

Stock Code: 2885



元大金融控股股份有限公司
Yuanta Financial Holding Co., Ltd.

Handbook for the 2025 Annual Shareholders Meeting

Time and Date: 9:00 a.m., Friday, June 13, 2025

Place: No.15, Ln. 168, Xingshan Rd., Neihu Dist.,
Taipei, Taiwan, R.O.C.
(Multi-functional Assembly Hall)

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Yuanta Financial Holding Co., Ltd.
2025 Annual Shareholders Meeting Procedure

- I. Meeting called to order
- II. Chairperson remarks
- III. Company reports
- IV. Proposals
- V. Discussion
- VI. Election
- VII. Extemporaneous Motions
- VIII. Adjournment

Yuanta Financial Holding Co., Ltd.

2025 Annual Shareholders Meeting Agenda

Time and Date: 9:00 a.m., Friday, June 13, 2025

Place: No.15, Ln. 168, Xingshan Rd., Neihu Dist.,
Taipei, Taiwan, R.O.C. (Multi-functional Assembly Hall)

Method of Meeting: Physical Shareholders Meeting

I. Chairperson Remarks

II. Company Reports

- (I) The Company's 2024 Business Report
- (II) The Audit Committee's Review of the 2024 Business Report, Financial Statements, and Earnings Distribution Plan, and Audit Committee's Communication with the Head of Internal Audit
- (III) The Company's Distribution of Remuneration for Employees and Directors of the Board in 2024
- (IV) The Reasons for the Issuance of the Company's Unsecured Ordinary Corporate Bonds and the Related Matters

III. Proposals

- (I) Adoption of the 2024 Business Report and Financial Statements
- (II) Adoption of the Proposal for the Distribution of 2024 Earnings

IV. Discussion

- (I) The Company's Issuing of New Shares from Converting Earnings to Increase Capital in 2024

(II) Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.

V. Election

Election of the Tenth (10th) Board of Directors of the Company (including Independent Directors)

VI. Extemporary Motions

VII. Adjournment

Company Reports (I)

Motion: The Company's 2024 Business Report (Proposed by the Board of Directors)

Note: The Company's 2024 Business Report is attached as follows (on page 5).

Business Report

I. Domestic and International Financial Environment

Looking back to 2024, global inflation is gradually cooling down. Major central banks in the US and Europe reduced monetary tightening. Japan, on the other hand, ended its negative interest rate policy and raised interest rates for the first time in seventeen years. Although the manufacturing industry is not showing any significant recovery, it remains stable. The service industry is expanding and, therefore, has become an important engine for the economy. Despite the multiple challenges, such as the weak housing and domestic demand market in China, the tense relationship between China and the US, and geopolitical risks, the global economy still grew moderately and signified resilient performance. According to the latest forecast released by S&P Global in January 2025, the global economic growth rate was 2.7% in 2024. In Taiwan, benefiting from the booming application of AI and cloud, and the strong demand for information and communication products, the export momentum of Taiwan grew and private investment was also recovering accordingly. The steady employment market, continuous salary growth, and the rise of Taiwan stock market produced the wealth effect and increased the private consumption momentum. According to the latest announcement by the Directorate-General of Budget, Accounting and Statistics (DGBAS), Executive Yuan in January 2025, the economic growth rate of Taiwan in 2024 was forecast as 4.30%.

Looking forward to 2025, although the global economy is expected to maintain a moderate growth pace, the current US President's economic and trade policies are highly uncertain and thereby lead to uncertainties in the countermeasures of various countries. Meanwhile, the geopolitical risks still exist. The US-China relations are unclear. And, given the unfavorable factors, including China's economic recession, the risk of economic downturn has increased. According to the forecast by S&P Global in January 2025, the global economic growth rate will be 2.5% in 2025. In terms of Taiwan's economy, steady expansion of global trade and strong demand for emerging technology applications boosted exports and private investment, and wage growth supported private consumption. According to the forecast released by DGBAS in November 2024, the economic growth rate of Taiwan will be 3.29% in 2025.

With regard to the financial market, the market fluctuated significantly in 2024, due to the changes in monetary policies in major economies and geopolitical tensions. Notwithstanding, the application of emerging technologies, such as AI, has raised the profit sought by enterprises. Besides this, the number of new accounts for Taiwan stocks has been growing. In 2024, the daily average trading volume of Taiwan stocks was NT\$524.701 billion, a year-on-year (YoY) of 46.15%, which uplifted the revenue growth of brokerage service fees generated by Yuanta Securities. Further, the wealth management and investment banking businesses have driven the growth of Yuanta Securities' profitability by 53.40% in 2024, reaching NT\$21.158 billion. Yuanta Securities Investment Trust (YSIT) has been able to accurately capture investors' needs, and has been able to set new highs in terms of share and bond ETF scales. The total assets under management (AUM) (including active and passive management funds and discretionary services) broke NT\$2.23 trillion, driving the growth of profit sought by YSIT by 55.00%, reaching NT\$3.948 billion, in 2024, a new record high. Benefiting

from the need for hedge in the market and the market share of customers' deposit AUM ranking the first place, the profit sought by Yuanta Futures also grew significantly, by 16.96%, amounting to NT\$2.167 billion. The banking industry benefited from the expanding lending volume, coupled with the booming capital market, which boosted the sales of funds, insurance, and overseas bonds, contributing to the net income from fees and charges, and financial trading stock and bond operations have all performed well. As a result, Yuanta Bank's profit grew 15.68% to NT\$10.015 billion. In respect of the life insurance industry, despite the high hedging cost, benefiting from the stable increase in the yield rate of recurring revenue and the appreciation of US dollar helpful for exchange gains, Yuanta Life posted a profit of NT\$1.923 billion and remained stable.

Although the financial market in 2025 will build on the foundation of moderate global economic growth, it will still face many challenges, including the varying pace and magnitude of national monetary policies, the impact of US economic and trade policies that have brought uncertainties to the outlook of the economies of various countries, the slow recovery of China's economy, etc., all of which may lead to increased volatility in the global financial market and affect the performance of Taiwan's stock market. In addition, while interest rate cuts will help stimulate demand for lending, they may depress net interest income performance if the banking industry continues to face high funding costs due to tight liquidity in the market. In the life insurance industry, the steepening of yield rates has helped to improve post-hedging recurring yields, but stock and foreign exchange market turbulence may add to profitability uncertainty. In conclusion, financial market volatility will intensify and uncertainty will be high in 2025. Yuanta Financial Holding Company (FHC) will consistently uphold its strict risk control and management policy, and assess the circumstances and seize market opportunities to continue to create record performance.

II. Changes in Company Organization

As of the end of 2024, the number of investment businesses in which Yuanta FHC had controlling stakes remained unchanged from 2023, including eight subsidiaries - Yuanta Securities Co., Ltd., Yuanta Commercial Bank Co., Ltd., Yuanta Life Insurance Co., Ltd., Yuanta Securities Investment Trust Co., Ltd., Yuanta Futures Co., Ltd., Yuanta Securities Investment Consulting Co., Ltd., Yuanta Venture Capital Co., Ltd., and Yuanta Asset Management Co., Ltd.

III. Business Achievements

Looking back to 2024, financial markets were shaken by the effects of major central banks in the US and Europe initiating an easing cycle, geopolitical tensions, and a weak manufacturing industry. Yuanta FHC adopted a cautious and stable approach in dealing with external changes and adjusted its orientation in a timely manner. The self-assessed net income after tax was NT\$35.830 billion, with an earnings per share (EPS) after tax of NT\$2.77 in 2024, ranking the fourth place among fourteen Taiwan Stock Exchange (TWSE)-listed financial holding companies.

While developing the financial business thoroughly and creating profit, Yuanta FHC has also integrated ESG (environment, society and corporate governance) into its corporate culture and business strategies to establish a sustainable business management

and service model. Yuanta FHC has been selected by the “DJSI World Index” of the Dow Jones Sustainability Index (DJSI), and “DJSI Emerging Markets Index” for six consecutive years. Yuanta FHC was ranked number one (No. 1) for the third time in the S&P Global Corporate Sustainability Assessment (CSA) in the group of FBN Diversified Financial Services and Capital Markets. At the same time, Yuanta FHC has been selected by FTSE4Good Emerging Index for eight consecutive years, which has been recognized as one of the most sustainable companies in Taiwan.

As a member of the Coalition of Movers and Shakers on Sustainable Finance of Taiwan’s Financial Supervisory Commission (FSC), Yuanta FHC has committed to take more proactive actions in the five major areas of Green Procurement, Funding and Engagement, Information Disclosure, Assistance and Promotion, and International Outreach. At the same time, Yuanta FHC and the Securities and Futures Institute (SFI) jointly acted as the convenor of the “Empowerment and Certification Working Group” of the FSC’s net-zero promotion working platform, to promote the “Certificate of Basic Competency for Sustainable Development” and to plan for a complete learning and testing system to assist enterprises in cultivating and recruiting green-collar talent. In addition, Yuanta FHC puts forward a three-hour course on sustainable finance for directors, supervisors, senior managers, and general staff in the financial industry, so that a sustainable culture can be deeply rooted in a company’s internal thinking.

In 2024, Yuanta FHC won recognition from multiple external organizations for its ESG practices. For example, Yuanta FHC has made the Climate Change A List on the CDP (formerly Carbon Disclosure Project), a global environmental indicator, for five consecutive years and has been in the “Leadership Level” for seven consecutive years. Yuanta FHC was awarded the Silver Award of the National Enterprise Environmental Protection Award for its proactive efforts to reduce emissions. Yuanta FHC was selected as one of the “Carbon Competitiveness 100” by *Business Weekly* for leveraging its influence in low-carbon transformation. The Group also completed 100% verification of the five ISO management guidelines on the environmental aspect (ISO 14001 Environmental Management System, ISO 14064-1 Greenhouse Gas (GHG) Inventory Verification, ISO 14046 Water Footprint Inventory, ISO 50001 Energy Management System, and ISO 20400 Sustainable Procurement). Yuanta FHC’s construction of a sustainable supply chain was recognized by the Executive Yuan for thirteen consecutive years for its outstanding performance in green procurement. Yuanta FHC received the “Best Company to Work for in Asia” award from *HR Asia*, a leading Asian human resources magazine, for five consecutive years for its promotion of the comprehensive employee care and career development system. Yuanta FHC built a diversified and inclusive workplace and won the Gold Award of the “Workplace Gender Equality Certification” of Taipei City for two consecutive years. Yuanta FHC’s promotion of sustainable development was recognized at the national level, winning the National Sustainable Development Award for the second time. Yuanta FHC has been continuously recognized as one of the “Corporate Social Responsibility (CSR) Sustainable Citizenship Award – Top 5 Large Enterprises-Financial Industry” by *CommonWealth Magazine*, won the Exemplary Award of the “ESG Corporate Sustainability Award – Comprehensive Performance-Financial Insurance Industry” from *Global Views Monthly* and the Taiwan Financial Award (Financial Holdings CSR Premium Award) from *Wealth Magazine*, and was selected for the “Taiwan Top 100 Sustainable Model Enterprise Award (Service Industry Group)” by Taiwan Corporate Sustainability Awards (TCSA).

For corporate governance, Yuanta FHC ranked in the top 5% of the TWSE-listed companies and the top 10% of the TWSE/TPEX-listed companies engaged in financial insurance business in the tenth Corporate Governance Evaluation organized by TWSE. Yuanta FHC also received the Best Chief Executive Officer, Best Chief Financial Officer, Best Corporate Social Responsibility, Best Investor Relations Manager, and Best Investor Relations awards in Asia, and the 2024 Sustainable Asia Award from *Corporate Governance Asia*. Furthermore, Yuanta FHC passed the “Outstanding Certification” by the Taiwan Corporate Governance Association’s “CG6014 (2023) Corporate Governance System Assessment” jointly with its subsidiaries including Yuanta Securities and Yuanta Bank, and continued its practices in improving stakeholders’ interests and rights, functions of the Board of Directors, corporate governance culture, and sustainable development and governance.

The business achievements of Yuanta FHC’s subsidiaries are as follows:

Yuanta Securities had 148 branches and brokerage department as of the end of December 2024, with a brokerage market share of around 13.26% in 2024, growing by 4% from 2023 and maintaining the leading position in the industry. In recent years, Yuanta Securities has continuously developed multiple businesses domestically and overseas, driven by an enterprising culture of pursuing innovation and teamwork, and received recognition from domestic and international professional financial magazines, totaling 73 awards for the year, including securities-related awards by various international institutions such as the “Best Broker in Taiwan” and the “Best DCM House in Taiwan” awards by *FinanceAsia*, and the “Best Brokerage in Taiwan” award by *The Asset*. Honors from Taiwan’s competent authorities include the “Anti-fraud Recognition Program - Outstanding Award,” “Partnership Award – Securities Underwriters,” “Toward the Future Award – IPO Market Cap,” “Toward the Future Award-IPO Fund Raised,” and “Better Disclosure of Information List” of the Stewardship Principles Evaluation for Institutional Investors from TWSE; “Futures Proprietary Trading Volume Diamond Award” and “Market-Making Performance Diamond Award” from Taiwan Futures Exchange (TAIFEX); and the “Sustainability Bond Performance Award,” “TPEX-Listed Stock Contribution Award,” “TPEX Pre-listing Tutorship Performance Award,” and “Emerging Market Pre-listing Tutorship Performance Award” from TPEX. Meanwhile, Yuanta FHC also received the “Wealth Management Award (*Wealth Magazine*),” “Consumers Financial Brand Award (*Wealth Magazine*),” and the National Brand Yushan Award’s “Outstanding Enterprise” and “Outstanding Products – Intelligent Conditional Order and Asset Overview.” In particular, the “Outstanding Enterprise” even won the National First Prize. In addition, the securities and investment trust industry has been evaluated by the FSC’s second Sustainable Finance Evaluation from 2024 onwards. Yuanta Securities was rated for the first time and was ranked in the top 25%. All these awards have demonstrated that Yuanta Securities has been recognized for its efforts in expanding its business and fulfilling the rights and interests of its customers, while further realizing Yuanta Securities’ determination and goal of net-zero transformation and sustainable development.

Yuanta Bank actively seeks to grow the scale of its businesses under prudent risk management. Its asset size exceeded NT\$2 trillion in 2024, with record asset growth and steadily increasing profitability. In terms of deposits, Yuanta Bank stabilized core deposits through project activities and cash flow services, and expanded its scale by sprouting potential customer segments locally and developing payroll transfer business.

The credit business focused on medium and large enterprises and high-quality individuals as the main customer segments, and aimed to become the lead bank for syndicated loans. Yuanta Bank also took advantage of the US dollar interest rate cut to develop its foreign currency lending business. Wealth management business continues to enlarge its business team to meet customers' all-round needs with professional services and high-quality financial products. Net fee income was also at an all-time high. In terms of customer management, by promoting the penetration of products among different businesses, Yuanta Bank has been able to attract customers to increase the types of services they use in order to deepen customer retention. Yuanta Bank has been committed to customer management, product innovation, and promotion of financial sustainability for a long time. In 2024, Yuanta Bank was recognized by various professional organizations, including being ranked among the top 25% of banks in the FSC's Treating Customers Fairly Evaluation and among the top 25% of 34 industry peers in the second Sustainable Finance Evaluation, ranking in the top segment for the second consecutive year. These achievements also display Yuanta Bank's commitment to green finance and sustainable development.

Under Yuanta FHC's overall growth and development strategy of "solidification of cores and driving of growth," Yuanta Life continued to strengthen the marketing of protection-type and long-term paying products through the integration of Group resources, in order to respond to the direction of the competent authorities. In 2024, the share of premiums for protection-type and long-term paying products reached 82%, demonstrating that Yuanta Life has been steadily expanding the scale of its business of protection-type and long-term paying products in pursuit of Yuanta Life's core value of "Insurance Protection, Sustainable Business, and Society's Well-being." Yuanta Life turned its loss to profit in 2018 and the interest spread also turned positive in 2020. Yuanta Life's net income after tax in 2024 amounted to NT\$1.923 billion, and its capital adequacy ratio was 396% and net worth ratio was 7.59%, which are in line with Yuanta Life's principle of maintaining a high standard of capital adequacy ratio and net worth ratio. Yuanta Life also ensured financial stability and sustained profitable growth to enhance its contribution and significance to the Group.

Yuanta Securities Investment Trust's AUM amounted to NT\$2.2250 trillion as of the end of 2024, growing by NT\$737.5 billion from 2023, i.e. a YoY growth by 50%. The AUM growth rate has attained more than 20% for four consecutive years. The net income after tax was NT\$3.948 billion, a YoY growth by 54.98%, and EPS NT\$17.40, in 2024. Since Yuanta Securities Investment Trust was incorporated, it has adhered to the management philosophy stressing "Stability, Integrity, Service, and Innovation" and "Devoted Entirely to Managing Your Wealth," and has been dedicated to engaging in the diversified investment and wealth management areas as the investment trust company with the largest publicly offered fund scale and market share. The publicly offered funds amounted to NT\$2.1964 trillion and were affirmed by more than 4.63 million beneficiaries, stably occupying the first place in the market. Yuanta Securities Investment Trust owns the strongest and largest-scale research team dedicated to helping investors gain access to international trends and related financial products in a timely manner and also providing diversified investment solutions, in order to satisfy investors' wealth management and retirement needs. In past years, Yuanta Securities Investment Trust's domestic/overseas funds have pursued stable performance and growth rate. Yuanta Securities Investment Trust also won multiple awards and patents from

domestic/overseas professional organizations, with respect to the three indicators including product, brand, and talent, establishing a leading position in the industry.

In 2024, Yuanta Futures adhered to its operational goal of steady growth and continued to strengthen the momentum of each business and achieve steady growth. In terms of business performance, Yuanta Futures' domestic futures brokerage market share was 22.62%, options brokerage market share 18.14% and foreign futures market share 26.47%. Its overall business performance led the industry. With regard to financial performance, Yuanta Futures generated a net income after tax of NT\$2.167 billion, ranking the first place among fourteen professional futures firms, a new high historically, with an EPS after tax of NT\$7.47 and a rate of return (ROE) after tax of 14.24%, in 2024, demonstrating its excellent business performance. Yuanta Futures has been actively strengthening various operational indicators and is committed to corporate governance through prudent risk management, and was recognized by domestic/international competent authorities and professional financial institutions for its performance in various areas. For example, it has been included in the "Top 5% of TWSE/TPEX-listed Companies" of the Corporate Governance Evaluation by TWSE for ten consecutive years and in the top 25% of futures firms in the FSC's Treating Customers Fairly Evaluation. Yuanta Futures also won "Futures Diamond Award" from TAIFEX and the National Brand Yushan Award's "Outstanding Enterprise" and "Best Product" awards. Yuanta Futures has likewise been honored for its sustainable business performance in the "CSR Sustainable Citizenship Award – Little Giant Award" from *CommonWealth Magazine* for seven consecutive years, the TCSA, and the Digital Financial Awards from *Commercial Times*. Furthermore, it was granted the long-term credit rating "AA-(twn)," with the "stable" outlook by Fitch Ratings. In the future, Yuanta Futures will continue to develop business at home and abroad, optimize all indicators, and move towards becoming an international futures dealer in Asia.

In implementing their respective 2024 business plans, our subsidiaries posted the following results:

Item		Total assets (NT\$1,000)	Net income (NT\$1,000)	EPS (NT\$)
Yuanta Securities	2024	692,161,451	21,157,892	3.21
	2023	498,423,232	13,793,474	2.09
Yuanta Bank	2024	2,051,940,102	10,015,301	1.25
	2023	1,834,464,451	8,657,463	1.08
Yuanta Life	2024	456,510,317	1,922,588	0.77
	2023	433,372,854	2,018,960	0.83
Yuanta Securities Investment Trust	2024	10,030,544	3,947,571	17.40
	2023	7,659,524	2,547,106	11.22
Yuanta Futures	2024	158,712,471	2,166,896	7.47
	2023	110,060,069	1,852,719	6.39

Item		Total assets (NT\$1,000)	Net income (NT\$1,000)	EPS (NT\$)
Yuanta Venture Capital	2024	3,651,472	701,067	2.58
	2023	3,281,118	361,007	1.33
Yuanta Asset Management	2024	4,509,207	320,682	0.96
	2023	4,186,698	147,022	0.44
Yuanta Securities Investment Consulting	2024	372,251	2,134	0.21
	2023	301,856	3,981	0.40

IV. Credit Ratings' Dates and Results

Domestic and international credit rating organizations have recognized Yuanta FHC's stable asset quality and business achievements. Taiwan Ratings confirmed on January 22, 2025 that Yuanta FHC's outlook should remain "stable," reflecting Yuanta Group's strong capitalization on a consolidated basis and its leading position in the relevant securities markets in Taiwan. Fitch Ratings confirmed on November 4, 2024 that Yuanta FHC's outlook should remain as "stable," recognizing Yuanta Group's stable position in the domestic market. Yuanta Group's continued expansion of its domestic banking services, overseas retail brokerage services, and wealth management services further improved its profit quality and financing profile through diversification.

Yuanta FHC's most recent credit rating results are summarized below:

Rating category	Rating agency	Credit rating		Outlook	Effective date
		Long-term	Short-term		
International rating	Fitch Ratings	BBB+	F2	Stable	2024/11/4
Domestic rating	Fitch Ratings	AA-(tw)	F1+(tw)	Stable	2024/11/4
	Taiwan Ratings	twAA-	twA-1+	Stable	2025/1/22

V. Future Development Strategies of Yuanta FHC

Yuanta FHC has always aimed to grow stably and upgrade shareholders' value. Looking back on the development history in recent years, the integration and voluntary growth, exercise of the consolidated effects of merger and acquisition (M&A) and consolidation, integration of the securities businesses overseas and efforts used in growing the business of various business entities, have driven the significant increase in the entire business scale. As a result, Yuanta FHC owning the five major profit engines, including Yuanta Securities, Yuanta Bank, Yuanta Life, Yuanta Securities Investment Trust, and Yuanta Futures, was incorporated. Meanwhile, the differentiated services and products drove the mutual growth of Yuanta Group's five major business entities.

Yuanta FHC will continue to adopt the overall growth and development strategy valuing "solidification of cores and driving of growth," with emphasis on "focusing on Taiwan's capital market" and "expanding overseas profit engines." Under the balance of

the three core philosophies of “stable profitability,” “risk control and management,” and “sustainable development,” Yuanta FHC operates businesses, markets, and customer segments with growth potential, leveraging the growth benefits of Yuanta Group’s cross-industry and cross-border integration to effectively stabilize and improve earnings levels, and steadily progresses toward the two goals of “Best Financial Services Provider in Asia Pacific” and “International Benchmark Enterprise for Sustainability.”

The development strategies of Yuanta FHC for 2025 are summarized as follows:

(I) Yuanta Securities: Consolidate domestic market position and enhance profit contribution from overseas subsidiaries.

Yuanta Securities is committed to consolidating its competitive advantages and market leadership in its core businesses, deepening customer relationships and expanding into the youth segment. At the same time, Yuanta Securities is developing various innovative businesses through financial technology, creating diversified and differentiated products and services, and exploring multiple sources of revenue to build up its sustainable growth momentum.

In addition, Yuanta Securities will actively strengthen regional integration and new product development, as well as overseas layout and related business connections, in order to expand its scale of operation and competitive advantage. Yuanta Securities will continue to enlarge its regional presence in Asia and gradually increase the profit contribution of its overseas subsidiaries, aiming to become the best financial service provider in Asia Pacific.

(II) Yuanta Bank: Adjustment of business structure and steady increase in asset scale and profitability.

Yuanta Bank continues to focus on “balanced business structure, diversification of profit sources, and efficient use of capital” as its main management theme. The deposit business will implement localized operations and develop cash flow services to increase core deposits with high stability and lay the foundation for the development of various business. In terms of credit business, corporate banking business will continue to strengthen business cooperation with the Group’s subsidiaries, cultivate a high-quality customer base, and increase multi-dimensional services and business development. The consumer banking business will optimize the credit system, strengthen the credit business, and increase the volume of financial home loans. With prudent control of credit risk and implementation of post-loan management, interest rate spread can be improved and revenue raised. In the wealth management business, in addition to effectively utilizing the Group’s resource strengths and integrating the resources of the corporate banking and consumer banking businesses to expand the wealth management team and the scale of wealth management assets, Yuanta Bank will continue to develop a digital wealth management customer base and service platform. It will promote further breakthroughs in handling fee income by providing comprehensive customer services and expanding operations to high-asset customer segments. With regard to financial investment, Yuanta Bank will pay attention to market changes and maintain operational flexibility, reinforce capital allocation and management, and steadily increase related returns.

(III) Yuanta Life: Continue the business direction of “digital transformation,” “earnings preservation,” “diversification,” and “channel 25;” the product development continues to focus on the two main axes of “traditional products” and “investment-linked products;” and actively strengthen the operation of the core channels.

Yuanta Life continues to focus its product development on the needs of various customer segments, and in response to the aging trend and interest rate environment, it has adopted traditional and investment-linked as the two main axes of product development. Meanwhile, it continues to develop the insurance products that satisfy the needs of retirement life, retirement medical treatment, and retirement care, in order to enrich the product lines and optimize the coverage to meet various insurance needs. Through different sales channels such as financial services, insurance brokers and agents, and salespersons, Yuanta Life reaches out to every corner to help customers and their families build a complete protection and financial plan. In addition to delivering the core values of Yuanta Life – “Insurance Protection, Sustainable Business, and Society’s Well-being” – to its customers, Yuanta Life also helps itself achieve long-term financial and business goals.

In terms of channels, with the development direction of focusing on core channels and expanding business capacity, Yuanta Life will take into account the characteristics of the channels and market demand to carry out product forward planning and strengthen the competitive advantage of products. At the same time, Yuanta Life will promote differentiated products and services according to the characteristics of the target customers, optimize the service chain process, and enhance the sales experience in the channel. Yuanta Life will also integrate the Group’s resources to deepen the relationship with the cooperative channels and increase the level of contribution. Meanwhile, in response to the digital transformation wave and post-pandemic era, it exercises the insurance technology proactively to promote various digital services, including remote insurance underwriting, and implementation of AI smart customer services in the service process. Yuanta Life also actively participates in the Life Insurance Association’s policy passbook services and claims alliance chain re-evolution functions to achieve the three major goals of providing zero-contact services, energy saving and carbon reduction, and achieving financial inclusion in the post-pandemic era.

In addition, in order to smoothly integrate with IFRS 17 and ICS 2.0, Yuanta Life is now actively preparing for the application of IFRS 17. Yuanta Life will perform monthly IFRS 17 liability settlement according to the plan schedule this year to facilitate the continuous evaluation of the impact of IFRS 17 liabilities. Yuanta Life will continue to cooperate with the competent authorities to test the capital adequacy ratio of the new generation of solvency ICS 2.0. In accordance with the requirements of the competent authorities, Yuanta Life will submit an application plan for transitional measures and conduct relevant analysis and research to ensure the smooth integration of IFRS 17 and ICS 2.0, so as to achieve the goal of sustainable operation.

(IV) Yuanta Securities Investment Trust: Stable growth in asset management scale with innovative and diversified product lines.

Yuanta Securities Investment Trust's (YSIT) business objective is to achieve stable growth in the size of AUM and profitability. With "Global Perspective, Leading in Stocks and Bonds, Active and Passive, Product Leadership, and Customer Satisfaction" as the core of development, YSIT, as a leader of the product research and development center, not only continues to introduce innovative products that are in line with the market conditions, but also meets the diversified financial needs of customers by taking advantage of its multiple product lines (stocks, bonds, commodities, foreign exchange, and leveraged inverse trading) under the changes in the financial market. YSIT also actively promotes active and passive funds for regular fixing, in order to realize financial inclusion. In addition, YSIT refines its digital financial services, implements its responsibility for sustainable development, and strengthens its information security resilience, and enhances the quality of its services in terms of investor education and customer satisfaction.

(V) Yuanta Futures: Focus on core business and build a global trading platform.

Yuanta Futures takes "Foresight and Innovation, Wealth and Sustainability" as the main strategic axis, and develops its futures brokerage business with sound financial indicators, continuously optimized IT infrastructure, a complete front and back office team as the basis of operation, and strict risk control and compliance as the core of operation, making steady profits. Yuanta Futures not only continues to increase its brokerage market share, gross margin, and self-operating performance, but also strives to optimize its trading platform and strengthen its information security system to uphold the principles of fair customer treatment and fraud prevention. Yuanta Futures provides a wide range of products and services. At the same time, it deeply pursues the concept of sustainable management and is committed to implementing ESG objectives, taking into account Yuanta Futures' business development and outlook for corporate sustainability.

In terms of international layout, Yuanta Global (Singapore) Pte. Ltd. obtained the approval-in-principle letter from the Singaporean authorities in October, and is currently making preparations for the opening of the subsidiary. In the future, Yuanta Futures will combine the resources of its head office, Hong Kong, and Singapore to expand potential customers in Southeast Asian countries, increase the opportunities for cooperation with international institutional investors, and create Group synergies, as well as move towards the goal of becoming a large-scale international futures trader.

Yuanta FHC's corporate governance plan and sustainable development strategy for the year 2025 are highlighted below:

In terms of the corporate governance plan, Yuanta FHC continues to pay attention to the development trend of corporate governance at home and abroad, and in response to the FSC's "Sustainable Development Action Plans for TWSE/TPEX-listed Companies," Yuanta FHC's corporate governance plan is introduced in a timely manner and is revised annually in line with the execution status to achieve effective implementation. The corporate governance plan and specific measures for the year 2025 include continuously strengthening the structure and operation of the Board of Directors (planning to increase the number of female directors to more than one-third of the number of seats on the Board

of Directors for the tenth term of the Board of Directors, and planning to have an independent director as the convener and chairperson of the tenth term of the Board of Directors' nominating committee); enhancing the transparency of audit quality (regularly evaluating the independence and appropriateness of appointed accountants by referring to the Audit Quality Indicators (AQIs) each year); proactively communicating with shareholders and stakeholders (uploading the materials of shareholders meeting and annual reports in both Chinese and English in advance, and formulating the "Corporate Value Enhancement Plan," submitting it to the Board of Directors for approval, and disclosing it on the Market Observation Post System (MOPS)); and improving the quality of the sustainability information (implementing the system of internal control on the management of the sustainability information, and submitting the sustainability (ESG) report to the Board of Directors for approval).

With regard to sustainable development strategy, Yuanta FHC actively echoes the "Taiwan 2050 Net-Zero Carbon Emissions" policy, follows international sustainability standards and initiatives, and gradually improves its own carbon inventory of its operations and investment and financing assets, as well as its management mechanism for climate risks and opportunities, and deepens its climate risk management mindset through its internal carbon pricing mechanism. Meanwhile, Yuanta FHC prudently responds to the physical and transformational risks of climate change, and supports Taiwan's four major transformation strategies, including "energy transformation," "industry transformation," "lifestyle transformation," and "social transformation," through the use of sustainable financial commodities, responsible investment and financing, low-carbon operations, and sustainable supply chains. It has also incorporated the concept of net-zero transformation into its daily operations and business decisions. As the rotating chair of the Coalition of Movers and Shakers on Sustainable Finance of the FSC in 2025, Yuanta FHC will continue to keep pace with the government and international standards, and join hands with shareholders, customers, employees, and other stakeholders to utilize the peer-to-peer effect, to drive the industry and society toward the goal of sustainable development, and to reach the best state of sustainability and common good.

Looking to the future, Yuanta FHC will persist in using the power of capital, commodities, and engagement of financial institutions to guide domestic industries toward sustainable transformation, and all of the staff will work together to promote sustainable development in this spirit.

Company Reports (II)

Motion: The Audit Committee's Review of the 2024 Business Report, Financial Statements, and Earnings Distribution Plan, and Audit Committee's communication with the Head of Internal Audit (Proposed by the Audit Committee)

Note:

- I. The Audit Report of the Company's Audit Committee on the 2024 Business Report, Financial Statements, and Earnings Distribution Plan is attached as follows (on page 17).
- II. The 2024 Summary of Communication between the Audit Committee and the Head of Internal Audit is attached as follows (on page 18).

Audit Committee's Report on the Latest Financial Statements

Yuanta Financial Holding Co., Ltd.

Audit Report from the Audit Committee

Yuanta Financial Holdings' Financial Statements 2024, together with the Business report and Earnings Distribution Plan, were submitted to the Committee for audit. The Statements were audited by independent auditors, Puo-Ju Kuo and Chien-Hung Chou, of PricewaterhouseCoopers Certified Public Accountants, who issued the Unqualified Opinions.

The Audit Committee, after completing the audit of said reports and statements, believes that they are free of material misstatement, and thus has produced this report according to Article 14-4 of *Securities and Exchange Act* and Article 219 of the *Company Act* after obtaining the consent of all Audit Committee members.

Submitted by:

2025 Annual General Meeting of Shareholders of Yuanta Financial Holding Co., Ltd.

Audit Committee of Yuanta Financial Holding Co., Ltd.

Convener: Ming Ling Hsueh

March 14, 2025

Summary of Communication between the Audit Committee and the Head of Internal Audit

Date	Way of Communication	Object of Communication	Communication Focus	Communication Results
January 23, 2024	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of December 2023 of the Company and its direct affiliates. 2. The improvement handling situation with regard to the inspection opinions of the Financial Examination Bureau of the Financial Supervisory Commission R.O.C. (Taiwan). 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Received and acknowledged; transferred to report to the board of directors.
February 27, 2024	Audit Committee	Auditor-General	Audit business report of January 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
March 19, 2024	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of February 2024 of the Company and its direct affiliates. 2. 2023 Statement of the Internal Control System. 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Passed; reported to the board of directors for decision.
April 16, 2024	Audit Committee	Auditor-General	Audit business report of March 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
May 21, 2024	Audit Committee	Auditor-General	Audit business report of April 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.

June 18, 2024	Audit Committee	Auditor-General	Audit business report of May 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
July 16, 2024	Audit Committee	Auditor-General	Audit business report of June 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
August 20, 2024	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of July 2024 of the Company and its direct affiliates. 2. The improvement handling situation with regard to the inspection opinions of the Financial Examination Bureau of the Financial Supervisory Commission R.O.C. (Taiwan). 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Received and acknowledged; transferred to report to the board of directors.
September 18, 2024	Audit Committee	Auditor-General	Audit business report of August 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.
October 15, 2024	Audit Committee	Auditor-General	Audit business report of September 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.

November 19, 2024	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of October 2024 of the Company and its direct affiliates. 2. The results of the Company's assessment of its subsidiaries' internal auditing operations. 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Received and acknowledged; transferred to report to the board of directors.
December 17, 2024	Audit Committee	Auditor-General	<ol style="list-style-type: none"> 1. Audit business report of November 2024 of the Company and its direct affiliates. 2. The Company's 2025 annual audit plan. 	<ol style="list-style-type: none"> 1. Received and acknowledged; transferred to report to the board of directors. 2. Passed; reported to the board of directors for decision.
January 16, 2025	Audit Committee	Auditor-General	Audit business report of December 2024 of the Company and its direct affiliates.	Received and acknowledged; transferred to report to the board of directors.

Company Reports (III)

Motion: The Company's Distribution of Remuneration for Employees and Directors of the Board in 2024
(Proposed by the Board of Directors)

Note:

- I. This motion shall be handled in accordance with Article 33 of the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.
- II. The Company's pre-tax income in 2024 before deductions from employee remuneration and directors' remuneration is NT\$ 36,688,351,525. The remuneration of employees by cash distribution was NT\$ 5,240,002 and the remuneration of directors was NT\$ 290,222,306.
- III. This motion was approved by the 37th meeting of the ninth (9th) Board of Directors of the Company.

Company Reports (IV)

Motion: The Reasons for the Issuance of the Company's Unsecured Ordinary Corporate Bonds and the Related Matters (Proposed by the Board of Directors)

Note:

- I. According to Article 246 of the *Company Act*, after the Board of Directors resolves to raise corporate bonds, the Company must report the reasons for raising corporate bonds and related matters to the Shareholders Meeting.
- II. On August 21, 2024, the Company completed the first unsecured ordinary corporate bond issuance for the year 2024 to repay the commercial paper issued for operational purposes. The actual amount raised is NT\$6.3 billion, and the capital utilization plan has been fully executed in the third quarter of 2024. In addition, on April 8, 2025, the Company completed the first unsecured ordinary corporate bond issuance for the year 2025. The actual amount raised is NT\$2.1 billion, and the capital utilization plan has been fully executed in the second quarter of 2025.
- III. For the issuance plan of the Company's "First Issuance of Unsecured Ordinary Corporate Bonds for the Year 2024," please refer to the prospectus. The main conditions of the issuance are summarized below:

- (I) Issuance date: August 21, 2024
- (II) Total issuance amount: NT\$6.3 billion in total issuance amount, and the bonds are classified into two types, i.e., A Bonds and B Bonds, depending on the conditions of issuance. The issuance amount of Bond A is NT\$3.1 billion and the issuance amount of Bond B is NT\$3.2 billion.
- (III) Issuance price: Issued at full face value.
- (IV) Issuance period: The maturities of the Company's Bonds A and B are five (5) years and ten (10) years, respectively, and the issuance periods are as follows:
 - Bond A: Issuance commenced on August 21, 2024 and will mature on August 21, 2029;
 - Bond B: Issuance commenced on August 21, 2024 and will mature on August 21, 2034.
- (V) Coupon rate: The coupon rate of Bond A is fixed at 2.00% per annum; the coupon rate of Bond B is fixed at 2.10% per annum.
- (VI) Principal repayment and interest payment: Each bond is repayable in one installment on maturity from the date of issuance. Interest is payable annually in simple interest at par value from the date of issuance.

IV. For the issuance plan of the Company's "First Issuance of Unsecured Ordinary Corporate Bonds

for the Year 2025,” please refer to the prospectus. The main conditions of the issuance are summarized below:

- (I) Issuance date: April 8, 2025
- (II) Total issuance amount: NT\$2.1 billion in total issuance amount.
- (III) Issuance price: Issued at full face value.
- (IV) Issuance period: The term of the issuance is 10 years, with the issuance period commencing on April 8, 2025 and maturing on April 8, 2035.
- (V) Coupon rate: The coupon rate is a fixed rate of 2.08% per annum.
- (VI) Principal repayment and interest payment: Each bond is repayable in one installment on maturity from the date of issuance. Interest is payable annually in simple interest at par value from the date of issuance.

Proposals (I)

Motion: Adoption of the 2024 Business Report and Financial Statements (Proposed by the Board of Directors)

Note:

- I. The 2024 Financial Statements were audited by independent auditors, Pao-Ju Kuo and Chien-Hung Chou of PricewaterhouseCoopers Certified Public Accountants, who issued unqualified opinions. The Financial Statements indicated above and the 2024 Business Report have been audited by the Audit Committee and considered correct, and the Audit Report (on page 17) is issued by the Committee.
- II. Adoption of the Business Report (on page 5), Independent Auditors' Report, and the Financial Statements.

Resolution:

Independent Auditors' Report

PWCM24000348

To the Board of Directors and Shareholders of Yuanta Financial Holding Co., Ltd.

Opinion

We have audited the accompanying consolidated balance sheets of Yuanta Financial Holding Co., Ltd. (the "Company") and its subsidiaries (collectively "Yuanta Group") as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants, Jin-Guan-Yin-Fa-Zi Letter No.10802731571 and Standards on Auditing of 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. We are independent of Yuanta Group 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

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

Impairment evaluation of bills discounted and loans

Description

For the accounting policy of the impairment evaluation of bills discounted and loans, please refer to Note 4(10); for the critical accounting estimates and assumption uncertainty of expected credit loss on bills discounted and loans, please refer to Note 5; for the details on bills discounted and loans, please refer to Notes 6(9) and 12(3). Total bills discounted and loans (including adjustment for premium or discount) and the allowance for credit losses, arising from Yuanta Commercial Bank Co., Ltd. of Yuanta Group, as at December 31, 2024 were NTD 1,274,007,508 thousand and NTD 16,123,367 thousand, respectively.

The impairment evaluation of bills discounted and loans arising from Yuanta Commercial Bank Co., Ltd. is conducted in accordance with IFRS 9, 'Financial Instruments', "Regulations Governing the Procedures for Banking Institutions to Evaluate Assets and Deal with Non-performing/Non-accrual Loans" and relevant regulations. The management's considerations on bills discounted and loans impairment appropriation are primarily based on reasonable and supportable information about past events, current conditions, and forecasts of future economics. At each financial reporting date, bills discounted and loans are categorized into one of the following three stages based on whether there has been significant increase in credit risk since initial recognition: no significant increase in credit risk or low credit risk at balance sheet date, significant increase in credit risk and credit-impaired and considered relevant laws and regulations of the allowance for credit losses. Because the amount of bills discounted and loans is material with respect to the total consolidated assets and impairment evaluation involves management's professional judgment and is highly uncertain, we have thus included the impairment evaluation of bills discounted and loans as one of the key audit matters.

How our audit addressed the matter

We obtained and gained an understanding of Yuanta Commercial Bank Co., Ltd.'s policies, internal controls, and operation procedures in relation to the credit risk management and the impairment evaluation of bills discounted and loans and performed sample tests. We conducted the following procedures on the impairment evaluation of bills discounted and loans as at December 31, 2024: sample examined the stage classification for expected credit losses; sample tested the calculation of the probability of default, loss given default, and exposure at default; sample examined documents regarding management's individual evaluation of future cash flows and collateral value; and evaluated whether the provision for impairment loss amount complied with the competent authority's related regulations.

Fair value valuation of unlisted stocks

Description

For the accounting policy of unlisted stocks (accounted under financial assets at fair value through other comprehensive income), please refer to Note 4(7); for the critical accounting estimates and assumption uncertainty of the fair value of unlisted stocks, please refer to Note 5; for the details on unlisted stocks, please refer to Notes 6(4) and 12(2). The carrying amount of the financial assets at fair value through other comprehensive income – unlisted stocks as at December 31, 2024 was NTD 39,116,531 thousand.

Because there are no active market quoted prices for the financial assets at fair value through other comprehensive income – unlisted stocks held by Yuanta Group, the management uses valuation techniques and the assistance of experts to estimate the fair value. The valuation techniques used by Yuanta Group are primarily the market method and the discounted cash flow method. The market method's main assumption is determining similar and comparable companies in order to obtain the related parameters as a reference for calculations. The discounted cash flow method's main assumption is the financial forecast of unlisted companies in order to obtain their related parameters as a reference for calculations. Because models and parameters used in valuation techniques are made by management's professional judgments and estimates, such accounting judgments and estimates are highly uncertain; we have thus included the fair value valuation of unlisted stocks as one of the key audit matters.

How our audit addressed the matter

We obtained and gained an understanding of management's valuation procedures for unlisted equity securities. We sample tested the management authorization procedures for the fair value valuation reports of unlisted equity securities.

In addition, we and our valuation experts discussed with management and sample tested Yuanta Group's valuation data for unlisted stocks, including the valuation documents provided by the management's experts, evaluated whether the valuation methods used by management were commonly used; we and our valuation experts also evaluated the reasonableness of the comparable companies under the market method and sample tested related supporting documents regarding the parameters used in the valuation.

Impairment assessment of goodwill

Description

For the accounting policy of the impairment assessment of goodwill (intangible assets), please refer to Notes 4(12) and 4(19); for the critical accounting estimates and assumption uncertainty of impairment assessment of goodwill, please refer to Note 5; for the details on goodwill, please refer to Note 6(17). Goodwill after accumulated impairment as at December 31, 2024 was NTD 28,472,160 thousand.

Yuanta Group periodically performs impairment assessments on goodwill at the end of each year. Such assessments are based on cash generating units identified through operating segments and Yuanta Group engaged experts to assist in measuring the recoverable amounts of cash generating units based on future cash flows. Because the amount of goodwill is material and the models and parameters used in calculating recoverable amounts are made by management's professional judgments and are critical accounting estimates, such as future cash flows, estimated growth rate and discount rate, we have thus included the impairment assessment of goodwill as one of the key audit matters.

How our audit addressed the matter

Our main audit procedures included obtaining asset impairment evaluation data prepared by management, sample testing the authorization procedures for impairment testing reports, and understanding and assessing management's estimation process for future cash flows. In addition, we and our valuation experts reviewed the management's prior year operation plan execution result; sample assessed the reasonableness of key assumptions used in impairment testing models, such as estimated growth rates and discount rates; and sample tested the parameters and calculation formulas of impairment testing models.

Reserve for policy benefit and adequacy of insurance liabilities

Description

For the accounting policy of reserve for policy benefit and adequacy of insurance liabilities, please refer to Note 4(28); for the critical accounting estimates and assumption uncertainty of adequacy of insurance liabilities, please refer to Note 5; for the details on insurance liabilities, please refer to Note 6(26). Reserve for policy benefit under insurance liabilities as at December 31, 2024 was NTD 375,453,852 thousand.

For long-term insurance contracts, Yuanta Life Insurance Co., Ltd. recognised reserve for policy benefit in accordance with related insurance regulations, the life chart of annuity, and the specified interest rates prescribed within the insurance product statements as approved by the competent authority. The discount rates are the specified interest rates as approved by the competent authority. Liability adequacy testing is required to be conducted on insurance contracts at balance sheet date in accordance with IFRS 4, 'Insurance Contracts,' in order to reflect the current estimate of future cash flows, where various of assumption for discount rate, mortality rate, morbidity rate, lapse rate, and expense rate which involved professional judgement will affect the amount of reserve for policy benefit recognised in the financial statement. Considering that the provision of policy reserves has a material impact on the financial statements, and if insurance liabilities are not adequate, the financial statements will be materially impacted, we have thus included the reserve for policy benefit and adequacy of insurance liabilities as one of the key audit matters.

How our audit addressed the matter

The audit procedures we performed mainly include understanding and assessing the policies, internal controls, and procedures relevant to reserve for policy benefit; sample examining authorization documents for the configuration of new products in order to confirm the accuracy of configurations for the reserves system of new products; sample inspecting the number of effective policies in the policy system and the actuarial system in order to confirm the completeness of the calculations for reserve for policy benefit; sample examining the consistency between policy information of new products and information in the policy system in order to confirm the accuracy of policy information for calculating reserve for policy benefit. Our actuarial experts assisted us in sample testing representative new products in the current period in order to confirm that the method and results of provisioning reserves were consistent with those of the insurance product statement submitted to the competent authority; performing trend analysis (excluding new products) on each insurance type and performed roll analysis on each product type in order to assess the reasonableness of reserve for policy benefit on the balance sheet date.

We also used the work of actuarial expert to assist in assessing the adequacy of insurance liabilities, comparing whether there were significant differences between the current period and the previous period regarding main assumptions other than the discount rate, which are mortality rate, morbidity rate, lapse rate, and expense rate. If there were significant differences, then related documents and explanations with regard to Yuanta Life Insurance Co, Ltd. were obtained; also, current period assumptions were compared to actual experiences in order to examine the reasonableness of each assumptions. Furthermore, the actuarial expert assisted us in referencing current market interest rate information to assess the reasonableness of the elected discount rate for future cash flows from insurance contracts; confirming the accuracy of the cash flow model through independent sample testing; recalculating the current estimates of future cash flows using the overall cash flow and discount rates assumptions provided by Yuanta Life Insurance Co., Ltd.; comparing the carrying amount of insurance liabilities to the current estimate of future cash flows from insurance contracts.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Financial Holding Companies, Regulations Governing the Preparation of Financial Reports by Securities Issuers, Regulations Governing the Preparation of Financial Reports by Public Banks, Regulations Governing the Preparation of Financial Reports by Securities Firms, Regulations Governing the Preparation of Financial Reports by Futures Commission Merchants, Regulations Governing the Preparation of Financial Reports by Insurance Enterprises, and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came

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

In preparing the consolidated financial statements, management is responsible for assessing Yuanta 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 Yuanta 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 Yuanta 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 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 of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

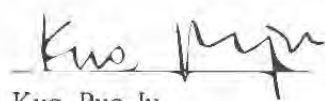
auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause Yuanta Group 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 Yuanta Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.



Kuo, Puo-Ju



Chou, Chien-Hung

For and on behalf of PricewaterhouseCoopers, Taiwan

March 14, 2025

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

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	ASSETS	Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
11000	Cash and cash equivalents	6(1)	\$ 83,226,254	2	\$ 81,869,960	3
11500	Due from Central Bank and call loans to other banks	6(2) and 8	98,990,404	3	83,110,140	3
12000	Financial assets at fair value through profit or loss	6(3), 7 and 8	601,160,529	16	563,701,196	17
12150	Financial assets at fair value through other comprehensive income	6(4) and 8	329,586,158	9	292,262,818	9
12200	Investments in debt instruments at amortised cost	6(5) and 8	554,949,950	15	539,131,270	16
12500	Investments in bills and bonds under resale agreements	6(6)	85,047,944	2	99,644,104	3
13000	Receivables – net	6(7) and 7	342,512,890	9	273,092,919	8
13200	Current income tax assets		2,622,447	-	2,623,799	-
13300	Assets held for sale – net	6(8)	280,243	-	79,099	-
13500	Bills discounted and loans – net	6(9) and 7	1,280,633,452	35	1,086,526,760	33
13700	Reinsurance contract assets – net	6(10)	1,343,382	-	1,249,093	-
15000	Equity investments accounted for under the equity method – net	6(11)	2,260,465	-	3,089,373	-
15100	Restricted assets – net	8	8,550,242	-	3,051,147	-
15500	Other financial assets – net	6(12)	132,321,962	4	111,816,531	4
18000	Investment property – net	6(13) and 8	14,705,836	-	11,307,517	-
18500	Property and equipment – net	6(14) and 8	28,974,811	1	27,352,156	1
18600	Right-of-use assets – net	6(15)	10,804,544	-	13,011,575	-
19000	Intangible assets – net	6(17)	30,531,049	1	30,728,678	1
19300	Deferred income tax assets	6(45)	7,363,297	-	5,246,624	-
19500	Other assets – net	6(18), 7 and 8	99,863,945	3	69,765,061	2
	TOTAL ASSETS		\$ 3,715,729,804	100	\$ 3,298,659,820	100

(Continued)

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	LIABILITIES AND EQUITY	Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
21000	Deposits from Central Bank and other banks	6(20)	\$ 2,310,340	-	\$ 12,387,393	-
22000	Financial liabilities at fair value through profit or loss	6(3)	186,040,458	5	158,670,714	5
22500	Bills and bonds payable under repurchase agreements	6(6)(47) and 7	273,112,894	7	251,838,703	8
22600	Commercial paper payable – net	6(21)(47)	154,619,336	4	83,155,165	3
23000	Payables	6(22) and 7	177,196,786	5	180,210,063	6
23200	Current income tax liabilities		5,557,055	-	5,366,128	-
23500	Deposits and remittances	6(23) and 7	1,684,724,042	45	1,548,770,818	47
24000	Bonds payable	6(24)(47)	111,032,794	3	104,904,691	3
24400	Other borrowings	6(25)(47)	63,585,186	2	48,439,167	2
24600	Liabilities reserve	6(26)(27)	391,867,186	11	376,640,823	11
25500	Other financial liabilities	6(28) and 7	173,232,189	5	135,723,396	4
26000	Lease liabilities	6(47)	5,941,224	-	6,191,253	-
29300	Deferred income tax liabilities	6(45)	7,418,066	-	5,341,639	-
29500	Other liabilities	6(29) and 7	143,238,921	4	72,643,721	2
	TOTAL LIABILITIES		<u>3,379,876,477</u>	<u>91</u>	<u>2,990,283,674</u>	<u>91</u>
31000	Equity attributable to owners of the parent company					
31100	Share capital					
31101	Common stock	6(30)	129,428,640	3	126,890,824	4
31500	Additional paid-in capital	6(31)	38,198,040	1	38,188,103	1
32000	Retained earnings					
32001	Legal reserve	6(32)	25,415,714	1	22,561,044	1
32003	Special reserve	6(32)	6,549,233	-	13,517,403	-
32011	Undistributed earnings	6(33)	106,533,061	3	80,901,931	2
32500	Other equity					
32500	Other equity interest	6(34)	8,113,916	1	4,947,633	1
39500	Non-controlling interests		<u>21,614,723</u>	<u>-</u>	<u>21,369,208</u>	<u>-</u>
	TOTAL EQUITY		<u>335,853,327</u>	<u>9</u>	<u>308,376,146</u>	<u>9</u>
	TOTAL LIABILITIES AND EQUITY		<u>\$ 3,715,729,804</u>	<u>100</u>	<u>\$ 3,298,659,820</u>	<u>100</u>

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

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

			Year ended December 31				Changes
			2024		2023		Percentage
Items	Notes		AMOUNT	%	AMOUNT	%	(%)
41000	Interest income	6(35) and 7	\$ 72,232,809	60	\$ 62,355,083	64	16
51000	Less: Interest expense	6(35) and 7	(39,110,042)	(33)	(32,023,003)	(33)	22
49600	Net interest income	6(35)	33,122,767	27	30,332,080	31	9
	Net non-interest income						
49800	Net service fee and commission income	6(36) and 7	33,826,207	28	25,769,977	26	31
49810	Net income from insurance operations	6(37) and 7	6,114,618	5	8,389,197	9	(27)
49820	Gain or loss on financial assets and financial liabilities at fair value through profit or loss	6(38) and 7	19,668,564	16	19,976,171	20	(2)
49825	Gain on investment property	7	331,159	-	231,607	-	43
49835	Realised gain on financial assets at fair value through other comprehensive income		2,659,853	2	1,508,452	2	76
49850	Net gain or loss arising from derecognition of financial assets measured at amortised cost	6(5)	(269,564)	-	(690,387)	(1)	(61)
49870	Foreign exchange gain or loss		10,869,519	9	2,827,594	3	284
49880	Loss on asset impairment	6(39)	(83,520)	-	(12,817)	-	552
49890	Share of the profit or loss of associates and joint ventures accounted for under the equity method	6(11)	62,452	-	(231,099)	-	127)
49898	Gain or loss on reclassification under the overlay approach		790,716	1	(3,053,977)	(3)	(126)
49921	Net gain on sale of non-performing loans		407,424	1	312,780	-	30
49945	Consultation service income		7,973,686	7	5,364,029	5	49
49999	Net other miscellaneous income or loss	6(40) and 7	5,225,801	4	7,366,276	8	(29)
49700	Total net non-interest income		87,576,915	73	67,757,803	69	29
	Net profit		120,699,682	100	98,089,883	100	23
58100	Provision for bad debt expenses, commitment and guarantee policy reserve	6(41)	(2,174,270)	(2)	(472,519)	-	360
58300	Net change in provisions for insurance liabilities	6(26)	(12,605,146)	(10)	(14,470,939)	(15)	(13)
	Operating expenses						
58501	Employee benefit expense	6(42) and 7	(36,124,721)	(30)	(29,759,901)	(30)	21
58503	Depreciation and amortization	6(43)	(3,736,255)	(3)	(3,269,205)	(3)	14
58599	Other business and administrative expenses	6(44) and 7	(20,307,169)	(17)	(16,131,668)	(17)	26
58500	Total Operating Expenses		(60,168,145)	(50)	(49,160,774)	(50)	22
61000	Consolidated income from continuing operations before income tax		45,752,121	38	33,985,651	35	35
61003	Income tax expense	6(45)	(7,439,717)	(6)	(5,457,422)	(6)	36
69000	Consolidated net income		\$ 38,312,404	32	\$ 28,528,229	29	34

(Continued)

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars, except earnings per share amounts)

		Year ended December 31				Changes Percentage (%)
		2024		2023		
Items	Notes	AMOUNT	%	AMOUNT	%	
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
69561	Gains (losses) on remeasurements of defined benefit plans	(\$ 358,899)	-	(\$ 700,604)	(1)	(49)
69563	Share of other comprehensive income or loss of associates and joint ventures accounted for under the equity method, components of other comprehensive income that will not be reclassified to profit or loss	(5,979)	-	734	-	(915)
69565	Change in fair value of financial liability attributable to change in credit risk of liability	(2,041)	-	4,003	-	(151)
69567	Gain or loss on valuation of investments in equity instruments measured at fair value through other comprehensive income	7,200,229	6	3,929,273	4	83
69569	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	71,720	-	81,709	-	(12)
Components of other comprehensive income that will be reclassified to profit or loss						
69571	Exchange differences on translation of foreign financial statements	(1,577,008)	(1)	(1,245,566)	(1)	27
69585	Revaluation gain or loss from investments in debt instruments measured at fair value through other comprehensive income	107,473	-	8,775,409	9	(99)
69587	Impairment loss from investments in debt instruments measured at fair value through other comprehensive income	(1,741)	-	(16,990)	-	(90)
69590	Other comprehensive gain or loss on reclassification under the overlay approach	(790,716)	(1)	3,053,977	3	(126)
69579	Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss	(60,183)	-	(203,730)	-	(70)
69500	Other comprehensive income (net of tax)	<u>\$ 4,582,855</u>	<u>4</u>	<u>\$ 13,678,215</u>	<u>14</u>	(66)
69700	Total comprehensive income	<u>\$ 42,895,259</u>	<u>36</u>	<u>\$ 42,206,444</u>	<u>43</u>	2
Consolidated net income attributable to:						
69901	Parent company	\$ 35,829,914	30	\$ 26,566,198	27	35
69903	Non-controlling interests	<u>2,482,490</u>	<u>2</u>	<u>1,962,031</u>	<u>2</u>	27
		<u>\$ 38,312,404</u>	<u>32</u>	<u>\$ 28,528,229</u>	<u>29</u>	34
Consolidated comprehensive income attributable to:						
69951	Parent company	\$ 41,179,720	35	\$ 40,462,499	41	2
69953	Non-controlling interests	<u>1,715,539</u>	<u>1</u>	<u>1,743,945</u>	<u>2</u>	(2)
		<u>\$ 42,895,259</u>	<u>36</u>	<u>\$ 42,206,444</u>	<u>43</u>	2
Earnings per share (in New Taiwan Dollars)						
70001	Basic earnings per share from continuing operations	\$ 2.77		\$ 2.05		

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

YUANFA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Equity attributable to owners of the parent										Non-controlling interests	Total equity
	Retained earnings					Other equity interest						
	Common stock	Additional paid-in capital	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets at fair value through other comprehensive income	Other comprehensive income (loss) on reclassification under the overlay approach	Change in fair value of financial liability attributable to change in credit risk			
For the year ended December 31, 2023												
Balance, January 1, 2023	\$125,015,590	\$ 38,010,564	\$ 20,481,785	\$ 6,540,234	\$ 73,270,144	(\$ 6,119,904)	\$ 4,445,539	(\$ 5,242,587)	(\$ 51,218)	\$ 21,014,761	\$ 277,362,908	
Consolidated net income for the year	-	-	-	-	26,586,198	-	-	-	-	1,962,031	28,528,229	
Other comprehensive income (loss) for the year	-	-	-	-	(505,511)	(841,704)	12,158,322	3,082,940	2,254	(218,086)	13,678,215	
Total comprehensive income (loss) for the year	-	-	-	-	26,080,687	(841,704)	12,158,322	3,082,940	2,254	1,743,945	42,206,444	
Appropriation of 2023 earnings												
Legal reserve	-	-	2,079,259	-	(2,079,259)	-	-	-	-	-	-	
Special reserve	-	-	-	6,968,169	(6,968,169)	-	-	-	-	-	-	
Cash dividend	1,875,234	-	-	-	(10,001,247)	-	-	-	-	(10,001,247)	-	
Stock dividend	-	-	-	-	(1,875,234)	-	-	-	-	-	-	
Changes in equity of associates and joint ventures accounted for using equity method	-	-	177,539	-	-	-	-	-	-	-	177,539	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(1,389,498)	(1,389,498)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	2,486,029	-	(2,486,029)	-	-	-	-	
Balance, December 31, 2023	\$126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	(\$ 6,961,608)	\$ 14,117,852	(\$ 2,155,647)	(\$ 48,964)	\$ 21,365,208	\$ 308,376,146	
For the year ended December 31, 2024												
Balance, January 1, 2024	\$126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	(\$ 6,961,608)	\$ 14,117,852	(\$ 2,155,647)	(\$ 48,964)	\$ 21,365,208	\$ 308,376,146	
Consolidated net income for the year	-	-	-	-	35,829,914	-	-	-	-	2,482,490	38,312,404	
Other comprehensive income (loss) for the year	-	-	-	-	(280,723)	(732,815)	7,190,140	(827,208)	412	(766,951)	4,582,855	
Total comprehensive income (loss) for the year	-	-	-	-	35,549,191	(732,815)	7,190,140	(827,208)	412	1,715,539	42,895,259	
Appropriation of 2023 earnings												
Legal reserve	-	-	2,854,670	-	(2,854,670)	-	-	-	-	-	-	
Special reserve	-	-	-	(6,968,170)	6,968,170	-	-	-	-	-	-	
Cash dividend	-	-	-	-	(13,957,991)	-	-	-	-	(13,957,991)	-	
Stock dividend	2,537,816	-	-	-	(2,537,816)	-	-	-	-	-	-	
Changes in equity of associates and joint ventures accounted for using equity method	-	9,937	-	-	-	-	-	-	-	-	9,937	
Changes in non-controlling interests	-	-	-	-	-	-	-	-	-	(1,470,024)	(1,470,024)	
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	-	-	-	2,464,246	-	(2,464,246)	-	-	-	-	
Balance, December 31, 2024	\$129,428,640	\$ 38,198,040	\$ 25,415,714	\$ 6,540,233	\$106,533,061	(\$ 7,694,423)	\$ 15,845,746	(\$ 2,986,855)	(\$ 48,552)	\$ 21,614,723	\$ 335,853,327	

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

YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Year ended December 31	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	\$ 45,752,121	\$ 33,985,651
Adjustments		
Adjustments to reconcile profit (loss)		
Depreciation	3,088,850	2,658,900
Amortization	647,405	610,305
Provision for bad debt expense, commitment and guarantee policy reserve	2,865,164	1,436,934
Interest expense	39,110,042	32,023,003
Interest income	(72,232,809)	(62,355,083)
Dividend income	(5,720,435)	(9,383,053)
Loss on asset impairment	83,520	12,817
Loss (gain) on reclassification under the overlay approach	(790,716)	3,053,977
Share of the (profit) loss of associates and joint ventures accounted for under the equity method	(62,452)	231,099
Gain on disposal of assets held for sale	(1,178,230)	-
Gain on disposal of investment property	(148,905)	(67,997)
Gain on disposal or retirement of property and equipment	(126,108)	(6,218)
Loss (gain) on disposal of intangible assets	2	(3,359)
Intangible assets transferred to expense	39	-
(Gain) loss on lease modification	(762)	120
Net change in insurance liabilities	14,197,368	11,743,341
Changes in operating assets and liabilities		
Changes in operating assets		
Due to Central Bank and call loans to other banks	(12,394,922)	(2,503,710)
Financial assets at fair value through profit or loss	(37,459,333)	(143,643,814)
Financial assets at fair value through other comprehensive income	(30,016,209)	60,151,979
Investments in debt instruments measured at amortised cost	(15,819,957)	1,402,854
Receivables	(67,695,771)	(68,941,163)
Bills discounted and loans	(196,668,777)	(92,724,831)
Reinsurance contract assets	(31,334)	104,024
Restricted assets	(5,499,095)	(324,855)
Other financial assets	(27,342,597)	3,744,717
Other assets	(29,894,098)	(10,749,932)
Changes in operating liabilities		
Deposits from Central Bank and other banks	(10,077,341)	(26,219,433)
Financial liabilities at fair value through profit or loss	27,368,765	23,851,275
Payables	(3,159,179)	25,064,721
Deposits and remittances	135,678,084	141,329,319
Liabilities reserve	(4,672,209)	493,599
Other financial liabilities	44,508,159	(5,747,272)
Other liabilities	70,594,366	9,403,633
Cash outflow generated from operations	(137,097,354)	(71,368,452)
Interest received	70,355,244	60,339,253
Dividend received	5,911,483	9,442,495
Interest paid	(39,388,004)	(31,059,071)
Income tax paid	(7,147,580)	(2,821,086)
Net cash flows used in operating activities	(107,366,211)	(35,466,861)

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YUANTA FINANCIAL HOLDINGS CO., LTD. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2024 AND 2023
(Expressed in thousands of New Taiwan dollars)

	Year ended December 31	
	2024	2023
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Acquisition of investments accounted for under the equity method	(\$ 862,039)	(\$ 142,808)
Proceeds from liquidation of investments accounted for under the equity method	1,447,439	95,834
Acquisition of investment property	(1,411,083)	(1,182,115)
Proceeds from disposal of investment property	262,889	278,345
Acquisition of property and equipment	(5,425,860)	(2,962,563)
Proceeds from disposal of property and equipment	220,984	20,316
Acquisition of intangible assets	(377,084)	(344,605)
Proceeds from disposal of intangible assets	-	6,707
Proceeds from disposal of assets held for sale	2,413,645	-
Acquisition of right-of-use assets	(771)	(576)
Net cash flows used in investing activities	(3,731,880)	(4,231,465)
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Increase in bills and bonds payable under repurchase agreements	21,274,191	27,701,212
Increase in commercial paper payable	71,904,556	35,483,710
Proceeds from issuance of bonds	18,057,288	12,100,000
Repayments of bonds	(7,782,650)	(9,500,000)
Proceeds from issuance of bank debentures	1,000,000	-
Repayments of bank debentures	(4,700,000)	-
Increase (decrease) in other borrowings	15,146,019	(21,032)
Principal payment for lease liabilities	(1,606,894)	(1,455,711)
Cash dividends paid	(13,957,991)	(10,001,247)
Decrease in non-controlling interests	(1,470,023)	(1,389,498)
Net cash flows generated from financing activities	97,864,496	52,917,434
Net effect of foreign exchange rate changes	3,479,071	(1,200,162)
Net (decrease) increase in cash and cash equivalents	(9,754,524)	12,018,946
Cash and cash equivalents at beginning of year	218,948,309	206,929,363
Cash and cash equivalents at end of year	<u>\$ 209,193,785</u>	<u>\$ 218,948,309</u>
The components of cash and cash equivalents		
Cash and cash equivalents reported in the balance sheet	\$ 83,226,254	\$ 81,869,960
Due from central bank and call loans to other banks qualified as cash and cash equivalents as defined by IAS 7	40,919,587	37,434,245
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7	85,047,944	99,644,104
Cash and cash equivalents at end of reporting year	<u>\$ 209,193,785</u>	<u>\$ 218,948,309</u>

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

Yuantai Financial Holding Co., Ltd.
Individual Balance Sheets
December 31, 2024 and 2023

(Expressed In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2024	December 31, 2023	LIABILITIES AND EQUITY	December 31, 2024	December 31, 2023
Cash and cash equivalents	\$ 2,314,855	\$ 2,819,922	Commercial paper payable - net	\$ 1,396,622	\$ -
Financial assets at fair value through other comprehensive income	73,138	63,875	Payables	8,188,496	6,555,791
Receivables - net	3,513,769	2,553,463	Current income tax liabilities	3,867,709	2,861,055
Current income tax assets	2,591,632	2,591,632	Bonds payable	35,650,000	33,600,000
Equity investments accounted for under the equity method - net	354,768,324	321,901,762	Provisions	14,685	12,403
Property and equipment - net	54,240	40,291	Lease liabilities	360,274	84,893
Right-of-use assets - net	327,137	82,425	Other liabilities	17,986	12,462
Intangible assets - net	17,255	13,643	Total liabilities	49,495,772	43,126,604
Deferred income tax assets	54,447	46,509			
Other assets - net	19,579	20,020	Equity		
			Common stock	129,428,640	126,890,824
			Additional paid-in capital	38,198,040	38,188,103
			Retained earnings		
			Legal reserve	25,415,714	22,561,044
			Special reserve	6,549,233	13,517,403
			Undistributed earnings	106,533,061	80,901,931
			Other equity	8,113,916	4,947,633
			Total equity	314,238,604	287,006,938
Total assets	\$ 363,734,376	\$ 330,133,542	Total liabilities and equity	\$ 363,734,376	\$ 330,133,542

Yuanta Financial Holding Co., Ltd.
Individual Statements of Comprehensive Income
For the years ended December 31, 2024 and 2023
(Expressed in Thousands of New Taiwan Dollars, Except for Earnings per Share)

	For the years ended December 31,	
	2024	2023
Revenues		
Share of the profit or loss or loss of subsidiaries, associates and joint ventures accounted for under the equity method	\$ 38,590,297	\$ 28,175,994
Realised gain on financial assets at fair value through other comprehensive income	1,574	1,405
Other revenues	129,073	91,580
	<u>38,720,944</u>	<u>28,268,979</u>
Expenses and losses		
Operating expenses	(1,880,414)	(1,329,591)
Other expenses and losses	(447,641)	(367,014)
	<u>(2,328,055)</u>	<u>(1,696,605)</u>
Income from continuing operations before income tax	36,392,889	26,572,374
Income tax expense	(562,975)	(6,176)
Net income	<u>35,829,914</u>	<u>26,566,198</u>
Other comprehensive income		
Components of other comprehensive income that will not be reclassified to profit or loss (net of tax)		
Loss on remeasurements of defined benefit plans	(2,055)	23,046
Gain or loss on valuation of investments in equity instruments measured at fair value through other comprehensive income	9,263	(2,445)
Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for under the equity method, components of other comprehensive income that will not be reclassified to profit or loss	6,721,612	3,101,088
Components of other comprehensive income that will be reclassified to profit or loss (net of tax)		
Share of other comprehensive income of subsidiaries, associates and joint ventures accounted for under the equity method, components of other comprehensive income that will be reclassified to profit or loss	(1,379,014)	10,774,612
Other comprehensive income	<u>5,349,806</u>	<u>13,896,301</u>
Total comprehensive income	<u>\$ 41,179,720</u>	<u>\$ 40,462,499</u>
Earnings per share (in dollars)		
Basic and diluted earnings per share	<u>\$ 2.77</u>	<u>\$ 2.05</u>

Yuanta Financial Holding Co., Ltd.
Individual Statements of Changes in Equity
For the years ended December 31, 2023 and 2023
(Expressed in Thousands of New Taiwan Dollars)

	Retained Earnings				Other equity				
	Additional paid-in capital	Legal reserve	Special reserve	Undistributed earnings	Exchange differences on translation of foreign financial statements	Unrealised gains (losses) on financial assets at fair value through other comprehensive income	Change in fair value of financial liability attributable to change in credit risk	Other comprehensive income (loss) on reclassification under the overlay approach	Total equity
For the year ended December 31, 2023									
Balance, January 1, 2023	\$ 125,015,590	\$ 38,010,564	\$ 20,481,785	\$ 6,549,234	\$ 73,279,144	\$ 6,119,904	\$ 4,445,539	\$ 51,218	\$ 256,368,147
Appropriation of 2022 earnings									
Legal reserve	-	2,079,259	-	(2,079,259)	-	-	-	-	-
Special reserve	-	-	6,968,169	(6,968,169)	-	-	-	-	-
Cash dividend	-	-	-	(10,001,247)	-	-	-	-	(10,001,247)
Stock dividend	1,875,234	-	-	(1,875,234)	-	-	-	-	-
Net income for the year	-	-	-	-	26,566,198	-	-	-	26,566,198
Other comprehensive (loss) income for the year	-	-	-	(505,511)	(841,704)	12,158,322	2,254	3,082,940	13,896,301
Total comprehensive income (loss) for the year	-	-	-	(505,511)	(841,704)	12,158,322	2,254	3,082,940	40,462,499
Changes in equity of associates and joint ventures accounted for using equity method	-	-	-	(26,060,687)	-	-	-	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	177,539	-	-	-	-	-	-	177,539
Balance, December 31, 2023	\$ 126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	\$ 6,961,608	\$ 14,117,852	\$ 48,964	\$ 287,006,938
For the year ended December 31, 2024									
Balance, January 1, 2024	\$ 126,890,824	\$ 38,188,103	\$ 22,561,044	\$ 13,517,403	\$ 80,901,931	\$ 6,961,608	\$ 14,117,852	\$ 48,964	\$ 287,006,938
Appropriation of 2023 earnings									
Legal reserve	-	2,854,670	-	(2,854,670)	-	-	-	-	-
Special reserve	-	-	(6,968,170)	6,968,170	-	-	-	-	-
Cash dividend	-	-	-	(13,957,991)	-	-	-	-	(13,957,991)
Stock dividend	2,537,816	-	-	(2,537,816)	-	-	-	-	-
Net income for the year	-	-	-	-	35,829,914	-	-	-	35,829,914
Other comprehensive (loss) income for the year	-	-	-	(280,723)	(732,815)	7,190,140	412	827,208	5,349,806
Total comprehensive income (loss) for the year	-	-	-	(280,723)	(732,815)	7,190,140	412	827,208	41,179,720
Changes in equity of associates and joint ventures accounted for using equity method	-	-	-	-	35,549,191	-	-	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income	-	9,937	-	-	-	-	-	-	9,937
Balance, December 31, 2024	\$ 129,428,640	\$ 38,198,040	\$ 25,415,714	\$ 6,549,233	\$ 106,533,061	\$ 7,694,423	\$ 18,843,746	\$ 48,552	\$ 314,238,604

Yuanta Financial Holding Co., Ltd.
Individual Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed In Thousands of New Taiwan Dollars)

	For the years ended December 31,	
	2024	2023
Cash Flows From Operating Activities		
Profit before tax	\$ 36,392,889	\$ 26,572,374
Adjustments		
Adjustments to reconcile profit (loss)		
Depreciation	105,465	62,503
Amortization	5,313	5,222
Interest expense	444,991	366,681
Interest income	(64,275)	(80,066)
Share of the profit or loss of subsidiaries, associates and	(38,590,297)	(28,175,994)
Gain on lease modification	(444)	(122)
Loss (gain) on disposal or retirement of property and equipment	2,320	(83)
Changes in operating assets and liabilities		
Receivables	(9,738)	1,693
Other assets	441	(7,992)
Payables	384,576	169,924
Provisions	227	380
Other liabilities	5,524	2,312
Interest received	66,919	81,316
Dividend received	14,076,270	11,079,148
Interest paid	(419,735)	(402,712)
Income tax paid (refunded)	702,025	(400,109)
Net cash flows generated from operating activities	13,102,471	9,274,475
Cash Flows From Investing Activities		
Acquisition of equity investments accounted for under the equity method	(3,000,000)	-
Acquisition of property and equipment	(32,393)	(15,197)
Proceeds from disposal of property and equipment	-	360
Acquisition of intangible assets	(8,925)	(1,763)
Acquisition of right-of-use assets	(43)	(1)
Net cash flows used in investing activities	(3,041,361)	(16,601)
Cash Flows From Financing Activities		
Increase in commercial paper payable	1,400,000	-
Proceeds from issuance of bonds	6,300,000	6,600,000
Repayments of bonds	(4,250,000)	(9,500,000)
Cash dividends paid	(13,957,991)	(10,001,247)
Principal payment for lease liabilities	(58,186)	(45,360)
Net cash flows used in financing activities	(10,566,177)	(12,946,607)
Net decrease in cash and cash equivalents	(505,067)	(3,688,733)
Cash and cash equivalents at beginning of period	2,819,922	6,508,655
Cash and cash equivalents at end of period	\$ 2,314,855	\$ 2,819,922
The components of cash and cash equivalents		
Cash and cash equivalents reported in the balance sheet	\$ 2,314,855	\$ 2,819,922
Investments in bills and bonds under resale agreements qualified as cash and cash equivalents as defined by IAS 7	-	-
Cash and cash equivalents at end of reporting period	\$ 2,314,855	\$ 2,819,922

Proposals (II)

Motion: The Distribution of 2024 Earnings (Proposed by the Board of Directors)

Note:

- I. The Company's unappropriated earnings at the beginning of 2024 were NT\$68,519,624,262.
- II. The distributable earnings in this period are NT\$ 102,731,717,754. This number is based on the 2024 net income after tax of NT\$35,829,914,348 adding the net income from disposal of investments in equity instruments measured at fair value through other comprehensive income of NT\$2,464,245,839, and deducting the remeasurement of the defined benefit plans of NT\$280,722,974, which subtotals NT\$38,013,437,213 as the basis of the legal reserve. Its ten percent (10%) legal reserve of \$3,801,343,721 is then deducted. The unappropriated earnings of NT\$68,519,624,262 at the beginning of the period is then added, which gives rise to the distributable earnings for the period of NT\$102,713,717,754.
- III. The Company's 2024 Earnings Distribution Plan is provided as follows (on page 48). The Company planned to distribute cash dividends of NT\$20,061,439,238 and stock dividends of NT\$3,882,859,210. The total distribution amount is NT\$23,944,298,448. Based on the calculated number of outstanding shares outstanding at the time of the resolution of the 37th meeting of the ninth (9th) Board

of Directors (on March 14, 2025), which were 12,942,864,025 shares, a cash dividend of NT\$1.55 and stock dividend of NT\$0.30, should be distributed per share, a total of NT\$1.85 per share. The capital after the capital increase was NT\$133,311,499,460.

- IV. The earnings distribution in the preceding paragraph comes from the balance of NT\$34,212,093,492 after the 2024 after-tax net income adds the amount of items other than after-tax net income included in the current year's unappropriated earnings, and deducts the legal reserve.
- V. The cash dividends allocated to each shareholder shall be calculated up to NT\$1, and all amounts below NT\$1 shall be rounded off. The total of fractional cash dividends less than NT\$1 shall be transferred to the Company's Employee Benefits Committee.
- VI. For the converting of earnings into capital to issue new shares this time, the issuing basis is according to the shareholding ratio of the shareholders on the distribution base date. When issuing less than one share, shareholders may make up one share by themselves within five days from the capital increase and share distribution base date. If there are still remaining less-than-one shares, the Chairperson of the Board of Directors shall be authorized to negotiate with a specific person to subscribe for the denomination at face value.
- VII. Because the Company's shares are issued on an immaterial basis in accordance with the law and in conjunction with the registration and the book-entry transfer and allotment operation of securities

depository and clearing institutions, the less-than-one shares are used for the handling of the immaterial transfers and other necessary expenses.

VIII. After the cash dividends stated in this motion for the distribution of earnings have been ratified by resolution of this Shareholders Meeting, the chairperson of the Board of Directors shall be authorized to determine the setting of the ex-dividend record date and other related matters. After the stock dividends have been approved by this Shareholders Meeting and reported to the competent authority for approval, the Board of Directors shall be authorized to set a date for the stock dividend distribution base date (capital increase and share distribution base date) and other related matters. Dividends are allocated based on the shareholding ratio of shareholders on the ex-dividend record date and stock dividend distribution base date (capital increase and share distribution base date).

IX. If the number of outstanding shares changes due to factual needs, changes in laws and regulations, or the instructions of the competent authority, the Company shall propose to this Shareholders Meeting to authorize the Chairperson and the Board of Directors respectively to recalculate the cash dividend payout ratio and capital increase and share distribution rate based on the number of outstanding shares on the ex-dividend record date and stock dividend distribution base date (capital increase and share distribution base date), when the Chairperson and the Board of Directors are setting the dates respectively.

X. The motion for distribution of 2024 earnings has been reviewed by the Audit Committee, which considers the motion proper, and the Audit Report is represented on page 17.

XI. The adoption of the presentation of the proposal for distribution of 2024 earnings.

Resolution:

Schedules

Yuanta Financial Holding Co., Ltd.

Earnings Distribution Plan

For the Year 2024

(Expressed in New Taiwan Dollars)

Initial unappropriated earnings	68,519,624,262
Add: 2024 after-tax net income	35,829,914,348
Add: Net income from disposal of investments in equity instruments measured at fair value through other comprehensive income	2,464,245,839
Deduct: Remeasurement of the defined benefit plans	(280,722,974)
After-tax net income adding the amount of items other than after-tax net income of this period	38,013,437,213
Deduct: Ten percent (10%) legal reserve ^(Note 1)	<u>(3,801,343,721)</u>
Distributable earnings of the current year	34,212,093,492
Distributable earnings	102,731,717,754
Distribution items	
Cash dividends (NT\$1.55 per share) ^(Note 2)	(20,061,439,238)
Stock dividends (NT\$0.30 per share) ^(Note 2)	(3,882,859,210)
Distribution amount	<u>(23,944,298,448)</u>
Final unappropriated earnings	<u>78,787,419,306</u>

Note 1: In accordance with Taiwan's Ministry of Economic Affairs Letter Ching-Shang-Tzu No. 10802432410 dated January 9, 2020, the legal reserve is based on the "after-tax net income for the period adding the amount of items other than after-tax net income for the period included in the current year's unappropriated earnings."

Note 2: The year for this earnings distribution is 2024.

Chairperson of the Board: Tony Shen Manager: Chien Weng Chief Accountant: Hui Jung Lu

Discussion (I)

Motion: The Company's Issuing of New Shares from Converting Earnings to Increase Capital in 2024 (Proposed by the Board of Directors)

Note:

- I. In order to meet the needs of the Company's business development and strengthen its financial structure, it is proposed to withdraw NT\$3,882,859,210 from the distributable earnings in the year of 2024, to process the capital increase and issue new shares of 388,285,921 shares, with a nominal value of NT\$10 per share. Based on the calculated number of outstanding shares outstanding at the time of the resolution of the 37th meeting of the ninth (9th) Board of Directors (on March 14, 2025), which were 12,924,864,025 shares, 30 shares out of every 1,000 shares were issued without compensation. The capital after the capital increase was NT\$133,311,499,460.
- II. The capital increase issuance of new shares is subject to the provisions of Article 240 of the *Company Act*, and has been submitted to the resolution of this Annual General Shareholders Meeting. After reporting to the competent authority for approval, the Board of Directors shall set a distribution base date (capital increase and share distribution base date). The issuing basis is according to the shareholding ratio of the

shareholders on the distribution base date. When issuing less than one share, shareholders may make up one share by themselves within five days from the capital increase and share distribution base date. If there are still remaining less-than-one shares, the Chairperson of the Board of Directors shall be authorized to negotiate with a specific person to subscribe for the denomination at face value.

III. Because the Company's shares are issued on an immaterial basis in accordance with the law and in conjunction with the registration and the book-entry transfer and allotment operation of securities depository and clearing institutions, the less-than-one shares are used for the handling of the immaterial transfers and other necessary expenses.

IV. Regarding the stock dividends in respect of the above earnings distribution, if the number of outstanding shares changes due to factual needs, changes in laws and regulations, or the instructions of the competent authority, the Company shall propose to this Shareholders Meeting to authorize the Board of Directors to recalculate the capital increase and share distribution rate based on the number of outstanding shares on the stock dividend distribution base date (capital increase and share distribution base date), when the Board of Directors is setting the date along with other related matters.

V. The rights and obligations of this capital increase to issue new shares are the same as the original ordinary shares.

Resolution:

Discussion (II)

Motion: Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd. (Proposed by the Board of Directors)

Note:

- I. The main points of these amendments are as follows:
 - (I) Pursuant to the Financial Supervisory Commission's Order Chin-Kuan-Cheng-Fa-Tzu No. 1130385442 dated November 8, 2024, interpreting Article 14, Paragraph 6 of the *Securities and Exchange Act*, a new Paragraph 2 of Article 33 of the Company's Articles of Incorporation is added to stipulate the appropriation of a certain percentage of the annual earnings for the purpose of providing remuneration to the grassroots employees.
 - (II) The latter part of the original Paragraph 1 is moved to Paragraph 3, and the order of the paragraphs is adjusted accordingly.
- II. The comparison table of the amendments to the Articles of Incorporation of the Company is attached.

Resolution:

Appendix

Comparison Table of the Amendments to the Articles of Incorporation of Yuanta Financial Holding Co., Ltd.

Revised Article	Current Version	Explanation
<p>Article 33</p> <p>If the Company has profit at the year's final accounting (namely, the earnings before tax prior to deduction of employees' and directors' remuneration), it shall reserve an amount sufficient to cover losses, if any. The employees' remuneration is reserved at the range from decimal zero one percent (0.01%) to decimal five percent (0.5%), and the directors' remuneration no more than decimal nine percent (0.9%), from the remainder, if any.</p> <p><u>No less than seventy-five percent (75%) of the amount set forth in the range specified for the employees' remuneration in the preceding paragraph shall be set aside for the remuneration of grassroots employees.</u></p> <p>The distribution of employees' remuneration and directors' remuneration shall be handled in accordance with the relevant distribution standards set by the board of directors. When remuneration to employees is distributed in the form of stock or in cash, it shall also be distributed to employees of affiliated companies that meet certain conditions.</p> <p>The board of directors shall determine the certain conditions referred to in the preceding paragraph.</p>	<p>Article 33</p> <p>If the Company has profit at the year's final accounting (namely, the earnings before tax prior to deduction of employees' and directors' remuneration), it shall reserve an amount sufficient to cover losses, if any. The employees' remuneration is reserved at the range from decimal zero one percent (0.01%) to decimal five percent (0.5%), and the directors' remuneration no more than decimal nine percent (0.9%), from the remainder, if any. The distribution of employees' remuneration and directors' remuneration shall be handled in accordance with the relevant distribution standards set by the board of directors. When remuneration to employees is distributed in the form of stock or in cash, it shall also be distributed to employees of affiliated companies that meet certain conditions.</p> <p>The board of directors shall determine the certain conditions referred to in the preceding paragraph.</p>	<p>1. Pursuant to the Financial Supervisory Commission's Order Chin-Kuan-Cheng-Fa-Tzu No. 1130385442 dated November 8, 2024, interpreting Article 14, Paragraph 6 of the <i>Securities and Exchange Act</i>, a company whose shares are listed on the Taiwan Stock Exchange or traded over-the-counter in the Taipei Exchange shall specify in its articles of incorporation matters related to the appropriation of a certain percentage of its annual earnings to adjust wages or distribute remuneration to its grassroots employees, and a new Paragraph 2 is hereby added to this article to specify the relevant provisions for the Company to provide and distribute remuneration to grassroots employees.</p> <p>2. The latter part of the</p>

Revised Article	Current Version	Explanation
		original Paragraph 1 is moved to Paragraph 3, and the order of the paragraphs is adjusted accordingly.
<p>Article 37</p> <p>These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders meeting, likewise in the case of revisions.</p> <p>(Paragraphs 2 to 19 are omitted)</p> <p><u>Nineteenth revision on June 13, 2025</u></p>	<p>Article 37</p> <p>These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders meeting, likewise in the case of revisions.</p> <p>(Paragraphs 2 to 19 are omitted)</p>	<p>The number and date of this amendment are added.</p>

Election

Motion: For the Election of the Company's Directors (including Independent Directors) of the Tenth (10th) Board (Proposed by the Board of Directors)

Note:

- I. The ninth (9th) Board of Directors of the Company (including independent directors) was elected on June 10, 2022. Pursuant to Article 195, Paragraph 2 of the *Company Act* and the latter paragraph of Article 18, Paragraph 1 of the Company's Articles of Incorporation, the term of office of directors will expire at the General Meeting of Shareholders on June 13, 2025 and a re-election will be held.
- II. Taking into account the scale of operation of the Company and the operational needs of the Board of Directors, and in accordance with Article 16 and Article 16-1 of the Articles of Incorporation, it is proposed that nine (9) directors (including four (4) independent directors) be elected for a term of three (3) years for the tenth (10th) Board. The term of office will commence on June 13, 2025 following the re-election at the General Meeting of Shareholders and will expire on June 12, 2028.
- III. In accordance with Article 16-2 of the Company's Articles of Incorporation, the Company adopts a candidate nomination system for the election of directors (including independent directors). The list of candidates for the tenth (10th) Board of Directors (including independent directors) has been approved by the Company at the

39th meeting of the ninth (9th) Board of Directors, which reads, “Candidates for directors: Chien Weng, Bobby Wei-Cherng Hwang, Victor Wei-Chien Ma, Michael Wei-Chen Ma, and Chung-Yuan Chen, a total of five persons; Candidates for independent directors: Sharon Sheau-Wen Yang, Rosemary Yung-Hsin Wang, Mang-Chih Lee, and Tzong-Chen Wu, a total of four persons, making a total of nine persons.” Details of each candidate’s education, work experience, and shareholdings are in the attachment.

IV. Please vote.

Election Results:

Attachment

List of Director Candidates:

Name	Gender	Education	Work Experience	Shareholdings
Representative of Tsun Chueh Investments: Chien Weng	Male	Bachelor of Laws, Fu Jen Catholic University	Current Positions: -Director, Yuanta Financial Holding Co., Ltd. -Chief Executive Officer, Yuanta Financial Holding Co., Ltd. -Director, Yuanta Bank Co., Ltd. -Independent Director, Taiwan FamilyMart Co., Ltd. -Director, Yuanta Cultural and Educational Foundation Experience: -Chairman, Yuanta Bank Co., Ltd. -Director, President, Polaris Securities Co., Ltd. -Managing Director, Vice President, Chief Secretary of the Board of Directors, Overseas-Chinese Banking Corporation Ltd. (OCBC) -Auditor-General, Yuanta Financial Holding Co., Ltd. -Auditor-General, Yuanta Bank Co., Ltd. -Chairman, Yuanta Venture Capital Co., Ltd. -Director, Yuanta Life Insurance Co., Ltd.	458,267,553 shares
Representative of Modern Investments: Bobby Wei-Cherng Hwang	Male	Master of Business Administration (MBA), University of California, Riverside, USA	Current Positions: -Chief Strategy Officer, Chief International Operations Officer, Yuanta Financial Holding Co., Ltd. -Director, Yuanta Securities Co., Ltd. -Director, Yuanta Securities Asia Financial Services Ptd. Ltd. -Director, Yuanta Asia Investment (Hong Kong) Ltd. -Director, Yuanta Securities (Hong Kong) Co., Ltd. -Director, Yuanta Securities (Thailand) Co., Ltd. -Authorized Representative, Yuanta Securities (Vietnam) Co., Ltd. Experience: -Vice Chairman, Chief Executive Officer, Executive Vice President, Yuanta Securities Co., Ltd.; Senior Vice President, Assistant Vice President,	135,902,194 shares

Name	Gender	Education	Work Experience	Shareholdings
			Manager of the International Operations Department, Yuanta Securities Co., Ltd. -Chief Executive Officer, Yuanta Securities Korea Co., Ltd. -Executive Vice President, Yuanta Bank Co., Ltd. -Manager, President Securities Corp	
Victor Wei-Chien Ma	Male	Master of Business Administration (MBA), University of California, Berkeley, USA	Current Positions: -Director, Yuanta Securities Co., Ltd. -Director, Yuanta Life Insurance Co., Ltd. -Chairman, Yuanta Cultural and Educational Foundation -Chairman, TWTC International Trade Building Corporation -Director, Yuanta Construction Development Co., Ltd. Experience: -Director, Yuanta Financial Holding Co., Ltd. -Chief Executive Officer, Yuanta Financial Holding Co., Ltd. -Chairman, Yuanta Securities Co., Ltd. -Director, Yuanta Bank Co., Ltd. -Director, Yuanta Venture Capital Co., Ltd. -Director, Yuanta Asset Management Co., Ltd. -Vice Chairman, Yuanta Securities Asia Financial Services Ptd. Ltd. -Director, Yuanta Securities (Hong Kong) Co., Ltd. -Director, Kim Eng Holdings Ltd. (Singapore) -Executive Vice President, Vice President, Yuanta Core Pacific Securities Co., Ltd.	0 shares
Michael Wei-Chen Ma	Male	Bachelor of Business, University of Southern California, USA	Current Positions: -Director, Yuanta Financial Holding Co., Ltd. -Director, Yuanta Life Insurance Co., Ltd. -Director, Yuanta Bank Co., Ltd. -Director, Yuanta Cultural and Educational Foundation -Director, Taiwan Stock Exchange Corporation -Director, TWTC International Trade Building Corporation -Director, Yuanta Construction Development Co., Ltd.	0 shares

Name	Gender	Education	Work Experience	Shareholdings
			-Director, Tsai Chang Hai Education Foundation Experience: -Vice Chairman, Yuanta Life Insurance Co., Ltd. -Chairman, Yuanta Cultural and Educational Foundation -Chief Executive Vice President, Yuanta Financial Holding Co., Ltd. -Vice Chairman, Yuanta Bank Co., Ltd. -Director, Yuanta Core Pacific Securities Co., Ltd.	
Representative of Tsun Chueh Investments: Chung-Yuan Chen	Male	Taipei KaiNan Vocational High School	Current Positions: -Director, Yuanta Financial Holding Co., Ltd. -Director, Yuanta Bank Co., Ltd. -Chairman, Taipei Jiao Hsiou Temple -Supervisor, Residence of the Summit Experience: -Political Advisor, Executive Yuan, R.O.C. -Managing Director, Taiwan Power Company -Chairman, Taipei City Friends of Firefighters Association -Supervisor, ChangJia M & E Engineering Corp. -Chairman, Taipei Private Yanping High School	458,267,553 shares

List of Independent Director Candidates:

Name	Gender	Education	Work Experience	Shareholdings
Sharon Sheau-Wen Yang	Female	PhD, Actuaries, Heriot-Watt University, UK	<p>Current Positions:</p> <ul style="list-style-type: none"> -Professor, Department of Money and Banking; Director, Financial Research Center, National Chengchi University, Taiwan -Independent Director, Yuanta Financial Holding Co., Ltd. -Independent Director, Yuanta Life Insurance Co., Ltd. -Director, Yuanta Cultural and Educational Foundation -Independent Director, Sporton International Inc. -Trading Committee Convener, Taiwan Futures Exchange -Vice Chairperson, Pension Fund Association, R.O.C. -Policy Research Subcommittee Member, Accreditation Committee Member for New Forms of Life Insurance Products, Life Insurance Association of the Republic of China -Insurance Business Development Fund Management Committee Member, Financial Supervisory Commission, R.O.C.(Taiwan) -Carbon Fee Rate Review Committee Member, Ministry of Environment (Taiwan) -The 5th Greenhouse Gas Management Fund Management Committee Member, Ministry of Environment (Taiwan) <p>Experience:</p> <ul style="list-style-type: none"> -Director, Advisory Committee Member, Takeover Committee Member, New Early Warning Project Advisory Committee Member, Taiwan Insurance Guaranty Fund -Investment-Linked Insurance Review Committee Member, Insurance Bureau, Financial Supervisory Commission, R.O.C.(Taiwan) -Settlement Committee Convener, Taiwan Futures Exchange -Adjunct Professor, Department of Risk Management and Insurance, National Chengchi University, Taiwan 	0 shares

Name	Gender	Education	Work Experience	Shareholdings
			-Clerk, Mathematical Department, Cathay Life Insurance Co., Ltd.	
Rosemary Yung-Hsin Wang	Female	Master of Business Administration (MBA), National Chengchi University	Current Positions: -Association Affairs Advisor, Taiwan Securities Association Experience: -Director General, Deputy Director General, Team Leader, Chief Secretary, Securities and Futures Bureau, Financial Supervisory Commission, R.O.C.(Taiwan) -Director, Supervisor, Taipei Exchange -Director, Taiwan Insurance Institute -Representative, Central American Bank for Economic Integration in the Republic of China (Taiwan)	0 shares
Mang-Chih Lee	Female	Bachelor of Laws, National Taiwan University	Current Positions: -None Experience: -Head, Legal Affairs Division; Director General, Chief Secretary, Insurance Bureau, Financial Supervisory Commission, R.O.C.(Taiwan) -Chairlady, Financial Ombudsman Institution -Head, Legal Affairs Office, Central Deposit Insurance Corporation -Deputy Chief Executive Officer, Union Bank of Taiwan -Director, Agricultural Credit Guarantee Fund -Director, Central Deposit Insurance Corporation	0 shares

Name	Gender	Education	Work Experience	Shareholdings
Tzong-Chen Wu	Male	PhD, Computer Science, National Chiao Tung University	Current Positions: -Distinguished Professor, Department of Information Management, National Taiwan University of Science and Technology -Chairman, Telecom Technology Center Experience: -Dean, School of Management; Head, Professor, Associate Professor, Department of Information Management, National Taiwan University of Science and Technology -Head, Cybersecurity Research and Teaching Center, National Taiwan University of Science and Technology -Chairman, Chinese Cryptology and Information Security Association -Advisor, Advisory Office, Ministry of Education (Taiwan)	0 shares

Extemporany Motion

Appendices

I. The Rules and Procedures of Shareholders Meetings of Yuanta Financial Holding Co., Ltd.

Approved by the founders meeting on December 10, 2001

Re-established and approved by the shareholders meeting on June 29, 2007

Amendments approved by the shareholders meeting on June 13, 2008

Amendments approved by the shareholders meeting on June 28, 2011

Amendments approved by the shareholders meeting on June 21, 2012

Amendments approved by the shareholders meeting on May 31, 2013

Amendments approved by the shareholders meeting on June 2, 2015

Amendments approved by the shareholders meeting on June 9, 2020

Amendments approved by the shareholders meeting on July 8, 2021

Amendments approved by the shareholders meeting on June 10, 2022

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 12 of the Company's Corporate Governance Guidelines.

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 the Company 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 matters of the shareholders meeting notice, the compilation and posting of the meeting handbook, shall be conducted in accordance with the *Company Act, Securities and Exchange Act, Regulations Governing Content and Compliance Requirements for Shareholders' meeting Agenda Handbooks of Public Companies*, and relevant regulations promulgated by competent authorities. Fifteen (15) days before the date of the shareholders meeting, the Company shall 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:

1. For physical shareholders meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
3. 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, amendments to the Articles of Incorporation, capital reduction, application for suspension of public offering, directors' competition permission, surplus capital increase, capital reserve increase, the dissolution, merger, or demerger of the company, or any matter under Paragraph 1 of Article 185 of the *Company Act*, Article 26-1 and Article 43-6 of the *Securities and Exchange Act*, and Article 56-1 and Article 60-2 of the *Regulations Governing the Offering and Issuance of Securities by Securities Issuers*, shall be set out in the notice of the reasons for convening the shareholders meeting, and the main content of which shall be explained. None of the above matters may be raised by an extemporary motion.

The convening reason of the shareholders meeting has stated clearly the full re-election of the directors of the board and the date of inauguration. After the re-election in the shareholders meeting, the same shareholders meeting may not change its inauguration date by extemporary motion or other means.

Shareholders holding one percent (1%) of issued shares or above may make a proposal to the shareholders meeting agenda of the Company. The limit of the number of the proposals is one; proposals in excess of the limit will not be listed in the agenda. In addition, the board shall not list any proposal in the agenda from shareholders which falls under any situation regulated in all subparagraphs of Paragraph 4 of Article 172-1 of the *Company Act*. Shareholders may submit proposals to urge the Company to promote the public interest or fulfill its social responsibilities. The procedures shall be limited to one proposal in accordance with the relevant provisions of Article 172-1 of the *Company Act*. Proposals in excess of the limit will not be listed in the agenda.

The Company shall proclaim the acceptance of shareholder proposals, written or electronic, acceptance place, and period before the book closure date of the shares before the shareholders meeting, and the proposal acceptance period shall be no less than ten (10) days.

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

take part in discussion of the proposal.

Prior to the date for issuance of notice of a shareholders meeting, 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.

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 five (5) days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the Company, if the shareholder intends to attend the meeting in person or online, or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company two (2) days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 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; however, the chairperson and the recorder shall be at the same location in the country and the chairperson shall announce the address of such location at the time of the 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 attending the shareholders meeting in person.

Shareholders shall attend shareholders meetings based on attendance cards, sign-in cards, or other certificates of attendance. The Company 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 handbook, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an election of directors of the board, 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 (2) days before the meeting date.

In the event of a virtual shareholders meeting, the Company shall upload the meeting handbook, 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.

To convene a virtual shareholders meeting, the Company shall include the following particulars in the shareholders meeting notice:

Article 6-1

1. How shareholders attend the virtual meeting and exercise their rights.
2. 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:
 - A. 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.
 - B. Shareholders not having registered to attend the affected virtual shareholders meeting shall not attend the postponed or resumed session.
 - C. 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.

D. Actions to be taken if the outcome of all proposals have been announced and extemporary motion has not been carried out.

3. 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 7 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, his/her proxy is handled in accordance with the provisions of the *Company Act*.

When a director of the board serves as chairperson, as referred to in the preceding paragraph, the director shall be one who has held that position for six (6) 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 chairperson.

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 independent director 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 chairperson 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 8 The Company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures.

The recorded materials of the preceding paragraph shall be retained for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the *Company Act*, the recording shall be retained until the conclusion of the litigation.

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 9 Attendance at shareholders meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the 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 chairperson shall call the meeting to order at the appointed meeting time and at the same time announce the number of non-voting shares and the number of shares present, and other relevant information. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one (1) hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairperson 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 (1) 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 chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the *Company Act*.

Article 10 If a shareholders meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals shall be decided by voting ballots on a case-by-case basis. 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 to a shareholders meeting convened by a party with the power to convene that is not the

board of directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extemporaneous motions), except by a resolution of the shareholders meeting. If the chairperson 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 chairperson in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

Article 11 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 chairperson.

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 chairperson, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed five (5) minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairperson 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 chairperson and the shareholder that has the floor; the chairperson 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 chairperson 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 chairperson declaring the meeting open until the chairperson 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.

As long as questions so raised in accordance with the preceding paragraph are not in violation of the regulations or beyond the scope of a proposal, it is advisable the questions be disclosed to the public at the virtual meeting platform.

Article 12 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 a stakeholder 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 three percent (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 13 A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares under Article 179, Paragraph 2 of the *Company Act*.

The Company shall exercise its right to vote by electronic means and may exercise its right to vote by correspondence when convening a shareholders meeting. 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 extemporary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extemporary 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 two (2) days before the date of the shareholders meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders meeting in person or 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, two (2) business days before the date of the shareholders meeting. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights both by correspondence or electronic means and by appointing a proxy to attend a shareholders meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the *Company Act* and in 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, the chairperson or a person designated by the chairperson shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders for each proposal. 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 Market Observation Post System (MOPS).

When there is an amendment or an alternative to a proposal, the chairperson 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 chairperson, 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 chairperson declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the virtual meeting platform before the chairperson 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 chairperson announces the voting session ends, and results of votes and elections shall be announced immediately. The voting results of each motion and the election results shall be disclosed immediately on the virtual meeting platform of the shareholders meeting and shall continue to be disclosed for at least fifteen (15) minutes after the meeting is adjourned by the chairperson.

When the Company convenes a hybrid shareholders meeting, if shareholders 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 (2) 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 extemporary 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 14 The election of directors of the board at a shareholders meeting shall be held in accordance with the applicable election and appointment rules 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, as well as the names of the persons not elected as directors and the number of voting rights obtained by them.

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 (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the *Company Act*, the ballots shall be retained until the conclusion of the litigation.

Article 15 Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairperson of the meeting and a copy distributed to each shareholder within twenty (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 chairperson's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their voting results (including counted weights), and when there is an election of directors of the board, the number of votes for each candidate shall be disclosed. The meeting minutes, and shall be retained for the duration of the existence of this 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 chairperson's and recorder'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.

Article 16 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, and 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 of 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 regulations, the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

Article 17 In the event of a virtual shareholders meeting, when declaring the meeting open, the chairperson shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, Paragraph 4 of the *Regulations Governing the Administration of Shareholder Services of Public Companies*, 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 chairperson has announced the meeting adjourned (excluding disruptions caused by individual shareholders due to their own factors or their location, premises, equipment, etc.), and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five (5) 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 Paragraph 2, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected virtual shareholders meeting and have successfully signed in

the meeting, but do not attend the postponed 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 Paragraph 2, 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 of the board.

When the Company convenes a hybrid shareholders meeting, and the virtual meeting cannot continue as described in Paragraph 2, 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 Paragraph 2 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 Paragraph 2, 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 Paragraph 2.

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 18

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

The chairperson 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 arm band 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 chairperson may prevent the shareholder from so doing.

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

Article 19 When a meeting is in progress, the chairperson may announce a break based on time considerations. If a force majeure event occurs, the chairperson 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 extemporary 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 (5) days in accordance with Article 182 of the *Company Act*.

Article 20 These Rules, and any amendments hereto, shall be implemented after adoption by shareholders meetings.

II. The Articles of Incorporation of Yuanta Financial Holding Co., Ltd. (Before Amendment)

Chapter 1: General Provisions

- Article 1** The Company is organized with the permission of the Taiwan government and in accordance with the *Financial Holding Company Act*, *Company Act* and other laws and regulations in order to improve its economic scale and achieve consolidated operating efficiency.
- Article 2** The Company is named "Yuanta Financial Holding Company, Ltd." and the English name is "Yuanta Financial Holding Company, Ltd."
- Article 3** The Company has its head office in Taipei City. If necessary, it may be subject to the resolution of the board of directors and submitted to the competent authorities for approval to establish branches in other locations in Taiwan or abroad.
- Article 4** The Company's announcements shall be published in a newspaper or electronic newspaper unless otherwise required by the competent authorities.

Chapter 2: Business Activities

- Article 5** The Company's business is in the H801011 financial holding company industry.
- Article 6** The Company's scope of business is as follows:
1. The Company may invest in the following enterprises:
 - (1) Financial holding company
 - (2) Banking
 - (3) Securities Finance
 - (4) Credit card
 - (5) Trust
 - (6) Insurance
 - (7) Securities
 - (8) Futures
 - (9) Venture capital
 - (10) Investment in foreign financial institutions approved by the competent authorities.
 - (11) Other businesses related to financial operation as determined by the competent authorities.
 2. Management of the investee business in the preceding paragraph.
 3. The Company may apply to the competent authorities for approval to invest in businesses other than those listed in Paragraph 1, but

may not participate in the operation of such businesses.

4. Other related business approved by the competent authorities.

Article 7 The Company specializes in investment and its total amount of investment in other businesses is not subject to the limit of forty percent (40%) of the Company's paid-up capital under Article 13 of the *Company Act*.

Chapter 3: Capital Stock

Article 8 The total capital of the Company is set at NT\$180 billion, divided into 18 billion shares with a par value of NT\$10 per share, which are authorized to be issued by the board of directors in several tranches, some of which may be preferred shares.

Article 8-1 The rights and obligations of the Company's preferred shares and other significant terms of issuance are as follows:

1. If there is any earnings in the final accounts of each year, the Company shall pay tax and make up for the deficit of the previous years in accordance with the law. If there is still any remaining balance, the Company shall make a legal reserve, a special reserve or a reversal of the special reserve in accordance with the law and then distribute first the dividends of the preferred shares in respect of the remaining balance of the current year.
2. The dividend for preferred shares is limited to an annual rate of eight percent (8%), calculated by the issuance price per share, and the dividend may be one-time distributed in cash each year. After the financial statements are approved by the regular shareholders meeting, the board of directors will determine the base date to pay the distributable dividends of the previous year. The distribution amount of dividends in the year of issuance and recovery is calculated based on the number of the actual issuance days of the current year.
3. The Company has discretion over the dividend distribution of preferred shares. The Company may decide not to distribute dividends of preferred shares and will not constitute an event of default if there are no earnings in the annual accounts or the earnings are insufficient to distribute dividends of preferred shares, or the distribution of dividends of preferred shares will cause the capital adequacy ratio to fall lower than the minimum requirement by law or competent authorities or other necessary consideration. If the preferred shares issued are non-cumulative, their undistributed dividends or the deficit dividends after distribution will not be accumulated as deferred payment for subsequent years with earnings.
4. Shareholders of preferred shares shall not participate in the distribution of ordinary shares with respect to earnings and capital

surplus as cash and capital allocation except for receiving the dividends as described in Subparagraph 2 of this paragraph.

5. The distribution of the Company's residual property by the shareholders of preferred shares shall be made in priority to the shareholders of ordinary shares and in the same compensation order issued by the Company for various shareholders of preferred shares. All of them shall be subordinate to the general creditors to the extent that the amount does not exceed the issuance amount of the preferred shares.
6. Shareholders of preferred shares do not have voting or election rights in the regular shareholders meetings but may be elected as directors of the board. However, they shall have voting rights in the preferred shareholders meetings or the shareholders meetings that involve the rights and obligations of shareholders of preferred shares.
7. The Company may issue convertible preferred shares or non-convertible preferred shares. For convertible preferred shares, no conversions are allowed within one year from the date of issuance. The board of directors is authorized to determine the conversion period in the actual issuance conditions. After convertible preferred shares are converted into ordinary shares, its rights and obligations are the same as ordinary shares. The distribution of the annual dividends for the convertible preferred shares shall be calculated based on the proportion between the number of the actual issuing days and the total number of days of that year. Should any shares be converted into the ordinary shares before the ex-dividend record date of dividend distribution of each year, the shareholders shall not have the right to the distribution of the dividends of preferred shares in the current and following years but may participate in the distribution of ordinary shares earnings and capital surplus.
8. If the preferred shares have no maturity date, the Company may repossess the preferred shares, in whole or in part, at the original actual issuance price at any time from the second day after the expiration of seven years. The unrecovered preferred shares shall continue to be subject to the rights and obligations of the various issuance terms prescribed in this article. In the year of repossessing the preferred shares, the dividends that shall be distributed up to the repossession date shall be distributed in accordance with the number of the actual issuance days of that year, if the shareholders meeting of the Company decides to distribute dividends.
9. If the Company issues preferred shares with maturity, the term of issue shall not be shorter than seven years, and preferred shareholders have no right to request the Company to repossess such shares. Upon maturity or from the second day after the expiration of seven years from the date of issuance, the Company

may repossess the shares in cash, by issuing new shares for mandatory conversion, or by other means permitted by law in accordance with the issuance price and the relevant issuance method. In the event that the Company is unable to recover all or part of the preferred shares due to objective factors or force majeure, the unrecovered preferred shares shall continue to be issued in accordance with the terms and conditions of the issuance method until such time as the Company has recovered them in full.

10. When the dividends of preferred shares are distributed, the distribution order shall be determined according to the order in which the preferred shares are issued

At the time of the actual issuance, the board of directors is authorized to determine the name, date of issuance, and specific conditions of the preferred shares in accordance with the Company's Articles of Incorporation and relevant laws and regulations, depending on the capital market conditions at the time of issuance and the investors' willingness to subscribe.

Article 9 The Company's shares are issued in accordance with the *Company Act* and other relevant laws and regulations.

Shares issued by the Company are exempt from the printing of stock certificates, as are other negotiable securities, but should be registered with a centralized securities depository in accordance with the regulations of that institution.

Article 10 The handling of the Company's stock affairs, unless otherwise provided by laws and securities regulations, shall be conducted in accordance with the *Regulations Governing the Administration of Shareholder Services of Public Companies*.

Article 11 The transfer of shares shall be suspended within sixty (60) days prior to the convening date of each regular shareholders meeting, within thirty (30) days prior to the convening date of the special shareholders meeting, or within five (5) days prior to the target date fixed by the Company to distribute dividends, bonuses, or other benefits.

Chapter 4: Shareholders Meeting

Article 12 Shareholders meetings of the Company are of two kinds: regular meeting and special meeting. Unless otherwise stipulated by laws and regulations, the board of directors shall convene the meetings in accordance with the law. Regular meetings shall be convened within six (6) months after close of each fiscal year. Special meetings shall be convened whenever necessary according to the laws and regulations.

Article 12-1 Shareholders meetings of the Company may be held by video conference or other means announced by the competent authorities.

Article 13 The Company's shareholders are entitled to one vote for each share held. Unless otherwise provided for in the law, a meeting of shareholders shall proceed only if attended by shareholders representing more than one-half of the total outstanding capital stock of the Company. Resolutions of a shareholders meeting shall be made at the meeting with the concurrence of a majority of the votes held by the shareholders present at the meeting.

Article 14 In the event that a shareholder is unable to attend the shareholders meeting in person, he or she may appoint a proxy to attend the meeting by producing a proxy form issued by the Company specifying the scope of the authority. 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 three percent (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.

The proxy form in the preceding paragraph shall be delivered to the Company five (5) days before the date of the shareholders meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

Article 15 Unless otherwise stipulated by laws and regulations, the shareholders meeting shall resolve the following items:

1. To determine and cooperate with the establishment of the audit committee and to amend the Company's Articles of Incorporation.
2. Election of directors.
3. Recognition of the books of accounts prepared by the board of directors and the report of the audit committee, and resolutions of the proposals to distribute earnings or of deficit appropriations.
4. Resolutions on the increase or decrease of capital.
5. Other important matters and matters that should be decided by the shareholders meeting according to laws and regulations.

Chapter 5: Board of Directors and Directors of the Board

Article 16 The Company establishes a board of directors consisting of nine (9) to fifteen (15) directors who are elected by the shareholders meeting in accordance with the law.

Article 16-1 The Company has established three (3) to five (5) independent directors from among the directors in the preceding article, and the number of independent directors shall not be less than one-third of the number of directors.

In the election of directors, each share shall have the same number of votes as the number of directors to be elected, and shareholders may give all of such votes to one candidate or distribute them among several candidates. The persons receiving the largest numbers of votes represented on the recovered ballots shall be elected directors. Independent directors and non-independent directors shall be elected together, but the number of elected seats shall be calculated separately.

Article 16-2 The Company adopts a candidate nomination system for the election of directors (including independent directors). Shareholders holding more than one percent (1%) of the total number of issued shares and the board of directors may propose a list of candidates for directorship and submit it to the shareholders meeting, and the shareholders shall elect the candidates from the list.

All matters relating to the handling of nominations and announcements of candidates for directorship shall be managed in accordance with the relevant laws and regulations of the *Company Act* and *Securities and Exchange Act*.

Article 16-3 The Company's audit committee is composed of all independent directors in accordance with Article 14-4 of the *Securities and Exchange Act*. The exercise of the powers and functions of the audit committee and its members and related matters shall be governed by the relevant laws and regulations under the *Securities and Exchange Act*.

Article 16-4 The Company establishes a remuneration committee and its organizational rules are agreed upon by the board of directors in accordance with relevant laws and regulations.

Article 16-5 The Company may establish other functional committees under the board of directors. The number of members, term of office, functions, and powers of the functional committees shall be stipulated in the organizational rules or charter of each functional committee and shall be implemented upon the resolution of the board of directors.

Article 17 The total number of shares held by all directors of the board of the Company shall not be less than the number prescribed by the competent authorities.

Article 18 The directors of the board are elected for a three-year term and may serve consecutive terms if re-elected. A director whose term of office expires before the newly-elected director takes office is extended until the time the newly-elected director takes office.

The Company may, by resolution of the board of directors, purchase liability insurance for its directors.

Article 19 The board of directors shall not separately establish a managing director. One director shall be elected from among the directors as chairperson and one director shall be elected from among the directors as vice chairperson.

In addition to the remuneration provided for in Article 33, the chairperson's salary shall be paid at a rate not exceeding 1.5 times the salary of the president/general manager, and the vice chairperson's salary shall be paid at a rate not exceeding 1.25 times the salary of the president, which shall be determined by the resolution of the board of directors.

Other remuneration and benefits of the chairperson and vice chairperson shall be paid in accordance with the relevant regulations of the Company or by reference to industry standards. The severance pay or retirement pension of the chairperson and vice chairperson shall be authorized by the board of directors in accordance with its resolution based on the chairperson and vice chairperson's participation in company operation, contribution value, and peer standards.

The board of directors shall be authorized to determine the remuneration of the independent directors on the basis of the prevailing standards in the industry. However, independent directors may not participate in the distribution of directors' remuneration in Article 33.

Article 20 Internally, the chairperson is the chairperson of the shareholders meeting and board of the directors, and externally the chairperson represents the Company. When the chairperson of the board is on leave or for any reason is unable to exercise the powers of the chairperson, the vice chairperson shall do so in place of the chairperson; if there is no vice chairperson or if the vice chairperson also is on leave or for any reason is unable to exercise the powers of the chairperson, the chairperson shall designate a director to represent him or her; if the chairperson does not make such a designation, the directors shall nominate among themselves one director to exercise the powers of the chairperson.

Article 21 The directors form a board of directors. The meeting of the board of directors shall be convened by the chairperson of the board of directors unless otherwise stipulated by laws and regulations. Except as otherwise provided by law, the resolutions of the board shall be made with the presence of a majority of the directors and the consent of a majority of the directors present.

The notice of the convening of the board of directors may be faxed or emailed.

Article 22 Directors of the board shall attend board meetings in person. If for any reason a director cannot attend a meeting, that director may issue a proxy form authorizing another director to act on behalf of the absent director. However, a director may act as the proxy of only one other director.

Article 23 The powers of the board of directors are as follows:

1. Approval of the Company's business objectives and plans.
2. Approval of the Company's budget and review of final accounting

results.

3. Approval of the Company's organizational rules.
4. Approval of the Company's major regulations.
5. Planning of capital increase and decrease of the Company and verification of stock issuance.
6. Drafting of proposals on the Company's distribution of earnings or make-up of losses.
7. Resolutions on the issuance of the Company's corporate bonds.
8. Resolutions on the plans to buy back the Company's shares.
9. Appointment and removal of the Company's management personnel, and financial, accounting, risk management, legal compliance, and internal audit officials.
10. Approval of the acquisition or disposal of major assets.
11. Determination of the dates of the Company's regular shareholders meetings and special shareholders meetings.
12. Determination of managers' performance evaluation standards and remuneration standards, and the directors' remuneration structure and system.
13. Other matters stipulated by laws and regulations or authorized by the shareholders meeting.

Article 24 (deleted)

Article 25 (deleted)

Article 26 (deleted)

Article 27 The person in charge of the Company is legally entitled to hold a position of a subsidiary.

Article 28 The Company's directors of the board are paid for their travel fees and meeting attendance fees in accordance with industry standards.

Article 28-1 (deleted)

Chapter 6: Management Personnel

Article 29 The Company establishes a president/general manager who upholds the decisions of the board of directors to manage all the Company's business, and may be authorized by the board of directors to execute business externally on behalf of the Company.

The Company may establish a number of persons at the level of vice president or above to assist the president in handling the Company's business.

The Company's board of directors establishes one auditor-general, who occupies a position equivalent to that of a vice president, and

manages all audit matters with an independent and detached spirit. One chief secretary of the board of directors is established; the chief secretary is responsible for board-related matters. One chief risk officer is established to be responsible for relevant risk control work of various businesses.

The president, auditor-general, chief secretary, and chief risk officer are nominated by the chairperson of the board of directors and are appointed and removed by the approval of the board of directors.

Article 30 The Company may establish departments in accordance with its business needs, and assign one person in charge of managing each department.

The personnel at the level of vice president and department heads are recommended by the president for appointment and removal by the chairperson of the board of directors with the approval of the board of directors.

Article 31 Managers shall have the power to act on behalf of the Company in the manner necessary for the business of the Company, except for the powers and functions conferred on the shareholders meeting and the board of directors by laws and regulations and the Articles of Incorporation of the Company. The scope of the managers' authority shall be in accordance with the rules and regulations of the Company.

Chapter 7: Final Accounting and Distribution of Earnings

Article 32 The Company's fiscal year begins on January 1 and ends on December 31 of each year. After the end of each fiscal year, the board of directors shall prepare and submit to the regular shareholders meeting for recognition in accordance with the statutory procedures for each of the following reports and statements:

1. Report on operations.
2. Financial statements.
3. Proposals concerning distribution of earnings or making up losses.

Article 33 If the Company has profit at the year's final accounting (namely, the earnings before tax prior to deduction of employees' and directors' remuneration), it shall reserve an amount sufficient to cover losses, if any. The employees' remuneration is reserved at the range from decimal zero one percent (0.01%) to decimal five percent (0.5%), and the directors' remuneration no more than decimal nine percent (0.9%), from the remainder, if any. The distribution of employees' remuneration and directors' remuneration shall be handled in accordance with the relevant distribution standards set by the board of directors. When remuneration to employees is distributed in the form of stock or in cash, it shall also be distributed to employees of affiliated companies that meet certain conditions.

The board of directors shall determine the certain conditions referred

to in the preceding paragraph.

Article 33-1 If the Company has earnings in the current year's final accounts, it shall first be subject to income tax of profit-seeking enterprise and make up for prior years' losses, and then set aside legal reserve, reserve or reverse special reserve. And the remaining balance, together with undistributed earnings from prior years, shall be submitted by the board of directors as distribution proposals to the regular shareholders meeting for resolution of shareholders' dividend distribution.

When the legal reserve in the preceding paragraph has reached the amount of the Company's paid-in capital, it may no longer be set aside.

Article 34 In order to continuously expand the scale and increase profitability, the Company adopts the residual dividend policy in line with the Company's long-term financial planning and takes into account relevant regulations. Dividends are distributed in accordance with the principle that after the annual final earnings has been calculated in accordance with the provisions of the preceding article, the Company will retain the necessary funds in accordance with the Company's operating plan. The remainder will be distributed as cash dividends, provided that the cash dividends are not less than forty percent (40%) of the distributable amount of the current year's earnings.

Chapter 8: Supplementary Provisions

Article 35 The organizational rules and important regulations of the Company shall be laid down separately by the board of directors.

Article 36 In regard to all matters not provided for in these Articles of Incorporation, the *Financial Holding Company Act*, *Company Act*, and other relevant laws and regulations shall govern.

Article 37 These Articles of Incorporation were established on December 10, 2001, and implemented after passage by the founders' conference or shareholders meeting, likewise in the case of revisions.

First revision on May 24, 2002

Second revision on June 6, 2003

Third revision on June 11, 2004

Fourth revision on June 29, 2005

Fifth revision on December 28, 2006

Sixth revision on June 29, 2007

Seventh revision on June 18, 2010

Eighth revision on June 28, 2011

Ninth revision on June 21, 2012
Tenth revision on October 13, 2015
Eleventh revision on June 16, 2016
Twelfth revision on June 8, 2017
Thirteenth revision on June 15, 2018
Fourteenth revision on June 14, 2019
Fifteenth revision on June 9, 2020
Sixteenth revision on July 8, 2021
Seventeenth revision on June 10, 2022
Eighteenth revision on June 7, 2024

III. The Procedures of Director Election of Yuanta Financial Holding Co., Ltd.

Approved by the promoter meeting on December 10, 2001

Revised and approved by the shareholders meeting on June 29, 2005

Revised and approved by the interim shareholders meeting on December 28, 2006

Revised and approved by the shareholders meeting on June 13, 2008

Revised and approved by the shareholders meeting on June 28, 2011

Revised and approved by the shareholders meeting on June 21, 2012

Revised and approved by the shareholders meeting on June 2, 2015

Revised and approved by the shareholder' meeting on June 16, 2016

Revised and approved by the shareholders meeting on July 8, 2021

Article 1

In order to elect directors fairly, justly and openly, these Procedures are set in accordance with Article 32 of the Company's "Corporate Governance Principles".

Article 2

Except where other laws or regulations apply, the election of directors shall follow these Procedures.

Article 3

The select of the Company's director shall take the overall deployment of the board of directors into consideration. The composition of the board members shall take diversification into consideration, and diversified policies shall be defined based on the needs for the board's operation, operating type and development, including but not limited to the standards oriented toward the following two major directions:

1. Basic qualification and value: gender, age, nationality and culture, et al.
2. Professional knowledge and skill: professional background (e.g. law, accounting, industry, finance, marketing or technology), knowhow and industry experience, et al.

The Board members shall possess the knowledge, skill and literacy required to implement the job, and the required abilities are listed as follows:

1. The ability of operational judgment.
2. The ability of accounting and financial analysis.
3. The ability of operational management (including the operational management to subsidiary).
4. The ability of crisis management.
5. Knowledge of the industry.

6. International market viewpoint.
7. Leadership.
8. The ability of decision-making.
9. The knowledge and ability of risk management.

There shall be no more than half of the numbers of directors with the relationship of spouse or two degrees of kinship.

The directors of the Company shall comply with the regulations of “Regulations Governing Qualification Requirements for the Promoter or Responsible Persons of Financial Holding Companies and Concurrent Serving Restrictions and Matters for Compliance by the Responsible Persons of a Financial Holding Company.”

The Company’s board of directors shall consider adjusting the composition of the board members according to the performance appraisal result.

Article 4

The Company's independent directors shall meet the qualifications referred to in Article 2, Article 3, and Article 4 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies”, and in the preceding paragraph, and shall also possess the expertise, skills, experience and global view required by the Company's business development.

Election of the Company's independent directors shall comply with Article 5, Article 6 and Article 7 of the “Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies” and Article 34 of the Company's “Corporate Governance Principles.”

The election of independent directors shall take into consideration the scale and nature of the Company’s operations, selecting a diverse group of independent directors in line with the Company’s business development needs, and set an appropriate number of independent director seats accordingly

Article 5

The election of the Company’s directors (including independent directors) shall comply with the procedure of the nomination system regulated in Article 192-1 of the *Company Act*.

Where directors are discharged from a position for any reason that leads the number of directors to less than five persons, the Company shall hold a by election in the most recent shareholders meeting. Where the vacancy of directors reaches one third of the seats regulated by charters, the Company shall hold an interim shareholders meeting for by-election within 60 days of the occurrence of the fact.

Where the number of independent directors falls short of the regulations of the proviso of Paragraph 1 of Article 14-2 of *Securities and Exchange Act*, the Company shall hold a by election in the most recent shareholders meeting; where all independent directors discharge from the position, the Company shall hold an interim shareholders meeting for by-election within 60 days of occurrence of the fact.

Article 6

The Company's election of directors shall adopt the cumulative voting system. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or distribute among multiple candidates.

Article 7

The Company's board of directors shall prepare the number of ballots equal to the number of directors to be elected and shall fill in the number of votes to be distributed to the attending members in a general meeting. The attendance certificate number identified in the ballot may be in lieu of the voter's name.

Article 8

Pursuant to the number of directors referred to herein, the Company calculates voting rights for independent and non-independent directors separately, and the candidates to whom the ballots cast represent a prevailing number of votes shall be elected based on the result of the election as independent directors or non-independent directors, respectively in descending order. If two or more candidates receive an equal number of votes, a draw shall take place between these candidates to determine who shall be elected. Where a candidate is not present, the chairman shall draw on behalf of the candidate.

Article 9

Prior to the commencement of an election, the chairperson shall appoint several ballot examiners and ballot counters to perform related duties. However, the ballot examiners shall have the status of shareholders. The Company shall prepare a ballot box for the election of directors to be inspected by the ballot examiners prior to the casting of ballots.

Article 10

If the total of the number of votes assigned to any candidate are less than the votes held by the persons casting the vote, the vote difference shall be held as vote abstention.

Article 11

The ballot shall be null and void upon occurrence of one of the following:

1. Ballots that are not prepared by the persons with the right to convene.
2. Blank ballots which are cast into the ballot box.
3. Failure to cast the ballots into the ballot box before the chairperson's announcement of the end of voting.

The number of votes assigned to any candidate as specified in the "Candidate" column or any other related column on a ballot shall be null and void, if the column meets any of the following circumstances:

1. Damaged so as to become unidentifiable.
2. Scribbled and unidentifiable writing or writing which has been altered.
3. The name of the candidate as specified does not match the names on the list of director candidates after checking.
4. Writing other than the number of votes assigned.
5. The candidate's name is identified incompletely, or too simple to be identified.

Article 12

The voting rights shall be calculated on site immediately after the end of the poll, and the chairperson or an individual designated by the chairperson shall announce the voting result on the site, including the name list of persons elected as directors and votes won by them respectively, and the name list of persons not elected as directors and the number of voting rights obtained by them.

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. Where shareholders file a lawsuit according to Article 189 of the Company Act, said ballots shall be kept until the resolution of the litigation.

Article 13

The board of directors shall send each elected director a notice of appointment.

Article 14

These Procedures shall be implemented after the shareholders' meeting grants approval. The same shall apply when the Procedures are amended.

IV. Information on Shareholdings of the Company's Directors

The list of shareholding of all directors recorded on the shareholder roster until the book closure date of this shareholders meeting:

Base Date: April 15, 2025

Title	Name	Shares Possessed	Ratio	Remarks
Chairperson	Tony Shen	6,044,168	0.05%	
Director	Wei Chen Ma	0	0	
Director	Daniel Y.M. Song	458,267,553	3.54%	Representative of Tsun Chueh Investment Co., Ltd.
Director	Chung Yuan Chen			
Director	Chien Weng	135,902,194	1.05%	Representative of Modern Investment Co., Ltd.
Independent Director	Ming Ling Hsueh	0	0	
Independent Director	Kuang Si Shiu	0	0	
Independent Director	Hsing Yi Chow	0	0	
Independent Director	Sheau Wen Yang	0	0	
Total		600,213,915	4.64%	

Note:

1. The current number of issued shares of the Company is 12,942,864,025 shares. The legal number of shares held by all directors is 160,000,000 shares in accordance with the regulations of Article 26 of the *Securities and Exchange Act and Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies*.
2. The Company has an audit committee, and thus the regulation of supervisor share ownership does not apply to the Company.