person or by proxy: 63.51%.

Directors present: Alpha Victor Limited (Representative: Wang, Yu-Tzu), Chung, Chien- Jen, CT Capital Limited (Representative: Chiu, Yi-Chen), Elite Gain International Limited (Representative: Pai, Yu-Li) , Hou Yu-Tau, Chen Tsung-His, Sheu, Yuan- Kuo

Attendance: Chiao-Wei Tu CFO, Yi-Ching Liu CPA, Liu-Zi Zheng CPA, Wen- xuan Yang Lawyer

Chairman: Alpha Victor Limited (Representative: Wang, Yu-Tzu)

Recorder: Susan Lee

Chairperson Remarks (omitted)

Reports on Company Affairs:

1. The Company's 2024 Business Report is hereby submitted.

Explanation: Please refer to Attachment 1 for the 2024 Business Report.

2. The Audit Committee Review Report on the Company's 2024 Financial Statements is hereby submitted.

Explanation: Please refer to Attachment 2 for the 2024 Audit Committee Review Report.

3. The Company's 2024 Distribution Proposal of Directors' Remuneration and Employee Bonus is hereby submitted.

Explanation: The profits shall be distributed in accordance with the provisions in the Articles of Association of this Company and the Company Act, and 9 %, that is, USD1,122,386 shall be set aside as employee remunerations; 2%, that is, USD249,386 shall be set aside as director remunerations; the profits shall be distributed in the form of cash.

4.The Company's earnings distribution for 2024.

Explanation:

- (1) Please refer to Attachment 4 the 2024 Earnings Distribution Table.
- (2) Cash dividend distribution would be distributed until and rounding to NT dollar, with fractions of the dollar of the cash dividend being eliminated; the odds in total should be calculated into equity of the Company.
- (3) After the proposal approved at the Board of Directors meeting, and will set the base date for cash allocation. If the Company's earnings distribution is changed before the base date scheduled, resulting in a change in the number of shares outstanding as a result of repurchase of shares, transfer of treasury stock, registration, conversion of convertible corporate bonds or employee stock warrants, a proposal will be made to authorize the Chairman to adjust the dividend distribution ratio.

5.The status of Lending Funds to Others Parties.

Explanation: Please refer to Attachment 5 for the status of Lending Funds to Others Parties .

6.The status of Endorsement and Guarantee Provided.

Explanation: Please refer to Attachment 6 for the status of Endorsement and Guarantee Provided .

Ratifications

Case No.1 (Proposed by the Board of Directors)

Proposal:

The Company's operational and business report and financial statements for 2024.

Explanation:

- 1.The business report, earnings distribution table and consolidated financial statements for the year 2024 were duly audited by the CPAs of Deloitte & Touche, LIUYI-CHING and Chiu Cheng-Chun, with an unqualified opinion report. The Business Report and Consolidated Financial Statements have also been audited by the Audit Committee and submitted along with the review report.
- 2.Please refer to Attachment 1, Attachment 3.
- 3.The case is hereby submitted for ratification.

Resolution:

Approval votes 43,041,634 ,disapproval and abstention votes 2,332,301 of total votes 45,373,935.

The proposal was approved.

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

Proposal:

The Company's earnings distribution for 2024.

Explanation:

- 1.The 2024 Earnings Distribution Table was approved by the Board of Directors by resolution and submitted to the Audit Committee for review completed.
- 2.Please refer to Attachment 4 the 2024 Earnings Distribution Table.
3. The case is hereby submitted for ratification.

Resolution:

Approval votes 43,075,636, disapproval and abstention votes 2,298,299 of total votes 45,373,935. The proposal was approved.

Discussions

Case No.1 (Proposed by the Board of Directors)

Proposal:

The amendments to the Articles of Association .(Special Resolution passed)

Explanation:

1. The Company has revised partial provisions in accordance with the newly amended Checklist for Protecting the Interests of Shareholders of Registered Countries for Listings Of Foreign Entities by the competent authority by the Order No. 11317018041 from TWSE Issued on May 2,2024 and increase the Company's total capital to meet the Company's operating needs. Please refer to Attachment 7 for the comparison Table for amendments to the Articles of Association.
2. The case is hereby submitted for discussion.

Resolution:

Approval votes 41,523,532 ,disapproval and abstention votes 3,850,403 of total votes 45,373,935. The proposal was approved.

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

Proposal:

The amendments to the Procedures for Lending Funds to Other Parties.

Explanation:

1. According to the provisions of the Q&A Set of Handling Guidelines for Loans and Endorsement Guarantees of publicly issued Companies, if there is an extension situation, the number of extensions and the duration of each extension should be clearly defined, and the reasonableness of the number of extensions should be considered to be revised. Please refer to Attachment 8 for the Comparison Table for Amendments to the Procedures for Lending Funds to Other Parties.
2. The case is hereby submitted for discussion.

Resolution:

Approval votes 43,072,924, disapproval and abstention votes 2,301,011 of total votes 45,373,935. The proposal was approved.

Extempore Motions

Meeting Adjournmen

【Attachment 1】

BUSINESS REPORT TO SHAREHOLDERS

I. 2024 Business Report

1.Consolidated profitand loss comparison of operating results:

Unit:NT\$thousands,
Except Earnings PerShare

Item \ Year	2024	2023	Increase (decrease) Amount	Increase (decrease) ratio (%)
NET REVENUE	4,227,622	4,740,441	(512,819)	(10.82)%
GROSS PROFIT	1,418,311	1,521,750	(103,439)	(6.80)%
PROFITFROMOPERATIONS	318,497	482,653	(164,156)	(34.01)%
NON-OPERATING INCOME AND EXPENSES	75,660	57,281	18,379	32.09%
PROFIT BEFORE INCOME TAX	394,157	539,934	(145,777)	(27.00)%
NET PROFIT FOR THE YEAR	356,799	431,659	(74,860)	(17.34)%

2.Budget execution:The Company did not publicly disclose any financial forecasts for 2024.

3.Financial highlights and profitability analysis :

Item		2024	2023
Financial structure	Debt to total assets	28.66	31.00
	Long-term Capital to property andequipment	405.35	373.92
Liquidity analysis	Current ratio	345.90	288.54
	Quick ratio	269.74	211.97
Profitability analysis	ROA (%)	7.54	9.09
	ROE (%)	10.66	13.68
	Pre-tax Income to Paid-in Capital (%)	55.18	75.58
	Net profit rate (%)	8.44	9.11
	EPS after tax (NTD)	5.01	6.08

4. Research and development direction:

- (1) In response to era of 6G communications and metaverse applications, the Company will continue to promote high-frequency, high-speed materials, precision, light, thin, and small application requirements to seize the massive business opportunities that can be expected in the future.

- (2) Multi-layer mixed high-end cooling materials with thermal conductivity of 9.0 and above, and promotion of flexible cooling substrates to widen the lead of metal cooling substrates in the trend of electric vehicles and green energy.
- (3) Actively intervene in semiconductor testing technology, move toward new material technology for probe boards that cannot be touched by probes, expand the market for applications using the Company's products, and continue to maintain advantages in the field of display technology applications.
- (4) Continue to optimize ultra-high frequency applications used in aerospace radars, autonomous driving, and automotive radar applications to welcome the era of autonomous driving.
- (5) Dedicate efforts to developing various thin film bonding sheet products to create new demand on applications in the trend of thinner AI, semiconductor and high-frequency and high-speed products.
- (6) As the international situation evolves following United States President Trump's assertive actions after his election, countries will only continue to increase their investment in military-industrial weaponry! There must be a greater commitment to investing in products for defense and aerospace applications.

II. Summary of 2025 Business Plan

1. Business policy:

The Company continues to deepen its roots in copper clad laminate (CCL) related industries, adhering to the corporate values of "innovation, division of labor, cooperation, and sharing." We focus on providing high-performance products, and insist on good collaboration with customers, suppliers, employees, and shareholders. With the vision of providing global supply chain solutions from prototyping to mass production, we achieve high-standard management based on "quality, speed, cost, and service," and continue to meet the product or technology requirements of the market and customers through innovation in formulas and coating processes, with the mission to create greater corporate value. At the current stage of turbulent international relations, we must strive to meet the supply chain's localized production requirements.

2. Expected production and sales situation:

The Company is based in Asia and has a balanced global development strategy. The sources of purchase orders are relatively balanced, and the Company has been successful in developing special materials. With the continued increase in certifications and purchase orders, the Company's production and sales will continue to grow. The Company's business philosophy does not focus on pursuing high growth in overall shipment volume, but rather concentrates its resources in high-margin products, including aluminum substrates, military and aerospace products, high-frequency and high-speed products, substrates, and packaging and testing products, as well as diverse products manufactured in small volumes for Europe and the United States. Furthermore, the application of new specialty materials in thermoplastic resins and various film materials has been gradually proving effective in diversified product development. The residue-free laminate has been successfully applied to multiple uses, such as blood glucose meters. Additionally, thermal control electronic

control boards for automotive head-up displays, electric motorcycles, embedded automotive control chips, and low-altitude aircraft have already been successfully developed by customers. Furthermore, heat control applications for unmanned aerial vehicles, supercharging stations, oil well drilling, and tunnel boring machines are currently undergoing sample prototyping. These developments are expected to gradually contribute to revenue, leading to a more balanced expansion of order sources.

3. Important production and sales strategies:

- (1) Continue to intervene in products that require high reliability and certification, and improve the product and customer structure to increase profits and reduce competitive pressure.
- (2) Dedicate efforts to the development of unique equipment for the production of special materials, increase the difference in manufacturing capabilities with competitors in such products, and actively develop new markets, such as packaging and testing materials, autonomous driving, electric vehicles, and new customers, in order to diversify risks.
- (3) Increase the development and introduction of new raw materials, and control key technologies needed by customers, so as to expand core products and long-term customer relationships.
- (4) Diversify the development of product application fields, and engage in product innovation, including the insulation protection of various passive components and ground breaking development of new products for public welfare, allowing the Company's development become more balanced and making opportunities and profits more stable.
- (5) Continue to improve the quality policy, increase investment in automation and smart manufacturing, and reduce costs. Continue to improve the efficiency and productivity of teamwork, and stabilize the special production mode of large variety in small quantities.

III. Future Development Strategy

The Company will continue to pay attention to the application demands of various markets. In addition to consolidating our position in the heat control metal substrate market and further expanding our long-established presence in high-end automotive headlamp materials, we are actively pursuing breakthroughs in other application areas, including non-lighting thermal control, ultra-high-frequency radars, thermoplastic resins, and various film materials for active and passive component applications. Furthermore, we will continue to strengthen our relations with supply chain partners by leveraging complementary resources, providing value-added services, ensuring stable business growth, and responding to market fluctuations. These strategies aim to expand our market share and lay a solid foundation for the Company's sustainable development. We hope to create greater value for shareholders, customers, and society through continuous innovation, strategic partnerships, and sound governance.

IV. The impact of competitors, environmental regulations, and macroeconomic environment

The global economy remains under adjustment pressure due to factors such as high costs, high debt levels, and intensifying protectionism. Additionally, rising labor and raw material costs continue to pose significant challenges to overall economic conditions. However, it is expected that major regional conflicts will gradually subside after Q1, while Los Angeles wildfire recovery and post-war reconstruction, the phased rollout of comprehensive economic stimulus measures from China and Europe, and the continued expansion of AI investment and applications will help reverse the ongoing economic downturn in the short term, leading to an overall upward shift! The Company maintains strong operational resilience and a stable financial structure. In response to the above conditions, we remain committed to product R&D, focusing on innovative technologies. We adopt a unique development model and global strategy centered on producing a wide variety of products in small quantities and utilizing special materials. This approach further differentiates us from our industry peers, establishes our irreplaceability, and enables us to proactively adapt to various changes to meet customer needs. Additionally, we are dedicated to promoting sustainable operations, prioritizing environmental protection, resource conservation, and green energy investments throughout our production processes, upholding our corporate social responsibility.

Besides complying with relevant laws and regulations, the Company also pays attention to changes in important domestic and foreign policies and laws, and plans immediate response measures to meet the company's operational needs. Therefore, changes in important domestic and foreign policies and laws do not have a significant impact on the Company's financial position and business performance.

We sincerely thank our shareholders for their long-term support, encouragement, and care. The Company will continue to work hard to create value for customers, shareholders, employees, and society.

Ventec International Group Co., Ltd.

Chairman: Wang, Yu-Tzu

Manager: Chung, Chien-Jen

Chief Accounting Officer: Chiao-Wei Tu

【Attachment 2】

Ventec International Group Co., Ltd.
Audit Committee Review Report

The Board of Directors herewith submits the 2024 Business Report, Consolidated Financial Statements, and Profit Distribution Proposal, including the consolidated financial statements that have been audited by the Deloitte & Touche accounting firm, who have issued an audit report. The aforementioned business report, consolidated financial statement, and profit distribution proposal have been audited by this Audit Committee, and the Committee does not find any discrepancies. Thus, this report is made in conformity with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act; kindly review accordingly.

Sincerely,

Ventec International Group Co., Ltd.
2025 Shareholders' Meeting

Ventec International Group Co., Ltd.

Conver of the Audit Committee: Chen, Tsung-Hsi

12th March 2025

Independent Auditors' Report

To Ventec International Group Co., Ltd.,

Opinion

We have audited the accompanying consolidated financial statements of Ventec International Group Co., Ltd. (the "Company") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as at December 31, 2024 and 2023, and the consolidated statements of comprehensive income, consolidated statement of changes in equity, consolidated cash flow statement for the years then ended, and the 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, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and 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 the Auditing and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. Personnel of our accounting firm who are required to comply with independence regulations have all maintained total independence from the Group, and also fulfill other responsibilities specified in the regulations. 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 Group's consolidated financial statements for the year ended December 31, 2024. 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 of the Group's consolidated financial statements for the year ended December 31, 2024 are described below:

Authenticity of specific sales revenue

There was a significant change in the Group's specific sales revenue in 2024. Hence, the authenticity of specific sales revenue was included as a key audit matter.

Please refer to Note 4 of the consolidated financial statements for the Group's accounting policy for recognizing revenue.

We have carried out the following audit procedures to verify the authenticity of sales revenue from specific customers described above:

1. Understand and test the design of the internal control system and effectiveness of implementation for verifying the authenticity of sales revenue from specific customers.
2. Sample transaction documents for the sales revenue from specific customers, including purchase orders, shipping documents, and collection documents.
3. Sample payees and the collection situation of specific customers to verify the authenticity of sales revenue.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations endorsed and issued into effect by the FSC, and for maintaining internal controls necessary for 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 also 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.

The Group's governance units (including Audit Committee) are responsible for supervising the financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

We utilized our professional judgment and maintained professional skepticism during the audit according to the Standards on Auditing. We also performed the following tasks:

1. Identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. Designed and implemented suitable response measures for the risks that were assessed. Obtained sufficient and suitable audit evidence as the basis for the audit opinion. Since fraud may involve collusion, forgery, intentional omission, untrue statements, or overstepping internal controls, the risk of material misstatement from failing to detect fraud is higher than from error.
2. We gained necessary understanding of internal controls that are of concern to the audit to design audit procedures suitable for the situation. However, the purpose is not to express an opinion on the effectiveness of the Group's internal controls.
3. We evaluated the appropriateness of accounting policies adopted by management and the reasonableness of accounting estimates and related disclosures.
4. Based on the audit evidence we obtained, we reached a conclusion on the appropriateness of management using the going concern basis of accounting, and whether there is material uncertainty of events or circumstances that may be cause for major concern about the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence we obtained as of the audit report date. Nevertheless, future events and circumstances may still cause the Group to lose its ability to continue as a going concern.

5. We evaluated the overall presentation, structure, and contents of the consolidated financial statements (including related notes), and whether or not the consolidated financial statements fairly present related transactions and events.
6. We obtained sufficient and appropriate audit evidence regarding the financial information of entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the Group's audit. We remain solely responsible for our audit opinion.

Matters we communicated with the governance unit include the scope and time of the audit, as well as major findings in the audit (including significant deficiencies in internal control identified in the audit process).

We also provided the governance unit with a statement that personnel of our firm who are required to maintain independence according to the Code of Professional Ethics have maintained independence, and communicated all relationships and other matters (including related preventive measures) that may affect the independence of auditors with the governance unit.

We determined key audit matters of the Group's consolidated financial statements for the year ended December 31, 2024 from matters communicated with the governance unit. We describe the matters in the audit report, unless they are specific matters not permitted to be disclosed by the law, or in extremely rare circumstances, we decide not to communicate the specific matters in the audit report because the negative impact from the communication can be expected to be greater than the public benefit.

Deloitte & Touche, Taiwan

CPA Yi-Ching Liu

CPA Cheng-Chun Chiu

Securities and Futures Commission
Approval Document No.
Jin-Guan-Zheng-Shen No. 1100356048

Securities and Futures Commission Approval
Document No.
Jin-Guan-Zheng-Liu-Zi No. 0930160267

March 12, 2025

Ventec International Group Co., Ltd. and Subsidiaries
Consolidated Balance Sheets
For the years ended December 31, 2024 and 2023

Unit: In Thousands of NTD

Code	Assets	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current assets				
1100	Cash and Cash Equivalents (Notes 4 and 6)	\$ 965,403	20	\$ 808,517	17
1136	Financial assets at amortized cost - Current (Notes 4, 7, and 27)	448,680	9	86,534	2
1150	Notes receivable (Notes 4, 8 and 19)	61,225	1	105,349	2
1170	Accounts receivable (Notes 4, 8 and 19)	1,185,298	25	1,187,416	26
1200	Other receivables (Notes 4 and 8)	52,914	1	40,403	1
1220	Current tax assets (Notes 4 and 21)	2,868	-	-	-
1310	Inventories (Notes 4 and 9)	726,990	15	758,429	16
1410	Prepayments	42,228	1	48,375	1
1470	Other current assets	7,975	-	5,259	-
11XX	Total current assets	<u>3,493,581</u>	<u>72</u>	<u>3,040,282</u>	<u>65</u>
	Non-current assets				
1535	Financial assets at amortized cost - Non-current (Notes 4 and 7)	157,008	3	378,140	8
1600	Property, plant and equipment (Notes 4, 11, 15, and 27)	951,992	20	965,609	21
1755	Right-of-use assets (Notes 4 and 12)	132,807	3	148,843	3
1805	Goodwill (Notes 4 and 13)	74,395	1	69,676	2
1801	Intangible assets (Notes 4 and 14)	4,952	-	7,658	-
1840	Deferred tax assets (Notes 4 and 21)	43,159	1	43,058	1
1920	Refundable deposits	9,850	-	9,836	-
1990	Other non-current assets	1,145	-	1,151	-
15XX	Total non-current assets	<u>1,375,308</u>	<u>28</u>	<u>1,623,971</u>	<u>35</u>
1XXX	Total assets	<u>\$ 4,868,889</u>	<u>100</u>	<u>\$ 4,664,253</u>	<u>100</u>
Code	Liabilities and equity	December 31, 2024		December 31, 2023	
		Amount	%	Amount	%
	Current liabilities				
2170	Accounts payable	\$ 484,368	10	\$ 460,174	10
2200	Other payables (Note 16)	478,831	10	496,306	11
2280	Lease liabilities - Current (Notes 4 and 12)	33,501	1	45,371	1
2230	Current tax liabilities (Notes 4 and 21)	2,209	-	32,312	1
2320	Current portion of long-term borrowings (Notes 11, 15, and 27)	8,357	-	15,466	-
2399	Other current liabilities (Notes 4 and 19)	2,746	-	4,031	-
21XX	Total current liabilities	<u>1,010,012</u>	<u>21</u>	<u>1,053,660</u>	<u>23</u>
	Non-current liabilities				
2540	Long-term borrowings (Notes 11, 15, and 27)	79,352	2	87,778	2
2570	Deferred tax liabilities (Notes 4 and 21)	165,703	3	161,976	3
2580	Lease liabilities - Non-current (Notes 4 and 12)	32,294	1	37,608	1
2640	Net defined benefit liabilities - Non-current (Notes 4 and 17)	84,919	2	78,432	2
2670	Other non-current liabilities	23,099	-	26,318	-
25XX	Total non-current liabilities	<u>385,367</u>	<u>8</u>	<u>392,112</u>	<u>8</u>
2XXX	Total liabilities	<u>1,395,379</u>	<u>29</u>	<u>1,445,772</u>	<u>31</u>
	Equity (Notes 4, 10, 18, and 23)				
3100	Common stock	714,347	15	714,347	15
3200	Capital surplus	884,861	18	884,861	19
	Retained earnings				
3310	Legal reserve	325,027	7	283,957	6
3320	Special reserve	352,105	7	314,580	7
3350	Unappropriated earnings	1,215,406	25	1,177,006	25
3300	Total retained earnings	<u>1,892,538</u>	<u>39</u>	<u>1,775,543</u>	<u>38</u>
	Other equity				
3410	Exchange differences in translating the financial statements of foreign operations	(18,236)	(1)	(152,105)	(3)
3490	Unearned employee benefits	-	-	(4,165)	-
3400	Total other equity	<u>(18,236)</u>	<u>(1)</u>	<u>(156,270)</u>	<u>(3)</u>
3XXX	Total equity	<u>3,473,510</u>	<u>71</u>	<u>3,218,481</u>	<u>69</u>
	Total liabilities and equity	<u>\$ 4,868,889</u>	<u>100</u>	<u>\$ 4,664,253</u>	<u>100</u>

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

Chairman: Wang, Yu-Tzu

Manager: Chung, Chien-Jen

Chief Accounting Officer: Chiao-Wei Tu

Ventec International Group Co., Ltd. and Subsidiaries

Consolidated Statements of Comprehensive Income

For the years ended December 31, 2024 and 2023

Unit: In Thousands of NTD, Except Earnings Per Share

Code		2024		2023	
		Amount	%	Amount	%
4100	Sales revenue (Notes 4, 19 and 31)	\$ 4,227,622	100	\$ 4,740,441	100
5110	Cost of sales (Notes 4, 9, and 20)	<u>2,809,311</u>	<u>66</u>	<u>3,218,691</u>	<u>68</u>
5900	Gross profit	<u>1,418,311</u>	<u>34</u>	<u>1,521,750</u>	<u>32</u>
	Operating expenses (Notes 4, 8, and 20)				
6100	Sales and marketing expenses	574,435	14	573,472	12
6200	General and administrative expenses	204,691	5	222,930	5
6300	Research and development expenses	319,810	7	239,708	5
6450	Expected credit impairment loss	<u>878</u>	<u>-</u>	<u>2,987</u>	<u>-</u>
6000	Total operating expenses	<u>1,099,814</u>	<u>26</u>	<u>1,039,097</u>	<u>22</u>
6900	Net operating income	<u>318,497</u>	<u>8</u>	<u>482,653</u>	<u>10</u>
	Non-operating income and expenses (Notes 4 and 20)				
7100	Interest income	41,369	1	24,501	-
7010	Other income	14,903	-	24,933	1
7020	Other gains and losses	22,154	1	15,960	-
7510	Interest expenses	(<u>2,766</u>)	<u>-</u>	(<u>8,113</u>)	<u>-</u>
7000	Total non-operating income and expenses	<u>75,660</u>	<u>2</u>	<u>57,281</u>	<u>1</u>

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Code		2024		2023	
		Amount	%	Amount	%
7900	Net income before tax	\$ 394,157	10	\$ 539,934	11
7950	Income tax expense (Notes 4 and 21)	<u>37,358</u>	<u>1</u>	<u>108,275</u>	<u>2</u>
8200	Net income for the year	<u>356,799</u>	<u>9</u>	<u>431,659</u>	<u>9</u>
	Other comprehensive income (Notes 4 and 17)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	(498)	-	(20,955)	(1)
8341	Exchange differences arising in translation to the presentation currency	<u>213,446</u>	<u>5</u>	(<u>8,668</u>)	<u>-</u>
		<u>212,948</u>	<u>5</u>	(<u>29,623</u>)	(<u>1</u>)
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences in translating the financial statements of foreign operations	(<u>79,577</u>)	(<u>2</u>)	(<u>28,857</u>)	<u>-</u>
8300	Other comprehensive income for the year	<u>133,371</u>	<u>3</u>	(<u>58,480</u>)	(<u>1</u>)
8500	Total comprehensive income for the year	<u>\$ 490,170</u>	<u>12</u>	<u>\$ 373,179</u>	<u>8</u>
	Earnings Per Share (Note 22)				
9750	Basic	<u>\$ 5.01</u>		<u>\$ 6.08</u>	
9850	Diluted	<u>\$ 4.95</u>		<u>\$ 6.00</u>	

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

Chairman: Wang, Yu-Tzu

Manager: Chung, Chien-Jen

Chief Accounting Officer: Chiao-Wei Tu

Ventec International Group Co., Ltd. and Subsidiaries
Consolidated Statements of Changes in Equity
For the years ended December 31, 2024 and 2023

Unit: In Thousands of NTD

Code	Common stock (Notes 4, 18, and 23)		Retained earnings (Note 18)				Other equity (Notes 4, 10, 18, and 23)		
	Shares (in thousands)	Amount	Capital surplus (Notes 4, 18, and 23)	Retained earnings (Note 18)			Exchange differences in translating the financial statements of foreign operations	Unearned employee benefits	
				Legal reserve	Special reserve	Unappropriated earnings			
A1	71,454	\$ 714,543	\$ 886,111	\$ 237,252	\$ 343,852	\$ 1,040,900	(\$ 114,580)	(\$ 14,518)	Total equity \$ 3,093,560
Appropriation and distribution of 2022 earnings									
B1	-	-	-	46,705	-	(46,705)	-	-	-
B3	-	-	-	-	(29,272)	29,272	-	-	-
B5	-	-	-	-	-	(257,165)	-	-	(257,165)
D1	-	-	-	-	-	431,659	-	-	431,659
D3	-	-	-	-	-	-	(37,525)	-	(58,480)
D5	-	-	-	-	-	410,704	(37,525)	-	373,179
N1	-	-	-	-	-	-	-	8,907	8,907
T1	(19)	(196)	(1,250)	-	-	-	-	1,446	-
Z1	71,435	714,347	884,861	283,957	314,580	1,177,006	(152,105)	(4,165)	3,218,481
Appropriation and distribution of 2023 earnings									
B1	-	-	-	41,070	-	(41,070)	-	-	-
B3	-	-	-	-	37,525	(37,525)	-	-	-
B5	-	-	-	-	-	(239,306)	-	-	(239,306)
D1	-	-	-	-	-	356,799	-	-	356,799
D3	-	-	-	-	-	-	133,869	-	133,371
D5	-	-	-	-	-	356,301	133,869	-	490,170
N1	-	-	-	-	-	-	-	4,165	4,165
Z1	71,435	\$ 714,347	\$ 884,861	\$ 325,027	\$ 352,105	\$ 1,215,406	(\$ 18,236)	\$ -	\$ 3,473,510

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

Chairman: Wang, Yu-Tzu

Manager: Chung, Chien-Jen

Chief Accounting Officer: Chiao-Wei Tu

Ventec International Group Co., Ltd. and Subsidiaries

Consolidated Statements of Cash Flows

For the years ended December 31, 2024 and 2023

Unit: In Thousands of NTD

Code		2024	2023
	Cash flows from operating activities		
A10000	Net income before tax for this period	\$ 394,157	\$ 539,934
A20010	Income and expense item		
A20100	Depreciation expenses	183,593	180,429
A20200	Amortization expenses	2,865	2,765
A20300	Expected credit impairment loss	878	2,987
A20900	Interest expenses	2,766	8,113
A21200	Interest income	(41,369)	(24,501)
A21900	Compensation costs of employee restricted shares	4,165	8,907
A22500	Net gain on disposal of property, plant and equipment	(2)	(120)
A22900	Gain on disposal of right-of-use assets	-	(5)
A23800	Inventory valuation and obsolescence losses	3,660	16,766
A24100	Net gain on foreign currency exchange	(41)	(6,301)
A30000	Net changes in operating assets and liabilities		
A31130	Notes receivable	44,263	(3,880)
A31150	Accounts receivable	59,622	141,845
A31180	Other receivables	(10,652)	(10,609)
A31200	Inventories	57,257	161,300
A31230	Prepayments	8,449	8,637
A31240	Other current assets	(2,134)	(5,344)
A32150	Accounts payable	1,594	(183,717)
A32180	Other payables	(41,015)	(5,292)
A32230	Other current liabilities	(1,636)	(3,538)
A32240	Net defined benefit liabilities	<u>5,989</u>	<u>5,323</u>
A33000	Cash generated from operations	672,409	833,699
A33100	Interest received	41,369	24,501
A33300	Interest paid	(2,913)	(8,365)
A33500	Income tax paid	(<u>76,576</u>)	(<u>106,811</u>)
AAAA	Net cash inflow from operating activities	<u>634,289</u>	<u>743,024</u>

(Continued on next page)

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Code		2024	2023
	Cash flows from investing activities		
B00040	Decrease (increase) in financial assets at amortized cost	(\$ 108,051)	\$ 137,558
B02700	Acquisition of property, plants, and equipment	(87,109)	(82,785)
B02800	Proceeds from disposal of property, plants, and equipment	1,239	391
B03700	Decrease in guarantee deposits	419	74
B06800	Decrease in other non-current assets	<u>146</u>	<u>477</u>
BBBB	Net cash inflow (outflow) from investing activities	(<u>193,356</u>)	<u>55,715</u>
	Cash flows from financing activities		
C00100	Decrease in short-term borrowings	-	(276,855)
C01700	Repayments of long-term borrowings	(15,571)	(17,703)
C03100	Increase (Decrease) in refundable deposits	(1,052)	1,022
C04020	Repayments of the principal portion of lease liabilities	(50,146)	(47,314)
C04300	Decrease in other non-current liabilities	(3,463)	(3,417)
C04500	Payment of dividends to shareholders	(<u>238,992</u>)	(<u>256,827</u>)
CCCC	Net cash outflow from financing activities	(<u>309,224</u>)	(<u>601,094</u>)
DDDD	Effects of exchange rate changes on cash	<u>25,177</u>	(<u>19,069</u>)
EEEE	Net increase in cash and cash equivalents	156,886	178,576
E00100	Opening balance of cash and cash equivalents	<u>808,517</u>	<u>629,941</u>
E00200	Ending balance of cash and cash equivalents	<u>\$ 965,403</u>	<u>\$ 808,517</u>

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

Chairman: Wang, Yu-Tzu Manager: Chung, Chien-Jen Chief Accounting Officer: Chiao-Wei Tu

【Attachment 4】

Ventec International Group Co., Ltd.

Earnings Distribution Table

2024

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	859,104,441
Plus: Net profit for the current year	356,798,674
Plus: Reversal of Special Reserves	133,868,796
Less: Appropriation of Legal Reserve	(35,630,131)
Less: Remeasurement of defined benefit plans	(497,368)
Distributable earnings of the current year	1,313,644,412
Distribution Items	
Shareholders' bonus - cash (NT\$3.35 per share)	239,306,395
Undistributed earnings at the end of the period	1,074,338,017

Note1: Actual dividend per share will be calculated based on the actual issued and outstanding shares as of the record date for the distribution.

Chairman: Wang, Yu-Tzu Manager: Chung, Chien-Jen Chief Accounting Officer: Chiao-Wei Tu

Ventec International Group Co., Ltd. and Subsidiaries
Financing Provided
From January 1 to December 31, 2024

Unit: In Thousands of NTD, Unless Specified Otherwise

No. (Note 1)	Lender	Borrower	Financial statement account	Related parties	Highest balance for the period (Note 4)	Ending balance (Note 4)	Actual borrowing amount (Note 4)	Interest rate	Nature for financing (Note 2)	Business transaction amount	Reason for short-term financing	Allowance for bad debts	Collateral		Financing limit for each borrower (Notes 3 and 4)	Financing company's total financing amount limits (Notes 3 and 4)	Note
													Item	Value			
1	VT HK	VIG SAMOA	Other receivables	Yes	\$ 458,990 (USD 14,000)	\$ 433,188 (USD 13,213)	\$ 433,188 (USD 13,213)	-	2	\$ -	Operating capital needed	\$ -	(None)	\$ -	\$ 3,043,880 (USD 92,844)	\$ 6,087,760 (USD 185,688)	
1	VT HK	VLL	Other receivables	Yes	65,570 (USD 2,000)	- (-)	- (-)	-	2	-	Operating capital needed	-	(None)	-	3,043,880 (USD 92,844)	6,087,760 (USD 185,688)	
1	VT HK	VT UK	Other receivables	Yes	114,748 (USD 3,500)	114,748 (USD 3,500)	23,146 (USD 706)	2.17%	2	-	Operating capital needed	-	(None)	-	3,043,880 (USD 92,844)	6,087,760 (USD 185,688)	
1	VT HK	VT USA	Other receivables	Yes	131,140 (USD 4,000)	131,140 (USD 4,000)	- (-)	-	2	-	Operating capital needed	-	(None)	-	3,043,880 (USD 92,844)	6,087,760 (USD 185,688)	
1	VT HK	VT DE	Other receivables	Yes	131,140 (USD 4,000)	131,140 (USD 4,000)	77,438 (USD 2,362)	2.17%	2	-	Operating capital needed	-	(None)	-	3,043,880 (USD 92,844)	6,087,760 (USD 185,688)	

Note 1: The number “0” represents the Company. The subsidiaries are numbered in order from number 1.

Note 2: Types of financing were as follows:

- 1. Business and trade.
- 2. Short-term financing.

Note 3: The limitations of financing amounts were as follows:

- 1. Financing provided by the Company cannot exceed 50% of the Company's net asset value.
- 2. The financing limits where the Company directly and indirectly holds voting right shares of subsidiaries at 100% are as follows: The total and individual financing amount cannot exceed 20 times and 10 times of the Company's net asset value, respectively. The calculation of net asset value was based on lender's net asset value as of December 31, 2024.

Note 4: The calculation was based on the spot exchange rate of USD to NTD on December 31, 2024.

Note 5: All intercompany transactions have been eliminated on consolidation.

Ventec International Group Co., Ltd. and Subsidiaries
Endorsements/Guarantees Provided
From January 1 to December 31, 2024

Unit: In Thousands of NTD, Unless Specified Otherwise

No. (Note 1)	Endorser/guarantor	Endorsee/guarantee		Limit on endorsements/guarantees provided to a single party (Notes 2 and 3)	Maximum amount endorsed/guaranteed for the period (Note 3)	Outstanding endorsement/guarantee at the end of period (Note 3)	Actual borrowing amount (Note 3)	Amount endorsed/guaranteed by Collateral	Ratio of accumulated endorsement/guarantee to net equity in the latest financial statements	Maximum endorsed/guaranteed amount (Notes 2 and 3)	Parent company to subsidiary (Note 4)	Subsidiary to parent company (Note 4)	Parent company to subsidiary in China (Note 4)	Note
		Name	Relationship											
0	VIG CAYMAN	VT HK	Subsidiary	\$ 6,947,020 (USD 211,898)	\$ 540,953 (USD 16,500)	\$ 409,813 (USD 12,500)	- \$	-	11.80%	\$ 13,894,040 (USD 423,796)	Y	N	N	
0	VIG CAYMAN	VT TW	Subsidiary	6,947,020 (USD 211,898)	969,321 (USD 29,566)	893,522 (USD 27,254)	87,470 (USD 2,668)	-	25.72%	13,894,040 (USD 423,796)	Y	N	N	
0	VIG CAYMAN	VT SZ	Subsidiary	6,947,020 (USD 211,898)	131,140 (USD 4,000)	131,140 (USD 4,000)	-	-	3.78%	13,894,040 (USD 423,796)	Y	N	Y	
1	VIG HK	VT UK	Fellow subsidiary	281,466 (USD 8,585)	9,442 (USD 288)	9,442 (USD 288)	-	-	0.34%	562,931 (USD 17,171)	N	N	N	
2	VT TW	VT HK	Fellow subsidiary	2,293,310 (USD 69,950)	491,775 (USD 15,000)	491,775 (USD 15,000)	-	-	107.22%	2,751,972 (USD 83,940)	N	N	N	

Note 1: The number “0” represents the Company. The subsidiaries are numbered in order from number 1.

Note 2: The limits of endorsements/guarantees amounts were as follows:

1. For VIG CAYMAN, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 400% and 200% of the Company’s net asset value, respectively. This net asset value is based on December 31, 2024 net value.
2. For VIG HK, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 20% and 10% of the Company’s net asset value, respectively. This net asset value is based on December 31, 2024 net value.
3. For VT TW, the total amount of endorsement/guarantee provided and the limit on endorsement/guarantee amounts provided to each guaranteed party cannot exceed 600% and 500% of the Company’s net asset value, respectively. This net asset value is based on December 31, 2024 net value.

Note 3: The calculation was based on the spot exchange rate of USD to NTD on December 31, 2024.

Note 4: Endorsement/guarantee given by a parent which is a listed company on behalf of subsidiaries, endorsement/guarantee given by subsidiaries on behalf of a parent which is a listed company, and endorsement/guarantee given on behalf of companies in China must fill in Y.

【 Attachment 7 】

Ventec International Group Co., Ltd. Comparison Table for ARTICLES OF ASSOCIATION

No.	Current Provisions	Proposed Amendments	Explanations
Article 9	The share capital of the Company is <u>NT\$900,000,000</u> divided into <u>90,000,000 ordinary shares</u> of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Act (As Amended) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained. Notwithstanding the foregoing, the Company shall reserve a number of 800,000 unissued ordinary shares of a nominal or par value of NT\$10 each for the purpose of issue of stock warrant, and such reserved amount of shares may be issued in installments upon approval by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors.	The share capital of the Company is <u>NT\$5,000,000,000</u> divided into <u>500,000,000 ordinary shares</u> of a nominal or par value of NT\$10 each with power for the Company, subject to the provisions of the Companies Act (As Amended) and the Articles of Association, to redeem or purchase any of its shares and to sub-divide, increase or reduce the said capital and to issue any part of its capital, original, redeemed, increased or reduced, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be ordinary, preference or otherwise, shall be subject to the power hereinbefore contained. Notwithstanding the foregoing, the Company shall reserve a number of 800,000 unissued ordinary shares of a nominal or par value of NT\$10 each for the purpose of issue of stock warrant, and such reserved amount of shares may be issued in installments upon approval by a majority of the Directors present at a meeting of the Board attended by two-thirds or more of the total number of Directors.	In order to meet the operational needs of the Company, it is proposed to amend the capital amount in Article 9 of the Memorandum of Association of the Company.
Article 12	During the Relevant Period, the Company may, subject to approval of Shareholders <u>by way of Special Resolution, issue new Shares with restricted rights as approved by such Special Resolution to Employees of the Company and/or its Subordinate Companies</u> , provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.	During the Relevant Period, the Company may <u>issue new Shares with restricted rights to Employees of the Company and/or its Subordinate Companies</u> , subject to approval of Shareholders <u>at a general meeting by a majority of the Shareholders present who represent two-thirds or more of the total issued and outstanding Shares, and in the event the total number of shares represented by the Shareholders present at a general meeting is less than the percentage of the total issued and outstanding Shares required in the preceding sentence, a resolution related thereto may be adopted by two-thirds of the voting rights exercised by the Shareholders present at the general meeting who represent a majority of the total issued and outstanding Shares</u> , provided that Articles 8 and 9 shall not apply. In respect of the issuance of Shares to	The provisions of this Article are amended to meet the operational needs of the Company.

No.	Current Provisions	Proposed Amendments	Explanations
		Employees in the preceding sentence, the number of Shares to be issued, issue price, issue conditions, restrictions and other matters shall be subject to the Applicable Listing Rules and the Law.	
Article 24	(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase without approval by Special Resolution in accordance with the preceding Paragraph.	(2) For the avoidance of doubt, where the proposed purchase and cancellation of Shares is not on a pro rata basis, such purchase and cancellation shall be made only at any time other than during the Relevant Period, and subject to the Law and the Applicable Listing Rules, the Board is empowered to authorize and carry out such repurchase and cancellation without approval by Special Resolution in accordance with the preceding Paragraph.	The provisions of this Article are amended to meet the operational needs of the Company.
Article 37	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEX or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT\$10 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.	During the Relevant Period, the Company shall prepare a manual for each general meeting, and such manual and relevant materials shall be published on the website designated by the Commission, the TPEX or the TWSE (where applicable) twenty-one (21) days prior to the scheduled date of the relevant annual general meeting and fifteen (15) days prior to the scheduled date of the relevant extraordinary general meeting pursuant to the Applicable Listing Rules. However, in the event the Company's total paid-in capital as of the close of the most recent financial year reaches NT\$2 billion or more, or when the aggregate number of Shares held by the foreign investors and Mainland Chinese investors reached thirty percent (30%) or more as recorded in the Register at the time of holding of the general meeting in the most recent financial year, the Company shall upload the electronic files of the abovementioned manual and relevant materials thirty (30) days prior to the scheduled date of the relevant annual general meeting.	In order to comply with the requirements of the Taiwan Stock Exchange's Announcement No. 1131701804 on May 2, 2024 to amend the "Schedule for the Protection of Shareholders' Rights and Interests of the country where Foreign Issuers are registered" (hereinafter referred to as the "Checklist for the Protection of Shareholders' Rights and Interests"), the provisions of

No.	Current Provisions	Proposed Amendments	Explanations
Article 46	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>(u) <u>issue new Shares to Employees of the Company and/or its Subordinate Companies subject to any restrictions and conditions in accordance with Article 12;</u> and</p>	<p>(1) Subject to the Law and the Applicable Listing Rules, the Company may by a Special Resolution:</p> <p>(u) <u>[Intentionally Deleted]</u>; and</p>	<p>Article 37 are amended.</p> <p>The provision of Clause 46 (1) (u) is deleted to meet the operational needs of the company.</p>
Article 77	<p>(1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-<u>fifth</u> of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.</p>	<p>(1) During the Relevant Period, the number of Independent Directors of the Company shall not be less than three (3) or one-<u>third</u> of the total number of Directors at any time, whichever is greater. Two (2) of the Independent Directors shall have resident status of the R.O.C. (such resident status being registered with local government authorities) PROVIDED HOWEVER that the number of Independent Directors of the Company shall not be less than four (4) when the Chairman is also the general manager or holds an office equivalent to the general manager or when a spousal relationship or a familial relationship within the first degree of kinship as defined under the Civil Code of Taiwan exists between the Chairman and the general manager of the Company or between the Chairman and an officer equivalent to the general manager of the Company.</p>	<p>With reference to Article 28 (4) of the Criteria for reviewing the Listing of Securities of Taiwan Stock Exchange Co., LTD., it is clearly stipulated that the number of independent directors shall not be less than one-third of the board seats.</p>
Article 86	<p>Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six (6) months or longer may request in writing <u>any Independent Director</u> of the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the <u>Independent Director</u> fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p>	<p>Subject to the Law, one or more Members holding one percent (1%) or more of the total number of the issued Shares continuously for a period of six (6) months or longer may request in writing the audit committee to file, on behalf of the Company, an action against a Director who has, in the course of performing his/her duties, committed any act resulting in damage to the Company or in violation of the Law, the Applicable Listing Rules or these Articles, with a competent court, including the Taiwan Taipei District Court of the R.O.C. In case the <u>audit committee</u> fails to file such action within thirty (30) days after receipt of such request, to the extent permitted under the laws of the Cayman Islands, the Members making such request may file the action for the Company.</p>	<p>To comply with the requirements of the Checklist for the protection of shareholders' rights, the provisions of Article 86 are amended.</p>

【Attachment8】

Ventec International Group Co., Ltd.

Comparison Table for Amendments to the Procedures for Lending Funds to Other Parties

Before amendment	After amendment
<p>Article 4: Loan Period and Interest Calculation Method</p> <p>I. The loan period shall not exceed one year in principle. However, if the Company lends funds to a foreign company in which the Company directly or indirectly holds 100% of the voting shares, or such a company lends funds to the Company, the loan period shall not exceed three years in principle. If necessary, the loan may be extended based on actual conditions after approval by the Board of Directors, and each extension shall not exceed three years in principle. The number of extensions shall not exceed <u>twenty times</u>.</p>	<p>Article 4: Loan Period and Interest Calculation Method</p> <p>I. The loan period shall not exceed one year in principle. However, if the Company lends funds to a foreign company in which the Company directly or indirectly holds 100% of the voting shares, or such a company lends funds to the Company, the loan period shall not exceed three years in principle. If necessary, the loan may be extended based on actual conditions after approval by the Board of Directors, and each extension shall not exceed three years in principle. The number of extensions shall not exceed <u>five times</u>.</p>