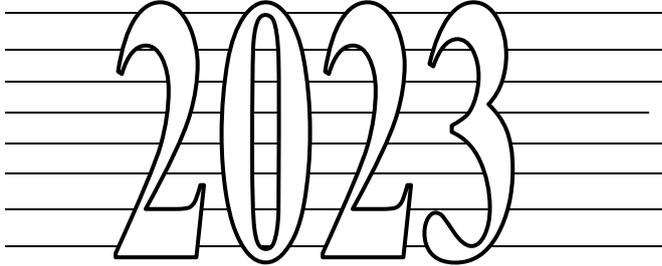


member of CSC Group 中鋼集團 



中鴻銹鐵股份有限公司
CHUNG HUNG STEEL CORPORATION

A large, stylized graphic of the year '2023' in a white, outlined font, set against a background of horizontal lines.

Stock Code: 2014

The Company's website: <http://www.chsteel.com.tw>

TWSE Market Observation Post System website:

<http://mops.twse.com.tw/mops/web/index>

Chung Hung Steel Corporation

2023 Annual Shareholders' Meeting

Meeting Manual

Time: 09:30 a.m. June 28, 2023 (Wednesday)

Venue: No. 2, Hongyi 1st Rd., Nanzi Dist., Kaohsiung City, Taiwan

CPC Corporation Hongnan Training Classroom (exit of R17 World Games MRT station)

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Note : This English translation is for reference purposes only. In the event of any discrepancy between the Chinese original and this English translation, the Chinese original shall prevail.

A. Agenda of the Annual Meeting of Shareholders

Method: Physical Shareholders' meeting

Time: 9:30 a.m., June 28, 2023 (Wednesday)

Venue: No. 2, Ln. 12, Hongyi 1st Rd., Nanzi Dist.,
Kaohsiung City, Taiwan

CPC Corporation Hongnan Training Classroom (exit
of R17 World Games MRT station)

Agenda:

- I. Call Meeting to Order
- II. Chairperson's Speech
- III. Reports
- IV. Ratifications
- V. Matters for Discussion
- VI. Extempore Motions
- VII. Meeting Adjourned

B. Reports

I. The Company's 2022 Business Report (Report by President Min Chu)

II. The Audit Committee's review report on statements for 2022

Chung Hung Steel Corporation
Audit Committee's Audit Report

Hereby approves

The Company's 2022 Standalone Financial Report and Consolidated Financial Report (audited and certified by CPAs Yu-Hsiang Liu and Chia-Ling Chiang of Deloitte, Taiwan), Business Report, and Earnings Distribution Proposal prepared by the Board of Directors were audited by the Audit Committee, who found them to be compliant with regulations. The Audit Report is therefore provided in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act and filed for approval. Please review and assess the preceding items.

Respectfully submitted to

The Company's 2023 Annual Shareholders Meeting

Audit Committee, Chung Hung Steel Corporation

Convener: Juh-Shan Chiou

February 23, 2023

III. Report on the amendment of the Company's “Rules of Procedure for Board of Directors' Meetings”.

Proposed by the Board of Directors

Explanation:

- I. The Procedures are amended in accordance with the amendment of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies" promulgated by Jin-Guan-Zheng-Fa-Zi No. 1110383263 Announcement of the Financial Supervisory Commission dated April 5, 2022.
- II. Amendment of Article 4, Paragraph 3 and Article 7, Paragraph 1 and Paragraph 2.
- III. The comparison table for revised clauses is provided in the Attachment.

Comparison Table of Revision of Rules

Name of Rules: Rules of Procedure for Board of Directors' Meetings

Clause after Revision	Existing Clauses	Description
<p>Article 4 The meetings of the Board of Directors shall be convened once each quarter. The meeting reasons need to be notified to each Director at least seven days in advance to provide information on the agenda, the date and venue at which the meeting is held, the proceedings and any information deemed relevant. A meeting of the Board of Directors may be called at any time in the event of an emergency.</p> <p>The meeting notices in the foregoing paragraph may be sent as written or electronic documents; other appropriate methods may be used in the event of an emergency. Any director may express a waiver of the regulations in writing.</p> <p>All discussion topics listed in Article 7, Paragraph 1 shall be listed in advance as part of the agenda and cannot be raised through extempore motions.</p> <p>A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the Finance Department to supplement the materials. Directors may resolve to postpone relevant proposals if they consider the information</p>	<p>Article 4 The meetings of the Board of Directors shall be convened once each quarter. The meeting reasons need to be notified to each Director at least seven days in advance to provide information on the agenda, the date and venue at which the meeting is held, the proceedings and any information deemed relevant. A meeting of the Board of Directors may be called at any time in the event of an emergency.</p> <p>The meeting notices in the foregoing paragraph may be sent as written or electronic documents; other appropriate methods may be used in the event of an emergency. Any director may express a waiver of the regulations in writing.</p> <p><u>Except in cases of emergency or under circumstances supported by justifiable reasons,</u> all discussion topics listed in Article 7, Paragraph 1 shall be listed in advance as part of the agenda and cannot be raised through extempore motions.</p> <p>A director of the opinion that the pre-meeting materials provided are insufficiently comprehensive may request the Finance Department to supplement the materials. Directors may resolve to postpone relevant proposals if they consider the information</p>	<p>Paragraph 3 of this Article is amended in accordance with regulations in Article 3, Paragraph 4, of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies. As Directors should be given sufficient information and time to assess proposals on material matters pertaining to the management of the Company before making a decision, any such proposals should be listed in advance as part of the agenda and cannot be raised through extempore motions due to cases of emergency or circumstances supported by justifiable reasons.</p>

Comparison Table of Revision of Rules

Name of Rules: Rules of Procedure for Board of Directors' Meetings

Clause after Revision	Existing Clauses	Description
<p>presented to them to be insufficient.</p> <p>The regulations in Paragraph 2 and Paragraph 3 shall not apply if the Board resolves to postpone or continue with the meeting with the same agenda within a certain period.</p>	<p>presented to them to be insufficient.</p> <p>The regulations in Paragraph 2 and Paragraph 3 shall not apply if the Board resolves to postpone or continue with the meeting with the same agenda within a certain period.</p>	
<p>Article 7 The following issues shall be raised for discussion in Board meetings:</p> <p>I. The Company's business plans.</p> <p>II. Annual financial statements.</p> <p>III. Establishment or revision of the internal control system, and the evaluation of the internal control system's effectiveness.</p> <p>IV. Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others or endorsements or guarantees for others.</p> <p>V. Offering, issuance, or private placement of securities with equity characteristics.</p> <p><u>VI. Election or discharge of Chairperson of the Board.</u></p> <p><u>VII. Appointment and removal of the financial,</u></p>	<p>Article 7 The following issues shall be raised for discussion in Board meetings:</p> <p>I. The Company's business plans.</p> <p>II. Annual financial statements.</p> <p>III. Establishment or revision of the internal control system, and the evaluation of the internal control system's effectiveness.</p> <p>IV. Adoption or amendment of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others or endorsements or guarantees for others.</p> <p>V. Offering, issuance, or private placement of securities with equity characteristics.</p> <p><u>VI. Appointment and removal of the financial, accounting, or internal auditing officers.</u></p> <p><u>VII. Donations to related parties or major donations to</u></p>	<p>1. Paragraph 1, Subparagraph 6 of this Article was added in accordance with regulations in Article 7, Paragraph 1, Subparagraph 6 of the "Regulations Governing Procedure for Board of Directors Meetings of Public Companies." The Company Act states that the election of the Chairperson shall be by a resolution of the Board of Directors or managing directors, and their discharge shall also be by a resolution of the Board of Directors or managing directors. As the discharge and election of the Chairperson are both matters material to the Company, the election or discharge of the Chairperson must be proposed to a meeting of the Board of Directors or managing directors for discussion. Subparagraphs 6 to 8 are therefore also shifted by one place to become Subparagraphs 7 to 9.</p> <p>2. Paragraph 2 was amended in accordance with the changes made in Paragraph 1.</p>

Comparison Table of Revision of Rules

Name of Rules: Rules of Procedure for Board of Directors' Meetings

Clause after Revision	Existing Clauses	Description
<p>accounting, or internal auditing officers.</p> <p><u>VIII.</u> Donations to related parties or major donations to non-related parties. However, in the occurrence of a major natural disaster, emergency aids of charitable nature can be made first and acknowledged later during the next board meeting.</p> <p><u>IX.</u> Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or a Board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>Related parties as mentioned in Subparagraph <u>8</u> above refers to related parties as defined by the Regulations Governing the Preparation of Financial Reports by Securities Issuers; major donations to non-related parties are those where the amount of each donation or the total cumulative amount of donations to the same subject within the same give year exceeds NT\$100</p>	<p>non-related parties. However, in the occurrence of a major natural disaster, emergency aids of charitable nature can be made first and acknowledged later during the next board meeting.</p> <p><u>VIII.</u> Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders meeting or a Board meeting, or any material matter as may be prescribed by the competent authority.</p> <p>Related parties as mentioned in Subparagraph <u>7</u> above refers to related parties as defined by the “Regulations Governing the Preparation of Financial Reports by Securities Issuers”; major donations to non-related parties are those where the amount of each donation or the total cumulative amount of donations to the same subject within the same give year exceeds NT\$100</p>	

Comparison Table of Revision of Rules

Name of Rules: Rules of Procedure for Board of Directors' Meetings

Clause after Revision	Existing Clauses	Description
<p>million, or where the amount reaches 1 percent of the net operating revenue as stated in the CPA-certified financial report for the most recent final year, or exceeds 5 percent of paid-in capital.</p> <p>The one-year period mentioned above shall refer to the one year dating back from the current board meeting. Amounts that have already been passed in board meetings may be excluded from calculation.</p> <p>At least one independent director shall personally attend the Board of Directors meeting. All independent directors shall attend the Board of Directors meeting for matters specified in Paragraph 1 as requiring the resolution of the Board of Directors. If an independent director cannot personally attend a meeting, he/she shall appoint another independent director to attend the meeting on his/her behalf. Any objections or qualified opinions expressed by independent directors shall be recorded in meeting minutes. If an independent director is unable to express objections or qualified opinions personally at the board meeting, the opinion shall be raised in writing in advance unless there is justifiable reason not to do so. Such opinions shall also be recorded in board meeting minutes.</p>	<p>million, or where the amount reaches 1 percent of the net operating revenue as stated in the CPA-certified financial report for the most recent final year, or exceeds 5 percent of paid-in capital.</p> <p>The one-year period mentioned above shall refer to the one year dating back from the current board meeting. Amounts that have already been passed in board meetings may be excluded from calculation.</p> <p>At least one independent director shall personally attend the Board of Directors meeting. All independent directors shall attend the Board of Directors meeting for matters specified in Paragraph 1 as requiring the resolution of the Board of Directors. If an independent director cannot personally attend a meeting, he/she shall appoint another independent director to attend the meeting on his/her behalf. Any objections or qualified opinions expressed by independent directors shall be recorded in meeting minutes. If an independent director is unable to express objections or qualified opinions personally at the board meeting, the opinion shall be raised in writing in advance unless there is justifiable reason not to do so. Such opinions shall also be recorded in board meeting minutes.</p>	

C. Ratifications

Agenda item #1

Proposed by the Board of Directors

Agenda: Ratification of the Company's 2022 Business Report and financial statements .

Explanation: The Company's 2022 Individual Financial Report and Consolidated Financial Report have been audited and certified by CPAs Yu-Hsiang Liu and Chia-Ling Chiang of Deloitte, Taiwan. The Audit Committee submitted the Audit Report which found them to be compliant with regulations.

Resolution:

2022 Business Report

I. Business Strategy

Vision: Chung Hung maintains ethical business operations and strives to become a sustainable, reliable, and approachable steel company.

Philosophy: Flexibility in response to changes, streamlined efficiency, development of niches, and value creation

Tangible actions:

- ◎ Making full use of group resources and strengthening production, sales, transportation, and storage
- ◎ Gaining information on market trends and creating win-win with clients
- ◎ Preparing equipment conversion and strengthening production management
- ◎ Enhance digital management and ensuring the passing down of knowledge through human resources
- ◎ Fully implement safety and health policies and carbon reduction and fulfilling social responsibilities

II. Implementation Overview

1. The global economy has been hard hit by a multitude of actors including the drawn-out Russo-Ukrainian War, China's Zero COVID-19 policy, global inflation and higher interest rates. The steel market experienced a sharp decline in the second half due to the macro environment. The drop in prices and demand put heavy pressure on the industry so we only met 98.38% of our annual sales target.
2. Lean production management, record-setting qualified order rate: The rate of qualified orders for the products of the Company's Hot Rolling Department, Cold Rolling Department, and Lukang Steel Pipe Plant and for the pickled products of the Pickling and Galvanizing Department both set historic new records.
3. Enhanced digital management, aggressive deployment of computer systems, intelligent manufacturing projects (including: Optimized management of air compressors of the Cold Rolling Department and smart production line

scheduling system for the Hot Rolling Department), and greater use of mobile apps.

4. Implemented occupational health and safety management system operation, and received the following honors:

(1) In November 2021, the Hot Rolling Department and Cold Rolling Department passed the Ministry of Labor's occupational health and safety management system audit; the 3-year duration of audit results will extend from June 29, 2021 to June 28, 2024.

(2) The Pickling & Galvanizing Department received the "2022 Excellent Unit for Promoting Occupational Safety and Health" from the Ministry of Labor and Kaohsiung City Government.

(3) In December 2022, a certificate of appreciation was presented by the Ministry of Labor for serving on the Southern Promotion Committee for Taiwan Occupational Safety and Health Management System (TOSHMS) from 2021 to 2022.

(4) In December 2022, the Cold Rolling Department received the 2021 "Gold Safety Award" for safety and health performance in the Steel Rolling category from Taiwan Steel & Iron Industries Association; the Dafa Steel Pipe Plant and Lukang Steel Pipe Plant received the "Gold Safety Award" in the Other category; the Pickling & Galvanizing Department received the "Special Honors Award" in the Other category.

5. Strengthening environmental and energy management, energy conservation and waste reduction, effectively fulfilling corporate social responsibilities

In April 2022, the Company received a certificate of appreciation for voluntary participation in the 2022 Earth Day event from the Environmental Protection Bureau of Kaohsiung City Government. In May, the heating furnace fuel conversion project of the Hot Rolling Department for offsetting GHG emissions received its third certification (fourth to fifth year) for 98,584 tonnes of CO₂e. In December, the Company received recognition for inter-department greenhouse gas reduction and cooperation program in 2022 from the Environmental Protection Bureau of Kaohsiung City Government.

6. Continuing quality improvement, passing various certifications

Passed 11 items in the 2022 Product System Verification Certification with full marks; certification items: Including API, MS, ISO/IEC 17025, CE MARK &

UKCA, ISO 9001, Singapore's FPC, IATF 16949, and New Zealand's FPC.

7. The Company received the following awards for its numerous outstanding achievements:

(1) In July 2022, the Company received a certificate of appreciation for actively promoting environmental protection through green procurement in 2021 from the Environmental Protection Bureau of Kaohsiung City Government.

(2) In November 2022, the Company was presented with the trophy for 2022 Kaohsiung Happy Enterprise (large enterprise) by the Environmental Protection Bureau of Kaohsiung City Government.

(3) In November 22, the Company was awarded the silver medal certification in the Talent Quality-management System (TTQS) of the Ministry of Labor.

(4) In November 2022, the Company received a 2022 Taiwan Corporate Sustainability Award (Golden Award for Corporate Sustainability Reports).

III. Business Plan Implementation Results

1. Production plan implementation status

The production volume of steel products (excluding miscellaneous grade products) in 2022 amounted to 2.026 million tonnes, which was a decrease of 350,000 tonnes from 2.376 million tonnes in 2021, a reduction of 14.7%.

2. Sales plan implementation status

The sales volume of steel products in 2022 amounted to 1.82 million tonnes, which was a decrease of 300,000 tonnes from 2.12 million tonnes in 2021, a reduction of 14.2%.

IV. Analysis of operating income/expenses and profitability

The net loss was NT\$990 million in 2022. The operating revenue/expenses and profitability are as follows:

1. Revenue

The consolidated operating revenue in 2022 was NT\$44.5 billion which was an increase of NT\$53.74 billion, approximately 17.2%, from the operating revenue of NT\$9.24 billion in 2021.

2. Expenditures

Consolidated operating costs and consolidated operating expenses totaled NT\$46.26 billion in 2022 which was a decrease of NT\$0.96 billion, approximately 2%, from NT\$47.22 billion in 2021.

3. Profitability

Unit cost of steel products grew more than the unit price of steel products leading to net losses of NT\$990 million after tax.

V. Research and Development

The Company continues to upgrade its equipment, refine its processes, and seeks to develop high added-value products with steel slab suppliers to improve product grade and the Company's overall competitiveness. The Company's material R&D and quality improvement in 2022 were as follows:

1. Product quality improvements

Improvement to the surface cleanliness, adhesion and tearing during CQ2 stage of cold rolling.

2. Process research

(1) Establishment of manufacturing technology for S50C (thickness ≥ 3.0 mm) low-hardness products; introduced steel strip displacement measurement instrument and tail plate automated roller control technology for precision rolling station.

(2) Establishment of annealing technology for CQ2 stage in cold rolling.

3. Equipment technology establishment

(1) Establishment of plate grinding technology for hot rolling.

(2) Replacement of F3 main motor at Hot Rolling Department.

(3) Establishment of POL Scale Breaker production technology for PO high-strength steel (SPFH590, GR.80).

(4) Addition of the inner bead cutter smart monitoring and diagnosis system at the pipe production line of Data plant.

Chairperson:
Kuei-Sung Tseng

Managerial Officer:
Min Chu

Chief Accounting Officer:
Wen-Ping Huang

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Chung Hung Steel Corporation

Opinion

We have audited the accompanying standalone financial statements of Chung Hung Steel Corporation (the "Corporation"), which comprise the standalone balance sheets as of December 31, 2022 and 2021, and the standalone statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the standalone financial statements, including a summary of significant accounting policies (collectively referred to as the "standalone financial statements").

In our opinion, the accompanying standalone financial statements present fairly, in all material respects, the standalone financial position of the Corporation as of December 31, 2022 and 2021, and its standalone financial performance and its standalone cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the Corporation's standalone financial statements for the year ended December 31, 2022 are stated as follows:

The Existence of Revenue from Export Sales

The export sales revenue for the year ended December 31, 2022 was NT\$19,503,169 thousand, which represented 45% of the sales revenue. Because the sales revenue from export sales has grown significantly compared to the sales revenue from the previous year, we considered the existence of sales revenue from export sales as a key audit matter. Refer to Notes 4 and 24 to standalone financial statements for the related accounting policies and disclosures on sales revenue.

The audit procedures we performed included the following:

1. We obtained an understanding of the design and implementation of the internal controls and tested the operating effectiveness of controls related to the existence of sales revenue.
2. We tested the export sales details by selecting samples, including sales orders, shipping documents and cash collections, and we confirmed that the collections of counterparties were consistent with the record of transactions and the accuracy of revenue recognized.
3. We obtained subsequent details of sales returns and allowances of export sales and tested whether there is any unusual sales returns and allowances and confirmed that sales revenue existed before the balance sheet date.

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

Management is responsible for the preparation and fair presentation of the standalone financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers endorsed and issued into effect by the FSC of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of standalone financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Standalone Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the standalone 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 Corporation'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 Corporation's ability to continue as a going concern. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of entities or business activities within the Corporation to express an opinion on the standalone financial statements. We are responsible for the direction, supervision, and performance of the corporation audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yu-Hsiang Liu and Jia-Ling, Jiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 23, 2023

Notice to Readers

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

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

CHUNG HUNG STEEL CORPORATION

STANDALONE BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 3,265,526	9	\$ 507,465	1
Financial assets at fair value through other comprehensive income - current (Notes 4 and 7)	986,655	3	1,170,412	3
Financial assets for hedging – current (Notes 4 and 8)	700,188	2	-	-
Accounts receivable (Notes 4, 9 and 24)	231,840	-	930,578	2
Accounts receivable from related parties (Notes 4, 9, 24 and 30)	57,510	-	47,355	-
Other receivables (Note 9)	11,156	-	9,051	-
Other receivables from related parties (Notes 9 and 30)	341,528	1	211,007	1
Inventories (Notes 4, 5 and 10)	9,761,983	27	12,717,439	34
Prepayments (Note 11)	255,755	1	443,116	1
Other financial assets - current (Notes 12 and 31)	1,100,000	3	1,000,000	3
Other current assets	45	-	2,597	-
Total current assets	<u>16,712,186</u>	<u>46</u>	<u>17,039,020</u>	<u>45</u>
NONCURRENT ASSETS				
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4 and 7)	41,163	-	62,040	-
Investments accounted for using equity method (Notes 4 and 13)	3,738,144	10	4,089,098	11
Property, plant and equipment (Notes 4, 14, 30 and 32)	9,801,656	27	10,164,924	28
Right-of-use assets (Notes 4 and 15)	48,092	-	62,920	-
Investment properties (Notes 4 and 16)	5,981,409	16	5,982,297	16
Deferred tax assets (Notes 4, 5 and 26)	373,292	1	-	-
Prepayments for equipment (Note 32)	56,285	-	70,290	-
Refundable deposits	9,337	-	5,651	-
Net defined benefit assets (Notes 4, 5 and 22)	2,060	-	-	-
Total noncurrent assets	<u>20,051,438</u>	<u>54</u>	<u>20,437,220</u>	<u>55</u>
TOTAL	<u>\$ 36,763,624</u>	<u>100</u>	<u>\$ 37,476,240</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 17 and 31)	\$ 7,561,516	21	\$ 4,562,252	12
Short-term bills payable (Note 17)	-	-	999,641	3
Financial liabilities for hedging – current (Notes 4 and 8)	2,166	-	-	-
Contract liabilities - current (Note 24)	102,146	-	95,155	-
Accounts payable (Note 19)	534,403	2	1,360,732	4
Accounts payable to related parties (Notes 19 and 30)	289,098	1	469,577	1
Other payables (Notes 20 and 30)	541,337	2	1,174,438	3
Current tax liabilities (Notes 4 and 26)	89,378	-	652,941	2
Provisions – current (Notes 4 and 21)	133,700	-	206,850	1
Lease liabilities - current (Notes 4 and 15)	12,877	-	15,408	-
Current portion of long-term borrowings (Note 17)	2,340,000	6	-	-
Refund liabilities	57,815	-	265,047	1
Other current liabilities	16,244	-	23,317	-
Total current liabilities	<u>11,680,680</u>	<u>32</u>	<u>9,825,358</u>	<u>27</u>
NONCURRENT LIABILITIES				
Bonds payable (Note 18)	2,997,309	8	2,996,174	8
Long-term bank borrowings (Note 17)	2,260,000	6	1,200,000	3
Long-term bills payable (Note 17)	2,498,441	7	239,792	1
Deferred tax liabilities (Notes 4 and 26)	193,481	1	182,222	-
Lease liabilities - noncurrent (Notes 4 and 15)	36,276	-	48,519	-
Net defined benefit liabilities (Notes 4, 5, and 22)	-	-	387,777	1
Guarantee deposits received (Note 16)	35,000	-	35,000	-
Total noncurrent liabilities	<u>8,020,507</u>	<u>22</u>	<u>5,089,484</u>	<u>13</u>
Total liabilities	<u>19,701,187</u>	<u>54</u>	<u>14,914,842</u>	<u>40</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Notes 4 and 23)				
Ordinary shares	14,355,444	39	14,355,444	38
Capital surplus	903	-	903	-
Retained earnings				
Legal reserve	764,806	2	144,632	-
Special reserve	-	-	425,839	1
Unappropriated earnings	1,651,062	4	6,503,369	18
Total retained earnings	2,415,868	6	7,073,840	19
Other equity	290,222	1	1,131,211	3
Total equity	<u>17,062,437</u>	<u>46</u>	<u>22,561,398</u>	<u>60</u>
TOTAL	<u>\$ 36,763,624</u>	<u>100</u>	<u>\$ 37,476,240</u>	<u>100</u>

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

CHUNG HUNG STEEL CORPORATION

STANDALONE STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 24 and 30)				
Sales	\$ 43,675,748	98	\$ 53,019,056	99
Service revenue	741,273	2	624,450	1
Other operating revenue	<u>80,257</u>	<u>-</u>	<u>89,708</u>	<u>-</u>
Total operating revenue	44,497,278	100	53,733,214	100
OPERATING COSTS (Notes 10, 14, 25 and 30)	<u>45,629,434</u>	<u>103</u>	<u>46,197,610</u>	<u>86</u>
GROSS PROFIT (LOSS)	<u>(1,132,156)</u>	<u>(3)</u>	<u>7,535,604</u>	<u>14</u>
OPERATING EXPENSES (Notes 25 and 30)				
Selling and marketing expenses	376,864	1	577,505	1
General and administrative expenses	<u>254,326</u>	<u>-</u>	<u>443,925</u>	<u>1</u>
Total operating expenses	<u>631,190</u>	<u>1</u>	<u>1,021,430</u>	<u>2</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(1,763,346)</u>	<u>(4)</u>	<u>6,514,174</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 16, 25 and 30)				
Interest income	47,609	-	803	-
Other income	283,378	-	131,463	-
Other gains and losses	29,000	-	370,938	1
Finance costs	<u>(130,575)</u>	<u>-</u>	<u>(45,715)</u>	<u>-</u>
Share of the profit of associates	<u>349,161</u>	<u>1</u>	<u>39,589</u>	<u>-</u>
Total non-operating income and expenses	<u>578,573</u>	<u>1</u>	<u>497,078</u>	<u>1</u>
PROFIT (LOSS) BEFORE INCOME TAX	(1,184,773)	(3)	7,011,252	13
INCOME TAX EXPENSE (BENEFIT) (Notes 4, 5 and 26)	<u>(194,844)</u>	<u>-</u>	<u>660,841</u>	<u>1</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(989,929)</u>	<u>(3)</u>	<u>6,350,411</u>	<u>12</u>

(Continued)

CHUNG HUNG STEEL CORPORATION

STANDALONE STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
(Notes 22 , 23 and 26)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 294,407	1	(\$ 157,217)	-
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	(196,066)	-	369,653	1
Gains and losses on hedging instruments	(11,068)	-	-	-
Share of the other comprehensive income (loss) of associates	(636,823)	(1)	1,196,082	2
Income tax benefit relating to items that will not be reclassified subsequently to profit or loss	80,176	-	-	-
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income (loss) of subsidiaries and associates	<u>528</u>	<u>-</u>	<u>(142)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(468,846)</u>	<u>-</u>	<u>1,408,376</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>(\$ 1,458,775)</u>	<u>(3)</u>	<u>\$ 7,758,787</u>	<u>15</u>
EARNINGS (LOSS) PER SHARE (Note 27)				
Basic	<u>(\$ 0.69)</u>		<u>\$ 4.42</u>	
Diluted	<u>(\$ 0.69)</u>		<u>\$ 4.40</u>	

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

(Concluded)

CHUNG HUNG STEEL CORPORATION

STANDALONE STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

	Issued and Outstanding Ordinary Shares	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Other Equity	Gains and Losses on Hedging Instruments	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE AT JANUARY 1, 2021	\$ 14,355,444	\$ 903	\$ 90,568	\$ 549,578	\$ 662,620	\$ -	(\$ 425,839)	\$ -	\$ 15,233,274
Appropriation of 2020 earning (Note 23)									
Legal reserve	-	-	54,064	-	(54,064)	-	-	-	-
Cash dividends	-	-	-	-	(430,663)	-	-	-	(430,663)
Reversal of special reserve	-	-	-	(123,739)	123,739	-	-	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	6,350,411	-	-	-	6,350,411
Other comprehensive income for the year ended December 31, 2021, net of income tax	-	-	-	-	(157,217)	(142)	1,565,735	-	1,408,376
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	6,193,194	(142)	1,565,735	-	7,758,787
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	8,543	-	(8,543)	-	-
BALANCE AT DECEMBER 31, 2021	14,355,444	903	144,632	425,839	6,503,369	(142)	1,131,353	-	22,561,398
Appropriation of 2021 earning (Note 23)									
Legal reserve	-	-	620,174	-	(620,174)	-	-	-	-
Cash dividends	-	-	-	-	(4,019,524)	-	-	-	(4,019,524)
Reversal of special reserve	-	-	-	(425,839)	425,839	-	-	-	-
Net loss for the year ended December 31, 2022	-	-	-	-	(989,929)	-	-	-	(989,929)
Other comprehensive loss for the year ended December 31, 2022, net of income tax	-	-	-	-	372,362	528	(832,882)	(8,854)	(468,846)
Total comprehensive loss for the year ended December 31, 2022	-	-	-	-	(617,567)	528	(832,882)	(8,854)	(1,458,775)
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	(219)	-	219	-	-
Adjustment from changes in equity of associates	-	-	-	-	(20,662)	-	-	-	(20,662)
BALANCE AT DECEMBER 31, 2022	\$ 14,355,444	\$ 903	\$ 764,806	\$ -	\$ 1,651,062	\$ 386	\$ 298,690	(\$ 8,854)	\$ 17,062,437

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

CHUNG HUNG STEEL CORPORATION

STANDALONE STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before income tax	(\$ 1,184,773)	\$ 7,011,252
Adjustments for:		
Depreciation expense	717,892	753,729
Net gain on financial assets at fair value through profit or loss	(2,774)	(318,331)
Finance costs	130,575	45,715
Interest income	(47,609)	(803)
Dividend income	(104,930)	(10,383)
Share of profit of associates	(349,161)	(39,589)
Write-downs of inventories	1,466,930	4,859
Recognition of impairment loss	-	646,025
Recognition (reversal) of provisions	(73,150)	206,850
Others	1,135	1,097
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	2,774	560,741
Financial assets for hedging	(462,011)	-
Accounts receivable	698,738	(100,491)
Accounts receivable from related parties	(10,155)	69,883
Other receivables	1,777	10,297
Other receivables from related parties	169,479	(184,484)
Inventories	1,488,526	(8,485,878)
Prepayments	187,361	(295,155)
Other current assets	2,552	1,364
Contract liabilities	6,991	37,872
Accounts payable	(826,329)	1,333,232
Accounts payable to related parties	(180,479)	156,353
Other payables	(649,691)	588,691
Other current liabilities	(7,073)	7,553
Net defined benefit liabilities	(95,429)	(83,157)
Refund liabilities	<u>(207,232)</u>	<u>111,291</u>
Cash generated from operations	673,934	2,031,533
Income taxes paid	<u>(650,576)</u>	<u>(7,698)</u>
Net cash generated from operating activities	<u>23,358</u>	<u>2,023,835</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of financial assets at fair value through other comprehensive income	325	-
Proceeds from the capital reduction on financial assets at fair value through other comprehensive income	8,242	-
Acquisition of financial assets for hedging	(247,079)	-
Purchase of investments accounted for using the equity method	-	(200,000)
Acquisition of property, plant and equipment	(322,740)	(353,847)

(Continued)

CHUNG HUNG STEEL CORPORATION

STANDALONE STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2022	2021
Decrease (Increase) in refundable deposits	(\$ 3,686)	\$ 569
Increase in other receivables from related parties	(300,000)	-
Increase in other financial assets	(100,000)	(700,000)
Interest received	43,727	776
Dividends received from others	<u>148,088</u>	<u>54,859</u>
Net cash used in investing activities	<u>(773,123)</u>	<u>(1,197,643)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	120,525,034	117,158,161
Repayments of short-term borrowings	(117,525,770)	(113,000,539)
Increase in short-term bills payable	4,900,359	8,200,064
Decrease in short-term bills payable	(5,900,000)	(10,800,000)
Proceeds from long-term borrowings	3,900,000	300,000
Repayments of long-term borrowings	(500,000)	(1,100,000)
Proceeds from long-term bills payable	2,498,649	240,118
Repayments of long-term bills payable	(240,000)	(1,110,000)
Repayments of principal of lease liabilities	(15,489)	(15,232)
Dividends paid to owner of the corporation	(4,019,524)	(430,663)
Interest paid	<u>(115,433)</u>	<u>(46,535)</u>
Net cash generated from (used in) financing activities	<u>3,507,826</u>	<u>(604,626)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,758,061	221,566
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>507,465</u>	<u>285,899</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,265,526</u>	<u>\$ 507,465</u>

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

(Concluded)

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The entities that are required to be included in the combined financial statements of Chung Hung Steel Corporation as of and for the year ended December 31, 2022, under the Criteria Governing the Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises are the same as those included in the consolidated financial statements prepared in conformity with International Financial Reporting Standard 10, "Consolidated Financial Statements." In addition, the information required to be disclosed in the combined financial statements of affiliates is included in the consolidated financial statements of parent and subsidiary companies. Consequently, Chung Hung Steel Corporation and its subsidiaries do not prepare a separate set of combined financial statements of affiliates.

Very truly yours,

Chung Hung Steel Corporation

By

Kuei-Sung Tseng
Chairman

February 23, 2023

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Chung Hung Steel Corporation

Opinion

We have audited the accompanying consolidated financial statements of Chung Hung Steel Corporation (the "Corporation") and its subsidiaries (collectively referred to as the "Group"), which comprise the consolidated balance sheets as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2022 and 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission (FSC) of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters of the Group's consolidated financial statements for the year ended December 31, 2022 are stated as follows:

The Existence of Revenue from Export Sales

The export sales revenue for the year ended December 31, 2022 was NT\$19,503,169 thousand, which represented 45% of the sales revenue. Because the sales revenue from export sales has grown significantly compared to the sales revenue from the previous year, we considered the existence of sales revenue from export sales as a key audit matter. Refer to Notes 4, 24 and 35 to consolidated financial statements for the related accounting policies and disclosures on sales revenue.

The audit procedures we performed included the following:

1. We obtained an understanding of the design and implementation of the internal controls and tested the operating effectiveness of controls related to the existence of sales revenue.
2. We tested the export sales details by selecting samples, including sales orders, shipping documents and cash collections, and we confirmed that the collections of counterparties were consistent with the record of transactions and the accuracy of revenue recognized.
3. We obtained subsequent details of sales returns and allowances of export sales and tested whether there is any unusual sales returns and allowances and confirmed that sales revenue existed before the balance sheet date.

Other Matter

We have also audited the standalone financial statements of the Corporation as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified opinion.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the FSC, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause 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 and appropriate audit evidence regarding the financial information of entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audits resulting in this independent auditors' report are Yu-Hsiang Liu and Jia-Ling, Jiang.

Deloitte & Touche
Taipei, Taiwan
Republic of China

February 23, 2023

Notice to Readers

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

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

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (In Thousands of New Taiwan Dollars)

ASSETS	December 31, 2022		December 31, 2021	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Notes 4 and 6)	\$ 3,268,386	9	\$ 508,123	1
Financial assets at fair value through other comprehensive income - current (Notes 4 and 7)	986,655	2	1,170,412	3
Financial assets for hedging - current (Notes 4 and 8)	700,188	2	-	-
Accounts receivable (Notes 4, 9 and 24)	231,840	1	930,578	2
Accounts receivable from related parties (Notes 4, 9, 24 and 30)	57,510	-	47,355	-
Other receivables (Note 9)	11,156	-	9,051	-
Other receivables from related parties (Notes 9 and 30)	344,478	1	221,461	1
Current tax assets (Notes 4 and 26)	657	-	-	-
Inventories (Notes 4, 5 and 10)	9,761,983	26	12,717,439	34
Prepayments (Note 11)	255,767	1	443,128	1
Other financial assets - current (Notes 12 and 31)	1,101,100	3	1,002,800	3
Other current assets	45	-	2,597	-
Total current assets	<u>16,719,765</u>	<u>45</u>	<u>17,052,944</u>	<u>45</u>
NONCURRENT ASSETS				
Financial assets at fair value through other comprehensive income - noncurrent (Notes 4 and 7)	71,082	-	97,530	-
Investments accounted for using equity method (Notes 4 and 13)	3,701,899	10	4,042,778	11
Property, plant and equipment (Notes 4, 14, 30 and 32)	9,801,656	27	10,164,924	28
Right-of-use assets (Notes 4 and 15)	48,092	-	62,920	-
Investment properties (Notes 4 and 16)	5,981,409	17	5,982,297	16
Deferred tax assets (Notes 4, 5 and 26)	373,292	1	-	-
Prepayments for equipment (Note 32)	56,285	-	70,290	-
Refundable deposits	9,337	-	5,651	-
Net defined benefit assets (Notes 4, 5 and 22)	2,060	-	-	-
Total noncurrent assets	<u>20,045,112</u>	<u>55</u>	<u>20,426,390</u>	<u>55</u>
TOTAL	<u>\$ 36,764,877</u>	<u>100</u>	<u>\$ 37,479,334</u>	<u>100</u>
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Notes 17 and 31)	\$ 7,561,516	21	\$ 4,562,252	12
Short-term bills payable (Note 17)	-	-	999,641	3
Financial liabilities for hedging - current (Notes 4 and 8)	2,166	-	-	-
Contract liabilities - current (Note 24)	102,146	-	95,155	-
Accounts payable (Note 19)	534,403	2	1,360,732	3
Accounts payable to related parties (Notes 19 and 30)	289,098	1	469,577	1
Other payables (Notes 20 and 30)	542,590	2	1,175,704	3
Current tax liabilities (Notes 4 and 26)	89,378	-	654,769	2
Provisions - current (Notes 4 and 21)	133,700	-	206,850	1
Lease liabilities - current (Notes 4 and 15)	12,877	-	15,408	-
Current portion of long-term borrowings (Note 17)	2,340,000	6	-	-
Refund liabilities	57,815	-	265,047	1
Other current liabilities	16,244	-	23,317	-
Total current liabilities	<u>11,681,933</u>	<u>32</u>	<u>9,828,452</u>	<u>26</u>
NONCURRENT LIABILITIES				
Bonds payable (Note 18)	2,997,309	8	2,996,174	8
Long-term bank borrowings (Note 17)	2,260,000	6	1,200,000	3
Long-term bills payable (Note 17)	2,498,441	7	239,792	1
Deferred tax liabilities (Notes 4 and 26)	193,481	1	182,222	1
Lease liabilities - noncurrent (Notes 4 and 15)	36,276	-	48,519	-
Net defined benefit liabilities (Notes 4, 5 and 22)	-	-	387,777	1
Guarantee deposits received (Note 16)	35,000	-	35,000	-
Total noncurrent liabilities	<u>8,020,507</u>	<u>22</u>	<u>5,089,484</u>	<u>14</u>
Total liabilities	<u>19,702,440</u>	<u>54</u>	<u>14,917,936</u>	<u>40</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE CORPORATION (Notes 4 and 23)				
Ordinary shares	14,355,444	39	14,355,444	38
Capital surplus	903	-	903	-
Retained earnings				
Legal reserve	764,806	2	144,632	-
Special reserve	-	-	425,839	1
Unappropriated earnings	1,651,062	5	6,503,369	18
Total retained earnings	2,415,868	7	7,073,840	19
Other equity	290,222	-	1,131,211	3
Total equity	<u>17,062,437</u>	<u>46</u>	<u>22,561,398</u>	<u>60</u>
TOTAL	<u>\$ 36,764,877</u>	<u>100</u>	<u>\$ 37,479,334</u>	<u>100</u>

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

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
OPERATING REVENUE (Notes 4, 24 and 30)				
Sales	\$ 43,675,748	98	\$ 53,019,056	99
Investment revenue	3,112	-	301	-
Service revenue	744,377	2	634,947	1
Other operating revenue	<u>80,257</u>	<u>-</u>	<u>89,708</u>	<u>-</u>
Total operating revenue	44,503,494	100	53,744,012	100
OPERATING COSTS (Notes 10, 14, 25 and 30)	<u>45,629,434</u>	<u>103</u>	<u>46,197,610</u>	<u>86</u>
GROSS PROFIT (LOSS)	<u>(1,125,940)</u>	<u>(3)</u>	<u>7,546,402</u>	<u>14</u>
OPERATING EXPENSES (Notes 25 and 30)				
Selling and marketing expenses	376,864	1	577,505	1
General and administrative expenses	<u>257,893</u>	<u>-</u>	<u>445,247</u>	<u>1</u>
Total operating expenses	<u>634,757</u>	<u>1</u>	<u>1,022,752</u>	<u>2</u>
PROFIT (LOSS) FROM OPERATIONS	<u>(1,760,697)</u>	<u>(4)</u>	<u>6,523,650</u>	<u>12</u>
NON-OPERATING INCOME AND EXPENSES (Notes 13, 16, 25 and 30)				
Interest income	47,626	-	825	-
Other income	283,258	-	131,343	-
Other gains and losses	29,000	-	370,938	1
Finance costs	(130,575)	-	(45,715)	-
Share of profit of associates	<u>346,865</u>	<u>1</u>	<u>32,035</u>	<u>-</u>
Total non-operating income and expenses	<u>576,174</u>	<u>1</u>	<u>489,426</u>	<u>1</u>
PROFIT (LOSS) BEFORE INCOME TAX	(1,184,523)	(3)	7,013,076	13
INCOME TAX EXPENSE (BENEFIT) (Notes 4, 5 and 26)	<u>(194,594)</u>	<u>-</u>	<u>662,665</u>	<u>1</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>(989,929)</u>	<u>(3)</u>	<u>6,350,411</u>	<u>12</u>

(Continued)

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (In Thousands of New Taiwan Dollars, Except Earnings (Loss) Per Share)

	For the Year Ended December 31			
	2022		2021	
	Amount	%	Amount	%
OTHER COMPREHENSIVE INCOME (LOSS)				
(Notes 22 ,23 and 26)				
Items that will not be reclassified subsequently to profit or loss:				
Remeasurement of defined benefit plans	\$ 294,407	1	\$ (157,217)	-
Unrealized gains and losses on investments in equity instruments at fair value through other comprehensive income	(201,638)	-	380,295	1
Gains and losses on hedging instruments	(11,068)	-	-	-
Share of the other comprehensive income (loss) of associates	(631,251)	(1)	1,185,440	2
Income tax benefit relating to items that will not be reclassified subsequently to profit or loss	80,176	-	-	-
Items that may be reclassified subsequently to profit or loss:				
Share of the other comprehensive income (loss) of associates	<u>528</u>	<u>-</u>	<u>(142)</u>	<u>-</u>
Other comprehensive income (loss) for the year, net of income tax	<u>(468,846)</u>	<u>-</u>	<u>1,408,376</u>	<u>3</u>
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR	<u>\$ (1,458,775)</u>	<u>(3)</u>	<u>\$ 7,758,787</u>	<u>15</u>
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Corporation	<u>\$ (989,929)</u>	<u>(3)</u>	<u>\$ 6,350,411</u>	<u>12</u>
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:				
Owners of the Corporation	<u>\$ (1,458,775)</u>	<u>(3)</u>	<u>\$ 7,758,787</u>	<u>15</u>
EARNINGS (LOSS) PER SHARE (Note 27)				
Basic	<u>\$ (0.69)</u>		<u>\$ 4.42</u>	
Diluted	<u>\$ (0.69)</u>		<u>\$ 4.40</u>	

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

(Concluded)

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (In Thousands of New Taiwan Dollars)

	Issued and Outstanding Ordinary Shares	Capital Surplus	Retained Earnings			Exchange Differences on Translating Foreign Operations	Other Equity	Gains and Losses on Hedging Instruments	Total Equity
			Legal Reserve	Special Reserve	Unappropriated Earnings		Unrealized Valuation Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income		
BALANCE AT JANUARY 1, 2021	\$ 14,355,444	\$ 903	\$ 90,568	\$ 549,578	\$ 662,620	\$ -	\$ (425,839)	\$ -	\$ 15,233,274
Appropriation of 2020 earning (Note 23)									
Legal reserve	-	-	54,064	-	(54,064)	-	-	-	-
Cash dividends	-	-	-	-	(430,663)	-	-	-	(430,663)
Reversal of special reserve	-	-	-	(123,739)	123,739	-	-	-	-
Net profit for the year ended December 31, 2021	-	-	-	-	6,350,411	-	-	-	6,350,411
Other comprehensive income for the year ended December 31, 2021, net of income tax	-	-	-	-	(157,217)	(142)	1,565,735	-	1,408,376
Total comprehensive income for the year ended December 31, 2021	-	-	-	-	6,193,194	(142)	1,565,735	-	7,758,787
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	8,543	-	(8,543)	-	-
BALANCE AT DECEMBER 31, 2021	14,355,444	903	144,632	425,839	6,503,369	(142)	1,131,353	-	22,561,398
Appropriation of 2021 earning (Note 23)									
Legal reserve	-	-	620,174	-	(620,174)	-	-	-	-
Cash dividends	-	-	-	-	(4,019,524)	-	-	-	(4,019,524)
Reversal of special reserve	-	-	-	(425,839)	425,839	-	-	-	-
Net loss for the year ended December 31, 2022	-	-	-	-	(989,929)	-	-	-	(989,929)
Other comprehensive loss for the year ended December 31, 2022, net of income tax	-	-	-	-	372,362	528	(832,882)	(8,854)	(468,846)
Total comprehensive loss for the year ended December 31, 2022	-	-	-	-	(617,567)	528	(832,882)	(8,854)	(1,458,775)
Disposal of investments in equity instruments at fair value through other comprehensive income	-	-	-	-	(219)	-	219	-	-
Adjustment from changes in equity of associates	-	-	-	-	(20,662)	-	-	-	(20,662)
BALANCE AT DECEMBER 31, 2022	\$ 14,355,444	\$ 903	\$ 764,806	\$ -	\$ 1,651,062	\$ 386	\$ 298,690	\$ (8,854)	\$ 17,062,437

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

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before income tax	\$ (1,184,523)	\$ 7,013,076
Adjustments for:		
Depreciation expense	717,892	753,729
Net gain on financial assets at fair value through profit or loss	(2,774)	(318,331)
Finance costs	130,575	45,715
Interest income	(47,626)	(825)
Dividend income	(108,042)	(10,684)
Share of profit of associates	(346,865)	(32,035)
Write-downs of inventories	1,466,930	4,859
Recognition of impairment loss	-	646,025
Recognition (reversal) of provisions	(73,150)	206,850
Others	1,135	1,097
Changes in operating assets and liabilities		
Financial assets mandatorily classified as at fair value through profit or loss	2,774	560,741
Financial assets for hedging	(462,011)	-
Accounts receivable	698,738	(100,491)
Accounts receivable from related parties	(10,155)	69,883
Other receivables	1,777	10,297
Other receivables from related parties	176,983	(194,789)
Inventories	1,488,526	(8,485,878)
Prepayments	187,361	(292,167)
Other current assets	2,552	1,364
Contract liabilities	6,991	37,872
Accounts payable	(826,329)	1,333,232
Accounts payable to related parties	(180,479)	156,353
Other payables	(649,706)	589,808
Other current liabilities	(7,073)	7,553
Net defined benefit liabilities	(95,429)	(83,157)
Refund liabilities	(207,232)	111,291
Cash generated from operations	680,840	2,031,388
Income taxes paid	(653,311)	(7,387)
Net cash generated from operating activities	<u>27,529</u>	<u>2,024,001</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of financial assets at fair value through other comprehensive income	325	-
Proceeds from the capital reduction on financial assets at fair value through other comprehensive income	8,242	-
Purchase of Financial assets for hedging	(247,079)	-
Purchase of investments accounted for using the equity method	-	(200,000)

(Continued)

CHUNG HUNG STEEL CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (In Thousands of New Taiwan Dollars)

	For the Year Ended December 31	
	2022	2021
Acquisition of property, plant and equipment	\$ (322,740)	\$ (353,847)
Decrease (increase) in refundable deposits	(3,686)	569
Increase in other receivables from related parties	(300,000)	-
Increase in other financial assets	(98,300)	(701,100)
Interest received	43,744	798
Dividends received from others	<u>144,402</u>	<u>54,955</u>
Net cash used in investing activities	<u>(775,092)</u>	<u>(1,198,625)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from short-term borrowings	120,525,034	117,158,161
Repayments of short-term borrowings	(117,525,770)	(113,000,539)
Increase in short-term bills payable	4,900,359	8,200,064
Decrease in short-term bills payable	(5,900,000)	(10,800,000)
Proceeds from long-term borrowings	3,900,000	300,000
Repayments of long-term borrowings	(500,000)	(1,100,000)
Proceeds from long-term bills payable	2,498,649	240,118
Repayments of long-term bills payable	(240,000)	(1,110,000)
Repayments of principal of lease liabilities	(15,489)	(15,232)
Dividends paid to owner of the Corporation	(4,019,524)	(430,663)
Interest paid	<u>(115,433)</u>	<u>(46,535)</u>
Net cash generated from (used in) financing activities	<u>3,507,826</u>	<u>(604,626)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	2,760,263	220,750
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>508,123</u>	<u>287,373</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 3,268,386</u>	<u>\$ 508,123</u>

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

(Concluded)

To help shareholders learn more and download the contents of the full financial report,

please visit Chung Hung Steel's website

(website: <http://www.chsteel.com.tw>)

and inquire in “Financial Information” under “Stockholder Services”

Agenda item #2**Proposed by the Board of Directors**

Agenda: The Company's 2022 earnings distribution proposal is submitted for ratification.

Explanation:

- I. The earnings distribution is processed in accordance with Article 228 of the Company Act and Article 28-1 of the Company's Articles of Incorporation.
- II. The Company plans to distribute shareholder bonuses in common stocks at NT\$0.35 per share.
- III. The Company plans to authorize the Chairperson to determine the ex-dividend date for the cash dividends after the shareholder's meeting passes the earnings distribution proposal. Cash dividends shall be issued to the "NTD" to each shareholder. The decimals shall be rounded up to the nearest NTD and the difference shall be listed as company expenses.
- IV. The Company has drafted the earnings distribution statement for 2022 as follows:

**Earnings Distribution Statement
2022**

Unit: NT\$

Item	Amount
Undistributed earnings at the beginning of the period	2,289,509,600
After-tax income(loss) for the current year	(989,929,431)
Remeasurement of defined benefit plan converted into retained earnings	372,369,658
Disposal of equity instruments at fair value through other comprehensive income	285,253
Changes in long-term investments	(21,172,601)
Amount to be included in undistributed income (loss) by adding up after-tax income (loss) for the year and other items	(638,447,121)
Deduct: Statutory surplus reserves	0
Deduct: Appropriation for special reserve	0
Distributable earnings	1,651,062,479
Common stock bonus available for distribution - 1,435,544,446 common stocks at NT\$0.35 per share (cash NT\$0.35)	(502,440,556)
Undistributed earnings at the end of the period	1,148,621,923

Chairperson: Kuei-Sung
Tseng

Managerial Officer:
Min Chu

Chief Accounting Officer:
Wen-Ping Huang

Resolution:

D. Matters for Discussion

Agenda item #1

Proposed by the Board of Directors

Agenda: The amendment of the Company's "Articles of Incorporation" is filed for approval.

Explanation:

- I. The amendment of the Company's "Articles of Incorporation" in order to achieve sustainable development, strengthen financial structure, and look after shareholders' rights.
- II. Amendment of Article 28-1 and Article 31.
- III. The comparison table for revised clauses and the full clause before the revision are provided in the Attachment.

Resolution:

Attachment



Comparison Table of Revision of Rules

Name of Rules: Articles of Incorporation

Clause after Revision	Existing Clauses	Description
<p>Article 28-1: In the event of a profit after the closing of annual accounts, taxes shall be paid, cumulative losses incurred in previous years shall be compensated, and a statutory reserve shall be set aside in accordance with the law. However, in the event that the accumulated statutory reserve is equivalent to or exceeds the Company's total paid-in capital, no further reserve set aside is required. The remainder may be set aside or converted to a special surplus reserve in accordance with law. If there is still a balance remaining, it shall be combined with the undistributed earnings for the year to serve as distributable earnings, which shall be retained or distributed as dividends in accordance with a resolution of the shareholders meeting.</p> <p><u>When the dividend distribution proposal is being formulated by the Board of Directors, the</u></p>	<p>Article 28-1: In the event of a profit after the closing of annual accounts, taxes shall be paid, cumulative losses incurred in previous years shall be compensated, and a statutory reserve shall be set aside in accordance with the law. However, in the event that the accumulated statutory reserve is equivalent to or exceeds the Company's total paid-in capital, no further reserve set aside is required. The remainder may be set aside or converted to a special surplus reserve in accordance with law. If there is still a balance remaining, it shall be combined with the undistributed earnings for the year to serve as distributable earnings, which shall be retained or distributed as dividends in accordance with a resolution of the shareholders meeting.</p> <p><u>The Company shall allocate no less than 30% of the distributable earnings for the</u></p>	<p>To achieve sustainable development, strengthen the Company's financial</p>

Name of Rules: Articles of Incorporation

Clause after Revision	Existing Clauses	Description
<p>dividends for ordinary shares should be at least 30% of the aforementioned distributable earnings except when there is a need for capital.</p> <p>The development of the Company's industry has matured. Therefore, the distribution of the shareholder dividends specified above shall be distributed with appropriate ratios of cash dividends and stock dividends. The proportion of cash dividends shall be no lower than 50%.</p>	<p>distribution of shareholder dividends and bonuses each year. However, dividends may be canceled if the accumulated earnings available for distribution are less than 3% of the paid-up capital.</p> <p>The development of the Company's industry has matured. Therefore, the distribution of the shareholder dividends specified above shall be distributed with appropriate ratios of cash dividends and stock dividends. Cash dividends shall be no lower than 50%.</p>	<p>structure and look after the shareholders' rights, Paragraphs 2 of this article was amended.</p> <p>Paragraph 3 of this article has been amended in reference to text concerning the appropriateness.</p>
<p>Article 31: The Articles of Incorporation were established on January 24, 1983. The 1st amendment was on April 21, 1983.... (omitted). The 43rd amendment was on June 24, 2016. The 44th amendment was on June 24, 2020. The 45th amendment was on ○○ ○○, 2023.</p>	<p>Article 31: The Articles of Incorporation were established on January 24, 1983. The 1st amendment was on April 21, 1983.... (omitted). The 43rd amendment was on June 24, 2016. The 44th amendment was on June 24, 2020.</p>	<p>Added the number and date of the current amendment.</p>

Chung Hung Steel Corporation Articles of Incorporation

Amended by the Board of Directors on April 30, 2020

Passed by the Shareholders Meeting on June 24, 2020

Chapter I. General provisions

Article 1: The Company shall be incorporated as a company limited by shares in accordance with the Company Act, and it shall be named Chung Hung Steel Corporation.

Article 2: The business scope of the Company is as follows:

- I. Operations of animal husbandry business.
- II. Manufacturing, processing, and import/export of timber, agricultural products (excluding mushrooms and asparagus) and iron wire (under 12mm).
- III. Manufacturing, processing, wholesale, retail, and domestic sales/export of slotted angle iron, iron pipes, fish net, Tetoron fiber, plastic fiber, and iron plate.
- IV. Processing, manufacturing, domestic sales/export of steel coils, steel, steel mold, steel wire, stainless steel plate, stainless steel pipe, iron wire, galvanized iron plate and painted iron plate.
- V. Appointment of construction contractors to build public housing and commercial buildings for lease and sale and appointment of construction contractors to build general plants on industrial land for lease and sale.
- VI. Processing, manufacturing, and domestic sale/export of aluminum products and materials.
- VII. Processing, manufacturing, and domestic sale/export of steel and non-iron metal furniture.
- VIII. Processing, manufacturing, and domestic sale/export of wood and plastic furniture.
- IX. Processing, manufacturing, and domestic sale/export of silicon steel sheets.
- X. Processing, manufacturing, and domestic sale/export of sports equipment (exercise bikes, rowing machines, golf clubs, strollers, trolleys, jogging strollers, jumpers, kick scooters, surfboards, tennis rackets, and ball

equipment).

- XI. Processing, manufacturing, and domestic sale/export of transportation equipment (automobile, motorcycle, and bicycle parts) and jacks.
- XII. Design, manufacturing, processing, and domestic sale/export of mechanical bodies and machinery parts.
- XIII. Processing, manufacturing, and domestic sale/export of oxidized soft and hard iron powder, magnets, magnetic materials, metallurgy powder, and ceramic materials.
- XIV. (1) F107100 Wholesale of basic chemical raw materials.
(2) F207100 Retail sale of basic chemical materials.
(3) C801010 Basic chemical manufacturing industry.
- XV. All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 2-1: When the Company becomes the shareholder of limited liability in other companies, its total amount of investment in such companies shall not be subject to restrictions regarding certain proportions of the total paid-in capital specified in the Company Act.

Article 2-2: The Company may provide guarantees in accordance with the Procedures for Making Endorsements and Guarantees based on business requirements.

Article 3: The Company is headquartered in Kaohsiung City. Where necessary, the Company may set up branch companies or other branch institutions at other suitable locations. Such set up or revocation shall be determined by the Board of Directors.

Article 4: Unless otherwise stated in regulations of the competent authority of securities, the Company's announcements shall be made on newspapers, electronic newsletters, or a website set up or designated by the central competent authority.

Chapter II. Shares

Article 5: The Company has an authorized capital of NT\$30 billion, totaling to 3 billion shares, which can be raised in multiple issues at NT\$10 per share. The Company may issue special shares.

Article 6: The Company's stocks shall not be printed. They shall be registered, numbered, and affixed with the signatures or personal seals of the director representing the company. They shall also be duly certified or authenticated by the bank which is competent to certify shares under the laws before issuance thereof.

Stocks issued by the Company are not required to be printed. The Company, however, shall contact the centralized securities depository enterprise institution for registration of the share certificates. The shares issued shall be processed in accordance with the regulations of the institution.

Article 7: The Company shall administer all the stock-related operations in accordance with related laws and regulations of the competent authority.

Article 8: Transfer of title for the stocks is not permitted within sixty days prior to the annual meeting of shareholders; within thirty days prior to the special meeting of shareholders; or within five days prior to the cut-off date determined for the distribution of dividends, bonus or other benefits.

Chapter III. Shareholder's meeting

Article 9: Unless otherwise specified by law, shareholders' meetings are convened by the board of directors.

The Company holds general and special shareholders' meetings, the general meeting shall be convened once a year within six months of the end of each fiscal year. The Board of Directors shall notify shareholders to convene the meeting thirty days in advance. Special meetings may be convened according to the law when necessary.

Article 10: A shareholder who cannot attend shareholders' meeting may appoint a proxy to attend on his/her behalf by executing a power of attorney printed and issued by the Company, stating clearly the scope of the authorization.

Article 11: If a shareholders meeting is convened by the Board of Directors, the Chairperson shall serve as the meeting chair. If the Chairperson is absent, the Chairperson shall appoint one director to take the Chairperson's place. If a meeting is convened by a party with convening rights other than the Board of Directors, the convener will act as the meeting chair. If there are two or more conveners, one shall be nominated from

among them to chair the meeting.

Article 12: The Company's shareholders shall be entitled to one vote for each share held, except where shareholders are restricted or prohibited from exercising voting rights by law. Except for trust enterprises or stock agencies approved by the competent authority in charge of the securities business, when a person concurrently acts as the proxy for two or more shareholders in a shareholders' meeting, the number of voting right represented by him/her shall not exceed 3% of the total number of issued voting shares. Else, the portion of excessive voting right shall not be counted.

Article 13: Unless otherwise regulated by the Company Act, a shareholders' meeting resolution is passed when more than 50% of all outstanding shares are represented in the meeting, and voted in favor by more than 50% of all voting rights represented at the meeting.

Article 14: Shareholders' meeting resolutions shall be compiled in the form of minutes, signed or sealed by the chairperson, and then distributed to each shareholder no later than 20 days after the meeting.

The meeting minutes as described in the foregoing paragraph may be produced electronically, and the distribution of the minutes may be conducted in the form of an announcement.

The sign-in cards and proxy authorization forms of shareholders in attendance shall be kept for at least one year. However, if a shareholder makes a litigious claim according to Article 189 of the Company Act, the abovementioned documents shall be retained until the end of the litigation.

Chapter IV. Director

Article 15: The Company shall have seven to nine Directors. The election of Directors is held by nomination and the shareholders shall vote on the list of candidates. They shall serve three-year terms and they may be reelected.

Among the Directors to be elected in accordance with the preceding paragraph, the number of Independent Directors shall be no less than three and they shall not represent less than one-fifth of the Directors to be elected. With respect to other

requirements on Independent Directors including professional qualifications, restrictions on shareholdings and concurrent positions held, assessment of independence, method of nomination, and other compliance matters, the Company shall observe the regulations announced by the competent authority of the securities industry. The Independent Directors and non-independent Directors shall be nominated separately and elected concurrently. The seats shall be calculated separately.

Article 15-1: The Company shall establish an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The Committee shall be composed of the entire number of Independent Directors. It shall not be fewer than three persons in number, one of whom shall be the convener, and at least one of whom shall have accounting or financial expertise.

Resolutions at meetings of the Audit Committee shall be adopted with the approval of one half or more of the entire membership.

The exercise of the powers of the Audit Committee, its organization charter, and other matters for compliance shall be processed in accordance with the Securities and Exchange Act and other relevant laws or the Company's regulations.

Article 16: If the re-election cannot be completed before the expiration of the term of office, the term of office for the Directors shall be extended until the re-elected Directors assume office. However, where the competent authority requires the Company to hold a new election within a limited period of time, the Company shall promptly hold the new election; if a new election has still been held by the designated time, the directors shall automatically be dismissed.

Article 17: The Board of Directors consists of Directors. The Board of Directors shall appoint one Chairperson of the Board during a board meeting with more than two-thirds of Directors present, and with the approval of more than half of all attending Directors. The Chairperson shall represent the Company externally. The Board of Directors may assign one consultant to attend meetings of the Board of Directors in a non-voting capacity. The appointment and dismissal shall be approved by the Chairperson.

Article 18: Except for the first meeting of each newly elected Board of Directors, which shall be convened and chaired by the Director who received votes representing the largest portion of voting rights at the shareholders meeting in which the directors were elected, the Chairperson shall convene meetings of the Board of Directors and serve as the Chairperson.

The meetings of the Board of Directors shall be convened once each quarter. A meeting notice shall be delivered to each Director at least seven days in advance to provide information on the agenda, the date and venue at which the meeting is held, the proceedings and any information deemed relevant. A meeting of the Board of Directors may be called at any time in the event of an emergency.

The meeting notices in the foregoing paragraph may be sent as written or electronic documents; other appropriate methods may be used in the event of an emergency. Any director may express a waiver of the regulations in writing.

If the Chairperson is on leave or unable to perform his duties, the Chairperson shall appoint a Director to act on his behalf. If the Chairperson does not appoint a Director to act on his behalf, a representative shall be elected from among the Directors.

Directors' attendance in board meetings via video conference shall be considered as attendance in person.

Article 19: Except where otherwise specified in the Company Act, the passage of a proposal at a board meeting shall require the approval of a majority of the Directors in attendance at a board meeting attended by a majority of all Directors. If a Director is unable to attend a meeting, he/she may appoint a proxy to attend the meeting by completing the Company's proxy form, specifying the scope of delegation. However, a Director may only be made proxy for a maximum of one other Director.

Article 20: Discussions at board meetings shall be compiled as minutes, signed or sealed by the chairperson, and then distributed to each Director no later than 20 days after the meeting. The meeting minutes, Directors' attendance sheets, and proxy forms shall be kept by the Company.

Article 21: (deleted)

Article 22: The transportation allowance of Directors, remuneration of Independent Directors,

and salary of the Chairperson shall be determined by the Board of Directors based on prevailing rates of the industry and listed companies. The Chairperson shall be applicable to related regulations regarding employee salary payment and provided with other allowances.

Article 22-1: The Company may purchase liability insurance for its Directors to cover their terms of service based on the compensation liabilities associated with their business liabilities to reduce and diversify the risk of any material damages to the Company and its shareholders caused by any error or negligence of its Directors.

The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has purchased or renewed for Directors at the next board meeting.

Article 23: The Board of Directors shall be comprised of Directors whose functional duties are as follows:

- I. Filing proposals for capital increase or decrease;
- II. Review annual budgets and formulate financial statements at the end of each fiscal year in accordance with regulations;
- III. Clarification and amendment of material business policies;
- IV. Proposals for distribution of earnings or loss reimbursement plans;
- V. Review of important contracts;
- VI. Approval of domestic medium and long-term borrowings and foreign loans;
- VII. Approval of important charters;
- VIII. Establishment and withdrawal of branch companies or other branch institutions;
- IX. Appointment and dismissal of the President and Vice Presidents and the approval for their remuneration;
- X. Approval of employees' salary standards;
- XI. Approval of investments in other businesses;
- XII. Other exclusive powers expressly provided in the Company Act, Securities and Exchange Act, related regulations, or the Articles of Incorporation.

Chapter V. Managerial officers and other employees

Article 24: The Company shall appoint one President and several Vice Presidents. The appointment, dismissal and remuneration of the said parties shall be decided by a majority vote at a meeting of the Board of Directors attended by more than one half of the Directors.

Article 25: The appointment and dismissal shall be processed in accordance with the Company's "Duties Division Table of the Board of Directors, Chairperson, and President".

Article 26: The President shall be in charge of the Company's business operations. The President's scope of duties shall include all powers except for the exclusive powers of the shareholders' meeting and the Board of Directors that are specified in the Company Act, Securities and Exchange Act, related regulations, and the Articles of Incorporation.

Chapter VI. Financial Report

Article 27: The Company's fiscal year begins on January 1 and ends on December 31. At the end of each fiscal year, the Board of Directors shall formulate the following documents and submit them to the general shareholders' meeting for ratification.

- I. Business Report;
- II. Financial statements;
- III. Proposal of earnings distribution or loss reimbursement plans.

Article 28: If the Company has profit for the year, it shall allocate no less than 0.1% of the profit as remuneration for employees and no more than 1% as remuneration for Directors. A sum shall be set aside to make up for any outstanding cumulative losses of the Company.

The remuneration for employees and Directors specified in the preceding paragraph shall be distributed in cash. It shall be implemented based on a resolution adopted by the Board of Directors in accordance with laws and presented to the shareholders' meeting.

Article 28-1: In the event of a profit after the closing of annual accounts, taxes shall be paid, cumulative losses incurred in previous years shall be compensated, and a statutory

reserve shall be set aside in accordance with the law. However, in the event that the accumulated statutory reserve is equivalent to or exceeds the Company's total paid-in capital, no further reserve set aside is required. The remainder may be set aside or converted to a special surplus reserve in accordance with law. If there is still a balance remaining, it shall be combined with the undistributed earnings for the year to serve as distributable earnings, which shall be retained or distributed as dividends in accordance with a resolution of the shareholders meeting.

The Company shall allocate no less than 30% of the distributable earnings for the distribution of shareholder dividends and bonuses each year. However, dividends may be canceled if the accumulated earnings available for distribution are less than 3% of the paid-up capital.

The development of the Company's industry has matured. Therefore, the distribution of the shareholder dividends specified above shall be distributed with appropriate ratios of cash dividends and stock dividends. Cash dividends shall be no lower than 50%.

Chapter VII. Supplementary provisions

Article 29: Where an individual or his/her ancestor who has or has not established a will currently serves or had previously served as the Company's Director or employee or performs duties for Directors or employees of any other company based on the Company's invitation and becomes a party to any litigation or legal proceedings, the Company may provide compensation for all actual and necessary fees, including attorneys' expenses, for the litigation or legal procedures that involve such individuals or for any appeals made. However, such Directors or employees shall be held liable for negligence or violation of duties. The compensation and rights awarded to Directors and employees shall not preclude any other due rights and interests.

Article 30: Matters not addressed in this Article shall be processed in accordance with the Company Act and other relevant regulations.

Article 31: The Articles of Incorporation were established on January 24, 1983. The 1st

amendment was on April 21, 1983. The 2nd amendment was on June 25, 1983. The 3rd amendment was on January 18, 1984. The 4th amendment was on May 23, 1984. The 5th amendment was on July 20, 1985. The 6th amendment was on September 20, 1985. The 7th amendment was on December 10, 1985. The 8th amendment was on February 28, 1986. The 9th amendment was on May 15, 1986. The 10th amendment was on November 3, 1987. The 11th amendment was on March 13, 1988. The 12th amendment was on March 25, 1988. The 13th amendment was on March 4, 1989. The 14th amendment was on May 20, 1989. The 15th amendment was on October 3, 1989. The 16th amendment was on November 6, 1989. The 17th amendment was on February 24, 1990. The 18th amendment was on March 23, 1990. The 19th amendment was on May 10, 1991. The 20th amendment was on May 27, 1991. The 21st amendment was on January 27, 1992. The 22nd amendment was on June 18, 1993. The 23rd amendment was on June 2, 1994. The 24th amendment was on June 4, 1995. The 25th amendment was on May 17, 1996. The 26th amendment was on June 29, 1999. The 27th amendment was on February 2, 2000. The 28th amendment was on June 20, 2000. The 29th amendment was on June 28, 2002. The 30th amendment was on May 27, 2003. The 31st amendment was on June 24, 2004. The 32nd amendment was on June 28, 2005. The 33rd amendment was on June 29, 2006. The 34th amendment was on June 26, 2007. The 35th amendment was on June 26, 2008. The 36th amendment was on June 30, 2009. The 37th amendment was on June 24, 2010. The 38th amendment was on June 10, 2011. The 39th amendment was on June 14, 2012. The 40th amendment was on June 19, 2013. The 41st amendment was on June 23, 2014. The 42nd amendment was on June 26, 2015. The 43rd amendment was on June 24, 2016. The 44th amendment was on June 24, 2020.

Agenda item #2**Proposed by the Board of Directors**

Agenda: The removal of the non-compete clause for Mr. Min-Hsiung Liu and Mr. Wen-Chou Li is filed for approval.

Explanation:

- I. The matter is processed in accordance with Article 209, Paragraph 1 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 shareholders' meeting the essential contents of such an act and secure its approval”.
- II. Directors Min-Hsiung Liu and Wen-Chou Li hold concurrent directorship positions at other companies with identical or similar business operations as the Company, the shareholders' meeting shall be requested to agree to the removal of the non-compete clause for these directors. Please see the table below for information on other concurrent positions in other companies occupied by these Directors:

Name of Legal Entity	Representative	Other related positions in other companies
China Steel Corporation	Min-Hsiung Liu	Director, Dyna Rechi Co., Ltd. Director, Fukuta Electric & Machinery Co., Ltd.
	Wen-Chou Li	Director, Honley Auto. Parts Co., Ltd. Director, China Steel and Nippon Steel Vietnam Joint Stock Company

Resolution:

E. Extempore Motions

F. Rules of Procedure

Chung Hung Steel Corporation Rules of Procedure for Shareholders

Meetings

Amended by the Board of Directors on May 4, 2021

Passed by the Shareholders Meeting on August 25, 2021

Article 1 Unless otherwise stated by law or the Articles of Incorporation, the shareholders' meeting of the Company shall be organized according to these Rules.

Article 2 Unless otherwise specified by law, shareholders' meetings are convened by the board of directors.

Notices for general shareholders meetings or extraordinary shareholders meetings shall state the purpose of the meeting and shall be delivered to shareholders 30 days or 15 days in advance; if the shareholder agrees, such notices may be sent electronically. For shareholders holding less than one thousand shares, the meeting notices can be communicated by way of public announcement instead.

The Company shall prepare an electronic file that contains the meeting notice, a proxy form, a detailed description of various agenda items to be acknowledged or discussed during the meeting, and notes on re-election or dismissal of Directors and post it onto the Market Observation Post System (MOPS) at least 30 days before a general shareholders' meeting, or 15 days before an extraordinary shareholders' meeting.

Matters pertaining to election or discharge of Directors, alteration of the Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, dissolution, merger, spin-off, or any matters as set forth in Article 185, Paragraph 1 of the Company Act, Article 26-1 and Article 43-6 of the Securities and Exchange Act, and Article 56-1 and Article 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be itemized among the subject of the meeting and their chief content shall be explained; they shall not be brought up as extempore motions.

Shareholders who own more than 1% of the company's outstanding shares are entitled to propose agenda items for discussion at general shareholders' meetings. However, they may only propose one agenda item and additional proposals shall not be included in the agenda. The Board of Directors may disregard shareholders' proposals if the proposed agenda item involve any of the circumstances listed in Article 172-1, Paragraph 4 of the Company Act.

The Company shall announce, before the book closure date prior to the shareholders meeting, the acceptance of shareholders' proposals, the written or digital format that will be accepted, and places and time of proposal acceptance; the acceptance may not be shorter than 10 days.

Proposals submitted by shareholders shall be limited to 300 characters in length.

Shareholders who have made proposals shall attend the shareholders' meeting in person or through proxy attendance and participate in the discussion of the proposal in question.

The Company shall notify the proposing shareholders of the outcome of their proposed agenda items before the date the meeting notice is sent. Meanwhile, agenda items that satisfy the conditions listed in this Article shall be included as part of the meeting notice. During the shareholders' meeting, the Board of Directors shall explain the reasons why certain proposed agenda items are excluded from discussion.

Article 3 The Company shall formulate meeting manuals for the shareholders' meeting in accordance with the regulations of the competent authority of securities. Physical copies of the shareholders' meeting manual and supplementary information shall also be prepared at least 15 days before the meeting and made accessible to shareholders at any time. These documents must be placed within the company's premises and at the share administration agency appointed by the Company, and distributed on-site at the shareholders' meeting.

At least 21 days before an annual general meeting, or 15 days before an extraordinary shareholders' meeting, the Company shall upload an electronic copy of the shareholders' meeting manual and supplementary information to MOPS.

The Company shall prepare electronic versions of the Annual Report and Annual Financial Report and upload them to the MOPS at least 7 days before the date of the general shareholders' meeting or At least 21 days before the date of the general shareholders meeting if the Annual Report is used as supplementary information for the Procedures Manual of the shareholders' meeting.

The contents of the English versions of the electronic files shall be consistent with those of the Chinese version uploaded to the MOPS.

Article 4 Shareholders may appoint proxies to attend shareholders' meetings by completing the Company's proxy form and specifying the scope of delegated authority.

Each shareholder may issue one proxy form and delegate one proxy only. All proxy forms must arrive at the company at least five days before the shareholders' meeting. In the event that multiple proxy forms are issued, the proxy form that arrives first shall prevail. However, exception shall be granted if the shareholder issues a proper declaration to withdraw the previous proxy arrangement.

After a proxy letter has been delivered to the Company, if the shareholder intends to attend the meeting in person or to exercise voting rights by correspondence or electronically, a written notice of proxy cancellation shall be submitted to the Company at least 2 business days before the meeting date; if notification of cancellation is received after this time, the voting rights exercised by a participating designated proxy shall take precedence.

Article 5 Shareholders' meetings shall be held at locations that are suitable and convenient for shareholders to attend. Meetings shall not begin earlier than 9 AM or later than 3 PM.

Article 6 The Company shall specify in its shareholders meeting notices the time during which shareholder attendance registrations will be accepted, the place to register for attendance, and other matters for attention.

The time during which shareholder attendance registration will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting

commences; the attendance registration shall be clearly marked, and sufficient qualified personnel shall be assigned to conduct the meeting.

Shareholders and their proxies (collectively, "shareholders") shall attend shareholders meetings based on attendance cards, sign-in cards, or other evidence of shareholders' meeting attendance. With regard to verification documents for shareholders' attendance, the Company may not arbitrarily request shareholders to present other additional verifying documents in addition to the verification document needed for attendance; shareholders who wish to acquire a proxy letter must present proof of identity on-site for verification.

Shareholders who attend the meeting shall be given a copy of the meeting agenda handbook, annual report, attendance pass, attendance sign-in card, opinion slip, ballots, and other information relevant to the meeting; ballots shall be included when there will be a directors election.

Where the shareholder is a government agency or corporate entity, more than one representative may attend the shareholders' meetings on their behalf. Corporate entities that have been designated as proxy attendants shall only appoint one representative to attend the shareholders' meeting.

Article 7 Shareholders' meetings that are convened by the Board of Directors shall be chaired by the Chairperson. If the Chairperson is unable to perform such duties due to leave of absence or any reason, the Chairperson may appoint one of the Directors to act on the Chairperson's behalf. If the Chairperson does not appoint a delegate, one shall be elected among the Directors to act on the Chairperson's behalf.

When a Director serves as chair in accordance with the preceding paragraph, the Director shall be one who has held that position for six months or more and who understands the financial and business conditions of the Company. The same shall apply for a representative of a corporate director that serves as chair.

For shareholders' meetings convened by any authorized party other than the Board of Directors, the convener will act as the meeting chair. If there are two or more conveners at the same time, one shall be appointed from among them to chair the meeting.

Article 8 Shareholders meetings convened by the board of Directors should be chaired by the Chairperson in person, attended by more than half of the Director and the convener of the Audit Committee in person, and attended by at least one representative member of each functional committee. In addition, a record of attendance shall be made in the shareholders' meeting minutes.

The Company may summon its lawyers, certified public accountants, and any relevant personnel to be present at the shareholders' meeting.

Article 9 The Company shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders meeting, and the voting and vote counting procedures starting from the time it accepts shareholder attendance registrations. Each Company shareholder has one vote per share but according to Article XXX of the Company Act

The recorded materials of the preceding paragraph shall be retained for at least 1 year. However, if a shareholder makes a litigious claim against the Company according to Article 189 of the Company Act, the abovementioned documents must be retained until the end of the litigation.

Article 10 The attendance in shareholders' meetings shall be calculated based on numbers of shares. The shares in attendance shall be calculated in accordance with the number of attendance cards submitted by shareholders in attendance. Where the voting right is exercised in writing or by way of electronic transmission in accordance with Article 16-1, Paragraph 1, the number of shares that have been used to exercise voting rights in writing or in electronic format shall be used for the calculation.

Article 11 The chairperson shall announce the commencement of the meeting as soon as the appointed time arrives, and shall also announce such relevant information as the number of shares without voting rights and the number of shares in attendance. However, if those in attendance represent less than half of the company's outstanding shares, the chairperson may announce to postpone the meeting up to two times, for a period totaling no more than one hour. Except for cases processed in accordance with Paragraph 2, the chairperson shall dismiss the meeting if shareholders in attendance represent less than half of outstanding shares after two postponements.

If the shareholders in attendance represent more than one-third but less than half of outstanding shares after two postponements, the shareholders in attendance may reach a tentative resolution according to Article 175, Paragraph 1 of the Company Act. This tentative resolution shall be communicated to every shareholder and another shareholders' meeting shall be held within one month. The establishment of resolutions that involve special resolutions in accordance with the Company Act, the regulations in the Company Act shall apply.

If during the process of the meeting the number of issued shares represented by the shareholders present are sufficient to constitute the quorum, the chairperson may submit the tentative resolutions to the meeting for approval in accordance with Article 174 of the Company Act.

Article 12 If the shareholders' meeting is convened by the Board of Directors, the Board of Directors shall determine the meeting proceedings. The proceedings shall not be changed unless resolved during the shareholders' meeting.

The above rule also applies if the shareholders' meeting is convened by any authorized party other than the Board of Directors.

If discussion of the agenda items in the two foregoing paragraphs (including extempore motions) has not ended, the chairperson may not adjourn the meeting without a resolution to do so; if the chairperson violates the meeting policy by adjourning the meeting when he/she is not permitted to do so, other members of the Board of Directors shall immediately assist the attending shareholders to elect another chair with the support of more than half of voting rights represented and continue the meeting.

After the end of the proceedings, when the chairperson has announced adjournment in accordance with the rules of procedure, the shareholders may not designate any other person as chairperson and continue the meeting in the same or another location.

Article 13 The chairperson shall be impartial and independent and he/she shall strictly abide by the rules of procedure to ensure the smooth progression of the meeting.

Shareholders in attendance are obligated to follow the Rules of Procedure, speak politely, and maintain the order of the meeting.

Article 14 Shareholders who wish to speak during the meeting must first fill out an opinion slip, which must state the topic and the shareholder's account number and name. The

order of shareholders' comments shall be determined by the chairperson.

Shareholders who submit an opinion slip without actually speaking are considered to have remained silent. If the shareholder's actual comments differ from those stated on the opinion slip, only the actual comments expressed shall be recorded.

Each shareholder shall not speak more than twice, for five minutes each, on the same agenda item unless otherwise agreed by the chair. The chairperson may stop shareholders from speaking they violate the rules or speak outside the agenda item under discussion.

While a shareholder is speaking, other shareholders shall not speak simultaneously or interfere in any way unless agreed by the chair and the person speaking. Any violators shall be restrained by the chairperson.

Where a corporate shareholder has appointed two or more representatives to attend the shareholders' meeting, only one representative may speak per agenda item.

After the shareholder has finished speaking, the chairperson may answer to the shareholder's queries personally or appoint any relevant personnel to do so.

Article 15 With regard to the agenda items and any amendments or extempore motions proposed by shareholders, the chairperson may announce the end of discussion if he/she believes that the issue in question has been sufficiently discussed to proceed with voting.

Article 16 The Company's shareholders shall be entitled to one vote for each share held, except for the circumstances described in Subparagraph 3, Paragraph 1 of Article 157, Paragraph 2 of Article 179, or Article 197-1 of the Company Act where shareholders have restricted or no voting rights.

Shares that do not carry voting rights are excluded from the calculation of outstanding shares when voting for the final resolution.

Except in the exercise of voting rights for electing Directors, shareholders cannot vote, or appoint proxies to vote, on any agenda items in which they have a conflict of interest that would be detrimental to the best interests of the Company. The number of shares held by shareholders who are not permitted to vote shall be excluded from the total voting rights represented in the meeting.

With the exception of trust enterprises and certain share administration agencies approved by the competent authority, a proxy may not represent more than 3% of total voting rights in aggregate when representing two or more shareholders during the meeting. Voting rights that exceed this threshold shall be excluded from calculation. However, they shall still be included into the number of voting rights of the shareholder in attendance.

Article 16-1 The Company shall specify in the meeting notice for the shareholders' meeting that shareholders who do not attend the meeting in person and did not issue a proxy letter to assign a proxy to attend the shareholders' meeting may exercise their voting rights using the specified written or electronic method; shareholders who exercise their voting rights using the specified written or electronic method shall be considered to have attended the shareholders meeting in person. However, they are considered to have waived their rights to participate in any special motions or amendments to the original proposals, alternative proposals, and other motions that may arise during the shareholders' meeting.

Instructions to exercise written and electronic votes must be delivered to the company at least two days before the shareholders' meeting. In the event where there are duplicate submissions, the earliest submission shall be taken into record. However, exception shall be granted if the shareholder issues a proper declaration to withdraw the previous vote.

If the shareholder decides to attend the shareholders' meeting in person after submitting a written or electronic vote, that shareholder must use the same method as used to vote to express the wish to cancel the exercise of voting rights specified in the foregoing paragraph at least 2 days prior to the shareholders meeting; when notification of cancellation is not received in time, voting rights exercised by written or electronic means shall still be valid. If the shareholder has exercised written or electronic votes, and at the same time delegated a proxy to attend the shareholders meeting, then the voting decision exercised by the proxy shall prevail.

Article 17 Unless otherwise specified in the Company Act or the Articles Incorporation of the Company, a resolution shall be adopted by a majority of the votes represented by the shareholders present at the meeting. At the time of a vote, the chairperson or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders for each proposal. The shareholder shall vote on each proposal and the results of shareholders' agreement, objection, and abstention shall be input on the Market Observation Post System.

Article 18 In cases where there are several amendments or alternative resolutions to a certain proposal, the chairperson shall determine the order in which the new and original proposals are voted on. If any resolution is passed, all other proposals shall be deemed rejected and no further voting is necessary.

Article 19 Before the voting on a proposal begins, the chairperson shall appoint a number of persons to perform the duties of ballot examiners and ballot counters; the ballot examiners shall be shareholders.

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

Article 20 When the shareholders' meeting involves election of directors, the election must proceed according to the rules governing the election of directors determined separately by the Company, and results shall be announced on-site immediately; results shall include the names of those elected as directors and the numbers of votes with which they were elected, as well as the names of those not elected as directors and supervisors and the numbers of votes they received.

Article 21 Shareholders' meeting resolutions shall be compiled in the form of minutes, signed or sealed by the chairperson, and then distributed to each shareholder no later than 20 days after the meeting.

The meeting minutes as described in the foregoing paragraph may be produced electronically, and the distribution of the minutes may be conducted by uploading them to the Market Observation Post System.

The minutes must detail the date and venue of the meeting, the chair's name, the method of resolution, and the proceeding and results of various meeting agenda items.

These minutes must be retained for as long as the company is in existence. They shall also be fully disclosed on the Company's website.

Where an election of the Directors took place, the weighted number of shares of elected Directors shall be specified.

Article 22 During the shareholders' meeting, the Company shall publish information regarding the number of shares acquired by solicitors and the number of shares represented by proxies using the prescribed format.

Article 23 The company must disclose on MOPS any shareholders' meeting resolutions that constitute material information as defined by law or the rules of the Taiwan Stock Exchange Corporation.

Article 24 Organizers of the shareholders' meeting must wear proper identification or arm badges.

The chairperson may direct the proctors or security personnel to help maintain order at the meeting place. While maintaining order in the meeting, all proctors or security staff must wear arm bands which identify their roles as "Proctors."

The chairperson may stop anyone who attempts to speak using speaker equipment not provided by the Company and use the speaker equipment he/she prepared.

The chairperson may instruct proctors or security staff to remove shareholders who continue to violate the meeting rules or other conduct other actions that disrupts order in the meeting despite being warned by the chair.

Article 25 The chairperson may call a recess to meeting at appropriate times. In the occurrence of force majeure events, the chair may temporarily suspend a meeting, and if the circumstances permit, announce a time for the continuation of the meeting.

If the shareholders' meeting is unable to conclude all scheduled agenda items (including special motions) before the venue is due to be returned, participants may resolve to continue the meeting at an alternative location.

A resolution may be adopted at a shareholders' meeting to defer or resume the meeting within 5 days in accordance with Article 182 of the Company Act.

Article 26 These Rules shall be implemented following approval from the shareholders' meeting. The same procedure shall apply for amendments to these Rules.

G. Additional Descriptions

I. Directors' shareholdings

(I) According to Article 26 of the Securities and Exchange Act and the Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies: The minimum combined shareholding of all Directors by law is 34,453,066 shares. (It may not be lower than 2.4% of the total number of shares)

Note: The Company has issued 1,435,544,446 common shares.

(II) The shareholdings of all Directors as recorded in the shareholder register up until the book closure date of the current shareholders' meeting:

April 30, 2023

Title	Name		Number of Shares Held
Chairperson of the Board	Kuei-Sung Tseng	Representative of China Steel Corporation	582,673,153 shares
Director	Chao-Tung Wong		
Director	Min-Hsiung Liu		
Director	Wen-Chou Li		
Independent Director	Juh-Shan Chiou		0 shares
Independent Director	Hsien-Tang Tsai		0 shares
Independent Director	Lin-Lin Lee		0 shares
Shareholdings of all directors			582,673,153 shares

The number of shares held by all Directors of the Company meet the legally required percentage.



Head Office/Cold Rolling Department:

No. 317, Yuliao Road, Ciaotou Dist., Kaohsiung City



Hot Rolling Department:

No. 576, Xinglong St., Gangshan Dist., Kaohsiung City



Pickling and Galvanizing Department:

No. 24, Yanhai 3rd Rd., Xiaogang Dist., Kaohsiung City



Steel Pipe Plant (Dafa Plant): No. 18, Huazhong Rd., Dafa

Industrial Park, Daliao Dist., Kaohsiung City



Steel Pipe Plant (Lukang Plant):

No. 42, Lugong Rd., Lukang Township, Changhua County