

Stock Code: 6416

CASwell, Inc.

Meeting Agenda for 2026
Shareholders' Meeting
Meeting Handbook

May 28, 2026

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CASwell, Inc.

Meeting Procedure for 2026 Shareholders' Meeting

- I. Report on Number of Shares Represented at the Meeting
- II. Call for a Meeting
- III. Chairman's Remarks
- IV. Matters Reported
- V. Matters Ratified
- VI. Matters Discussed
- VII. Election Matters
- VIII. Other Matters
- IX. Extemporaneous Motions
- X. Adjournment

CASwell, Inc.

Meeting Agenda for 2026 Shareholders' Meeting

- I. Time: 9:00 a.m, May 28, 2026
Address: Meeting Room, 12F, No. 308, Jianguo 1st Rd., Xinzhuang
Dist., New Taipei City
Meeting Method: Video-Assisted Shareholders' Meeting
Video Conference Platform: Taiwan Depository & Clearing Corp.
Shareholder e-Service Platform - Shareholders' Meeting Video
Conference (URL: <https://stockservices.tdcc.com.tw>)
- II. Chairman's Remarks
- III. Matters Reported
 - (1) 2025 Business Report
 - (2) 2025 Audit Committee Review Report
 - (3) Report on the Distribution of Remuneration for Employees
and Directors of 2025
 - (4) Report on Cash Dividends Distribution of Earnings for 2025
- IV. Matters Ratified
 - (1) 2025 Business Report and Financial Statements
 - (2) 2025 Earnings Distribution Plan
- V. Matters Discussed
Amendments to the Regulations Governing the Acquisition and
Disposal of Assets
- VI. Election Matters
General reelection of directors of the Company
- VII. Other Matters
Proposal to release the newly elected directors from non-competition
restrictions
- VIII. Extemporaneous Motions
- IX. Adjournment

Matters Reported

Proposal 1: 2025 Business Report

Note: Please refer to Attachment I (pages 12-15) for the Business Report.

Proposal 2: 2025 Audit Committee Review Report

Note: Please refer to Attachment II (page 16) for the Audit Committee Review Report.

Proposal 3: 2025 Report on Remuneration Distribution to Employees and Directors.

Notes: On March 4, 2026, the Board of Directors of the Company passed a resolution that the Company's distribution of the remuneration to employees in cash for 2025 totaled NT\$12.5 million, accounting for 3.14% of the profit in the final accounts of 2025; the distribution of the bonus to Directors reached NT\$4.8 million, accounting for 1.21% of the profit in the final accounts of 2025.

Proposal 4: Report on Cash Dividends Distribution of Earnings for 2025

Description:

1. In accordance with Article 23-1 of the Articles of Incorporation, if the Company distributes dividends and bonuses in cash, or all or part of the statutory surplus reserve and capital reserve are paid in cash, the Board of Directors shall be authorized to do so in the presence of more than two-thirds of the directors and with the consent of more than half of the directors present, and report to the shareholders' meeting.
2. The Company distributed cash dividends to shareholders of NT\$205,375,688 (NT\$2.8 per share) from the earnings of 2025. The cash dividend is calculated rounded down to the nearest New Taiwan dollar. The fractional amounts are aggregated and

recognized in the total cash dividends for distribution.

3. After the case has been approved by the resolution of the Board of Directors, the Chairman was authorized to confirm the ex-dividend date and distribution date. Afterwards, in case the Company buys back the shares or any change occurs to the share capital that the quantity of outstanding shares is impacted, thus causing any change in the ratio of allotments per share, the Chairman will be authorized to deal with related matters and announce the results.

Matters Ratified

(Proposals of the Board of Directors)

Proposal 1: 2025 Business Report and Financial Statements, to be Ratified.

Description:

1. The Company's 2025 business report and financial statements were approved by the resolutions of the Company's Audit Committee and Board of Directors. Meanwhile, the Company's financial statements have been audited and attested by CPAs Kuo, Hsin-Yi and Jhang, Jhao-Wun from KPMG.
2. For the business report, please refer to Attachment I (pages 12-15); for related financial statements, please refer to Attachment III (pages 17-34).

Resolution:

(Proposals of the Board of Directors)

Proposal 2: 2025 Earnings Distribution Plan of the Company, to be Ratified.

Description:

1. The Company has prepared the 2025 Earnings Distribution Table (page 6) in accordance with the Company Act and the Articles of Incorporation.
2. Submitted to ratify.

Resolution:

CASwell, Inc.
Earnings Distribution Plan
2025

Unit: NTD

Item	Amount
Beginning undistributed earnings	\$ 707,271,675
Current year's net profit after tax	315,590,005
Disposal of equity instruments at fair value through other comprehensive income recognized in retained earnings	(1,875,048)
Net profit after tax for the current period, plus other items included in the undistributed earnings for the year excluding net profit	313,714,957
Appropriation of legal reserve	(31,371,496)
Less special reserve appropriated	(22,792,786)
Earnings available for distribution	966,822,350
Distribution items:	
Shareholder dividends - cash (NT\$2.8 per share)	(205,375,688)
Ending undistributed retained earnings	\$ 761,446,662

Chairman: Steve Chu President: Reaforl Hung Accounting Supervisor: Amber Lee

Matters Discussed

(Proposals of the Board of Directors)

Proposal 1: Amendments to the Regulations Governing the Acquisition and Disposal of Assets, to be Ratified.

Description:

1. In accordance with the amendment issued by the Financial Supervisory Commission on July 24, 2025, under Order No. 1140383333.
2. See the Comparison Table of Amendments to the Regulations Governing the Acquisition and Disposal of Assets in Attachment IV (page 35-37).

Resolution:

Election Matters

(Proposals of the Board of Directors)

Proposal: General reelection of directors of the Company

Description:

1. The ninth term of directors (including independent directors) of the Company will expire on June 13, 2026. In accordance with Article 16 of the Company's Articles of Incorporation, seven directors (including three independent directors) shall be elected at this general shareholders' meeting, and a candidate nomination system shall be adopted.
2. The newly elected directors (including independent directors) shall take office upon their election and shall serve from May 28, 2026 to May 27, 2029.
3. The Roster of Director Candidates has been adopted by the resolution of the 12th meeting of the ninth Board of the Company, and the shareholders shall elect them from the Roster of Director Candidates. See the education, experience and other relevant information of candidates in Attachment V (pages 38-44).
4. Jennifer Shao, independent director candidate, has served as an independent director of the Company for more than three terms. In consideration of Director Shao's expertise in investment and finance, as well as her knowledge of the operation of the Company, which will be of significant benefit to the Company, she is listed as an independent director candidate in this election, so that she can exert her expertise and provide professional advice on the supervision of the Board of Directors in the exercise of her duties as an independent director.
5. Submitted for election.

Election Results:

Other Matters

(Proposals of the Board of Directors)

Proposal: Release the Directors of the Company from non-competition restrictions.

Description:

1. In accordance with Article 209 of the Company Act, “A director who does anything for himself or on behalf of another person that is within the scope of the Company’s business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval”.
2. To successfully expand the business of the Company, the Company’s directors and their representatives may engage in the same or similar activities as the business scope of the Company for their concurrent positions in other companies. To the extent that it is not damaging to the interests of the Company, it is proposed that the new directors and their representatives be released from the non-competition restrictions in accordance with Section 209 of the Company Law. The details of the non-competition are as follows:

Category	Name	Relinquishment of Competitive Positions
Director	Steve Chu	Chairman & CEO, Ennoconn Corporation Director, Goldtek Technology Co., Ltd. Chairman, Dexatek Technology Co., Ltd. Director, Suzhou Ennoconn Technology Co., Ltd. Chairman, Poslab Technology Corporation Chairman, AIS Cayman Technology Group Chairman, Ennoconn International Investment Co., Ltd. Director, Marketech International Corp. Director, EnnoMech Precision Co., Ltd. Director, Vecow Co., Ltd. Director, Xinpu Star Venture Capital Co., Ltd. Chairman, Ennoconn Investment Holdings Co., Ltd. Chairman, Ennorise Corporation Chairman, Innovative Systems Integration Ltd. Chairman and Chief Executive Officer, Nera Telecommunications Ltd. Chairman, EnnoVision Inc. Director, Ennoconn Solutions Singapore Director, EnnoAI Singapore

Category	Name	Relinquishment of Competitive Positions
		Director, Kontron AG Ennoconn Thailand Co., Ltd. Director
Director	Ennoconn Corporation Representative: Aven Lou	President in Mainland Region, Ennoconn Corporation Chairman, Suzhou Ennoconn Technology Co., Ltd. Chairman, EnnoMech Precision Co., Ltd. Chairman, Foshan Ennoconn Investment Co., Ltd. Chairman, Huaen Investment Co., Ltd. Chairman, Chung Sheng Hua Chih New Energy (Suzhou) Co., Ltd. Chairman, Goldtek Technology (Shenzhen) Inc. Chairman, Jiangsu Heguangshidu Intelligent Equipment Co., Ltd. Chairman, Huahao Zhilian (Suzhou) Technology Co., Ltd. Director, Ennoconn International Investment Co., Ltd. Director, Marketech International Corp. Director, Goldtek Technology Co., Ltd. Director, HighAim Technology Inc. Director of Ennoconn Malaysia Sdn. Bhd. Chairman, Huakeshi (Suzhou) Technology Co., Ltd.
Director	Ennoconn Corporation Representative: Nelson Tsay	General Manager, Ennoconn Corporation Chairman, American Industrial Systems Inc. Chairman, Vecow Co., Ltd. Chairman, Ennoconn Mexico, S. de R.L. de C.V. Chairman, Ennoconn Chile SpA Chairman, Ennoconn Peru, S.A.C. Director, AIS Cayman Technology Group Director, Ennoconn International Investment Co., Ltd. Director, Poslab Technology Corporation Director, Marketech International Corp. Director, ARBOR Technology Corp. Director, Ennowell Co., Ltd. Chairman, EnnoRise Corporation Director, cacaFly Co., Ltd. Director, Ennoconn (Suzhou) Technology Co., Ltd. Director, Ennoconn Philippines Corporation Director, Ennoconn India Corporation Director, Ennoconn Australia Pty Ltd. Director, Ennoconn New Zealand Ltd.
Director	Reaforl Hung	CASO, INC. Director Chairman, Hawkeye Tech, Co., Ltd.
Independent Director	Jennifer Shao	Independent Director of Ennoconn Corporation Chairman, Caiying Investment Co., Ltd. Independent Director of Insyde Software Co., Ltd.
Independent Director	Luke Teng	Corporate (Future Technology Consulting, Inc.) Representative Vice Chairman and Chief Strategy Officer, Advanced Power Electronics Co., Ltd. Chairman, Future Technology Consulting, Inc.

Category	Name	Relinquishment of Competitive Positions
		<p>Corporate (Future Technology Consulting, Inc.) Representative Director, Tainet Communication System Corp.</p> <p>Corporate (Future Technology Consulting, Inc.) Representative Director, Future Technology Consulting (B.V.I.), Inc.</p> <p>Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, Perfected Prime Ltd. (Samoa)</p> <p>Corporate (Advanced Power Electronics Co., Ltd.) Representative Chairman, Green Power Semiconductor Corp.</p> <p>Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, WuXi Indie Microelectronics Ltd.</p> <p>Independent Director, Tul Corporation</p> <p>Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, Fuhong Investment Co., Ltd.</p> <p>Director, Data Image Co., Ltd.</p> <p>Corporate (Future Technology Consulting, Inc.) Representative Chairman, Xinpu Star Venture Capital Co., Ltd.</p> <p>Director, Zhinan Star Venture Capital Co., Ltd.</p> <p>Director, Taike Star Venture Capital Co., Ltd.</p> <p>Corporate (Future Technology Consulting, Inc.) Representative Director, NCCU Star Venture Capital Co., Ltd.</p>

Resolution:

Extemporary Motions

Adjournment

CASwell, Inc.

Business Report

Dear Shareholders,

In 2025, the global trade environment continued to face challenges from rising protectionism and escalating geopolitical risks. The U.S. government's promotion of the "America First" policy led to significant changes in global trade, tariffs, and supply chain systems, accompanied by substantial exchange rate fluctuations. These factors impacted industry development and supply chain stability. Under these unfavorable overall operating conditions, growth momentum in most industries was suppressed; however, the Company maintained a stable operational performance through the concerted efforts of all employees.

For the fiscal year 2025, the Company's consolidated net operating revenue amounted to NT\$4,309,272 thousand, representing an increase of NT\$55,603 thousand, or 1.3%, compared to NT\$4,253,669 thousand in 2024. After-tax net income was NT\$315,590 thousand, a decrease of NT\$14,492 thousand, or 4.4%, from NT\$330,082 thousand in 2024. The Company's revenue and profit performance in 2025 was primarily affected by U.S. tariff policies and exchange rate fluctuations. Although revenue denominated in U.S. dollars initially showed nearly 10% growth, the significant depreciation of the U.S. dollar starting in May of the second quarter narrowed overall revenue growth. Nevertheless, the Company's solid financial position, flexible capacity allocation, and effective management measures enhanced operational efficiency, mitigating the impact of exchange rates on profitability. Overall, the core business operations remained stable.

With the continuous development of the Artificial Intelligence of Things (AIoT), autonomous driving, humanoid robots, and wireless access networks (5G and 6G communications), innovative applications of cloud and edge computing have been rapidly emerging. The massive connectivity of devices and the transmission of large volumes of data have led to persistent information security issues—such as ransomware attacks, denial-of-service attacks, misinformation, and leakage of trade secrets—that pose serious threats to business operations. Supply chain attacks have become a primary target, especially impacting capital-intensive industries such as industrial infrastructure, the energy sector, and technology applications. As a result, information security has become a key focus for governments and enterprises worldwide. Artificial intelligence (AI) has rapidly advanced due to breakthroughs in algorithm technology and the powerful, high-speed computing capabilities provided by AI chips. These developments have

strengthened AI reinforcement learning training and enabled the creation of more diverse models in text, speech, and video. As a result, AI's reasoning capabilities have become more precise and are now widely applied across various industries, healthcare, education, and entertainment gaming in daily life. This progress has further enhanced generative AI's ability to accurately respond to a wide range of inquiries and demands. AI injects new momentum into information security protection, helping the Company enhance its defense capabilities. However, AI tools can also be used to conduct or generate various types of highly realistic fraud, such as deepfakes. Consequently, major technology companies have been actively investing in the AI information security sector, developing a variety of AI information security products and services. By integrating AI with information security technologies, they assist enterprises in strengthening information security resilience, detecting simulated fraud, enhancing corporate governance capabilities, and reducing operational risks. This approach aims to build a safer and more reliable network environment for businesses and organizations while providing robust protection.

In response to market and industry development trends, the Company's operational plan for the year 2026 continues to build upon its long-established excellence in software, firmware, and hardware research and development capabilities and experience. By integrating the ingenuity and creativity of the R&D team with diverse customer needs and industry expertise, and by considering technological development trends while actively seeking strategic partners, the Company aims to create an ecosystem of industry collaboration and to launch integrated solutions. Leveraging years of research and development in multiple innovative designs, technologies, and experiences, combined with the innovative thinking of strategic partners, the Company continues to design and develop a more diversified range of products. These products include information and communication network security management systems, advanced cloud and AI computing servers, enterprise client network packet switches, virtual/wide-area client premises equipment (vCPE/uCPE) for software-defined wide area networks (SD-WAN), industrial and enterprise storage devices, industrial Internet control systems, and intelligent edge computing gateways. In response to the demands of network traffic management, data packet storage and transmission, and data security in various cloud application service fields, as well as the low latency requirements of edge computing, edge AI applications, deep learning, and intelligent computing applications, we assist clients with comprehensive and rapid integration of software and hardware. We also provide the necessary certifications for products and services, thereby shortening the development timeline for various application platform systems. By leveraging supply chain and manufacturing resources, we offer a comprehensive product line with high cost-effectiveness to meet clients' diverse needs in IT/OT/CT/DT network and information security application products and services.

The Company continues to invest in research and development of high-performance multicore processors (Intel/AMD X86 and RISC/ARM architectures), high-bandwidth Ethernet networks (10G/25G/40G/100/200GbE), network switches, data processing units (DPU), and field-programmable gate arrays (FPGA). The Company will also work with customers to develop servers and server Board remote management systems (LOM/BMC) to address and prevent various network and hacker attacks. The Company will continue to invest in and promote the business model of system integration services and solution sales, aiming to develop new business directions. By providing related products and services, the Company seeks to gradually increase unit sales prices and value, thereby enhancing profitability. Furthermore, due to specific customer demands for production history, testing and verification, customized specifications, quality certification systems, maintenance services/records, after-sales maintenance and service, and global distribution management of system products, the company continues to develop and enhance integrated information platform services and testing and verification software packages. We are increasing the automation of process verification software and procedures, establishing after-sales service centers, optimizing the logistics management information system of our global distribution centers, and fully integrating with customers' internal systems. In addition to more comprehensive product testing and verification, we are consistently implementing various quality, environmental, and information security management systems in accordance with International Organization for Standardization (ISO) standards. We are also actively adopting short-, medium-, and long-term goals for corporate sustainability (ESG) policies to provide customers with better, more sustainable supply chain options.

In the face of volatile global economic activities, fluctuations in raw material supply and prices, trade tariffs, and geopolitical risks, the Company's management team and all employees have continuously upheld a diligent, dedicated, and prudent work ethic. Aligned with the Company's sustainable development strategy, we have developed and deeply cultivated related industries, including information security, enterprise storage, 5G/6G mobile communications, semiconductors, electric vehicles, autonomous driving, practical applications and transformation of artificial intelligence, AI information security and governance, smart manufacturing and smart cities, and robotics applications. In response to the global goal of achieving net-zero carbon emissions, the Company has actively promoted corporate sustainability (ESG) initiatives. In prudent response to the risks posed by geopolitical factors, the Company has carefully planned its global production and distribution models and established a collaborative ecosystem with strategic partners in related industries. The Company actively develops global customers to stabilize revenue and profit growth, enabling all shareholders to share in the benefits of growth and mutual success.

Chairman	Steve Chu
Manager	Reaforl Hung
Accounting Supervisor	Amber Lee

CASwell, Inc.
Audit Committee Review Report

The Board of Directors has prepared and submitted the Company's 2025 Business Report, Financial Statements and the proposed profit distribution, of which the Financial Statements have been audited and certified by the independent auditors, Kuo, Hsin-Yi and Jhang, Jhao-Wun of KPMG. And an audit report has been issued. The Business Report, Financial Statements and the proposed profit distribution has been reviewed by us, the Audit Committee of the Company. We have not found any inconsistencies with applicable laws in our review of the aforementioned documents. Therefore we, the Audit Committee, hereby issue this report in compliance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Best regards

2026 Shareholders' Meeting of CASwell, Inc.

Audit Committee of CASwell, Inc.

Convener: Jennifer Shao

March 4, 2026

Independent Auditors' Report

To the Board of Directors of CASwell, Inc.:

Opinion

We have audited the accompanying parent company only balance sheets of CASwell, Inc. (the "Company") as of December 31, 2025 and 2024, and the related parent company only statements of comprehensive income, changes in equity, and cash flows for the years then ended, as well as the notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, the parent company only financial statements referred to above have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, as well as the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations, and SIC Interpretations as endorsed and issued by the Financial Supervisory Commission of the Republic of China. The financial statements present fairly, in all material respects, the financial position of CASwell, Inc. as of December 31, 2025 and 2024, and its financial performance and cash flows for the years then ended.

Basis for Opinions

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for 2025. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon. We do not provide a separate opinion on these matters. Key audit matters for the company's financial statements of the current period are stated as follows:

1. Measurement of Inventories

Refer to Note 4(7) for the accounting policy on inventory valuation, Note 5(1) for critical accounting estimates and assumptions regarding inventory write-downs, and Note 6(4) for further inventory disclosures.

Notes on key audit matters:

Inventories are measured at the lower of cost or net realizable value. Due to rapid technological developments and the frequent introduction of new products, consumer demand and market pricing for certain products may fluctuate, potentially causing inventory costs to exceed net realizable values. CASwell, Inc. evaluates losses for obsolete and slow-moving inventory based on the nature and aging of the inventories, which involves significant judgment. Accordingly, inventory valuation was identified as a key audit matter.

Audit processes:

Our audit procedures included evaluating whether the Company's inventory valuation policies were consistently applied and appropriate; verifying the basis of the net realizable values used by management; performing sampling procedures to assess inventory aging; and analyzing inventory write-down ratios relative to total inventory, in order to evaluate whether the write-downs were reasonable.

2. The Accuracy of Revenue Recognition Timing

For detailed accounting policies for revenue recognition, refer to Note 4(14); for details of revenues, refer to Note 6(15).

Notes on key audit matters:

The Company primarily derives its revenue from the R&D, production, and sales of network appliances. Revenue is a key performance indicator for shareholders and is subject to inherent risk regarding the appropriate timing of recognition. Accordingly, revenue recognition and cut-off testing were considered key audit matters.

Audit processes:

Our audit procedures included evaluating internal controls over revenue recognition; reviewing significant contracts and evaluating the relevant terms affecting revenue recognition; and performing cut-off testing by selecting sales transactions that occurred before and after the balance sheet date to assess the timing and appropriateness of revenue recognition.

3. Assessment of Impairment of Investments Accounted for Using the Equity Method

Refer to Note 4(8) for the accounting policy on investments in subsidiaries, Note 5(2) for estimation uncertainty and assumptions related to impairment testing, and Note 6(5) for details of equity-method investments.

Notes on key audit matters:

The goodwill generated by merger and acquisition of CASwell, Inc. is material. The management has evaluated and tested impairment according to the international accounting standards, and estimated the future cash flows expected from the asset's cash-generating unit. Calculation of future cash flows involves several assumptions and estimates, with a high level of uncertainty, so

evaluating investment impairment using equity method has been listed as a key audit matter by us in auditing the financial reports of CASwell, Inc.

Audit processes:

Our audit procedures included evaluating the forecasted future cash flows and discount rates used in the impairment models; comparing historical performance to the projected cash flows; and benchmarking the discount rate against relevant external data sources to assess the appropriateness of the impairment test.

Responsibilities of Management and Those Charged with Governance

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, IFRS, IAS, and the interpretations and announcements issued by the Financial Supervisory Commission. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation of the parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is required to assess the Company's ability to continue as a going concern, disclose matters related to going concern where applicable, and apply the going concern basis of accounting unless management intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit 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 made based on these financial statements.

We conduct our audit in accordance with auditing standards and apply professional judgment and professional skepticism throughout the audit. As part of our audit, we:

1. Identify and evaluate the risk of material misstatements due to fraud or error in the parent company only financial statements; design and carry out appropriate countermeasures for the evaluated risk; and obtain sufficient and appropriate evidence as the basis for audit opinions. 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 controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal controls of CASwell, Inc.
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 the 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 ability of CASwell, Inc to operate as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause CASwell, Inc to cease to continue as a going concern.
5. Evaluate the overall expression, structure and contents of the parent company only financial statements (including relevant notes), and whether the parent company only financial statements fairly present relevant transactions and items.
6. Sufficient and appropriate audit evidence is obtained regarding the financial information of the investee companies accounted for using the equity method, in order to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the invested companies' audit, and for expressing an opinion on the statements of CASwell, Inc.

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 identified during our audit.

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

From the matters communicated, we determine the key audit matters to be included in our report, unless law or regulation precludes public disclosure or, in rare cases, we determine that such communication would result in consequences that outweigh the public interest benefits.

KPMG

CPA:

Securities Authority FSC Securities Letter No. 1040003949
Approval Reference No. : FSC Securities Letter No. 1140131922

March 4, 2026

Notice to Reader

For the convenience of readers, this report has been translated into English from the original Chinese version. The English version has not been audited or reviewed by independent auditors. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail. CASO, INC.

CASwell, Inc.

Balance Sheets

December 31, 2025 and 2024

Unit: NT\$ thousand

Assets		2025.12.31		2024.12.31		Liabilities and equity		2025.12.31		2024.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 169,828	3	201,260	4	2100	Long-term loans (Note 6(8))	\$ 160,000	3	150,000	3
1170	Notes receivables and accounts receivables - net (Notes 6(2) and (15))	630,404	11	618,408	12	2170	Accounts payable	776,921	14	535,820	10
1180	Accounts receivables from related parties - net (Note 6(2) (15) and 7)	109,185	2	57,114	1	2180	Accounts payable - related parties (Note 7)	3,703	-	7,133	-
1200	Other receivables (including related parties) (Note 6(3) and 7)	154,866	3	113,864	2	2200	Other payables (including related parties) (Note 7)	100,722	2	112,457	2
130X	Inventories (Note 6(4))	2,037,237	37	1,771,865	34	2230	Current income tax liabilities	42,935	1	28,608	1
1470	Other current assets (Note 8)	100,882	2	71,042	1	2252	Short-term provisions for warranty	5,846	-	5,503	-
	Total current assets	<u>3,202,402</u>	<u>58</u>	<u>2,833,553</u>	<u>54</u>	2280	Lease liabilities - current (Note 6(10))	9,621	-	10,454	-
Non-current assets:						2322	Long-term borrowings due within one year (Note 6(9) and 8)	7,349	-	-	-
1510	Financial assets at FVTPL - non-current	51,622	1	47,364	1	2399	Other current liabilities - others (Note 7)	90,630	2	75,944	2
1517	Financial assets at FVOCI - non-current	47,813	1	47,813	1		Total current liabilities	<u>1,197,727</u>	<u>22</u>	<u>925,919</u>	<u>18</u>
1550	Investment accounted for using the equity method (Note 6(5))	808,756	15	880,392	17	Non-current liabilities:					
1600	Property, plant and equipment (Note 6(6) and 8)	710,979	13	728,279	14	2540	Long-term borrowings (Notes 6(9) and 8)	192,651	4	250,000	5
1755	Right-of-use assets (Note 6(7))	642,304	12	657,638	13	2552	Long-term warranty provisions	19,482	-	19,328	-
1780	Intangible assets	5,047	-	3,754	-	2580	Lease liabilities - non-current (Note 6(10))	460,609	8	469,288	9
1840	Deferred tax assets (Note 6(12))	4,127	-	3,673	-	2570	Deferred tax liabilities (Note 6(12))	13,544	-	24,194	-
1900	Other non-current assets	5,761	-	2,529	-	2670	Other non-current liabilities - others	335	-	14	-
	Total non-current assets	<u>2,276,409</u>	<u>42</u>	<u>2,371,442</u>	<u>46</u>		Total non-current liabilities	<u>686,621</u>	<u>12</u>	<u>762,824</u>	<u>14</u>
							Total liabilities	<u>1,884,348</u>	<u>34</u>	<u>1,688,743</u>	<u>32</u>
						Equity (Note 6(13)):					
						3100	Share capital	733,485	14	733,485	14
						3200	Capital surplus	1,445,196	26	1,445,196	28
						3300	Retained earnings:				
						3310	Legal reserve	417,588	8	384,748	7
						3320	Special earnings reserve	61,227	1	52,985	1
						3350	Undistributed earnings	1,020,987	19	961,065	19
							Total retained earnings	<u>1,499,802</u>	<u>28</u>	<u>1,398,798</u>	<u>27</u>
						3400	Other equity	(84,020)	(2)	(61,227)	(1)
							Total equity	<u>3,594,463</u>	<u>66</u>	<u>3,516,252</u>	<u>68</u>
							Total liabilities and equity	<u>\$ 5,478,811</u>	<u>100</u>	<u>5,204,995</u>	<u>100</u>
Total assets		<u>\$ 5,478,811</u>	<u>100</u>	<u>5,204,995</u>	<u>100</u>						

(Please read the attached notes to parent company only financial statements carefully)

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc.
Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	2025		2024	
	Amount	%	Amount	%
4000 Sales revenue net (Note 6(15) and 7)	\$ 3,641,718	100	3,368,123	100
5000 Operating costs (Note 6(4), (6), (7), (10), (11), (16), 7 and 12)	2,868,869	79	2,612,465	78
Gross Profit	772,849	21	755,658	22
Operating expenses (Note 6(6), (7), (10), (11), (16) and 12):				
6100 Selling and marketing expenses	148,205	4	131,592	4
6200 General and administrative expenses	55,283	1	67,266	2
6300 Research and development expenses	201,812	6	223,026	6
6450 Expected credit loss	783	-	-	-
Total operating expenses	406,083	11	421,884	12
Net operating income	366,766	10	333,774	10
Non-operating income and expenses (Note 6(17)):				
7100 Interest income	9,489	-	9,820	-
7010 Other income	30,566	1	47,093	1
7020 Other gains and losses	12,906	1	25,741	1
7050 Finance costs (Note 6(10))	(15,455)	(1)	(15,985)	-
7070 Share of loss of subsidiaries accounted for using the equity method	(23,295)	(1)	(5,105)	-
Total non-operating income and expenses	14,211	-	61,564	2
7900 Profit before tax	380,977	10	395,338	12
7950 Less: Income tax expense (Note 6(12))	65,387	1	65,256	2
8200 Profit for the period	315,590	9	330,082	10
8300 Other comprehensive income (loss):				
8310 Items that will not be reclassified to profit or loss				
8330 Share of other comprehensive profit or loss of subsidiaries accounted for using the equity method - items not reclassified to profit or loss	(14,514)	(1)	(17,156)	(1)
8349 Less: Income tax relating to items that may not be reclassified	-	-	-	-
Total of items that will not be reclassified to profit or loss	(14,514)	(1)	(17,156)	(1)
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences arising from the translation of foreign operations	(10,154)	-	7,236	-
8399 Less: Income tax relating to items that may be reclassified	-	-	-	-
Total of items that may be reclassified subsequently to profit or loss	(10,154)	-	7,236	-
8300 Other comprehensive income (loss) for the year	(24,668)	(1)	(9,920)	(1)
8500 Total comprehensive income for the year	\$ 290,922	8	320,162	9
Earnings per share (Note 6(14))				
9750 Basic earnings per share (NT\$)	\$ 4.30		4.50	
9850 Diluted earnings per share (NT\$)	\$ 4.29		4.49	

(Please read the attached notes to parent company only financial statements carefully)

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc.
Statements of Changes in Equity
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	Retained earnings					Other equity items		Total equity
	Share capital	Capital surplus	Legal reserve	Special earnings reserve	Undistributed earnings	Exchange differences arising from the translation of foreign operations	FVOCI reserve for financial assets	
Balance, January 1, 2024	\$ 733,485	1,445,196	352,478	40,230	883,062	(38,510)	(14,475)	3,401,466
Profit for the period	-	-	-	-	330,082	-	-	330,082
Other comprehensive income (loss) for the year	-	-	-	-	-	7,236	(17,156)	(9,920)
Total comprehensive income for the year	-	-	-	-	330,082	7,236	(17,156)	320,162
Earnings distribution:								
Appropriation of legal reserve	-	-	32,270	-	(32,270)	-	-	-
Appropriation of special reserve	-	-	-	12,755	(12,755)	-	-	-
Cash dividends to shareholders	-	-	-	-	(205,376)	-	-	(205,376)
Disposal of equity investments measured at FVOCI	-	-	-	-	(1,678)	-	1,678	-
Balance on December 31, 2024	733,485	1,445,196	384,748	52,985	961,065	(31,274)	(29,953)	3,516,252
Profit for the period	-	-	-	-	315,590	-	-	315,590
Other comprehensive income (loss) for the year	-	-	-	-	-	(10,154)	(14,514)	(24,668)
Total comprehensive income for the year	-	-	-	-	315,590	(10,154)	(14,514)	290,922
Earnings distribution:								
Appropriation of legal reserve	-	-	32,840	-	(32,840)	-	-	-
Appropriation of special reserve	-	-	-	8,242	(8,242)	-	-	-
Cash dividends to shareholders	-	-	-	-	(212,711)	-	-	(212,711)
Disposal of equity investments measured at FVOCI	-	-	-	-	(1,875)	-	1,875	-
Balance on December 31, 2025	\$ 733,485	1,445,196	417,588	61,227	1,020,987	(41,428)	(42,592)	3,594,463

(Please read the attached notes to parent company only financial statements carefully)

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc.
Statements of Cash Flow
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	2025	2024
Cash flows from operating activities:		
Profit before tax	\$ 380,977	395,338
Adjustments:		
Adjustments to reconcile profit (loss)		
Depreciation	40,481	47,783
Amortization	3,250	4,882
Expected credit loss	783	-
Net gain on financial assets/liabilities at FVTPL	(11,394)	(4,228)
Interest expenses	15,455	15,985
Interest income	(9,489)	(9,820)
Share of loss of subsidiaries accounted for using the equity method	23,295	5,105
Loss on lease modification	520	-
Loss on disposal and scrapping of property, plant and equipment	-	2,517
Unrealized loss (profit) on sales	1,261	(4,757)
Total adjustments to reconcile profit (loss)	64,162	57,467
Changes in operating assets/liabilities:		
Net changes in operating assets:		
Increase in notes and trades receivable (including related parties)	(64,850)	(90,451)
Increase in other receivables - including related parties	(41,068)	(53,508)
Inventory increase	(265,372)	(432,191)
Increase in other current assets	(29,859)	(11,505)
Total net changes in operating assets	(401,149)	(587,655)
Net changes in operating liabilities:		
Increase in accounts payable (including related parties)	237,671	96,462
Increase (decrease) in other payables (including related parties)	(11,735)	10,782
Increase in warranty provisions	497	4,579
Increase in other current liabilities	14,686	3,910
Total net changes in operating liabilities	241,119	115,733
Total net changes in operating assets and liabilities	(160,030)	(471,922)
Total adjustments	(95,868)	(414,455)
Cash inflow (outflow) generated from operations	285,109	(19,117)
Interest received	9,555	9,609
Dividends received	22,742	25,471
Interest paid	(15,455)	(15,985)
Income tax paid	(62,164)	(71,782)
Net cash inflow (outflow) generated from operations	239,787	(71,804)
Cash flows from (used in) investing activities:		
Acquisition of financial assets at FVTPL	(4,800)	-
Proceeds from return of capital through profit and loss of financial assets at FVTPL	11,937	4,991
Acquisition of property, plant and equipment	(7,740)	(41,094)
Disposal of property, plant and equipment	-	285
Acquisition of intangible assets	(4,205)	(3,367)
Decrease (increase) in other non-current assets	(3,570)	3,654
Net cash used in investing activities	(8,378)	(35,531)
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	370,000	600,000
Decrease in short-term borrowings	(360,000)	(450,000)
Repayments of long-term borrowings	(50,000)	(50,000)
Repayment of the principal portion of lease liabilities	(10,121)	(17,830)
Decrease in other non-current liabilities	(9)	(14)
Cash dividends paid	(212,711)	(205,376)
Net cash used in financing activities	(262,841)	(123,220)
Decrease in cash and cash equivalents of the current period	(31,432)	(230,555)
Cash and cash equivalents at beginning of period	201,260	431,815
Cash and cash equivalents at end of period	\$ 169,828	201,260

(Please read the attached notes to parent company only financial statements carefully)

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

Independent Auditors' Report

To the Board of Directors of CASwell, Inc.:

Opinion

We have audited the accompanying consolidated balance sheets of CASwell, Inc. and its subsidiaries (the “Group”) as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for the years then ended, as well as the notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the consolidated financial statements referred to above have been prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, as well as the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations, and SIC Interpretations as endorsed and issued by the Financial Supervisory Commission of the Republic of China. The consolidated financial statements present fairly, in all material respects, the financial position of CASwell, Inc. as of December 31, 2025 and 2024, and its financial performance and cash flows for the years then ended.

Basis for Opinions

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of this report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China (“the Norm”) and have fulfilled our other ethical responsibilities in accordance with the Norm. 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 Group for 2025. 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. Key audit matters for the company's financial statements of the current period are stated as follows:

1. Measurement of Inventories

Refer to Note 4(8) for the accounting policy on inventory valuation, Note 5(1) for critical accounting estimates and assumptions regarding inventory write-downs, and Note 6(3) for further inventory disclosures.

Notes on key audit matters:

Inventories are measured at the lower of cost or net realizable value. Due to rapid technological developments and the frequent introduction of new products, consumer demand and market pricing for certain products may fluctuate, potentially causing inventory costs to exceed net realizable values. CASwell, Inc. evaluates losses for obsolete and slow-moving inventory based on the nature and aging of the inventories, which involves significant judgment. Accordingly, inventory valuation was identified as a key audit matter.

Audit processes:

Our audit procedures included evaluating whether the Group's inventory valuation policies were consistently applied and appropriate; verifying the basis of the net realizable values used by management; performing sampling procedures to assess inventory aging; and analyzing inventory write-down ratios relative to total inventory, in order to evaluate whether the write-downs were reasonable.

2. The Accuracy of Revenue Recognition Timing

For detailed accounting policies for revenue recognition, refer to Note 4(14); for details of revenues, refer to Note 6(14).

Notes on key audit matters:

The Group primarily derives its revenue from the R&D, production, and sales of network appliances. Revenue is a key performance indicator for shareholders and is subject to inherent risk regarding the appropriate timing of recognition. Accordingly, revenue recognition and cut-off testing were considered key audit matters.

Audit processes:

Our audit procedures included testing internal controls over revenue recognition; reviewing significant contracts and evaluating the relevant terms affecting revenue recognition; and performing cut-off testing by selecting sales transactions that occurred before and after the balance sheet date to assess the timing and appropriateness of revenue recognition.

3. Assessment of Goodwill Impairment

Refer to Note 4(12) for accounting policies on goodwill impairment, Note 5(2) for critical estimates and assumptions, and Note 6(6) for goodwill disclosures.

Notes on key audit matters:

The Group's goodwill arising from business combinations is material. Management is required to perform an annual impairment test in accordance with IFRS. This process involves significant estimates, including projected future cash flows and the weighted average cost of capital used in estimating value in use. Given the complexity and judgment involved, goodwill impairment assessment was identified as a key audit matter.

Audit processes:

Our audit procedures included evaluating the reasonableness of key assumptions used in the impairment model, such as cash flow forecasts and discount rates; comparing projected results to historical performance; and benchmarking discount rates against external market data.

Other Matters

CASwell, Inc. has also prepared separate parent company-only financial statements as of and for the years ended December 31, 2025 and 2024, on which we have issued an unqualified opinion for reference.

Responsibilities of Management and Those Charged with Governance

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, IFRS, IAS, and the interpretations and announcements issued by the Financial Supervisory Commission. Management is also responsible for the design, implementation, and maintenance of internal controls to ensure the consolidated financial statements are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to assess the Group's ability to continue as a going concern, disclose matters related to going concern where applicable, and apply the going concern basis of accounting unless management intends to liquidate the Group or cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but not a guarantee that an audit 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 made based on these consolidated financial statements.

We conduct our audit in accordance with auditing standards and apply professional judgment and professional skepticism throughout the audit. As part of our audit, we:

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

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

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

From the matters communicated, we determine the key audit matters to be included in our report, unless law or regulation precludes public disclosure or, in rare cases, we determine that such communication would result in consequences that outweigh the public interest benefits.

KPMG

CPA:

Securities Authority FSC Securities Letter No. 1040003949
Approval Reference No. FSC Securities Letter No. 1140131922
March 4, 2026

Notice to Reader

For the convenience of readers, this report has been translated into English from the original Chinese version. The English version has not been audited or reviewed by independent auditors. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese-language independent auditors' report and consolidated financial statements shall prevail.

CASwell, Inc. and its Subsidiaries
Consolidated Statement of Financial Position
December 31, 2025 and 2024

Unit: NT\$ thousand

Assets		2025.12.31		2024.12.31		Liabilities and equity		2025.12.31		2024.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (Note 6(1))	\$ 455,388	8	487,593	9	2100	Short-term borrowings (Note 6 (7))	\$ 194,012	3	158,749	3
1136	Financial assets at amortized cost - current	69,339	1	69,189	1	2170	Accounts payable	913,081	15	618,699	11
1170	Notes and accounts receivable, net (Note 6(2) and (14))	842,820	15	843,499	15	2180	Accounts payable - related parties (Note 7)	16,917	-	36,807	-
1180	Accounts receivable from related parties - net (Note 6(2), (14) and 7)	9,371	-	13,230	-	2200	Other payables (including related parties) (Note 7)	140,688	3	143,473	3
1200	Other receivables (including related parties) (Note 7)	134,668	2	64,301	1	2230	Current income tax liabilities	54,440	1	51,503	1
1220	Current income tax assets	25	-	-	-	2252	Short-term provisions for warranty	6,015	-	6,162	-
130X	Inventories (Note 6(3))	2,383,053	40	2,104,877	37	2280	Lease liabilities - current (Note 6(9))	34,337	1	38,402	1
1470	Other current assets (Notes 7 and 8)	116,694	2	94,205	2	2322	Long-term borrowings due within one year (Note 6(8) and 8)	8,762	-	1,388	-
	Total current assets	<u>4,011,358</u>	<u>68</u>	<u>3,676,894</u>	<u>65</u>	2399	Other current liabilities - others (Note 7)	113,937	2	116,568	2
	Non-current assets:						Total current liabilities	<u>1,482,189</u>	<u>25</u>	<u>1,171,751</u>	<u>21</u>
1510	Financial assets at FVTPL - non-current	51,622	1	47,364	1		Non-current liabilities:				
1517	Financial assets at FVOCI - non-current	51,702	1	79,402	1	2540	Long-term borrowings (Notes 6(8) and 8)	211,158	4	269,920	5
1600	Property, plant and equipment (Note 6(4) and 8)	766,150	13	784,767	14	2552	Long-term warranty provisions	24,052	-	23,389	-
1755	Right-of-use assets (Note 6(5))	681,427	11	714,507	13	2570	Deferred tax liabilities (Note 6(11))	14,359	-	25,727	-
1780	Intangible assets (Note 6(6))	339,552	6	338,026	6	2580	Lease liabilities - non-current (Note 6(9))	475,798	8	499,314	9
1840	Deferred tax assets (Note 6(11))	14,524	-	14,053	-	2670	Other non-current liabilities - others	5	-	14	-
1900	Other non-current assets	14,427	-	11,086	-		Total non-current liabilities	<u>725,372</u>	<u>12</u>	<u>818,364</u>	<u>14</u>
		<u>1,919,404</u>	<u>32</u>	<u>1,989,205</u>	<u>35</u>		Total liabilities	<u>2,207,561</u>	<u>37</u>	<u>1,990,115</u>	<u>35</u>
							Equity attributable to shareholders of the parent company (Note 6(12)):				
						3100	Share capital	733,485	12	733,485	13
						3200	Capital surplus	1,445,196	25	1,445,196	25
						3300	Retained earnings:				
						3310	Legal reserve	417,588	7	384,748	7
						3320	Special earnings reserve	61,227	1	52,985	1
						3350	Undistributed earnings	1,020,987	17	961,065	17
							Total retained earnings	1,499,802	25	1,398,798	25
						3400	Other equity	(84,020)	(1)	(61,227)	(1)
							Equity attributable to owners of the parent	3,594,463	61	3,516,252	62
						36XX	Non-controlling interests	128,738	2	159,732	3
							Total equity	<u>3,723,201</u>	<u>63</u>	<u>3,675,984</u>	<u>65</u>
	Total assets	<u>\$ 5,930,762</u>	<u>100</u>	<u>5,666,099</u>	<u>100</u>		Total liabilities and equity	<u>\$ 5,930,762</u>	<u>100</u>	<u>5,666,099</u>	<u>100</u>

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

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc. and its Subsidiaries
Consolidated Statements of Comprehensive Income
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	2025		2024	
	Amount	%	Amount	%
4000 Revenue (Note 6(14) and 7)	\$ 4,309,272	100	4,253,669	100
5000 Cost of sales (Note 6(3), (4), (5), (9), (10), (15), 7 and 12)	3,315,192	77	3,239,943	76
Gross Profit	994,080	23	1,013,726	24
Operating expenses (Note 6(4), (5), (9), (10), (15), 7 and 12):				
6100 Selling and marketing expenses	201,294	5	174,638	4
6200 General and administrative expenses	152,452	3	235,603	6
6300 Research and development expenses	280,170	7	270,608	6
6450 Net expected credit losses (reversals) (Note 6(2))	140	-	(1,445)	-
Total operating expenses	634,056	15	679,404	16
Operating Profit	360,024	8	334,322	8
Non-operating income and expenses (Note 6(16)):				
7100 Interest income	10,026	-	12,163	-
7010 Other income	39,468	1	64,952	2
7020 Other gains and losses	8,190	-	28,142	-
7050 Finance costs (Note 6(9))	(19,694)	-	(22,007)	-
Total non-operating income and expenses	37,990	1	83,250	2
7900 Profit before tax	398,014	9	417,572	10
7950 Less: Income tax expense (Note 6(9))	88,456	2	86,607	2
Profit for the period	309,558	7	330,965	8
8300 Other comprehensive income (loss):				
8310 Items that will not be reclassified to profit or loss				
8316 Unrealized gain (loss) on equity investments at fair value through other comprehensive income	(23,934)	(1)	(28,292)	(1)
8349 Income tax relating to items that will not be reclassified	-	-	-	-
Total of items that will not be reclassified to profit or loss	(23,934)	(1)	(28,292)	(1)
8360 Items that may be reclassified subsequently to profit or loss				
8361 Exchange differences arising from the translation of foreign operations	(10,938)	-	8,703	-
8399 Income tax relating to items that may be reclassified subsequently to profit or loss	-	-	-	-
Total of items that may be reclassified subsequently to profit or loss	(10,938)	-	8,703	-
8300 Other comprehensive income (loss) for the year	(34,872)	(1)	(19,589)	(1)
8500 Total comprehensive income for the year	\$ 274,686	6	311,376	7
Net profit attributable to:				
8610 Owners of the parent	\$ 315,590	7	330,082	8
8620 Non-controlling interests	(6,032)	-	883	-
Profit for the period	\$ 309,558	7	330,965	8
Comprehensive income attributable to:				
8710 Owners of the parent	\$ 290,922	6	320,162	7
8720 Non-controlling interests	(16,236)	-	(8,786)	-
Total comprehensive income for the year	\$ 274,686	6	311,376	7
Earnings per share (Note 6(13))				
9750 Basic earnings per share (NT\$)	\$ 4.30		4.50	
9850 Diluted earnings per share (NT\$)	\$ 4.29		4.49	

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

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc. and its Subsidiaries
Consolidated Statements of Changes in Equity
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	Equity attributable to owners of parent							Total equity attributable to shareholders of the parent company	Non-controlling interests	Total Equity
	Retained earnings					Other equity items				
	Share capital	Capital surplus	Legal reserve	Special earnings reserve	Undistributed earnings	Exchange differences arising from the translation of foreign operations	FVOCI reserve for financial assets			
Balance, January 1, 2024	\$ 733,485	1,445,196	352,478	40,230	883,062	(38,510)	(14,475)	3,401,466	185,047	3,586,513
Profit for the period	-	-	-	-	330,082	-	-	330,082	883	330,965
Other comprehensive income (loss) for the year	-	-	-	-	-	7,236	(17,156)	(9,920)	(9,669)	(19,589)
Total comprehensive income for the year	-	-	-	-	330,082	7,236	(17,156)	320,162	(8,786)	311,376
Earnings distribution:										
Appropriation of legal reserve	-	-	32,270	-	(32,270)	-	-	-	-	-
Appropriation of special reserve	-	-	-	12,755	(12,755)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(205,376)	-	-	(205,376)	-	(205,376)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	(16,529)	(16,529)
Disposal of equity investments measured at FVOCI	-	-	-	-	(1,678)	-	1,678	-	-	-
Balance on December 31, 2024	733,485	1,445,196	384,748	52,985	961,065	(31,274)	(29,953)	3,516,252	159,732	3,675,984
Profit for the period	-	-	-	-	315,590	-	-	315,590	(6,032)	309,558
Other comprehensive income (loss) for the year	-	-	-	-	-	(10,154)	(14,514)	(24,668)	(10,204)	(34,872)
Total comprehensive income for the year	-	-	-	-	315,590	(10,154)	(14,514)	290,922	(16,236)	274,686
Earnings distribution:										
Appropriation of legal reserve	-	-	32,840	-	(32,840)	-	-	-	-	-
Appropriation of special reserve	-	-	-	8,242	(8,242)	-	-	-	-	-
Cash dividends to shareholders	-	-	-	-	(212,711)	-	-	(212,711)	-	(212,711)
Decrease in non-controlling interests	-	-	-	-	-	-	-	-	(14,758)	(14,758)
Disposal of equity investments measured at FVOCI	-	-	-	-	(1,875)	-	1,875	-	-	-
Balance on December 31, 2025	\$ 733,485	1,445,196	417,588	61,227	1,020,987	(41,428)	(42,592)	3,594,463	128,738	3,723,201

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

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc. and its Subsidiaries
Consolidated Statements of Cash Flows
From January 1 to December 31, 2025 and 2024

Unit: NT\$ thousand

	2025	2024
Cash flows from operating activities:		
Profit before tax	\$ 398,014	417,572
Adjustments:		
Adjustments to reconcile profit (loss)		
Depreciation	79,041	83,859
Amortization	5,289	12,409
Net expected credit losses (reversals)	140	(1,445)
Net gain on financial assets/liabilities at FVTPL	(11,394)	(4,228)
Interest expenses	19,694	22,007
Interest income	(10,026)	(12,163)
Loss (gain) on disposal and scrapping of property, plant and equipment	(388)	2,517
Loss (gain) on lease modification	488	(4)
Total adjustments to reconcile profit (loss)	<u>82,844</u>	<u>102,952</u>
Changes in operating assets/liabilities:		
Net changes in operating assets:		
(Increase) decrease in notes and trades receivable (including related parties)	4,034	(88,132)
Increase in other receivables - including related parties	(70,367)	(22,747)
Inventory increase	(278,472)	(316,131)
Increase in other current assets	(22,488)	(20,839)
Total net changes in operating assets	<u>(367,293)</u>	<u>(447,849)</u>
Net changes in operating liabilities:		
Increase in accounts payable (including related parties)	274,492	104,960
Increase (decrease) in other payables (including related parties)	(2,785)	8,301
Increase in warranty provisions	497	4,738
Decrease in other current liabilities	(2,631)	(20,257)
Total net changes in operating liabilities	<u>269,573</u>	<u>97,742</u>
Total net changes in operating assets and liabilities	<u>(97,720)</u>	<u>(350,107)</u>
Total adjustments	<u>(14,876)</u>	<u>(247,155)</u>
Cash generated from operating activities	383,138	170,417
Interest received	10,026	12,163
Interest paid	(19,694)	(22,007)
Income tax paid	(97,382)	(110,094)
Net cash inflow generated from operations	<u>276,088</u>	<u>50,479</u>
Cash flows from (used in) investing activities:		
Proceeds from disposal of financial assets at FVOCI	3,766	3,268
Proceeds from return of capital through profit and loss of financial assets at FVTPL	11,937	4,991
Acquisition of financial assets at amortized cost	(150)	(16,909)
Acquisition of financial assets at FVTPL	(4,800)	-
Acquisition of property, plant and equipment	(11,591)	(46,547)
Disposal of property, plant and equipment	1,678	285
Acquisition of intangible assets	(4,475)	(3,367)
Decrease (increase) in other non-current assets	(3,680)	4,152
Net cash used in investing activities	<u>(7,315)</u>	<u>(54,127)</u>
Cash flows from (used in) financing activities:		
Increase in short-term borrowings	443,408	600,000
Decrease in short-term borrowings	(410,000)	(472,086)
Repayments of long-term borrowings	(51,388)	(51,236)
Repayment of the principal portion of lease liabilities	(44,764)	(50,574)
Decrease in other non-current liabilities	(9)	(14)
Cash dividends paid	(212,711)	(205,376)
Changes in non-controlling interests	(14,758)	(16,529)
Net cash used in financing activities	<u>(290,222)</u>	<u>(195,815)</u>
Effect of exchange differences on cash and cash equivalents	(10,756)	8,184
Decrease in cash and cash equivalents of the current period	(32,205)	(191,279)
Cash and cash equivalents at beginning of period	487,593	678,872
Cash and cash equivalents at end of period	<u>\$ 455,388</u>	<u>487,593</u>

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

Chairman: Steve Chu

Manager: Reaforl Hung

Accounting Supervisor: Amber Lee

CASwell, Inc.
**Comparison Table of Amendments to Procedures for
Acquiring or Disposing of Assets**

Original articles	New articles	Description
<p>Article 14: Procedures for Public Disclosure of Information</p> <p>I. The company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated report website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading</p>	<p>Article 14: Procedures for Public Disclosure of Information</p> <p>I. The company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated report website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:</p> <p>(I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(II) Merger, demerger, acquisition, or transfer of shares.</p> <p>(III) Losses from derivatives trading</p>	<p>In accordance with the Financial Supervisory Commission's order Jin-Guan-Zheng-Fa-Zi No. 1140383333 dated July 24, 2025, the amendments were made primarily to align with practical operations and to consider the materiality of information disclosure, as well as to make appropriate textual revisions.</p>

<p>reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. The paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. 2. The paid-in capital is NT\$10 billion or more, <u>less than NT\$50 billion</u>, and the transaction amount reaches NT\$1 billion or more. 3. <u>The paid-in capital is NT\$50 billion or more and the transaction amount reaches 5% or more of the Company's paid-in capital.</u> <p>(V) Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million. (Based on the amount planned to be invested by the</p>	<p>reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(IV) Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:</p> <ol style="list-style-type: none"> 1. The paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more. 2. The paid-in capital is NT\$10 billion or more, the transaction amount reaches NT\$1 billion or more. <p>(V) Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$500 million. (Based on the amount planned to be invested by the</p>	
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<p>Company)</p> <p><u>(VI) For publicly listed companies with paid-in capital of NT\$50 billion or more, bonds, general corporate bonds, and general financial bonds (excluding subordinated bonds) traded on the stock exchange or at securities firms' business locations, which do not fall under the exceptions specified in the proviso of Item 7, and whose trading counterparties are not related parties, the transaction amount reaches 5% or more of the Company's paid-in capital.</u></p> <p>(VII) Where an asset transaction other than any of those referred to in (1) to (6) above, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. However, the following circumstances are not included in this limit:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.. 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 	<p>Company)</p> <p>(VI) Where an asset transaction other than any of those referred to in (1) to (5) above, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$300 million. However, the following circumstances are not included in this limit:</p> <ol style="list-style-type: none"> 1. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.. 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 	
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The Slate of Directors and Independent Directors Candidates

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
Director	Steve Chu (male)	Bachelor of Electronic Engineering, St. John's and St. Mary's Institute of Technology	Senior Assistant Vice President of Hon Hai Precision Industry Co., Ltd.	Chairman, CASwell, Inc. Chairman & CEO, Ennoconn Corporation Director, Goldtek Technology Co., Ltd. Chairman, Dexatek Technology Co., Ltd. Director, Suzhou Ennoconn Technology Co., Ltd. Chairman, Poslab Technology Corporation Chairman, AIS Cayman Technology Group Chairman, Ennoconn International Investment Co., Ltd. Director, Marketech International Corp. Director, EnnoMech Precision Co., Ltd. Director, Vecow Co., Ltd. Director, Xinpu Star Venture Capital Co., Ltd. Chairman, Ennoconn Investment Holdings Co., Ltd. Chairman, Ennorise Corporation Chairman, Innovative Systems Integration Ltd. Chairman and Chief Executive Officer, Nera Telecommunications Ltd. Chairman, EnnoVision Inc.	50,000	N/A

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
				Director, Ennoconn Solutions Singapore Director, EnnoAI Singapore Director, Kontron AG Ennoconn Thailand Co., Ltd. Director		
Director	Aven Lou (male)	Department of Business Administration, Feng Chia University	Engineering Management, Nan Ya Plastics Corporation Vice President in Operation and Management of Hon Hai Precision Industry Co., Ltd.	Director, CASwell, Inc. President in Mainland Region, Ennoconn Corporation Chairman, Suzhou Ennoconn Technology Co., Ltd. Chairman, EnnoMech Precision Co., Ltd. Chairman, Foshan Ennoconn Investment Co., Ltd. Chairman, Huaen Investment Co., Ltd. Chairman, Chung Sheng Hua Chih New Energy (Suzhou) Co., Ltd. Chairman, Goldtek Technology (Shenzhen) Inc. Chairman, Jiangsu Heguangshidu Intelligent Equipment Co., Ltd. Chairman, Huahao Zhilian (Suzhou) Technology Co., Ltd. Director, Ennoconn International Investment Co., Ltd. Director, Marketech International Corp. Director, Goldtek Technology Co., Ltd. Director, HighAim Technology Inc. Director of Ennoconn Malaysia Sdn. Bhd. Chairman, Huakeshi (Suzhou) Technology Co., Ltd.	20,000,000	Ennoconn Corporation

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
Director	Nelson Tsay (male)	Master's Degree in Business Administration, West Coast University	President, American Industrial Systems Inc.	<p>Director, CASwell, Inc.</p> <p>General Manager, Ennoconn Corporation</p> <p>Chairman, American Industrial Systems Inc.</p> <p>Chairman, Vecow Co., Ltd.</p> <p>Chairman, Ennoconn Mexico, S. de R.L. de C.V.</p> <p>Chairman, Ennoconn Chile SpA</p> <p>Chairman, Ennoconn Peru, S.A.C.</p> <p>Director, AIS Cayman Technology Group</p> <p>Director, Ennoconn International Investment Co., Ltd.</p> <p>Director, Poslab Technology Corporation</p> <p>Director, Marketech International Corp.</p> <p>Director, ARBOR Technology Corp.</p> <p>Director, Ennowell Co., Ltd.</p> <p>Chairman, EnnoRise Corporation</p> <p>Director, cacaFly Co., Ltd.</p> <p>Director, Ennoconn (Suzhou) Technology Co., Ltd.</p> <p>Director, Ennoconn Philippines Corporation</p> <p>Director, Ennoconn India Corporation</p> <p>Director, Ennoconn Australia Pty Ltd.</p> <p>Director, Ennoconn New Zealand Ltd.</p>	20,000,000	Ennoconn Corporation
Director	Reaforl Hung (male)	Master, Department of Innovation and	R&D Vice President, Portwell, Inc.	<p>General Manager, and Director, and Member of the Sustainable Development Committees, Caswell, Inc.</p> <p>Director, CASO, INC.</p>	188,446	N/A

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
		Entrepreneurship Management, Shih Chien University		Chairman, Hawkeye Tech, Co., Ltd.		
Independent Director	Jennifer Shao (female)	Master, Business Administration, National Chung Hsing University	Assistant Manager, Investment Department, China Development Industrial Bank Vice President, Hanyou Investment Consulting Co., Ltd. Member of the Remuneration Committee, Portwell, Inc. Independent Director and Member of the Remuneration Committee, TMP Steel Corporation Supervisor, Insyde Software Co., Ltd.	Independent Director and Member of the Audit, Remuneration, and Sustainable Development Committees, CASwell, Inc. Independent Director and Member of the Audit and Sustainable Development Committees, Ennoconn Corp. Chairman, Caiying Investment Co., Ltd. Independent Director of Insyde Software Co., Ltd. and Member of the Audit Committee	0	N/A

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
			Director, Bentech Systems Corporation			
Independent Director	Fang Wen-Chang (male)	Ph. D., Northwestern University	Dean of the College of Business, National Taipei University; Chair of the Department of Business Administration; Full-time Professor, Department of Business Administration; Director of the Graduate Institute of Information Management Independent Director and Member of the Audit and Remuneration Committees, Ennoconn Corp. Independent Director	Independent Director and Member of the Audit, Remuneration, and Sustainable Development Committees, CASwell, Inc. President of Dayeh University, Doctoral Program of the College of Management at Dayeh University, Jointly Appointed Professor of the College of Management	0	N/A

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
			of AcSiP Technology Corp., member of the Audit and Remuneration Committees Director of Jingwen High School Director of Dayeh University Director of Dayeh Educational Foundation			
Independent Director	Luke Teng (male)	Entrepreneur Business Administration Program, National Chengchi University	Chairman, Tainet Communication System Corp. Independent Director, Shun On Electronic Co., Ltd. Corporate Representative Director, Data Image Corporation	Independent Director and Member of the Audit, Remuneration, and Sustainable Development Committees, CASwell, Inc. Corporate (Future Technology Consulting, Inc.) Representative Vice Chairman and Chief Strategy Officer, Advanced Power Electronics Co., Ltd. Chairman, Future Technology Consulting, Inc. Corporate (Future Technology Consulting, Inc.) Representative Director, Tainet Communication System Corp. Corporate (Future Technology Consulting, Inc.) Representative Director, Future Technology	0	N/A

Candidate Category	Name (Gender)	Education	Working Experience	Current Position	Total Number of Shares Held (Unit: Shares)	Government or Legal Person Represented
				Consulting (B.V.I.), Inc. Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, Perfect Prime Ltd. (Samoa) Corporate (Advanced Power Electronics Co., Ltd.) Representative Chairman, Green Power Semiconductor Corp. Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, WuXi Indie Microelectronics Ltd. Independent Director of Tul Corp. and Member of the Audit and Remuneration Committees Corporate (Advanced Power Electronics Co., Ltd.) Representative Director, Fuhong Investment Co., Ltd. Director, Data Image Co., Ltd. Corporate (Future Technology Consulting, Inc.) Representative Chairman, Xinpu Star Venture Capital Co., Ltd. Director, Zhinan Star Venture Capital Co., Ltd. Director, Taike Star Venture Capital Co., Ltd. Corporate (Future Technology Consulting, Inc.) Representative Director, NCCU Star Venture Capital Co., Ltd.		

CASwell, Inc.

Rules of Procedure for Shareholders' Meetings

Revised by the Board of Directors on February 25, 2013
Approved by the Shareholders' Meeting on April 9, 2013

- Article 1 Unless otherwise required by laws, the shareholders' meeting of the Company shall be convened in accordance with the Rules of Procedure for the shareholders' meetings.
- Article 2 The shareholders as set forth in the Rules mean the shareholders and the proxies entrusted by them to attend the shareholders' meetings on behalf of them.
- Article 3 The shareholders attending the shareholders' meetings are required to wear an attendance card and to submit such cards in lieu of sign-in. The number of shares represented by the shareholders attending the shareholders' meetings shall be calculated in accordance with the number of attendance cards submitted by the shareholders.
- Article 4 The chairman shall call the meeting to order at the time scheduled for the meeting. In the event that only shareholders representing less than half of the total issued shares attend a shareholders' meeting, the chairman may announce adjournment, but a meeting shall not be adjourned for more than twice, and the cumulative time of adjournment shall not be longer than one hour. If two adjournments are still insufficient for shareholders representing more than 1/3 of the total issued shares to attend the meeting and constitute a quorum, a tentative resolution shall be passed in accordance with Article 175 of the Company Act. In the event that the total number of shares represented by the shareholders present in a shareholders' meeting constitutes a majority of the total issued shares before the end of the meeting, the chairman shall bring a tentative resolution so adopted into the shareholders' meeting a new to be duly resolved according to Article 174 of the Company Act.
- Article 5 In the event that the shareholders' meeting is convened by the Board of Directors and the agenda shall be worked out by the Board of Directors, the shareholders' meeting shall duly be convened based on the predetermined agenda, which shall not be changed unless duly approved by a resolution of the shareholders' meeting. The preceding paragraph shall apply mutatis mutandis to meetings convened by any person, other than the Board of Directors, with the authority to convene such meeting. The chairman shall not announce adjournment of the meeting until the agenda in the two preceding paragraphs is completed (including occasional (extemporaneous) motions) unless duly resolved in the meeting. Once a meeting

is adjourned by a resolution, the shareholders shall not additionally elect a chairman to proceed with the meeting in the place where the meeting would have been convened or another place. However, in the event that the chairman announces adjournment of the meeting against the rules of procedure for the shareholders' meetings, one of the shareholders shall be elected as chairman with the consent of the shareholders present representing a majority of voting rights to reconvene the meeting.

Article 6 During the process of the meeting, the chairman may announce a recess at an appropriate time at discretion. When the matters discussed at a meeting cannot be addressed, a resolution shall be passed by the shareholders to adjourn or reconvene the meeting within five days without giving a notice or making a public announcement.

Article 7 Before the shareholders present speak, they shall first fill in notes for speaking, where the subjects of their speaking, shareholder accounts and account name shall be indicated. The chairman shall determine the order of precedence for the shareholders to speak at the meeting. The shareholders who have submitted the notes for speaking but have not spoken at the meeting shall be deemed to have not spoken. In the event of any inconsistency between the content of any shareholder's speech and that recorded on the note, the former shall prevail. While a shareholder is speaking, no other shareholder shall interrupt the speaking shareholder unless permitted by the chairman and such speaking shareholder, and the chairman shall stop any such interruptions.

Article 8 For each proposal, each shareholder shall not speak for more than twice and five minutes each time unless agreed upon by the chairman. If any shareholder present speaks against provisions of the preceding paragraph, beyond the subject discussed, or against the order of precedence for speaking, the chairman may stop or suspend the shareholder's speech. Other shareholders may also request the chairman to do so.

Article 9 Where the chairman believes that a proposal has been discussed in the meeting up to the level for voting, the chairman may announce discontinuance of the discussion process and bring that proposal to a vote.

Article 10 Except as otherwise provided under the Company Act and/or the Company's Articles of Incorporation, a resolution shall be adopted with the approval of a majority of the votes of the shareholders present.

If, in the course of voting, no objection is made after the chairman's inquiry, the proposal shall be deemed to have been adopted with the same effect as if it has been adopted through voting.

The shareholders may attend a shareholders' meeting by proxy. Except for trusts

or service agents approved by competent securities authorities, any person simultaneously entrusted by two and more shareholders shall not represent more than 3% of the voting rights in total issued shares, otherwise, the votes casted shall be disregarded.

- Article 11 The number of shareholders present in a shareholders' meeting and their voting shall be duly calculated based on the shares they hold, and a shareholder shall have the right to cast one vote for each share held.
- Article 12 The shareholders' meeting shall be held in the city or county where the Company is located or at any other place that is convenient for the shareholders to attend and appropriate to convene such meeting, and shall commence at a time no earlier than 9:00 a.m. and no later than 3:00 p.m.
- Article 13 If a shareholders' meeting is convened by the Board of Directors of the Company (the "Board" or "Board of Directors"), the chairman shall preside at such meeting. If the chairman is on leave or unable to exercise his powers and duties for any reason, the Vice chairman shall preside at such meeting. The chairman shall designate a managing director to preside as the chairman if the Vice chairman is on leave or unable to exercise his powers and duties for any reason. If no managing director of the Company is appointed, the chairman shall designate a director to preside as the chairman. If the chairman fails to designate a chairman for the meeting, the managing director or the directors shall nominate one from among themselves to preside at the meeting. If a shareholders' meeting is convened by anyone other than the Board of Directors, the convener shall act as the chairman. Where there are more than two conveners, one of such conveners shall be elected from among themselves the chair the shareholder's meeting.
- Article 14 The Company shall appoint attorney (s)-at-law, certified public accountant (s) or relevant personnel to attend a shareholders' meeting. Staff at an shareholders' meeting shall wear ID badges or arm badges.
- Article 15 The Company shall record the whole meeting process and keep the records for at least one year.
- Article 16 In the event that a proposal has amendments or substitutes, the order of voting shall be determined by the chairman. When one among such amendments or substitutes is approved, the remained ones shall be deemed to have been vetoed and no further voting shall be required.
- Article 17 In the event that a juristic (corporate) person is entrusted to attend a shareholders' meeting, that juristic (corporate) person may appoint only one representative to attend the meeting. If a shareholder who is a juristic person appoints two or more representatives to attend a shareholders' meeting, only one representative may speak on any given proposal.

- Article 18 After a shareholder speaks, the chairman shall answer either by himself or herself of through a designee.
- Article 19 Staff such as supervisor and vote counter shall be appointed by the chairman. The supervisor shall be a shareholder. The voting results shall be announced at the meeting and recorded in writing.
- Article 20 The chairman may direct staff or inspectors or security personnel to assist in maintaining the order of each shareholder's meeting.
In maintaining the order of the meeting, such personnel shall wear identification certificates useful for identification.
If any shareholder present willfully disrupts the order of the meeting in words or by acts, which constitute personal attack, and fails to control himself or herself when stopped by the chairman, the chairman shall ask the staff mentioned in the preceding clause to ask such shareholder to leave the meeting, in order to maintain the order of the meeting, ensure smooth completion of the meeting, and safeguard a majority of shareholders' equity.
- Article 21 In the event of a major disaster such as an air raid alarm, an earthquake or a fire, the meeting shall be announced as ended or suspended. The personnel shall be evacuated from the premises. One hour after the situation has been resolved, the chairman shall announce the new meeting time.
- Article 22 Matters not specified in the Rules shall be governed by the Company Act, the Company's Articles of Incorporation.
- Article 23 These rules and any amendments hereof shall be put into enforcement after being resolved at the shareholder meeting.

Articles of Incorporation of CASwell, Inc.

Amended by the Shareholders' Meeting on May 22, 2025

Chapter I General

- Article 1 The Company is organized according to the Company Act under the name of CASwell, Inc.
English name: CASWELL, INC.
- Article 2 The business to be operated by the Company is as follows:
CC01080 Electronic Parts and Components Manufacturing
CC01110 Computers and Computing Peripheral Equipment Manufacturing
CC01120 Data Storage Media Manufacturing and Duplicating.
E605010 Computing Equipment Installation Construction
F113050 Wholesale of Computing and Business Machinery Equipment
F118010 Information Software Wholesale Industry
F119010 Electronic Materials Wholesale Industry
F401010 International trade
I501010 Product Design Services
I301010 Information Software Services
I301020 Data Processing Services
I301030 Digital Information Supply Services
IG02010 Research Development Service
ZZ99999 All business not prohibited or restricted by law, except for those subject to special approval
- Article 3 The Company may provide endorsements and guarantees for the purpose of its business. Unless otherwise stipulated by laws, the total amount of foreign investments [shall not be limited to 40% of the paid-in capital] as specified in Article 13 of the Company Act.
- Article 4 The Company is headquartered in New Taipei, and when necessary, it may establish branches home and abroad upon resolution of the Board of Directors.
- Article 5 Public announcements of the Company shall be duly made in accordance with Article 28 of the Company Act, other relevant laws and regulations.

Chapter II Share

- Article 6 The Company's total capital shall be set at NT\$12 billion, divided into 120 million

shares with each share having a par value of NT\$10. The Board of Directors is authorized to issue the unissued shares in separate installments as required.

The capital amount of NT\$12 million in the preceding paragraph shall be reserved for issuance of employee stock warrants with each share having a par value of NT\$10 which may be issued in installments according to the resolution of the Board of Directors.

Article 6-1 The shares purchased by the Company may be transferred to employees of the Company's affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

The stock warrants of the Company may be issued to employees of the Company's affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

The Company may issue restricted stock awards to employees of its affiliates who meet certain conditions under terms and conditions determined by the Board of Directors.

When the Company issues new shares by increasing capital in cash, employees of the Company's affiliates who meet certain conditions shall be eligible for subscribing to such shares under terms and conditions determined by the Board of Directors.

Article 7 The Company may issue shares, which shall be registered or kept by a central securities depository.

Other negotiable securities, if any, shall also be issued according to the foregoing provision.

Article 8 Unless otherwise stipulated by laws or competent securities authorities, related affairs shall be handled in accordance with the Company Act and Regulations Governing the Administration of Shareholder Services of Public Companies.

Article 9 No registration of share transfer shall be made within sixty days (60) prior to a general shareholders' meeting, or within thirty days (30) prior to an extraordinary shareholders' meeting, or within five (5) days prior to the day on which dividend, bonus or other benefits are scheduled to be paid by the Company.

Chapter III Shareholders' Meetings

Article 10 Shareholders' meetings are divided into general and extraordinary shareholders' meetings. The general shareholders' meetings are convened once a year and lawfully held by the Board of Directors within six months after the end of each fiscal year. The extraordinary meetings shall be duly convened when necessary.

The shareholders' meeting of the Company may be held by video conference or other means announced by the central competent authority.

For relevant regulations such as the conditions, operating procedures and other matters for video conference, and if there are other regulations by the securities authority, such regulations shall prevail.

Article 10-1 The shareholder holding one percent of the total issued and outstanding shares may submit a proposal in writing to be discussed at the annual meeting, provided that only one matter may be included in such proposal. Any proposal that includes more than one matter shall be disregarded and excluded from the meeting agenda. The relevant process shall comply with the Company Act, all applicable laws and regulations.

Article 10-2 When the Company convenes a shareholders' meeting, the shareholders may exercise the voting rights in writing or electronically.

Article 11 Where a shareholder meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairman. If the chairman is on leave or unable to exercise his powers and duties for any reason, the Chairman shall appoint one director to preside at the meeting. If the Chairman appoints no agent, the directors shall elect one among themselves to chair the meeting; if the meeting is convened by anyone with the authority to convene other than the Board of Directors, the convener shall be the chairman; if there are more than two persons with the authority to convene, the chairman of the meeting shall be appointed from among them.

Article 12 When a shareholder is unable to attend a shareholders' meeting for any reason, the shareholder may appoint a proxy to attend the meeting on his/her behalf by providing a power of attorney in accordance with Article 177 of the Company Act. The proxy process is governed by Article 177 of the Company Act and the "Regulations Governing the Use of Proxies for Attendance at Shareholders' Meetings of Public Companies" prescribed by the competent authority.

Article 13 Unless otherwise provided by laws or regulations, each shareholder of the Company shall have one vote for each share.

Article 14 Unless otherwise provided for in the Company Act, resolutions shall be adopted by a majority of votes at a meeting attended by shareholders who represent a majority of the total issued shares.

Article 15 All resolutions passed at a shareholders' meeting shall be recorded in the written minutes, which shall be signed or affixed with seal by the chairman and served to all shareholders within twenty days after the meeting. The minutes shall record essential content and results of the discussions, kept in the Company together with the attendance book and the proxies. The term for keeping the minutes, attendance book and proxies shall be determined according to the Company Act.

The preceding minutes may be distributed electronically or by making public announcements.

Article 15-1 If the Company intends to revoke a public issuance plan, it shall present it to be resolved at a shareholders' meeting before making a request to the competent authority. This clause may not be changed during the emerging period and after the Company goes public.

Chapter IV Directors

Article 16 The Company has 7 to 9 directors, whose term of office shall be 3 years. The directors of the Company shall be elected and appointed using the candidate nomination system stated in Clause 1, Article 192 of the Company Act and from the candidates of directors nominated at the shareholders' meeting. They may be eligible for reelection.

Among the designated number of directors as mentioned above, there shall be at least three independent directors.

The restrictions on professional qualifications, shareholding and concurrent positions held, manners of nomination and election of independent directors, and other related matters shall comply with the Company Act, Securities Exchange Act, other related laws and regulations. The directors shall comply with the rules of the competent securities authorities concerning their total shareholding ratio.

The Company's directors shall be elected by cumulative voting. Each share is entitled to the number of votes equivalent to the number of directors to be elected. A director shall be elected in a centralized manner, or several persons may be elected together, among whom the one with the most votes shall be appointed as director.

The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected shall be calculated separately.

When it is necessary to amend the Company's method for electing directors, in addition to the provisions of Article 172 of the Company Act, a comparison table for the amendment of the method shall be listed in the reasons for convening the shareholders' meeting.

The Board of Directors shall establish various functional committees, each of which shall formulate rules and regulations for exercising their powers. Such rules and regulations shall be implemented after they are approved by the Board of Directors.

Article 16-1 If a director's tenure has expired and it is too late for re-election, it shall be extended until the re-elected director takes office.

Article 17 The directors shall organize a Board meeting, where over two-thirds of the directors shall attend, elect one from among them to be the chairman with the consent of a majority of them, and a vice chairman in the same manner. The

chairman shall act on behalf of the Company externally.

Article 17-1 In case that the vacancies in the office of directors reach one-third of the Board or if all independent directors have been removed, the Board of Directors shall convene an extraordinary shareholders' meeting within sixty days to elect new directors to fill the vacancies. A director elected to fill such vacancy shall hold office for the remained term of the director whose office was vacant. When the number of directors falls below 5 or the number of independent directors falls below that prescribed in the Company's Articles of Association due to removal for any reason, a by-election to fill the vacancy shall be held at the next shareholders' meeting, and the elected directors shall hold office for the remained term of the vacant office.

Article 17-2 Except as otherwise provided by the Company Act, resolutions of the Board of Directors shall be adopted by at least a majority of the directors present at a meeting attended by at least a majority of the directors holding office. Upon the chairman's leave, absence or unavailability for performance of duties, the proxy shall act at the meeting in accordance with Article 208 of the Company Act.

Where a director is unable to attend a Board of Directors meeting for any reason, the director may issue a power attorney, stating therein the scope of authority with reference to the matters for convening the meeting, and appoint another director to serve as his or her proxy. However, a proxy may only accept the appointment of one director only. The proxy shall act according to Article 205 of the Company Act.

To convene a Board of Directors meeting, a seven-day notice shall be served to all directors, expressly indicating the subject (s) of the meeting. In case of an emergency, a Board of Directors meeting may be convened any time.

Such notices mentioned in the preceding paragraph may be served in writing or by means of facsimile or email.

If participation by means of video conferencing is made available at a meeting, directors who participate in the meeting by such means shall be deemed to have attended such meeting in person.

Article 18 The Company shall set up an Audit Committee in accordance with the provisions of Article 14-4 of the Securities and Exchange Act. The Audit Committee shall be composed of all independent directors. The members of the Audit Committee or the Audit Committee shall be responsible for performing the duties under the Company Act, the securities exchange law, and other laws and regulations as supervisors.

Article 19 The directors shall be paid by the Company for holding their offices in the Company. Their remuneration shall be determined by the Board of Directors based on the degree of their participation in and contributions to the business operations

of the Company, as well as industry standards home and abroad.

Article 19-1 The Company may purchase and maintain liability insurances for directors and managers with respect to their liabilities lawfully arising from exercising their duties. The amount and other details of the insurances shall be determined by the Board of Directors.

Article 20 The resolutions adopted at a shareholders' meeting shall be made into minutes, which shall be signed by or affixed with seal by the chairman of the meetings and distributed to all shareholders within 20 days after the meeting. Such minutes shall be produced and distributed electronically.

The minutes shall record essential content and results of the subject (s) discussed at the meeting, kept in the Company together with the attendance book of the directors present and power attorneys of those attending the meeting by proxy, which shall be kept for a period as stipulated in Article 207 of the Company Act.

Chapter V Managers

Article 21 The Company may appoint managers, whose appointment, removal and remuneration shall be governed by Article 29 of the Company Act.

Chapter VI Accounting

Article 22 At the end of each fiscal year, the Board of Directors shall prepare following statements, which shall be submitted to the Audit Committee for auditing no later than 30 days prior to the date of the annual general shareholders' meeting, and then presented for approval at the meeting.

(I) Business Report

(II) Financial statements

(III) Statements on earnings distribution or loss appropriation

Article 23 If the Company makes profits (i.e., net profits before tax after deduction of the portion set aside for employee remuneration) within a fiscal year, 2~15% of the profits shall be reserved as the employee remuneration with at least 20% of the allocated amount reserved as entry-level employee remuneration; no more than 2% shall be reserved as director remuneration. When there are accumulated losses, the Company shall offset the appropriate amounts before remuneration.

The employee remuneration mentioned above may be paid in the form of shares or in cash. It shall also be paid to employees of the Company's affiliates who meet certain conditions. The terms of payment shall be decided by the Board of Directors. The above remuneration to the directors shall be in cash.

The preceding remunerations to employees and directors shall be determined by the resolution of Board of Directors and reported to the shareholders' meeting. The

terms of payment shall be decided by the Board of Directors.

Article 23-1 In case there are profits after tax in the final settlement of the current year, the Company should first offset the accumulated loss and retain 10% as legal surplus reserve in accordance with the law; however, when the legal surplus reserve exceeds the paid-in capital of the Company, it is not subject to this limitation. Certain amount should be further allocated as special reserve or the special reserve should be reversed in accordance with applicable laws and regulations or as requested by the competent authority. The balance (if any) together with accumulated unappropriated retained earnings can be distributed after the distribution plan is proposed by the BOD and approved by the shareholders' meeting.

If the Company distributes dividends and bonuses in cash, or all or part of the statutory surplus reserve and capital reserve stated in the first paragraph of Article 241 of the Company Act are paid in cash, the board of directors shall be authorized to do so in the presence of more than two-thirds of the directors and with the consent of more than half of the directors present, and report to the shareholders' meeting in accordance with Article 240, paragraph 5, of the Company Act.

The dividend distribution to the shareholders of the Company can be distributed in cash or shares, in which the amount shall not less than 10% of the retained earnings the after tax of the current year, and the proportion of shareholders' cash dividends shall not be less than 10% of the total dividends of the shareholders. The Company is in a growing industry. The type and proportion of this retained earnings distribution is based on the Company's future capital demand and long-term operating plan. The BOD may draw up a distribution proposal according to the current operating conditions and taking into account shareholders' equity, balanced dividend policy and capital demand plan, and submit it to the shareholders' meeting for resolution and adjustment.

If there is no loss and the Company has no earnings to be distributed or has financial, business or operational considerations, part or all of the reserve may be distributed according to the law or the competent authority's requirements.

Chapter VII Supplementary Provisions

Article 24 Any matters unmentioned under the Articles of Incorporation shall be subject to the Company Act, related rules and regulations.

Article 25 The Articles of Association were formulated on April 11, 2007.

The first amendment was made on January 2, 2008.

The second amendment was made on January 28, 2008.

The third amendment was made on April 1, 2008.
The fourth amendment was made on April 15, 2009.
The fifth amendment was made on June 10, 2010.
The sixth amendment was made on May 24, 2011.
The seventh amendment was made on April 9, 2013.
The eighth amendment was made on June 11, 2014.
The ninth amendment was made on April 20, 2016.
The tenth amendment was made on April 20, 2017.
The eleventh amendment was made on June 5, 2019.
The twelfth amendment was made on June 16, 2022.
The thirteenth amendment was made on May 22, 2025.
The Articles of Incorporation shall enter into force from their approval by the resolution of the shareholders' meeting, so shall the amendments.

CASwell, Inc.

Election Procedures of Directors

Formulated by the Board of Directors on May 4, 2023
Approved by the Shareholders' Meeting on June 14, 2023

- Article 1 The election of directors of the Company shall be performed in compliance with the provisions of these Rules.
- Article 2 The election of directors of the Company shall be held at the shareholders' meeting.
- Article 3 Anyone with disposing capacity shall have opportunities to be elected as a director of the Company.
- Article 4 The number and tenure of directors in the Company shall be determined in accordance with the Company's Articles of Incorporation.
- Article 5 The election of directors of the Company shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act. And the cumulative voting method shall be adopted. Each share shall, in accordance with the law, have the same number of voting rights as the number of directors to be elected, and one director may be elected among them or several persons may be allocated for election. The register of the electors may be substituted by the card number printed on the ballot, and the electors' shares shall be subject to the shareholders register of the Company. The election of independent directors and non-independent directors shall be held concurrently, provided that the number of independent directors and non-independent directors elected are calculated separately.
- The qualification and election of independent directors of the Company shall comply with the provisions of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies and relevant laws.
- Article 6 The number of directors will be as specified in the Articles of Incorporation. Those receiving ballots representing the highest numbers of voting rights will be elected sequentially. When two or more persons receive the same number of votes, therefore, exceeding the number of positions specified in the Articles of Incorporation, they shall draw lots to determine the winner, with the chair drawing lots on behalf of any person not in attendance, who shall not raise any objection to the result.
- Unless approved by the competent authority, more than half of the Company's directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.
- If the elected directors of the Company do not conform to the provisions of the preceding paragraph, the election of such directors with lower voting rights, as a director shall become invalid.
- Article 7 The Board of Directors shall prepare ballot papers, which shall be stamped with the Company's seal, and shall also include the voter's attendance certificate number and votes on the ballot paper.
- Article 8 At the beginning of the election, the chairman shall designate a number of personnel as scrutineers and tellers to handle matters concerned.
- Article 9 The ballot boxes shall be prepared by the Board of Directors and publicly checked

- by the vote monitoring personnel before voting commences.
- Article 10 A ballot is invalid under any of the following circumstances:
- I. The ballot provided for in these Procedures is not used.
 - II. A blank ballot is placed in the ballot box.
 - III. The writing is unclear and indecipherable or has been altered.
 - IV. Names of two or more candidates are entered in the same ballot.
 - V. The candidate whose name is entered in the ballot does not conform to the director candidate list.
 - VI. Other words are entered in addition to the number of voting rights allotted.
- Article 11 The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the numbers of votes with which they were elected, shall be announced by the chair on the site.
- The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept appropriately for a period of at least one 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 12 Any matters covered in the Procedures shall be governed by the Company Act and the Company's Articles of Incorporation.
- Article 13 These Procedures, and any amendments hereto, shall be implemented after approval by a shareholders meeting.

CASwell, Inc.

Procedures for Acquiring or Disposing of Assets

Approved by the Shareholders' Meeting on June 14, 2023

Article 1 Purpose

This procedure is made to ensure investment, information release, and enhance management of the acquiring or disposing of the Company's assets.

Article 2 Base of the Procedures

This procedure is made subject to under Article 36-1 of the Securities and Exchange Act.

Article 3 Asset Scope

The term "assets" as used in these Regulations includes the following:

- I. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities.
- II. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment.
- III. Memberships.
- IV. Patents, copyrights, trademarks, franchise rights, and other intangible assets.
- V. Right-of-use assets.
- VI. Claims of financial institutions (including receivables, bills purchased and discounted, loans, and overdue receivables).
- VII. Derivatives.
- VIII. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law.
- IX. Other major assets.

Article 4 Definitions

- I. Derivatives: Forward contracts, options contracts, futures contracts, leverage contracts, or swap contracts, whose value is derived from a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; or hybrid contracts combining the above contracts; or hybrid contracts or structured products containing embedded derivatives. The term "forward contracts" does not include insurance contracts, performance

contracts, after-sales service contracts, long-term leasing contracts, or long-term purchase (sales) contracts.

- II. Assets acquired or disposed through mergers, demergers, acquisitions, or transfer of shares in accordance with law: Refers to assets acquired or disposed through mergers, demergers, or acquisitions conducted under the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institution Merger Act and other acts, or to transfer of shares from another company through issuance of new shares of its own as the consideration therefor (hereinafter "transfer of shares") under Article 156-3 of the Company Act.
- III. Related party or subsidiary: As defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers.
- IV. Professional appraiser: Refers to a real property appraiser or other person duly authorized by law to engage in the value appraisal of real property or equipment.
- V. Date of occurrence: Refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterpart and monetary amount of the transaction, whichever date is earlier. Provided, for investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
- VI. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
- VII. Securities exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
- VIII. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

Article 5 Exclusion of related persons

For the appraisal report or the opinion of the accountant, lawyer or securities

underwriter obtained by the Company, the relevant professional appraising unit and its appraiser, accountant, lawyer or securities underwriter shall comply with the following requirements:

- I. May not have previously received a final and unappealable sentence to imprisonment for 1 year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
- II. May not be a related party or de facto related party of any party to the transaction.
- III. If the Company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the self-regulatory rules of the industry associations to which they belong and with the following provisions:

- I. Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
- II. When conducting a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion.
- III. They shall undertake an item-by-item evaluation of the appropriateness and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
- IV. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is appropriate and reasonable, and that they have complied with applicable laws and regulations.

Article 6 Scope and Amount Limitation of Investment

Except for those who participate in investment establishment or serve as directors and supervisors and intend to hold them for a long time, the total amounts of real property and right-of-use assets thereof or securities acquired by the Company and each subsidiary for business use, and limits on individual securities shall be as follows:

- I. The total amounts of real property and right-of-use assets shall not exceed

50 percent of the Company's net value.

- II. The total investment amounts of securities shall not exceed 350 percent of the Company's net value.
- III. The total investment amounts of individual securities shall not exceed 200 percent of the Company's net value.

Article 7 Evaluation procedures for the acquisition or disposal of assets

The undertaker shall conduct feasibility study subject to the following pricing and references:

- I. Securities:
 - (I) The price of securities traded on a centralized trading market or at the business premises of a securities firm shall be determined according to the market price of the securities at that time.
 - (II) The price of securities not acquired or disposed of in a centralized trading market or the business premises of a securities firm shall be determined taking into account its net value per share, profitability, future development potential and with reference to the current trading price.
 - (III) The Company acquires or disposes of securities, the latest financial statements of the subject company audited, certified or approved by the accountant shall be taken as a reference for evaluating the transaction price before the occurrence of the fact. In addition, if the transaction amount reaches 20% of the paid-in capital of the Company or more than NT\$ 300 million, the accountant shall be consulted to express his opinion on the rationality of the transaction price before the occurrence of the fact. However, this restriction shall not apply to the publicly reported price of the priced securities with an active market or the provisions of the Financial Regulatory Commission.

II. Immovable and equipment or its right to use

In acquiring or disposing of real property, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$ 300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:

- (I) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the

transaction price, the transaction shall be submitted for approval in advance by the board of directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.

- (II) Where the transaction amount is NT\$ 1 billion or more, appraisals from two or more professional appraisers shall be obtained.
- (III) In case of any of the following valuation results of a professional valuer, except that all the valuation results of the acquired assets are higher than the transaction amount, or all the valuation results of the disposed assets are lower than the transaction amount, an accountant shall be consulted to express specific opinions on the reasons for the difference and the appropriateness of the transaction price:
 - 1. The difference between the appraisal result and the transaction amount is more than 20% of the transaction amount.
 - 2. The difference between the appraisal results of two or more professional appraisers is more than 10% of the transaction amount.
- (IV) No more than 3 months may elapse between the date of the appraisal report issued by a professional appraiser and the contract execution date. Provided, where the publicly announced current value for the same period is used and not more than 6 months have elapsed, an opinion may still be issued by the original professional appraiser.

III. Membership

Where the Company acquires or disposes memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$ 300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

IV. Intangible assets or right-of-use assets:

Where the Company acquires or disposes of intangible assets or right-of-use assets thereof and the transaction amount reaches 20 percent or more of paid-in capital or NT\$ 300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.

V. Other Assets:

Shall apply to price comparison, bargaining, bidding or other methods.

VI. Where the Company acquires or disposes of assets through court auction

procedures, the evidential documentation issued by the court may be substituted for the appraisal report or CPA opinion.

Article 8 Operating procedures for acquiring or disposing assets

After the undertaker conducts feasibility study, the report shall be reviewed subject to the following procedures:

- I. For government bonds, corporate bonds, financial bonds, securities representing interest in a fund: If the transaction amount is or less than 20 percent of the paid-in capital of the Company, it shall be approved by the chairman; if the amount exceeds 20 percent of the paid-in capital of the Company, it shall be approved by the board of directors.
- II. For stocks, depositary receipts, call (put) warrants, beneficial interest securities: If the transaction amount is or less than 20 percent of the paid-in capital of the Company, it shall be approved by the chairman; if the amount exceeds 20 percent of the paid-in capital of the Company, it shall be approved by the board of directors.
- III. For real property and other assets or their right-of-use assets: If the transaction amount is or less than 20 percent of the paid-in capital of the Company, it shall be approved by the chairman; if the amount exceeds 20 percent of the paid-in capital of the Company, it shall be approved by the board of directors..
- IV. When entering into a sales contract with the counterparty, in order to meet the business needs and strive for timeliness, it must be approved by the chairman before entering into the contract, and then submitted to the latest board of directors for ratification.
- V. If, in accordance with the provisions of the Company Law or other laws and regulations, resolutions or reports of the shareholders' meeting are required, they shall be followed.

Article 9 The calculation of the transaction amounts referred to in Article 7 and 8 shall be made in accordance with Article 14, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have obtained an appraisal report from a professional appraiser and accounting opinion need not be counted toward the transaction amount.

Article 10 Related Party Transactions :

- I. When a public company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report

from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

- II. When the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been agreed by more than two-thirds of all the members of the audit commission and approved by the board of directors, and Paragraphs 3 and 4 of Article 18 of this processing procedure shall be applied:
- (I) The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.
 - (II) The reason for choosing the related party as a transaction counterparty.
 - (III) With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Paragraph 3 to 6 of this Article.
 - (IV) The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.
 - (V) Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.
 - (VI) An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article.
 - (VII) Restrictive covenants and other important stipulations associated with the transaction.

If the Company or a subsidiary thereof that is not a domestic public company will have a transaction set out in paragraph 1 and 2 and the transaction amount will reach 10 percent or more of its total assets, the Company shall submit the above materials to the shareholders meeting for

approval before the transaction contract may be entered into and any payment made.

However, this restriction does not apply to transactions between the Company and its parent company or subsidiaries or between its subsidiaries.

The calculation of the transaction amounts referred to in paragraph 1 and 2 shall be made in accordance with Article 14, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items that have been approved by the shareholders meeting or board of directors and recognized by the supervisors need not be counted toward the transaction amount.

With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's board of directors may pursuant to Article 8, paragraph 1, subparagraph 3 delegate the board chairman to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

- (I) Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
- (II) Acquisition or disposal of real property right-of-use assets held for business use.

When a matter is submitted for discussion by the board of directors, the Company shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

- III. When acquires real property or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means (Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.):

- (I) Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.

- (II) Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.
- IV. If the Company acquires real property or right-of-use assets from a related party, it shall appraise the cost of the real property or right-of-use assets thereof in accordance with the preceding two paragraphs, and shall also engage a CPA to check the appraisal and render a specific opinion.
- V. Where the Company acquires real property or right-of-use assets thereof from a related party and one of the following circumstances exists, the preceding two paragraphs do not apply, but the acquisition shall be conducted in accordance with the second paragraph:
 - (I) The related party acquired the real property or right-of-use assets thereof through inheritance or as a gift.
 - (II) More than 5 years will have elapsed from the time the related party signed the contract to obtain the real property or right-of-use assets thereof to the signing date for the current transaction.
 - (III) The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the Company's own land or on rented land.
 - (IV) The real property right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.
- VI. Where the Company acquires real property or right-of-use assets thereof from a related party, and the results of the appraisal conducted in accordance with the previous three paragraphs are uniformly lower than the transaction price, the matter shall be handled in compliance with Article 7. However, where the following circumstances exist, objective evidence has been submitted and specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA have been obtained, this restriction shall not apply:
 - (I) Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:

1. Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The "Reasonable construction profit" shall be deemed the average gross operating profit margin of the related party's construction division over the most recent 3 years or the gross profit margin for the construction industry for the most recent period as announced by the Ministry of Finance, whichever is lower.
 2. Completed transactions by unrelated parties within the preceding year involving other floors of the same property or neighboring or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.
- (II) Where a public company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.
- (III) Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph (1) and (2) in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50 percent of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets thereof.
- VII. Where the Company acquires real property or right-of-use assets thereof from a related party and the results of appraisals conducted in accordance with the paragraph (3) of this article are uniformly lower than the transaction price, the following steps shall be taken:
- (I) Special reserve shall be set aside in accordance with Article 41, paragraph 1 of the Act against the difference between the real property transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. Where the Company uses the equity method to account for its investment in

another company, then the special reserve called for under paragraph 1 of Article 41 of the Act shall be set aside pro rata in a proportion consistent with the share of public company's equity stake in the other company.

(II) The independent director members of the audit committee shall comply with Article 218 of the Company Act.

(III) Actions taken pursuant to the subparagraph (1) and (2) above shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

VIII. If the Company has set aside a special reserve under the preceding paragraph may not utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the FSC has given its consent.

IX. When the Company obtains real property or right-of-use assets thereof from a related party, it shall also comply with the preceding two paragraphs if there is other evidence indicating that the acquisition was not an arm's length transaction.

Article 11 (deleted)

Article 11-1 (deleted)

Article 12 Engaging in Derivatives Trading

I. Operating or hedging strategies

When engaging in derivative commodity trading, the purpose should be to avoid risks. The selected trading commodities should mainly enable the Company to avoid risks arising from business operations, and the counterpart should be banks that usually have business dealings with the Company to avoid credit risks.

II. Segregation of duties

(I) Financial staff

1. Acquire market information, judge trends and risks, be familiar with financial commodities and related laws and regulations, operation skills, etc., and engage in transactions according to the instructions and authorization of the competent authorities to avoid the risk of market price fluctuations.

2. Regular evaluation.

3. Regular announcement and report.

- (II) Accounting staff
 1. To provide information on risk exposure position.
 2. Keep accounts and prepare financial statements in accordance with generally accepted accounting principles.
 3. Measure, supervise and control transaction risks.
- III. Essentials of performance evaluation
 - (I) Hedge trades shall be evaluated at least once every two weeks, and the evaluation reports shall be submitted to the chairman for approval.
 - (II) The performance evaluation should be compared with the pre-set evaluation basis on the evaluation date to serve as a reference for future decision-making.
- IV. Total amount of derivatives contracts that may be traded, and the maximum loss limit
 - (I) Total amount of contracts: The accumulated outstanding balance of contracts at any one time of the total amount of contracts in which the Company may engage in derivative commodity trading shall not exceed 50 percent of the Company's net value at that time.
 - (II) The maximum loss limit on individual contracts: 20 percent of the contract amount. In emergency, it shall be submitted to senior management personnel authorized by the board of directors for approval.
 - (III) The maximum loss limit on total trading contracts: 20 percent of the total contract amount.
- V. Operating Procedures
 - (I) Confirm the trading position
 - (II) Analysis and judge relevant trends
 - (III) Decide on specific measures to avoid risks:
 1. Subject of trade
 2. Position of trade
 3. Target price and range
 4. Trade method and form
 - (IV) Obtain trade approval
 - (V) Execute trade
 1. Trade object: Limited to domestic and foreign financial institutions
 2. Trading personnel: The personnel who may execute derivative commodity trading of the Company shall first obtain the consent

of the chairman and then be notify the current financial institutions of the Company. No person other than the above-mentioned person may engage in trading.

- (VI) Transaction confirmation: After the transaction, the transaction personnel shall fill in the transaction documents for the confirmation personnel to confirm whether the transaction conditions are consistent with the transaction documents, and send them to the responsible person for approval.
- (VII) Settlement: After the transaction is confirmed to be correct, the buyer shall prepare the fund and relevant documents by the designated settlement personnel on the settlement date and settle at the agreed price.

VI. Quota

- (I) For recurrent foreign exchange hedging transactions: Financial planners shall select a financial institution with better conditions, and sign a contract with it after petitioning the chairman for approval. The amount and risk of each transaction shall not exceed NT\$ 2,000 thousand, and the contract shall be approved by the chairman.
Accumulated positions below NT\$ 6,000 thousand shall be submitted to the chairman for approval, and those exceeding NT\$ 6,000 thousand shall be submitted to the board of directors for approval.
- (II) Non-hedging transactions: No matter the amount, all trades can only be carried out after being approved by the board of directors.

VII. Accounting method

Forward foreign exchange transactions are accounted for in accordance with International Financial Reporting Standards, International Accounting Standards, Explanations and Explanation Announcements approved by the FSC.

VIII. Internal control

- (I) Risk management measures
 1. Credit risk management: The transaction object shall mainly be banks that have business dealings with the Company.
 2. Market price risk management: The financial unit regularly evaluates the market price and pays attention to the possible profit and loss impact of future market price fluctuations on the positions held.
 3. Liquidity risk management: In order to ensure liquidity, it is necessary to confirm with the fund personnel before trading that

the trading quota will not cause insufficient liquidity.

4. Cash flow risk management: In order to ensure the stability of the Company's working capital turnover, the Company's sources of funds for derivatives trading are limited to its own funds, and when deciding its operating amount, the capital demand of the cash receipts and payments forecast in the next three months should be considered.
5. Operational risk management: The authorized quota and operation process must be strictly observed to avoid operational risks.
6. Legal risk management: Any document signed with bank must be reviewed by the legal department before it is formally signed, so as to avoid legal risks.

(II) Internal control

1. Trading personnel and operators such as confirmation and delivery shall not be the same person.
2. The trading personnel shall deliver the trading vouchers or contracts to the registration personnel for records.
3. Registration personnel should regularly check accounts with the transaction object or register the record.
4. The registration personnel shall establish a memo book in which details of the type of derivative trading, amount, the date of approval by the Board of Directors and relevant matters that should be carefully evaluated shall be included for future reference.
5. The accounting personnel shall be responsible for the measurement, supervision and control of transaction risks, and shall report to the Board on a regular basis.

(III) Regular evaluation

1. The board of directors hereby designates the general manager to pay constant attention to the supervision and control of derivatives trading risks in accordance with the Detailed Rules for the Implementation of Internal Control, and to regularly assess whether the trading performance conforms to the established business strategy and whether the risks undertaken are within the allowable range.
2. The general manager shall periodically assess whether the current risk management procedures are appropriate and in accordance with these procedures.

3. Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice per month. Evaluation reports shall be submitted to the general manager.
4. When irregular circumstances are found, appropriate measures shall be adopted and a report immediately made to the board of directors by the general manager, and an independent director shall be present at the meeting and express an opinion.
5. The company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivative trading in accordance with these Procedures.

IX. Internal audit system

- (I) Subject to the internal audit system, the internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the Procedures for Acquiring or Disposing of Assets for engaging in derivatives trading, analysis the trade cycle, and prepare an audit report. If any material violation is discovered, all members of the audit commission shall be notified in writing.
- (II) In accordance with the provisions of the Guidelines for the Establishment of Internal Control Systems by Public Companies, the audit report and the improvement of abnormal matters referred to in the preceding paragraph shall be reported to the FSC for future reference on time.

Article 13 Mergers and Consolidations, Splits, Acquisitions, and Assignment of Shares

- I. If the Company conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, it shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the board of directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the Company directly or indirectly holds 100 percent of the respective subsidiaries' issued shares or authorized capital.
- II. The company shall prepare a public report to shareholders detailing

important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding Article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. Provided, where a provision of another act exempts a company from convening a shareholders' meeting to approve the merger, demerger, or acquisition, this restriction shall not apply. Where the shareholders meeting fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the Company shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

- III. A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent. A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for 5 years for reference:

- (I) Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
- (II) Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
- (III) Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors' meetings.

When participating in a merger, demerger, acquisition, or transfer of

another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in sub-paragraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

Where any of the companies participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the Company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to abide by the provisions.

- IV. Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares of the Company shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.
- V. The company may not arbitrarily alter the share exchange ratio or acquisition price unless under the below-listed circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:
 - (I) Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities.
 - (II) An action, such as a disposal of major assets, that affects the Company's financial operations.
 - (III) An event, such as a major disaster or major change in technology, that affects shareholder equity or share price.
 - (IV) An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock.
 - (V) An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares.
 - (VI) Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.
- VI. The contract for participation by the Company in a merger, demerger,

acquisition, or of shares shall record the rights and obligations of the Company, and shall also record the following:

- (I) Handling of breach of contract.
 - (II) Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
 - (III) The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling thereof.
 - (IV) The manner of handling changes in the number of participating entities or companies.
 - (V) Preliminary progress schedule for plan execution, and anticipated completion date.
 - (VI) Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.
- VII. After public disclosure of the information, if the Company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer of other company, the Company shall carry out a new procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and the shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, the Company may be exempted from calling another shareholders meeting to resolve on the matter anew.
- VIII. Where any of the companies participating in a merger, demerger, acquisition, or transfer of shares is not a public company, the public company(s) shall sign an agreement with the non-public company whereby the latter is required to abide by the provisions of III, IV and VII of this Article.

Article 14 Procedures for Public Disclosure of Information

- I. The company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated report website in the appropriate format as prescribed by regulations within 2 days counting inclusively from the date of occurrence of the event:
 - (I) Acquisition or disposal of real property or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real property or right-of-use assets thereof from or to a related

party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$ 300 million or more; provided, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

- (II) Merger, demerger, acquisition, or transfer of shares.
 - (III) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.
 - (IV) Where asset type belonging to equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria:
 - 1. The paid-in capital is less than NT\$ 10 billion, the transaction amount reaches NT\$ 500 million or more.
 - 2. The paid-in capital is NT\$ 10 billion or more, the transaction amount reaches NT\$ 1 billion or more.
 - (V) Where land is acquired under an arrangement on engaging others to build on the Company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and furthermore the transaction counterparty is not a related party, and the amount the Company expects to invest in the transaction reaches NT\$ 500 million. (Based on the amount planned to be invested by the Company)
 - (VI) Where an asset transaction other than any of those referred to in (1) to (5) above, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20 percent or more of paid-in capital or NT\$ 300 million; provided, this shall not apply to the following circumstances:
 - 1. Trading of domestic government bonds or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.
 - 2. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
- II. The amount of transactions above shall be calculated as follows:
- (I) The amount of any individual transaction.

- (II) The cumulative transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
 - (III) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of real property or right-of-use assets thereof within the same development project within the preceding year.
 - (IV) The cumulative transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of the same security within the preceding year.
- III. "Within the preceding year" as used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.
- IV. The company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the Company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.
- V. When the Company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all the items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing of such error or omission.
- VI. If the Company acquires or disposes of assets, it shall keep all relevant contracts, meeting minutes, log books, appraisal reports and CPA, attorney, and securities underwriter opinions at the Company, where they shall be retained for 5 years except where another act provides otherwise.
- VII. Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported as required, a public report of relevant information shall be made on the information reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:
- (I) Change, termination, or rescission of a contract signed in regard to the original transaction.
 - (II) The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.
 - (III) Change to the originally publicly announced and reported information.

- Article 15 Control procedures for the acquisition and disposal of assets by subsidiaries:
- I. The subsidiaries shall also formulate and implement the Procedures for Acquiring or Disposing of Assets subject to the Regulations Governing the Acquisition and Disposal of Assets by Public Companies. The acquisition or disposal of assets by subsidiaries of the Company shall be handled in accordance with the internal control system and relevant procedures prescribed by each subsidiary, and shall report to the Company in writing the single or accumulated transaction amount of the same nature acquired or disposed of assets in the previous month before the 5th day of each month. The Company's audit unit shall audit the acquisition or disposal of assets by subsidiaries quarterly, and the audit status shall also be included as a necessary item for reporting the audit business to the Board of Directors and members of the Audit Committee.
 - II. For assets acquired or disposed of by a subsidiary of the Company, which is not a public company, the Company shall do so if the disclosure of such assets is required under the preceding paragraph.

For subsidiaries referred to in the preceding paragraph subjecting to the provisions on paid-in capital or total assets of the Company as set out in Article 14, paragraph 1, of the Announcement Reporting Standard, the paid-in capital or total assets of the Company shall prevail.
- Article 16 The Company may, depending on the seriousness of the case, impose warnings, demerits, demotions, suspensions, salary reductions or other sanctions on the personnel who violate the procedures and the relevant laws and regulations, and take them as internal review matters.
- Article 17 Matters not covered in this procedure shall be handled in accordance with relevant laws and regulations of the Company. Should the competent authority amend the Procedures for Acquisition or Disposal of Assets, the Company shall comply with the provisions of its new order.
- Article 18 This procedure shall be approved by more than half of all members of the audit committee, be submitted to the board of directors for approval, and then submitted to the shareholders' meeting for approval before implementation, and the same applies to amendments.

When the Procedures for Acquiring or Disposing of Assets is submitted for discussion by the board of directors according to the above regulations, the Company shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

If the procedure under the paragraph 1 is not approved by more than half of all members of the audit committee, it may be carried out with the consent of more

than two-thirds of all the directors, and the resolution of the audit committee shall be stated in the minutes of the board of directors.

All the members of the audit committee referred to in paragraph 3 and all the directors referred to in the preceding paragraph shall be counted as those who are actually in office.

Article 19 Where the Company's acquisition or disposal of assets is approved by the Board of Directors in accordance with the prescribed procedures, approval authority or other legal provisions, the opinions of independent directors shall be fully considered, and any objections or reservations of independent directors shall be stated in the minutes of the Board of Directors.

For material transactions of assets or derivative commodities of the Company, the approval of more than one-half of all members of the Audit Committee and the resolution of the Board of Directors shall apply to the provisions of paragraphs 3 and 4 of Article 18 of the Procedures.

Article 20 The 10 percent total assets requirement of this procedure shall be calculated based on the total assets in the latest individual or separate financial report as stipulated in the Financial Reporting Standards for Securities Issuers.

CASwell, Inc.
Other Supplementary Information

Description on Handling Shareholders' Proposals and Nominations at the 2026 Regular Shareholders' Meeting:

- I. Pursuant to Article 172-1, Article 192-1 of the Company Act, a shareholder holding 1% or more of the total number of issued shares may submit to the Company a written proposal and a list of candidates of directors (including independent directors) for nomination at a regular shareholders meeting.
- II. The Company, in accordance with the law, announced on the MOPS that it would accept proposals and nominations raised from March 20, 2026 to March 30, 2026 (registered mail is subject to arrival) by shareholders for this regular shareholders meeting. During the period, the Company did not receive any shareholder proposals or nominations.

CASwell, Inc.
Shareholding of Directors

Date: March 30, 2026

Position	Name	Number of Shares Held
Chairman	Ennoconn Corporation Legal Representative: Steve Chu	20,000,000
Directors	Ennoconn Corporation Legal Representative: Aven Lou	20,000,000
Directors	Ennoconn Corporation Legal Representative: Nelson Tsay	20,000,000
Directors	Reaforl Hung	188,446
Independent Director	Jennifer Shao	0
Independent Director	Wen-Chang Fang	0
Independent Director	Luke Teng	0
Total		20,188,446

Note:

1. 73,348,460 ordinary shares were issued as of March 30, 2026.
2. 5,867,876 shares were statutory shares held by all directors.