

Great China Metal Ind. Co., Ltd.

Minutes for the 2023 General Shareholders Meeting

Time: 9:00 am. on Monday, June 19, 2023

Place: 5F, NO.533, Sec.3, Min chin Rd., Tai shang Dist, New Taipei City, Taiwan, R.O.C.

Convocation method : Physical shareholders meeting

Attendants: Total Shares Represented by Shareholders and Proxies Present: 233,990,552 shares,
(19,644,580 shares exercised via electronic transmission) accounted for 76.71% of the total
shares issued (305,000,000 shares)

Chairperson: Chiang, Ming-Li Chairman

Recorder: Chiang, Chia-Chun

Attending Directors: (All present)

ZHENG DA INVESTMENT CO., LTD.

Representative : Chiang, Ming-Li

YONG ZEN INVESTMENT CO., LTD.

Representative : Chiang, Kang-Ming

GLORY TASK ENTERPRISE CO., LTD.

Representative : Chiang, Shao-May

Jazwin Ventures Ltd.

Representative : Chiang, Man-Tzyy

Pinnacle Ventures Ltd.

Representative : Chiang, Shou-Cheng

Liu, Fei-Hu

Chang, Jung-Fei

Attending Independent directors: (Convener absent)

Huang, Win-Jung (Member of Audit committee and Remuneration committee)

Hsieh, Ming-Jen (Member of Audit committee and Remuneration committee)

Attendees: Chiang, Ming-Te (President) , Chiang, Chia-Chun (Financial manager and Concurrently
corporate governance officer) , Huang, Tien-Chang (Oversea manager) , Chen, Wen-Ching
(Accounting manager) , Sun, Mei-Fang (Audit Section Chief) , Chen, Chih-Hsiung (Attorney) ,
Liu, Ming-Hsien (CPA)

Call the meeting to order (report shareholdings of the attendances)

Chairman remarks (omitted)

Company Reports

1. 2022 Business Report. (Please refer to page 6)
2. Audit Committee's Review Report on the 2022 Financial Statements. (Please refer to page 7)
3. Report on the payment of employee compensation and director remuneration of 2022.
4. Report on the to formulated the company's "Ethical Corporate Management Best Practice Principles ". (Please refer to pages 8-12)
5. Report on the to formulated the company's "Procedures for Ethical Management and Guidelines for Conduct ". (Please refer to pages 13-20)

Proposals :

Motion 1: 2022 Company's business reports and financial statements. (Proposed by the Board)

Explanation : 2022 Company's Financial Statements, (Please refer to pages 21-36) and business reports
have been approved by the Board.

Voting Results			
Shares represented at the time of voting :		233,990,552	votes
Votes in favor		231,242,882	votes
	Exercise of voting rights electronically	17,006,430	votes
	% of the total represented share present	98.82	%

Votes against		58,716	votes
	Exercise of voting rights electronically	58,716	votes
	% of the total represented share present	0.02	%
Votes abstained/ No votes		2,688,954	votes
	Exercise of voting rights electronically	2,579,434	votes
	% of the total represented share present	1.14	%
Votes invalid		0	votes
The proposal was approved after voting.			

Motion 2: Adoption of the Proposal for Distribution of 2022 Profits (Proposed by the Board)

Explanation :

1. Distribution of 2022 Profits. (Please refer to page 37)
2. The motion proposes to allocate NT\$366,000,000 from distributable earnings as the cash dividend for 2022, at NT\$1.2 per share, calculated and truncated to the nearest NTD. Fractions that do not amount to a full NT\$1 shall be summed and recognized by the Company as other income.
3. Upon approval of a shareholders' meeting, the Board of Directors is authorized to determine the ex-dividend date, date of distribution and other related matters. The same shall be announced pursuant to laws.

Voting Results			
Shares represented at the time of voting :		233,990,552	votes
Votes in favor		231,371,646	votes
	Exercise of voting rights electronically	17,135,194	votes
	% of the total represented share present	98.88	%
Votes against		40,952	votes
	Exercise of voting rights electronically	40,952	votes
	% of the total represented share present	0.01	%
Votes abstained/ No votes		2,577,954	votes
	Exercise of voting rights electronically	2,468,434	votes
	% of the total represented share present	1.10	%
Votes invalid		0	votes
The proposal was approved after voting.			

Discussion :

Motion 1: The amendments to "Procedure for the Acquisitions or Dispositions of Assets". (Proposed by the Board)

Explanation :

1. In accordance with the Financial Supervisory Commission's Jinguanzhengfazi No. 1110380465 order, some provisions of the company's "Procedures for Acquisition or Disposal of Assets" were revised.
2. Amendment comparison table, Please refer to pages 38 - 46.

Voting Results

Shares represented at the time of voting :		233,990,552	votes
Votes in favor	Exercise of voting rights electronically	231,360,877	votes
	% of the total represented share present	17,124,425	votes
Votes against	Exercise of voting rights electronically	31,722	votes
	% of the total represented share present	31,722	votes
Votes abstained/ No votes	Exercise of voting rights electronically	0.01	%
	% of the total represented share present	2,597,953	votes
Votes invalid	Exercise of voting rights electronically	2,488,433	votes
	% of the total represented share present	1.11	%
The proposal was approved after voting.			

Motion 2: The amendments to " Operating Procedure for Loaning of Funds and Making of Endorsements/Guarantees". (Proposed by the Board)

Explanation :

1. In accordance with the Stock Exchange Tai Zheng Zhi Zi No. 1110024366 Announcement, in order to strengthen the management of related party transactions, written regulations should be formulated in accordance with Article 17 of the "Code of Practice for Governance of Listed OTC Companies" to regulate transactions between companies, related parties and shareholders , expanded the applicable object of the operation specification from related enterprises to all related parties, and revised some articles of the company's "Procedures for Fund Loan and Endorsement/Guarantee".
2. Amendment comparison table, Please refer to page 47.

Voting Results			
Shares represented at the time of voting :		233,990,552	votes
Votes in favor	Exercise of voting rights electronically	231,370,640	votes
	% of the total represented share present	17,134,188	votes
Votes against	Exercise of voting rights electronically	98.88	%
	% of the total represented share present	31,731	votes
Votes abstained/ No votes	Exercise of voting rights electronically	31,731	votes
	% of the total represented share present	0.01	%
Votes invalid	Exercise of voting rights electronically	2,588,181	votes
	% of the total represented share present	2,478,661	votes
The proposal was approved after voting.			

Elections :

Motion : Reelection of directors of the company (including independent directors) (Proposed by the Board)

Explanation :

- 1.The motion proposes to complete the re-election upon expiration of term of office served by 16th-term directors (including independent directors).
- 2.According to Article 18 of the Company's Articles of Incorporation, 11 directors (including independent directors) shall be elected for 17th term of the Board of Directors, who shall serve the term of office for 3 years.
From June 19, 2023 to June 18, 2026 end.
- 3.According to the Articles of Incorporation, the Company has adopted a nomination system for the election of directors and independent director elections. Upon resolution adopted by 20th meeting of the Board of Directors of 16th term, the candidates' information Please refer to pages 48 - 50.

Results of Election :

List of Directors Elected :

Account No. (ID No.)	Name	Numbers of Votes Received
102004	ZHENG DA INVESTMENT CO., LTD. Representative : Chiang,Ming-Li	288,419,580 votes
31794	KANG NING INVESTMENT CO., LTD. Representative : Chiang,Chia-Chun	234,495,024 votes
42250	YONG ZEN INVESTMENT CO., LTD. Representative : Chiang,Kang-Ming	224,262,031 votes
101994	GLORY TASK ENTERPRISE CO., LTD. Representative : Chiang,Shao-May	221,215,557 votes
34618	Jazwin Ventures Ltd. Representative : Chiang,Man-Tzyy	219,502,493 votes
32336	Pinnacle Ventures Ltd. Representative : Chiang,Shou-Cheng	217,290,647 votes
94	Liu,Fei-Hu	216,362,117 votes
402	Chang,Jung-Fei	215,732,065 votes

List of Independent Directors Elected :

Account No. (ID No.)	Name	Numbers of Votes Received
F1015xxxxx	Huang,Win-Jung	192,194,170 votes
A1110xxxxx	Hsieh,Ming-Jen	191,337,818 votes
K1003xxxxx	Lin,Teng-Rong	190,734,082 votes

Other Matters :

Motion : Proposal of releasing the Non-Competition Restrictions of newly-elected directors.
(Proposed by the Board)

Explanation :

- 1.According to Article 209 of the Company Act, a director who does anything for himself or on behalf of another person that is within the scope of the Company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.
2. Accordingly, any of the Company's directors who invests or engages in any act related or similar to the Company's business shall secure approval at a general shareholders'

meeting pursuant to laws. Where any of the Company's new directors as elected satisfies said requirements, the director and its representative may be approved to be relieved from the non-competition restriction.

3. Directors who concurrently hold other positions Please refer to pages 51.

Voting Results			
Shares represented at the time of voting :		233,990,552	votes
Votes in favor		231,216,500	votes
	Exercise of voting rights electronically	16,993,343	votes
	% of the total represented share present	98.81	%
Votes against		163,176	votes
	Exercise of voting rights electronically	163,176	votes
	% of the total represented share present	0.06	%
Votes abstained/ No votes		2,610,876	votes
	Exercise of voting rights electronically	2,488,061	votes
	% of the total represented share present	1.11	%
Votes invalid		0	votes
The proposal was approved after voting.			

Questions and Motions : None

Adjournment

There will be no questions from shareholders at this shareholder meeting.

Chairperson: Chiang,Ming-Li Chairman

Recorder: Chiang,Chia-Chun

【Appendices】

2022 Business Report.

Last year was a challenging year. In the first half of last year, the price of raw material reached a historical high in recent years. Fortunately, it was more restrained in the second half of the year. Taiwan and China were affected by the epidemic throughout the year. In particular, part of areas were lockdown in China, affecting the production and demand of products. Under such environment, the net operating revenue of the Company, already wrote-off the merger of intra-group transactions in 2022, amounting to NT\$ 8.775 billion, increased by 1.14% compared to the previous year, while the net profit after tax at NT\$ 465 million. Hereunder, we'd like to summarize the Company's business operations in 2022 and the outlook for 2023.

1. Aluminum and iron cans, aluminum and iron ends-related business

In 2022, the net operating revenue of aluminum and iron cans, aluminum and iron ends of the Company came to NT\$8.26 billion, a 1.31% increase compared to NT\$8.15 billion in 2021. Analysed by region, the net operating revenue already wrote-off the merger of intra-group transactions was NT\$2.417 billion in Taiwan and NT\$5.786 billion in China. The operating revenue decrease in Taiwan was mainly due to a decline in export orders. The production and sales have been affected by the epidemic, but selling prices have risen with the costs of raw material, causing operating revenue growth in China. In terms of profitability, the decrease in production volume and sales volume in 2022, and the price of raw material rose in the first half of 2022, leading to a decline in profits.

Looking ahead to the 2023, the epidemic prevention policies continue to loosen in Taiwan and China. If there is no new epidemic peak, it can be expected that the demand for aluminum cans and ends will remain stable. However, the progress of economic recovery in China and the impact of the war on energy prices are expected to affect the price of aluminum. In this year, the Company will adopt appropriate policy to minimize the impact of changes in raw material prices, with the goal of restore previous profit.

2. Stretch films-related business

The Company reinvested in Huatong United (Nantong) Plastic Industry Co., Ltd. and Sunshui Changlee United Container Co., Ltd. which have been engaged in the production and marketing of stretch films. The year-round net operating revenue in the stretch films undertakings in 2022 came to NT\$518 million, a 1.4% decrease from 2021 mainly due to the decrease in sales volume. In terms of profitability, the decrease in production volume and sales volume, and the impact of raw material price fluctuations, resulting in a decline in gross margin and net profit after tax decreased as compared with the corresponding period of the preceding year. Looking ahead to 2023, we shall put forth added efforts toward the stretch films business to expand both domestic and foreign sales. It is hoped that in the future, we shall be able to steadily expand the market and increase the overall production volume and sales volume, with the goal of achieve higher profits.

Chairman : Chiang,Ming-Li

President : Chiang,Ming-Te

Finance Director : Chiang, Shao-May

Great China Metal Ind. Co., Ltd.
Audit Committee's Review Report
(Translated from Chinese)

I hereby state as following:

This proposal is the presentation by the Board of Directors of the Company's 2022 Business Report, Financial Statements, and the Profit Allocation Proposal. Of these items, the Financial Statements have been audited by external auditors Liu,Ming-Hsien and Cheng,Chin-Tsung of Deloitte &Touche, Taiwan,Republic of China, and an opinion and report have been issued on the Financial Statements. The aforementioned proposal regarding Business Report, Financial Statements, and the Profit Allocation Proposal have been reviewed and determined to be correct and accurate by the Audit Committee.

Per the regulations in Article 14-4 of Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

To:

2023 General Shareholders' Meeting of Great China Metal Ind. Co., Ltd.

Great China Metal Ind. Co., Ltd.

Chairman of the Audit Committee: Tsai,Po-Hsien

March 7, 2023

Great China Metal Ind. Co., Ltd.
Ethical Corporate Management Best Practice Principles

Article 1

These Principles are adopted to assist Great China Metal Ind. Co., Ltd. (collectively, "GCM Ind. Co., Ltd.") to foster a corporate culture of ethical management and sound development, and offer a reference framework for establishing good commercial practices.

Each TWSE/GTSM listed company is advised to, in accordance with these Principles, adopt its own ethical corporate management best practice principles applicable to its business groups and organizations of such TWSE/GTSM listed company, which comprise its subsidiaries, any foundation to which the TWSE/GTSM listed company's direct or indirect contribution of funds exceeds 50 percent of the total funds received, and other institutions or juridical persons which are substantially controlled by such company ("business group").

Article 2

When engaging in commercial activities, directors, supervisors, managers, employees, and mandatories of GCM Ind. Co., Ltd. or persons having substantial control over such companies ("substantial controllers") shall not directly or indirectly offer, promise to offer, request or accept any improper benefits, nor commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty ("unethical conduct") for purposes of acquiring or maintaining benefits.

Parties referred to in the preceding paragraph include civil servants, political candidates, political parties or members of political parties, state-run or private-owned businesses or institutions, and their directors, supervisors, managers, employees or substantial controllers or other stakeholders.

Article 3

"Benefits" in these Principles means any valuable things, including money, endowments, commissions, positions, services, preferential treatment or rebates of any type or in any name. Benefits received or given occasionally in accordance with accepted social customs and that do not adversely affect specific rights and obligations shall be excluded.

Article 4

GCM Ind. Co., Ltd. shall comply with the Company Act, Securities and Exchange Act, Business Entity Accounting Act, Political Donations Act, Anti-Corruption Statute, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, TWSE/GTSM listing rules, or other laws or regulations regarding commercial activities, as the underlying basic premise to facilitate ethical corporate management.

Article 5

GCM Ind. Co., Ltd. shall abide by the operational philosophies of honesty, transparency and responsibility, base policies on the principle of good faith and obtain approval from the board of directors, and establish good corporate governance and risk control and management mechanism so as to create an operational environment for sustainable development.

Article 6

GCM Ind. Co., Ltd. shall engage in commercial activities in a fair and transparent manner based on the principle of ethical management. Prior to any commercial transactions, GCM Ind. Co., Ltd. shall take into consideration the legality of their agents, suppliers, clients, or other trading counterparties and whether any

of them are involved in unethical conduct, and shall avoid any dealings with persons so involved. When entering into contracts with their agents, suppliers, clients, or other trading counterparties, GCM Ind. Co., Ltd. shall include in such contracts terms requiring compliance with ethical corporate management policy and that in the event the trading counterparties are involved in unethical conduct, GCM Ind. Co., Ltd. may at any time terminate or rescind the contracts.

Article 7

When conducting business, GCM Ind. Co., Ltd. and their directors, supervisors, managers, employees, mandataries, and substantial controllers, may not directly or indirectly offer, promise to offer, request, or accept any improper benefits in whatever form to or from clients, agents, contractors, suppliers, public servants, or other stakeholders.

Article 8

When directly or indirectly offering a donation to political parties or organizations or individuals participating in political activities, GCM Ind. Co., Ltd. and its directors, supervisors, managers, employees, mandataries, and substantial controllers, shall comply with the Political Donations Act and their own relevant internal operational procedures, and shall not make such donations in exchange for commercial gains or business advantages.

Article 9

When making or offering donations and sponsorship, GCM Ind. Co., Ltd. and their directors, supervisors, managers, employees, mandataries, and substantial controllers shall comply with relevant laws and regulations and internal operational procedures, and shall not surreptitiously engage in bribery.

Article 10

GCM Ind. Co., Ltd. and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall not directly or indirectly offer or accept any unreasonable presents, hospitality or other improper benefits to establish business relationship or influence commercial transactions.

Article 11

GCM Ind. Co., Ltd. and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations, the company's internal operational procedures, and contractual provisions concerning intellectual property, and may not use, disclose, dispose, or damage intellectual property or otherwise infringe intellectual property rights without the prior consent of the intellectual property rights holder.

Article 12

GCM Ind. Co., Ltd. shall engage in business activities in accordance with applicable competition laws and regulations, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 13

In the course of research and development, procurement, manufacture, provision, or sale of products and services, GCM Ind. Co., Ltd. and its directors, supervisors, managers, employees, mandataries, and substantial controllers shall observe applicable laws and regulations and international standards to ensure the transparency of information about, and safety of, their products and services. They shall also adopt and publish a policy on the protection of the rights and interests of consumers or other stakeholders, and carry

out the policy in their operations, with a view to preventing their products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders. Where there are sufficient facts to determine that the company's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company shall, in principle, recall those products or suspend the services immediately.

Article 14

The directors, supervisors, managers, employees, mandatories, and substantial controllers of GCM Ind. Co., Ltd. shall exercise the due care of good administrators to urge the company to prevent unethical conduct, always review the results of the preventive measures and continually make adjustments so as to ensure thorough implementation of its ethical corporate management policies.

Article 15

When a proposal at a given board of directors meeting concerns the personal interest of, or the interest of the juristic person represented by, any of the directors, supervisors, managers, and other stakeholders attending or present at board meetings of GCM Ind. Co., Ltd. the concerned person shall state the important aspects of the relationship of interest at the given board meeting. If his or her participation is likely to prejudice the interest of the company, the concerned person may not participate in discussion of or voting on the proposal and shall recuse himself or herself from the discussion or the voting, and may not exercise voting rights as proxy for another director. The directors shall practice self-discipline and must not support one another in improper dealings.

GCM Ind. Co., Ltd. and its directors, supervisors, managers, employees, mandatories, and substantial controllers shall not take advantage of their positions or influence in the companies to obtain improper benefits for themselves, their spouses, parents, children or any other person.

Article 16

The member of GCM Ind. Co., Ltd. shall abide by the trade secrets of the company's regulation, shall not reveal any secrets to others, and shall not inquire or collect the company's trade secrets that are not related to their positions.

Article 17

The member of GCM Ind. Co., Ltd. shall abide by the regulation of the Securities and Exchange Act, and shall not engage in insider trading by the undisclosed information they know, and shall not disclose to others to prevent insider trading.

Article 18

Institutions or persons involved in the merger, division, acquisition, share transfer, important memorandums, strategic alliances, and other business cooperation plans or important contracts of GCM Ind. Co., Ltd. should sign a confidentiality agreement with GCM Ind. Co., Ltd. and promise not to disclose the information they know. Without the consent of GCM Ind. Co., Ltd., they cannot disclose trade secrets or other material information to others.

Article 19

GCM Ind. Co., Ltd. shall establish effective accounting systems and internal control systems for business activities possibly at a higher risk of being involved in an unethical conduct, not have under-the-table accounts or keep secret accounts, and conduct reviews regularly so as to ensure that the design and

enforcement of the systems are showing results.

The internal auditor of GCM Ind. Co., Ltd. shall, based on the results of risk assessment of involvement in unethical conduct, devise relevant audit plans including auditees, audit scope, audit items, audit frequency, etc., and examine accordingly the compliance with the prevention programs. The internal auditor may engage a certified public accountant to carry out the audit, and may engage professionals to assist if necessary. The results of examination in the preceding paragraph shall be reported to senior management and the ethical management dedicated department and put down in writing in the form of an audit report to be submitted to the board of directors.

Article 20

The chairperson, general manager, or senior management of GCM Ind. Co., Ltd. shall communicate the importance of corporate ethics to its directors, employees, and mandatories on a regular basis.

GCM Ind. Co., Ltd. shall periodically organize training and awareness programs for directors, supervisors, managers, employees, mandatories, and substantial controllers and invite the companies' commercial transaction counterparties so they understand the companies' resolve to implement ethical corporate management, the related policies, prevention programs and the consequences of committing unethical conduct.

GCM Ind. Co., Ltd. shall apply the policies of ethical corporate management when creating its employee performance appraisal system and human resource policies to establish a clear and effective reward and discipline system.

Article 21

GCM Ind. Co., Ltd. shall adopt a concrete whistle-blowing system and scrupulously operate the system. The whistle-blowing system shall include at least the following:

1. An independent mailbox or hotline, either internally established and publicly announced or provided by an independent external institution, to allow internal and external personnel of the company to submit reports.
2. Dedicated personnel or department appointed to handle the whistle-blowing system. Any tip involving a director or senior management shall be reported to the independent directors or supervisors. Categories of reported misconduct shall be delineated and standard operating procedures for the investigation of each shall be adopted.
3. Follow-up measures to be adopted depending on the severity of the circumstances after investigations of cases reported are completed. Where necessary, a case shall be reported to the competent authority or referred to the judicial authority.
4. Documentation of case acceptance, investigation processes, investigation results, and relevant documents.
5. Confidentiality of the identity of whistle-blowers and the content of reported cases, and an undertaking regarding anonymous reporting.
6. Measures for protecting whistle-blowers from inappropriate disciplinary actions due to their whistle-blowing.
7. Whistle-blowing incentive measures.

When material misconduct or likelihood of material impairment to GCM Ind. Co., Ltd. comes to their awareness upon investigation, the dedicated personnel or department handling the whistle-blowing system shall immediately prepare a report and notify the independent directors in written form.

Article 22

GCM Ind. Co., Ltd. shall adopt and publish a well-defined disciplinary and appeal system for handling violations of the ethical corporate management rules, and shall make immediate disclosure on the company's internal website of the title and name of the violator, the date and details of the violation, and the actions taken in response.

Article 23

GCM Ind. Co., Ltd. shall collect quantitative data about the promotion of ethical management and continuously analyze and assess the effectiveness of the promotion of ethical management policy. They shall also disclose the measures taken for implementing ethical corporate management, the status of implementation, the foregoing quantitative data, and the effectiveness of promotion on their company websites, annual reports, and prospectuses, and shall disclose their ethical corporate management best practice principles on the Market Observation Post System(M.O.P.S).

Article 24

GCM Ind. Co., Ltd. shall at all times monitor the development of relevant local and international regulations concerning ethical corporate management and encourage their directors, managers, and employees to make suggestions, based on which the adopted ethical corporate management principles and measures taken will be reviewed and improved with a view to achieving better implementation of ethical management.

Article 25

These Principles shall be implemented after being approved by the board of directors, and shall be sent to all supervisors and Report to the shareholders' meeting, and the same applies when amending. When a TWSE/GTSM listed company submits its ethical corporate management best practice principles to the board of directors for discussion pursuant to the preceding paragraph, the board of directors shall take into full consideration each independent director's opinions. Any objections or reservations of any independent director shall be recorded in the minutes of the board of directors meeting. An independent director that cannot attend the board meeting in person to express objections or reservations shall provide a written opinion before the board meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the board of directors meeting.

Article 26

The ethical corporate management best practice principles was published on Aug. 2, 2022.

Great China Metal Ind. Co., Ltd.
Procedures for Ethical Management and Guidelines for Conduct

Article 1 (Purpose of adoption and scope of application)

This Corporation engages in commercial activities following the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct (hereinafter, "Procedures and Guidelines") are adopted pursuant to the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies and the applicable laws and regulations of the places where this Corporation and its business groups and organizations operate, with a view to providing all personnel of this Corporation with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of this Corporation, any incorporated foundation in which this Corporation's accumulated contributions, direct or indirect, exceed 50 percent of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by this Corporation.

Article 2 (Applicable subjects)

For the purposes of these Procedures and Guidelines, the term "personnel of this Corporation" refers to any director, managerial officer, employee, mandatary or person having substantial control, of this Corporation or its group enterprises and organizations.

Any provision, promise, request, or acceptance of improper benefits by any personnel of this Corporation through a third party will be presumed to be an act by the personnel of this Corporation.

Article 3 (Unethical conduct)

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of this Corporation, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparties of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

Article 4 (Types of benefits)

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

Article 5 (Responsible unit and duties)

This Corporation shall designate the Integrity management promotion group as the solely responsible unit (hereinafter, "responsible unit") under the board of directors and provide it with sufficient resources and competent personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall be in charge of the following matters and also

submit regular reports (at least once a year) to the board of directors:

1. Assisting in incorporating ethics and moral values into this Corporation's business strategy and adopting appropriate prevention measures against corruption and malfeasance to ensure ethical management in compliance with the requirements of laws and regulations.
2. Accordingly adopting programs to prevent unethical conduct and setting out in each program the standard operating procedures and conduct guidelines with respect to this Corporation's operations and business.
3. Planning the internal organization, structure, and allocation of responsibilities and setting up check-and-balance mechanisms for mutual supervision of the business activities within the business scope which are possibly at a higher risk for unethical conduct.
4. Promoting and coordinating awareness and educational activities with respect to ethics policy.
5. Developing a whistle-blowing system and ensuring its operating effectiveness.
6. Assisting the board of directors and management in auditing and assessing whether the prevention measures taken for the purpose of implementing ethical management are effectively operating, and preparing reports on the regular assessment of compliance with ethical management in operating procedures.

Article 6 (Prohibition against providing or accepting improper benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of this Corporation shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for Procedures and Guidelines, and the relevant procedures shall have been carried out:

1. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, and communication and coordination.
2. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes, or developing relationships.
3. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
4. Attendance at folk festivals that are open to and invite the attendance of the general public.
5. Rewards, emergency assistance, condolence payments, or honorariums from the management.
6. Provide or receive money, property or other benefits from people other than relatives or frequent friends; or people who give property to most of the company's personnel are in line with customs and customs and do not hinder social outlook. Feelings.
7. Property with a market value not exceed the gold of legitimate communication due to engagement, marriage, maternity, relocation, assumption of a position, promotion or transfer, retirement, resignation, or severance, or the injury, illness, or death of the recipient or the recipient's spouse or lineal relative.
8. Other conduct that complies with the rules of this Corporation.

Article 7 (Procedures for handling the acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of this Corporation are provided with or are promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

1. If there is no relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall report to their immediate supervisor within 3

days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.

2.If a relationship of interest does exist between the party providing or offering the benefit and the official duties of this Corporation's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of this Corporation's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

- 1.When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
- 2.When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
- 3.Other circumstances in which a decision regarding this Corporation's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of this Corporation shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being Board of Directors reported and approved.

Article 8 (Prohibition of and handling procedure for facilitating payments)

This Corporation shall neither provide nor promise any facilitating payment.

If any personnel of this Corporation provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

Article 9 (Procedures for handling political contributions)

The company provides political donations, which should be handled in accordance with the following regulations. After the approval of Chairman and the notification to the company's dedicated unit, the amount is higher than the company's "Board of Directors' Rules of Procedure" for donations to related parties or major donations to non-related parties The regulations shall be submitted to the board of directors for approval before:

- 1.It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
- 2.A written record of the decision-making process shall be kept.
- 3.Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
- 4.In making political contributions, commercial dealings, applications for permits, or carrying out other matters involving the interests of this Corporation with the related government agencies shall be avoided.

Article 10 (Procedures for handling charitable donations or sponsorships)

The company provides charitable donations or sponsorships, which should be handled in accordance with

the following matters, and reported to the chairman for approval and notification

If the amount of the company's dedicated unit exceeds the provisions of the company's "Board of Directors' Rules of Procedure" for donations to related parties or major donations to non-related parties, it should be reported to the board of directors for approval before it can:

- 1.It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where this Corporation is doing business.
- 2.A written record of the decision making process shall be kept.
- 3.A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
- 4.The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counterparty of this Corporation's commercial dealings or a party with which any personnel of this Corporation has a relationship of interest.

Article 11 (Recusal)

When a director , officer or other stakeholder of this Corporation attending or present at a board meeting, or the juristic person represented thereby, has a stake in a matter under discussion in the meeting , that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of this Corporation would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a blood relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, such director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of this Corporation discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of this Corporation may use company resources on commercial activities other than those of this Corporation, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of this Corporation.

Article 12(Special unit in charge of confidentiality regime and its responsibilities)

The company's engineering unit charged with formulating and implementing procedures for managing, preserving, and maintaining the confidentiality of this Corporation's trade secrets, trademarks, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of this Corporation shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of this Corporation of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of this Corporation unrelated to their individual duties.

Article 13 (Prohibition against unfair competition)

This Corporation shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14 (Prevention of damage caused by products and services to stakeholders)

This Corporation shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe and gather and publish all guidelines to cause personnel of this Corporation to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

This Corporation shall adopt and publish on its website a policy on the protection of the rights and interests of consumers or other stakeholders to prevent its products and services from directly or indirectly damaging the rights and interests, health, and safety of consumers or other stakeholders.

Where there are media reports, or sufficient facts to determine, that this Corporation's products or services are likely to pose any hazard to the safety and health of consumers or other stakeholders, the company should take the initiative or cooperate with the request of the government authority to recall the batch of products or stop their services within the shortest possible period, investigate whether the facts are true, and propose a review and improvement plan.

The relevant responsible unit of the company shall report the aforementioned incident, its handling method and follow-up review and improvement measures to the supervisor of the responsible unit, and the responsible unit shall report to the board of directors if necessary.

Article 15 (Prohibition against insider trading and non-disclosure agreement)

All personnel of this Corporation shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading. Personnel are also prohibited from divulging undisclosed information to any other party, in order to prevent other party from using such information to engage in insider trading.

Any organization or person outside of this Corporation that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by this Corporation shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of this Corporation acquired as a result, and that they may not use such information without the prior consent of this Corporation.

Article 16 (Compliance and announcement of policy of ethical management)

This Corporation shall disclose its policy of ethical management in its internal rules, annual reports, on the company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17 (Ethical management evaluation prior to development of commercial relationships)

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, this Corporation shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical

conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When this Corporation carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counterparty with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

- 1.The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
- 2.Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
- 3.Whether enterprise's business operations are located in a country with a high risk of corruption.
- 4.Whether the business operated by the enterprise is in an industry with a high risk of bribery.
- 5.The long-term business condition and degree of goodwill of the enterprise.
- 6.Consultation with the enterprise's business partners on their opinion of the enterprise.
- 7.Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 (Statement of ethical management policy to counterparties in commercial dealings)

Any personnel of this Corporation, when engaging in commercial activities, shall make a statement to the trading counterparty about this Corporation's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19 (Avoidance of commercial dealings with unethical operators)

All personnel of this Corporation shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement this Corporation's ethical management policy.

Article 20 (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, this Corporation shall gain a thorough knowledge of the status of the other party's ethical management, and shall make observance of the ethical management policy of this Corporation part of the terms and conditions of the contract, stipulating at the least the following matters:

- 1.When a party to the contract becomes aware that any personnel has violated the terms and conditions pertaining to prohibition of acceptance of commissions, rebates, or other improper benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested, or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party of a certain percentage of the contract price as damages, and may also deduct the full amount of the damages from the contract price payable.
- 2.Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
- 3.Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 (Handling of unethical conduct by personnel of this Corporation)

The company encourages internal and external personnel to report dishonesty or misconduct. Bonuses will be awarded according to the seriousness of the incident. If an insider makes a false report or malicious accusation, he shall be subject to disciplinary action, and if the circumstances are serious, he shall be dismissed.

This Corporation shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for insiders and outsiders of this Corporation to submit reports. A whistleblower shall at least furnish the following information:

- 1.the whistleblower's name and I.D. number (whistleblowing reports may be submitted anonymously), and an address, telephone number and e-mail address where it can be reached.
- 2.the informed party's name or other information sufficient to distinguish its identifying features.
- 3.specific facts available for investigation.

Personnel of this Corporation handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. This Corporation also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of this Corporation shall observe the following procedure in handling whistleblowing matters:

- 1.An information shall be reported to the department head if involving the rank and file and to an independent director if involving a director or a senior executive.
- 2.The responsible unit of the company shall ascertain the relevant facts together with the audit office, and other relevant departments shall provide the relevant facts if necessary.for assistance.
- 3.If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or this Corporation's policy and regulations of ethical management, this Corporation shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, this Corporation will report to the competent authority, refer said person to judicial authority for investigation, or institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
- 4.Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
- 5.With respect to a confirmed information, this Corporation shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
- 6.The responsible unit of this Corporation shall submit to the board of directors a report on the whistleblowing case, actions taken, and subsequent reviews and corrective measures.

Article 22 (Actions upon event of unethical conduct by others towards this Corporation)

If any personnel of this Corporation discovers that another party has engaged in unethical conduct towards this Corporation, and such unethical conduct involves alleged illegality, this Corporation shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, this Corporation shall additionally notify the governmental anti-corruption agency.

Article 23 (Internal awareness sessions and establishment of a system for rewards, penalties, and complaints, and related disciplinary measures)

The company's responsible unit should organize or encourage the company's personnel to participate in internal and external education and training related to honest management every year, so as to convey the importance of integrity.

This Corporation administration departments shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of this Corporation seriously violates ethical conduct, this Corporation shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of this Corporation.

This Corporation shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

Article 24 (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the audit committee and the board of directors, and shall be delivered and reported to the shareholders meeting.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

Article 25 (Revision History)

This code of conduct was established on Aug. 2, 2022.

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Great China Metal Ind. Co., Ltd

We have audited the financial statements of Great China Metal Ind. Co., Ltd (collectively referred to as the "Company"), which comprise the balance sheets as of December 31, 2022 and 2021, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, based on our audits, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and its financial performance and its 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 audit of the independent financial statements for the year ended December 31, 2022 in accordance with the Regulations Governing Auditing of Financial Statements and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company 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 financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the 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 identified in the Company's financial statements for the year ended December 31, 2022 are stated as follows :

Revenue recognition

Refer to Note 19 to the financial statements.

Printing and painting of various metals, manufacturing and trading of metal containers and plastic products, are major business of Great China Metal Ind. Co., Ltd.. The specific transaction of sales revenue significantly affects the Company's overall revenue and profit. Revenue recognition is identified as a key audit matter since there are significant risks in the occurrence of revenue.

The key audit procedures that we performed in respect of specific revenue recognition included the following:

1. We understood and tested the design and operating effectiveness of the key controls over revenue recognition.

2. Select samples to perform test of details. Check the transaction documents from internal and external and perform the test of subsequent collection. Confirm the Company recognize revenue as the performance obligations are satisfied.

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

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

In preparing the financial statements, management is responsible for assessing the Company'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 Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 auditing standards generally accepted in 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 financial statements.

As part of an audit in accordance with the auditing standards generally accepted in 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 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 Company'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 Company'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 independent 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 Company to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the independent 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 Company to express an opinion on the independent financial statements. We are responsible for the direction, supervision, and performance of the Company 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 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 audit resulting in this independent auditors' report are Liu, Ming-Hsien and Cheng, Chin-Tsung.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 7, 2023

Notice to Readers

The accompanying independent financial statements are intended only to present the independent 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 independent financial statements are those generally applied in the Republic of China.

For the convenience of readers, the independent auditors' report and the accompanying independent 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 independent financial statements shall prevail.

GREAT CHINA METAL IND. CO., LTD
BALANCE SHEETS
DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 156,380	2	\$ 191,392	2
1110	Financial assets at fair value through profit or loss - current (Notes 4 and 7)	878,217	11	1,041,836	12
1120	Financial assets at fair value through other comprehensive income – current (Notes 4 and 8)	194,243	2	257,664	3
1136	Financial assets at amortized cost - current (Notes 4, 9)	819,830	10	852,597	10
1150	Notes receivable - from unrelated parties (Note 4 and 10)	37,508	-	52,461	1
1170	Accounts receivable - from unrelated parties (Note 4 and 10)	327,206	4	347,177	4
1180	Accounts receivable – from related parties (Note 10 and 25)	37,297	-	49,001	1
1200	Other receivables	2,182	-	2,375	-
130X	Inventories (Notes 4 and 11)	969,023	12	794,407	9
1470	Other current assets	4,924	-	31,895	1
11XX	Total current assets	<u>3,426,810</u>	<u>41</u>	<u>3,620,805</u>	<u>43</u>
	NON-CURRENT ASSETS				
1550	Investments accounted for using equity method (Notes 4 and 12)	4,248,301	51	4,039,944	48
1600	Property, plant and equipment (Notes 4, 13 and 25)	651,439	8	782,519	9
1755	Right-of-use assets (Note 4 and 14)	20,636	-	26,901	-
1840	Deferred tax assets (Notes 4 and 21)	17,253	-	20,377	-
1915	Prepayments for equipment	17,039	-	3,506	-
1920	Refundable deposits	128	-	128	-
15XX	Total non-current assets	<u>4,954,796</u>	<u>59</u>	<u>4,873,375</u>	<u>57</u>
1XXX	TOTAL ASSETS	<u>\$ 8,381,606</u>	<u>100</u>	<u>\$ 8,494,180</u>	<u>100</u>
Code	Liabilities				
	CURRENT LIABILITIES				
2100	Short-term borrowings (Note 15)	\$ 106,211	1	\$ 69,868	1
2150	Notes payable - to unrelated parties	1,784	-	1,964	-
2170	Accounts payable - to unrelated parties	120,606	2	241,173	3
2180	Accounts payable - to related parties (Note 25)	1,035	-	2,427	-
2200	Other payables (Note 16)	105,426	1	125,594	1
2230	Current tax liabilities (Notes 4 and 21)	91,220	1	130,342	2
2280	Lease liabilities - current (Notes 4 and 14)	5,890	-	6,252	-
2300	Other current liabilities	2,963	-	2,494	-
21XX	Total current liabilities	<u>435,135</u>	<u>5</u>	<u>580,114</u>	<u>7</u>
	NON-CURRENT LIABILITIES				
2570	Deferred tax liabilities (Notes 4 and 21)	394,395	5	367,360	4
2580	Lease liabilities - non-current (Notes 4 and 14)	15,200	-	21,090	-
2640	Net defined benefit liabilities - non-current (Notes 4 and 17)	51,881	1	65,568	1
25XX	Total non-current liabilities	<u>461,476</u>	<u>6</u>	<u>454,018</u>	<u>5</u>
2XXX	Total liabilities	<u>896,611</u>	<u>11</u>	<u>1,034,132</u>	<u>12</u>
	EQUITY (Notes 4 and 18)				
	Share capital				
3110	Ordinary shares	<u>3,050,000</u>	<u>36</u>	<u>3,050,000</u>	<u>36</u>
	Capital surplus				
3210	Capital surplus - additional paid-in capital	11,523	-	11,523	-
3220	Capital surplus - treasury stock transactions	12,908	-	12,908	-
3200	Total capital surplus	<u>24,431</u>	<u>-</u>	<u>24,431</u>	<u>-</u>
	Retained earnings				
3310	Legal reserve	1,870,559	23	1,809,505	21
3350	Unappropriated earnings	2,284,604	27	2,328,474	28
3300	Total retained earnings	<u>4,155,163</u>	<u>50</u>	<u>4,137,979</u>	<u>49</u>
	Other equity				
3410	Exchange differences on translating the financial statements of foreign operations	127,403	1	54,857	1
3420	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	127,998	2	192,781	2
3400	Total other equity	<u>255,401</u>	<u>3</u>	<u>247,638</u>	<u>3</u>
3XXX	Total equity	<u>7,484,995</u>	<u>89</u>	<u>7,460,048</u>	<u>88</u>
	TOTAL LIABILITIES AND EQUITY	<u>\$ 8,381,606</u>	<u>100</u>	<u>\$ 8,494,180</u>	<u>100</u>

The accompanying notes are an integral part of the independent financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

GREAT CHINA METAL IND. CO., LTD
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars,
Except Earnings Per Share)

Code		For the Year Ended December 31, 2022		For the Year Ended December 31, 2021	
		Amount	%	Amount	%
	OPERATING REVENUE				
4100	Sales (Notes 4, 19 and 25)	\$2,433,757	100	\$2,700,977	100
	OPERATING COST				
5110	Cost of goods sold (Notes 11, 20, and 25)	(1,871,829)	(77)	(1,932,769)	(72)
5900	GROSS PROFIT	<u>561,928</u>	<u>23</u>	<u>768,208</u>	<u>28</u>
	OPERATING EXPENSES (Notes 20 and 25)				
6100	Selling and marketing expenses	(42,729)	(2)	(63,774)	(2)
6200	General and administrative expenses	(80,138)	(3)	(110,061)	(4)
6450	Expected credit (loss)/ gain	<u>24</u>	<u>-</u>	<u>181</u>	<u>-</u>
6000	Total operating expenses	(<u>122,843</u>)	(<u>5</u>)	(<u>173,654</u>)	(<u>6</u>)
6900	PROFIT FROM OPERATIONS	<u>439,085</u>	<u>18</u>	<u>594,554</u>	<u>22</u>
	NON-OPERATING INCOME AND EXPENSES(Notes 20)				
7100	Interest revenue	9,508	-	6,342	-
7010	Other revenue	14,743	1	29,801	1
7020	Other gains and losses	(4,293)	-	1,935	-
7050	Finance costs	(268)	-	(343)	-
7070	Share of profit (loss) of subsidiaries accounted for using equity method	<u>135,193</u>	<u>6</u>	<u>120,947</u>	<u>5</u>
7000	Total non-operating income and expenses	<u>154,883</u>	<u>7</u>	<u>158,682</u>	<u>6</u>
7900	PROFIT BEFORE INCOME TAX	593,968	25	753,236	28
7950	INCOME TAX EXPENSE (Notes 4 and 21)	(<u>120,672</u>)	(<u>5</u>)	(<u>151,354</u>)	(<u>6</u>)
8200	NET PROFIT FOR THE YEAR	<u>473,296</u>	<u>20</u>	<u>601,882</u>	<u>22</u>
	OTHER COMPREHENSIVE INCOME (LOSS)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	1,735	-	10,826	-
8316	Unrealized (gain) loss on investments in equity instruments at fair value through other comprehensive income	(64,783)	(3)	42,722	2
8349	Income tax expense relating to items that will not be reclassified subsequently to profit or loss	(<u>347</u>)	<u>-</u>	(<u>2,165</u>)	<u>-</u>
		(<u>63,395</u>)	(<u>3</u>)	<u>51,383</u>	<u>2</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	<u>72,546</u>	<u>3</u>	(<u>6,925</u>)	<u>-</u>
		<u>72,546</u>	<u>3</u>	(<u>6,925</u>)	<u>-</u>
8300	Other comprehensive loss for the year, net of income tax	<u>9,151</u>	<u>-</u>	<u>44,458</u>	<u>2</u>
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 482,447</u>	<u>20</u>	<u>\$ 646,340</u>	<u>24</u>
	EARNINGS PER SHARE (Note 22)				
	Form continuing operation				
9710	Basic	<u>\$ 1.55</u>		<u>\$ 1.97</u>	
9810	Diluted	<u>\$ 1.55</u>		<u>\$ 1.97</u>	

The accompanying notes are an integral part of the independent financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-Ma

GREAT CHINA METAL IND. CO., LTD
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		Share capital	Capital surplus		Retained earnings		Other equity		Total equity
			Additional paid-in capital	Treasury stock transactions	Legal reserve	Unappropriated earnings	Exchange differences on translating the financial statements of foreign operations	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	
A1	BALANCE AT JANUARY 1, 2021	\$ 3,050,000	\$ 11,523	\$ 12,908	\$ 1,753,575	\$ 2,231,361	\$ 61,782	\$ 150,059	\$ 7,271,208
	Appropriation of 2020 earnings (Notes 18)								
B1	Legal reserve	-	-	-	55,930	(55,930)	-	-	-
B5	Cash dividends paid to shareholders	-	-	-	-	(457,500)	-	-	(457,500)
D1	Net profit for the year ended December 31, 2021	-	-	-	-	601,882	-	-	601,882
D3	Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	8,661	(6,925)	42,722	44,458
D5	Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	610,543	(6,925)	42,722	646,340
Z1	BALANCE AT DECEMBER 31, 2021	3,050,000	11,523	12,908	1,809,505	2,328,474	54,857	192,781	7,460,048
	Appropriation of 2021 earnings (Notes 18)								
B1	Legal reserve	-	-	-	61,054	(61,054)	-	-	-
B5	Cash dividends paid to shareholders	-	-	-	-	(457,500)	-	-	(457,500)
D1	Net profit for the year ended December 31, 2022	-	-	-	-	473,296	-	-	473,296
D3	Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	1,388	72,546	(64,783)	9,151
D5	Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	474,684	72,546	(64,783)	482,447
Z1	BALANCE AT DECEMBER 31, 2022	<u>\$ 3,050,000</u>	<u>\$ 11,523</u>	<u>\$ 12,908</u>	<u>\$ 1,870,559</u>	<u>\$ 2,284,604</u>	<u>\$ 127,403</u>	<u>\$ 127,998</u>	<u>\$ 7,484,995</u>

The accompanying notes are an integral part of the independent financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President Chiang, Ming-Te

Finance Director : Chiang, Shao-May

GREAT CHINA METAL IND. CO., LTD
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Income before income tax	\$ 593,968	\$ 753,236
A20010	Adjustments for:		
A20100	Depreciation expenses	153,877	163,266
A20300	Expected credit loss/(gain)	(24)	(181)
A20400	Net loss (gain) on fair value changes of financial assets at fair value through profit or loss	(53)	1,482
A20900	Finance costs	268	343
A21200	Interest income	(9,508)	(6,342)
A21300	Dividend income	(7,578)	(8,013)
A22400	Share of loss of associates accounted for using the equity method	(135,193)	(120,947)
A23800	Impairment and scrapped losses on inventory	937	19,846
A23900	Unrealized gain from trading with subsidiaries	(618)	(617)
A24100	Unrealized net loss (gain) on foreign currency exchange	4,788	(701)
A29900	Net gain on disposal of right-of-use assets	-	(4)
A30000	Net changes in operating assets and liabilities		
A31115	Financial assets mandatorily classified as at fair value through profit or loss	163,672	78,696
A31130	Notes receivable	14,953	(14,708)
A31150	Accounts receivable	31,551	(56,207)
A31180	Other receivables	678	320
A31200	Inventories	(175,553)	(200,881)
A31240	Other current assets	26,971	(26,842)
A32130	Notes payable	(180)	849
A32150	Accounts payable	(121,787)	125,317
A32180	Other payable	(16,744)	6,985
A32230	Other current liabilities	469	(1,728)
A32240	Net defined benefit liabilities	(11,952)	436
A33000	Cash generated from operations	512,942	713,605
A33100	Interest received	9,023	6,285
A33300	Interest paid	(268)	(343)
A33500	Income tax paid	(129,982)	(119,708)
AAAA	Net cash generated from operating activities	<u>391,715</u>	<u>599,839</u>
	CASH FLOWS FROM INVESTING ACTIVITIES		
B00010	Payment for financial assets at fair value through other comprehensive income	(1,362)	-
B00040	Payment for financial assets at amortized cost	(1,521,779)	(1,865,346)
B00050	Proceeds from sale of financial assets at amortized cost	1,554,546	1,772,344
B02700	Payments for property, plant and equipment	(20,400)	(11,889)
B02800	Proceeds from disposal of property, plant and equipment	444	-
B07100	Increase in prepayments for equipment	(13,533)	-
B07600	Dividend received	7,578	8,013
BBBB	Net cash used in investing activities	<u>5,494</u>	<u>(96,878)</u>
	CASH FLOWS FROM FINANCING ACTIVITIES		
C00100	Increase in short-term borrowings	31,531	-
C00200	Decrease in short-term borrowings	-	(30,981)
C04020	Repayment of the principal portion of lease liabilities	(6,252)	(6,777)
C04500	Dividends paid	(457,500)	(457,500)
CCCC	Net cash used in financing activities	<u>(432,221)</u>	<u>(495,258)</u>
EEEE	NET DECREASE IN CASH AND CASH EQUIVALENTS	(35,012)	7,703
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>191,392</u>	<u>183,689</u>
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 156,380</u>	<u>\$ 191,392</u>

The accompanying notes are an integral part of the independent financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

DECLARATION OF CONSOLIDATION OF FINANCIAL STATEMENTS OF AFFILIATES

The companies required to be included in the consolidated financial statements of affiliates in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” for the year ended December 31, 2022 are all the same as the companies required to be included in the consolidated financial statements of parent and subsidiary companies as provided in International Financial Reporting Standard 10 “Consolidated Financial Statements.” Relevant information that should be disclosed in the consolidated financial statements of affiliates has all been disclosed in the consolidated financial statements of parent and subsidiary companies. Hence, we have not prepared a separate set of consolidated financial statements of affiliates.

Very truly yours,
GREAT CHINA METAL IND. CO., LTD.
By:

Chiang, Ming-Li
Chairman
March 7, 2023

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Great China Metal Ind. Co., Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Great China Metal Ind. Co., Ltd. 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, based on our audits and the reports of other auditors (refer to the Other Matter section below), 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 of the Republic of China.

Basis for Opinion

We conducted our audit of the consolidated financial statements for the year ended December 31, 2022 in accordance with the Regulations Governing Auditing of Financial Statements and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. 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 identified in the Group's consolidated financial statements for the year ended December 31, 2022 are stated as follows :

Revenue recognition

Refer to Note 20 to the financial statements.

Printing and painting of various metals, manufacturing and trading of metal containers and plastic products, are major business of Great China Metal Ind. Co., Ltd. and its subsidiaries. The specific transaction of sales revenue significantly affects the Group 's overall revenue and profit. Revenue recognition is identified as a key audit matter since there are significant risks in the occurrence of revenue.

The key audit procedures that we performed in respect of specific revenue recognition included the following:

1. We understood and tested the design and operating effectiveness of the key controls over revenue recognition.
2. Select samples to perform test of details. Check the transaction documents from internal and external and perform the test of subsequent collection. Confirm the Group recognize revenue as the performance obligations are satisfied.

Other Matter

We have also audited the parent company only financial statements of Great China Metal Ind. Co., Ltd. as of and for the years ended December 31, 2022 and 2021 on which we have issued an unmodified report with other matter paragraph.

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 IFRS, IAS, IFRIC, and SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, 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 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 auditing standards generally accepted in 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 auditing standards generally accepted in 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 audit resulting in this independent auditors' report are Liu, Ming-Hsien and Cheng, Chin-Tsung.

Deloitte & Touche
Taipei, Taiwan
Republic of China
March 7, 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.

GREAT CHINA METAL IND. CO., LTD
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code	Assets	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Notes 4 and 6)	\$ 719,894	6	\$ 670,372	6
1110	Financial assets at fair value through profit or loss - current (Notes 4 and 7)	1,830,977	17	1,488,214	14
1120	Financial assets at fair value through other comprehensive income – current (Notes 4 and 8)	194,243	2	257,664	3
1136	Financial assets at amortized cost - current (Notes 4, 9 and 27)	1,849,589	17	1,912,066	18
1150	Notes receivable, net (Notes 4 and 10)	64,144	1	146,070	1
1170	Accounts receivable, net (Notes 4, 10, and 26)	1,425,754	13	1,219,332	11
1200	Other receivables	51,950	-	79,228	1
130X	Inventories (Notes 4, and 11)	2,102,594	19	2,044,049	19
1429	Prepayments (Notes 15)	131,724	1	256,454	2
1470	Other current assets	64	-	41	-
11XX	Total current assets	<u>8,370,933</u>	<u>76</u>	<u>8,073,490</u>	<u>75</u>
	NON-CURRENT ASSETS				
1600	Property, plant and equipment (Notes 4, 13, 27 and 28)	2,352,036	21	2,413,515	23
1755	Right-of-use assets (Notes 4 and 14)	198,161	2	206,387	2
1780	Intangible assets (Note 4)	4,343	-	11,517	-
1840	Deferred tax assets (Notes 4 and 22)	17,253	-	20,377	-
1915	Prepayments for equipment	19,860	-	16,685	-
1920	Refundable deposits	95,832	1	643	-
15XX	Total non-current assets	<u>2,687,485</u>	<u>24</u>	<u>2,669,124</u>	<u>25</u>
1XXX	TOTAL ASSETS	<u>\$11,058,418</u>	<u>100</u>	<u>\$10,742,614</u>	<u>100</u>
	Liabilities				
	CURRENT LIABILITIES				
2100	Short-term borrowings (Note 16)	\$ 106,211	1	\$ 69,868	1
2130	Contract liability-current	163,027	1	229,879	2
2150	Notes payable	1,531,034	14	1,243,164	12
2170	Accounts payable (Note 26)	576,743	5	539,047	5
2200	Other payables (Note 17)	294,579	3	273,774	2
2230	Current tax liabilities (Notes 4 and 22)	119,050	1	138,285	1
2280	Lease liabilities - current (Notes 4 and 14)	5,890	-	6,252	-
2300	Other current liabilities	3,619	-	11,072	-
21XX	Total current liabilities	<u>2,800,153</u>	<u>25</u>	<u>2,511,341</u>	<u>23</u>
	NON-CURRENT LIABILITIES				
2570	Deferred tax liabilities (Notes 4 and 22)	394,395	4	367,360	4
2580	Lease liabilities - non-current (Notes 4 and 14)	15,200	-	21,090	-
2630	Deferred revenue - non-current (Note 4)	26,518	-	27,540	-
2640	Net defined benefit liabilities - non-current (Notes 4 and 18)	51,881	1	65,568	1
2645	Guarantee deposits	9,480	-	9,781	-
25XX	Total non-current liabilities	<u>497,474</u>	<u>5</u>	<u>491,339</u>	<u>5</u>
2XXX	Total liabilities	<u>3,297,627</u>	<u>30</u>	<u>3,002,680</u>	<u>28</u>
	EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT				
	Share capital				
3110	Ordinary shares	<u>3,050,000</u>	<u>28</u>	<u>3,050,000</u>	<u>28</u>
	Capital surplus				
3210	Capital surplus - additional paid-in capital	11,523	-	11,523	-
3220	Capital surplus - treasury stock transactions	12,908	-	12,908	-
3200	Total capital surplus	<u>24,431</u>	<u>-</u>	<u>24,431</u>	<u>-</u>
	Retained earnings				
3310	Legal reserve	1,870,559	17	1,809,505	17
3350	Unappropriated earnings	2,284,604	21	2,328,474	22
3300	Total retained earnings	<u>4,155,163</u>	<u>38</u>	<u>4,137,979</u>	<u>39</u>
	Other equity				
3410	Exchange differences on translating the financial statements of foreign operations	127,403	1	54,857	-
3420	Unrealized gain (loss) on financial assets at fair value through other comprehensive income	127,998	1	192,781	2
3400	Total other equity	<u>255,401</u>	<u>2</u>	<u>247,638</u>	<u>2</u>
36XX	NON-CONTROLLING INTERESTS	<u>275,796</u>	<u>2</u>	<u>279,886</u>	<u>3</u>
3XXX	Total equity (Notes 4 and 19)	<u>7,760,791</u>	<u>70</u>	<u>7,739,934</u>	<u>72</u>
	TOTAL LIABILITIES AND EQUITY	<u>\$11,058,418</u>	<u>100</u>	<u>\$10,742,614</u>	<u>100</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

GREAT CHINA METAL IND. CO., LTD
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars,
Except Earnings Per Share)

Code		For the Year Ended December 31, 2022		For the Year Ended December 31, 2021	
		Amount	%	Amount	%
	OPERATING REVENUE				
4100	Sales (Notes 4, 20 and 26)	\$8,774,698	100	\$8,675,485	100
	OPERATING COST				
5110	Cost of goods sold (Notes 11, 13, 21 and 26)	(7,768,905)	(89)	(7,399,742)	(85)
5950	GROSS PROFIT	<u>1,005,793</u>	<u>11</u>	<u>1,275,743</u>	<u>15</u>
	OPERATING EXPENSES (Notes 21 and 26)				
6100	Selling and marketing expenses	(297,066)	(3)	(359,453)	(4)
6200	General and administrative expenses	(186,923)	(2)	(211,935)	(3)
6450	Expected credit (loss)/gain	<u>509</u>	<u>-</u>	<u>323</u>	<u>-</u>
6000	Total operating expenses	(483,480)	(5)	(571,065)	(7)
6900	PROFIT FROM OPERATIONS	<u>522,313</u>	<u>6</u>	<u>704,678</u>	<u>8</u>
	NON-OPERATING INCOME AND EXPENSES (Note 21)				
7100	Interest revenue	30,478	-	24,760	-
7190	Other revenue	55,942	1	46,829	1
7020	Other gains and losses	15,179	-	(2,560)	-
7050	Finance costs	(268)	-	(343)	-
7000	Total non-operating income and expenses	<u>101,331</u>	<u>1</u>	<u>68,686</u>	<u>1</u>
7900	PROFIT BEFORE INCOME TAX	623,644	7	773,364	9
7950	INCOME TAX EXPENSE (Notes 4 and 22)	(158,356)	(2)	(181,536)	(2)
8200	NET PROFIT FOR THE YEAR	<u>465,288</u>	<u>5</u>	<u>591,828</u>	<u>7</u>
	OTHER COMPREHENSIVE INCOME (LOSS)				
8310	Items that will not be reclassified subsequently to profit or loss:				
8311	Remeasurement of defined benefit plans	1,735	-	10,826	-
8316	Unrealized (gain) loss on investments in equity instruments at fair value through other comprehensive income	(64,783)	(1)	42,722	-
8349	Income tax expense relating to items that will not be reclassified subsequently to profit or loss	(347)	-	(2,165)	-
		(63,395)	(1)	<u>51,383</u>	<u>-</u>
8360	Items that may be reclassified subsequently to profit or loss:				
8361	Exchange differences on translating the financial statements of foreign operations	<u>76,464</u>	<u>1</u>	(9,009)	-
		<u>76,464</u>	<u>1</u>	(9,009)	-
8300	Other comprehensive loss for the year, net of income tax	<u>13,069</u>	<u>-</u>	<u>42,374</u>	<u>-</u>
8500	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u>\$ 478,357</u>	<u>5</u>	<u>\$ 634,202</u>	<u>7</u>
	NET INCOME ATTRIBUTABLE TO:				
8610	Owners of the Corporation	\$ 473,296	5	\$ 601,882	7
8620	Non-controlling interests	(8,008)	-	(10,054)	-
8600		<u>\$ 465,288</u>	<u>5</u>	<u>\$ 591,828</u>	<u>7</u>
	TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:				
8710	Owners of the Corporation	\$ 482,447	5	\$ 646,340	7
8720	Non-controlling interests	(4,090)	-	(12,138)	-
8700		<u>\$ 478,357</u>	<u>5</u>	<u>\$ 634,202</u>	<u>7</u>
	EARNINGS PER SHARE (Note 23)				
	Form continuing operation				
9710	Basic	<u>\$ 1.55</u>		<u>\$ 1.97</u>	
9810	Diluted	<u>\$ 1.55</u>		<u>\$ 1.97</u>	

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

GREAT CHINA METAL IND. CO., LTD
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

(In Thousands of New Taiwan Dollars)

Code		Share capital	Capital surplus		Retained earnings		Other equity		Non-controlling interests	Total equity
			Additional paid-in capital	Treasury stock transactions	Legal reserve	Unappropriated earnings	Exchange differences on translating the financial statements of foreign operations	Unrealized gain (loss) on financial assets at fair value through other comprehensive income		
A1	BALANCE AT JANUARY 1, 2021	\$ 3,050,000	\$ 11,523	\$ 12,908	\$ 1,753,575	\$ 2,231,361	\$ 61,782	\$ 150,059	\$ 292,024	\$ 7,563,232
	Appropriation of 2020 earnings (Note 19)									
B1	Legal reserve	-	-	-	55,930	(55,930)	-	-	-	-
B5	Cash dividends paid to shareholders	-	-	-	-	(457,500)	-	-	-	(457,500)
D1	Net profit for the year ended December 31, 2021	-	-	-	-	601,882	-	-	(10,054)	591,828
D3	Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	8,661	(6,925)	42,722	(2,084)	42,374
D5	Total comprehensive income (loss) for the year ended December 31, 2021	-	-	-	-	610,543	(6,925)	42,722	(12,138)	634,202
Z1	BALANCE AT DECEMBER 31, 2021	3,050,000	11,523	12,908	1,809,505	2,328,474	54,857	192,781	279,886	7,739,934
	Appropriation of 2021 earnings (Note 19)									
B1	Legal reserve	-	-	-	61,054	(61,054)	-	-	-	-
B5	Cash dividends paid to shareholders	-	-	-	-	(457,500)	-	-	-	(457,500)
D1	Net profit for the year ended December 31, 2022	-	-	-	-	473,296	-	-	(8,008)	465,288
D3	Other comprehensive income (loss) for the year ended December 31, 2022, net of income tax	-	-	-	-	1,388	72,546	(64,783)	3,918	13,069
D5	Total comprehensive income (loss) for the year ended December 31, 2022	-	-	-	-	474,684	72,546	(64,783)	(4,090)	478,357
Z1	BALANCE AT DECEMBER 31, 2022	<u>\$ 3,050,000</u>	<u>\$ 11,523</u>	<u>\$ 12,908</u>	<u>\$ 1,870,559</u>	<u>\$ 2,284,604</u>	<u>\$ 127,403</u>	<u>\$ 127,998</u>	<u>\$ 275,796</u>	<u>\$ 7,760,791</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

GREAT CHINA METAL IND. CO., LTD
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

		(In Thousands of New Taiwan Dollars)	
		For the Year Ended December 31, 2022	For the Year Ended December 31, 2021
Code			
	CASH FLOWS FROM OPERATING ACTIVITIES		
A10000	Income before income tax	\$ 623,644	\$ 773,364
A20010	Adjustments for:		
A20100	Depreciation expenses	407,225	439,417
A20210	Amortization expenses	7,671	10,847
A20300	Expected credit loss/(gain)	(509)	(323)
A20400	Net gain on fair value changes of financial assets at fair value through profit or loss	(13,840)	(14,832)
A20900	Finance costs	268	343
A21200	Interest income	(30,478)	(24,760)
A21300	Dividend income	(7,578)	(8,013)
A22500	Loss on disposal of property, plant and equipment	5,255	2,011
A23800	Impairment and scrapped losses on inventory	1,372	27,574
A24100	Unrealized net loss (gain) on foreign currency exchange	4,945	(4,936)
A29900	Net gain on disposal of right-of-use assets	-	(4)
A30000	Net changes in operating assets and liabilities		
A31115	Financial assets mandatorily classified as at fair value through profit or loss	(314,416)	576,430
A31130	Notes receivable	81,926	(40,809)
A31150	Accounts receivable	(206,356)	(47,270)
A31180	Other receivables	25,235	(46,885)
A31200	Inventories	(110,719)	(475,990)
A31230	Prepayments	124,730	(126,682)
A31240	Other current assets	(23)	40
A32125	Contract liability	(66,852)	76,278
A32130	Notes payable	287,870	247,721
A32150	Accounts payable	37,958	30,721
A32180	Other payable	24,932	(16,076)
A32230	Other current liabilities	(7,453)	1,120
A32250	Deferred revenue	(1,022)	(1,626)
A32240	Net defined benefit liabilities	(11,952)	436
A33000	Cash generated from operations	861,833	1,378,096
A33100	Interest received	32,521	24,121
A33300	Interest paid	(\$ 268)	(\$ 343)
A33500	Income tax paid	(147,779)	(147,022)
AAAA	Net cash generated from operating activities	<u>746,307</u>	<u>1,254,852</u>
	CASH FLOWS FROM INVESTING ACTIVITIES		
B00010	Paymnt for financial assets at fair value through other comprehensive income	(1,362)	-
B00040	Paymnt for financial assets at amortized cost	(3,013,391)	(3,362,283)
B00050	Proceeds from sale of financial assets at amortized cost	3,075,868	2,888,873
B02700	Payments for property, plant and equipment	(271,557)	(149,338)
B02800	Proceeds from disposal of property, plant and equipment	4,639	13,311
B03700	Increase in refundable deposits	(95,189)	-
B03800	Decrease in refundable deposits	-	308
B04500	Purchase on intangible assets	(265)	(3,071)
B07100	Increase in prepayments for equipment	(3,175)	-
B07600	Dividend received	7,578	8,013
BBBB	Net cash used in investing activities	<u>(296,854)</u>	<u>(604,187)</u>
	CASH FLOWS FROM FINANCING ACTIVITIES		
C00100	Increase short-term borrowings	31,531	-
C00200	Decrease short-term borrowings	-	(26,754)
C03000	Increase in guarantee deposits	-	9,217
C03100	Decrease in guarantee deposits	(301)	-
C04020	Repayment of the principal portion of lease liabilities	(6,252)	(6,777)
C04500	Dividends paid	(457,500)	(457,500)
CCCC	Net cash used in financing activities	<u>(432,522)</u>	<u>(481,814)</u>
DDDD	EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	<u>32,591</u>	<u>3,816</u>
EEEE	NET DECREASE IN CASH AND CASH EQUIVALENTS	49,522	172,667
E00100	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>670,372</u>	<u>497,705</u>
E00200	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$ 719,894</u>	<u>\$ 670,372</u>

The accompanying notes are an integral part of the consolidated financial statements.
(With Deloitte & Touche auditors' report dated March 7, 2023)

Chairman : Chiang, Ming-Li

President : Chiang, Ming-Te

Finance Director : Chiang, Shao-May

Great China Metal Ind. Co., Ltd.

PROFIT DISTRIBUTION TABLE

Year 2022

Unit: NT \$

Beginning retained earnings		1,809,919,040
Net profit after tax	473,295,773	
Remeasurement of defined benefit obligation	1,388,554	
Net profit for the year		474,684,327
10% legal reserve		(47,468,433)
Net profit excluding legal reserve		427,215,894
Distributable items		
Dividend to shareholders (NT\$1.2 per share)		(366,000,000)
Unappropriated retained earnings		1,871,134,934

" Procedure for the Acquisitions or Dispositions of Assets". Revision Comparison Chart

Article	Current Provision	Provision After Proposed Amendments	Explanation
4.4	When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:	When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the <u>self-regulatory rules of the industry associations to which they belong</u> and with the following provisions:	In order to clarify the procedures and responsibilities that external experts should follow, and standardize professional appraisers and their appraisers, accountants, lawyers, or securities underwriters to issue valuation reports or opinions, in addition to handling the current items, they should also follow the rules of the trade associations to which they belong. self-regulatory norms.
4.4.2	<u>When examining</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.	<u>When conducting</u> a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.	In view of the fact that external experts undertake and execute cases of issuing valuation reports or reasonableness opinions in accordance with regulations, which are not audit work of financial reports, the wording of " examining " cases is revised to " conducting " cases.
4.4.3	They shall undertake an item-by-item evaluation on <u>comprehensiveness, accuracy,</u> and reasonableness of the sources of data used, parameters and information, as the basis for issuance of the appraisal report or the opinion.	They shall undertake an item-by-item evaluation of the <u>appropriateness</u> and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.	In order to comply with the experts' actual evaluation of the data sources and parameters used, the wording of " comprehensiveness, accuracy, and reasonableness " in the evaluation is revised to " appropriateness and reasonableness "

4.4.4	They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable <u>and accurate</u> , and that they have complied with applicable laws and regulations.	They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is <u>appropriate and reasonable</u> , and that they have complied with applicable laws and regulations.	In order to comply with the experts' actual assessment of the data sources and parameters used, the wording of " reasonable and accurate " in the assessment is revised to " appropriate and reasonable ".
5.4	The acquisition or disposition of assets which is required to be approved by the Board of Directors pursuant to the Procedure or any other laws <u>shall be handled in accordance with Article 20 herein.</u>	The company acquisition or disposal of assets that is subject to the approval of the board of directors under the company's procedures or other laws or regulations. <u>If a director expresses dissent and it is contained in the minutes or a written statement, the company shall submit the director's dissenting opinion to each independent director in audit committee.</u> <u>Any transaction involving major assets or derivatives shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution.</u> <u>If approval of one-half or more of all audit committee members as required is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.</u>	Text correction.

6.3	<p>Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to <u>perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (hereinafter referred to as the "ARDF")</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p>	<p>Considering that the new requirements for external experts to issue opinions should follow the self-regulatory norms of the trade associations to which they belong, which has covered the procedures that accountants should implement when issuing opinions, and deleted accountants should follow the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation of the Republic of China The text to be handled.</p>
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7	<p>Upon acquisition or disposition of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p>	<p>Upon acquisition or disposition of securities, the Company shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission (FSC).</p>	<p>The reason for the revision is the same as that explained in 6.3.</p>
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8	Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price. <u>The CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u>	Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.	The reason for the revision is the same as that explained in 6.3.
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9.3	<p>When the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the Audit Committee and the Board of Directors:</p>	<p>When the Company acquires or disposes of real property or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the following matters <u>shall be approved by one-half or more of all audit committee members and submitted to the board of directors for a resolution.</u> the transaction contract can be signed and the payment can be made. <u>If approval of one-half or more of all audit committee members as required is not obtained, the procedures may be implemented if approved by two-thirds or more of all directors, and the resolution of the audit committee shall be recorded in the minutes of the board of directors meeting. The terms "all audit committee members" and "all directors" shall be counted as the actual number of persons currently holding those positions.</u></p>	<p>In order to strengthen the management of related party transactions: with reference to the major international capital market norms, it is added that a public offering company or its subsidiaries that are not domestic public offering companies acquire or dispose of assets from related parties, and the transaction amount reaches 10% of the total assets of the public offering company. For the above, the public offering company shall submit the relevant materials to the shareholders' meeting for approval before doing so, so as to protect the rights and interests of shareholders. However, transactions between a public company and its parent company, its subsidiaries, or its subsidiaries are exempt from the resolution of the shareholders' meeting.</p>
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<p>9.3.1 Purpose, necessity and anticipated benefit of the acquisition or disposition of assets.</p> <p>9.3.2 The reason for choosing a related party as the trading counterpart.</p> <p>9.3.3 With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 9.5~Article 9.7 and Article 10 herein.</p> <p>9.3.4 The date and price at which the related party originally acquired the real property, the original trading counterpart, and trading counterpart's relationship to the Company and the related party.</p> <p>9.3.5 The projection of cash flows from the month the agreement is made in one year ahead with assessment of the necessity of the transaction and the reasonableness of capital utilization.</p> <p>9.3.6 An appraisal report from a professional appraiser or a CPA's opinion obtained according to Article 9.1 herein.</p> <p>9.3.7 Restrictions and other important covenants for the transaction concerned.</p>	<p>9.3.1 Purpose, necessity and anticipated benefit of the acquisition or disposition of assets.</p> <p>9.3.2 The reason for choosing a related party as the trading counterpart.</p> <p>9.3.3 With respect to the acquisition of real property or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with Article 9.5~Article 9.7 and Article 10 herein.</p> <p>9.3.4 The date and price at which the related party originally acquired the real property, the original trading counterpart, and trading counterpart's relationship to the Company and the related party.</p> <p>9.3.5 The projection of cash flows from the month the agreement is made in one year ahead with assessment of the necessity of the transaction and the reasonableness of capital utilization.</p> <p>9.3.6 An appraisal report from a professional appraiser or a CPA's opinion obtained according to Article 9.1 herein.</p> <p>9.3.7 Restrictions and other important covenants for the transaction concerned.</p>	
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		<u>If the company or its subsidiaries conduct the above-mentioned transactions, and the transaction amount reaches more than 10% of the company's total assets, the company shall submit the listed materials to the shareholders meeting for approval before the transaction contract may be entered into and any payment made. However, this restriction does not apply to transactions between the public company and its parent company or subsidiaries or between its subsidiaries.</u>	
9.4	<p>With respect to the transactions, such as acquisition or disposition of equipment or right-of-use assets thereof held for business use, or real property right-of-use assets for business use, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may authorize the Chairman of Board to decide such matters when the transaction is within NT\$600 million and have the decisions subsequently submitted to and ratified by the latest meeting of the Board of Directors, <u>and Article 20 herein shall apply accordingly.</u></p>	<p>With respect to the transactions, such as acquisition or disposition of equipment or right-of-use assets thereof held for business use, or real property right-of-use assets for business use, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may authorize the Chairman of Board to decide such matters when the transaction is within NT\$600 million and have the decisions subsequently submitted to and ratified by the latest meeting of the Board of Directors.</p>	Text correction and deletion.

17.6.1	Trading of domestic government bonds.	Trading of domestic government bonds <u>or foreign government bonds with a rating that is not lower than the sovereign rating of Taiwan.</u>	Considering that the current public offering companies have been exempted from the announcement declaration for the sale and purchase of domestic government bonds. Relaxation of foreign government bonds whose bond issuance rating is not lower than my country' s sovereign rating may also be exempted from the announcement declaration.
19	The transaction amount of the Company's acquisition or disposition of real property, equipment or right-of-use assets thereof, securities, and transactions with related parties, intangible assets or right-of-use assets thereof, or memberships shall be calculated in the manner referred to in Article 17.7 herein. Notwithstanding, under the Procedure transactions accompanied by appraisal reports of professional appraisal firms or opinions from certified public accountants or the part submitted to the audit committee, the board of directors, for approval can be excluded from the calculation.	The transaction amount of the Company's acquisition or disposition of real property, equipment or right-of-use assets thereof, securities, and transactions with related parties, intangible assets or right-of-use assets thereof, or memberships shall be calculated in the manner referred to in Article 17.7 herein. Notwithstanding, under the Procedure transactions accompanied by appraisal reports of professional appraisal firms or opinions from certified public accountants or the part submitted to the audit committee, the board of directors, <u>or the shareholders' meeting</u> for approval can be excluded from the calculation.	The calculation of the revised transaction amount shall be included in the transaction submitted to the general meeting of shareholders for approval.

" Operating Procedure for Loaning of Funds and Making of Endorsements/ Guarantees".
Revision Comparison Chart

Article	Current Provision	Provision After Proposed Amendments	Explanation
6.3.1	For the loaning of funds to any <u>affiliate of the Company</u> , the Company's handling department shall review the necessity and evaluate the application, purpose and effect thereof, based on the application form for financing issued by the affiliate, and produce a risk assessment report. Then, it shall submit the same, together with Financial Accounting Dept.' s comments, to the senior management, such as President or above, for approval and then to the Board of Directors for resolution.	For the loaning of funds to any <u>related parties</u> , the Company's handling department shall review the necessity and evaluate the application, purpose and effect thereof, based on the application form for financing issued by the affiliate, and produce a risk assessment report. Then, it shall submit the same, together with Financial Accounting Dept.' s comments, to the senior management, such as President or above, for approval and then to the Board of Directors for resolution.	In order to strengthen the management of related party transactions, in line with the revision of Article 17 of the "Code of Practice for Corporate Governance of Listed OTC Companies", the scope of application of the operating rules has been expanded from related companies to all related parties, and the text has been revised.
6.3.2	For the loaning of funds to any <u>company other than an affiliate of the Company</u> , in addition to complying with the requirements referred to in the preceding paragraph, the Company shall seek a promissory note bearing the same amount as security, and create adequate pledge or mortgage on chattel or real property if necessary.	For the loaning of funds to any <u>non-related party</u> , in addition to complying with the requirements referred to in the preceding paragraph, the Company shall seek a promissory note bearing the same amount as security, and create adequate pledge or mortgage on chattel or real property if necessary.	The reason for the revision is the same as that explained in 6.3.1.

The candidates' information is stated as following:

Items	Candidates	Shares	Education, Major Experience and Current position	Note
Director	ZHENG DA INVESTMENT CO., LTD. Representative : Chiang, Ming-Li	11,806,451	Education : Graduate Studies (Incomplete) , East Asian Languages & Culture, University of California Los Angeles Bachelor of Economics & Religious Studies, California State University Long Beach Experience : Special assistant of Great China Metal Ind. Co., Ltd.- Toufen Plant Current position : Chairman of Great China Metal Ind. Co., Ltd.	NA
Director	KANG NING INVESTMENT CO., LTD. Representative : Chiang, Chia-Chun	19,551,088	Education : Finance, California State University Experience : Financial manager of Great China Metal Ind. Co., Ltd.- Current position : Financial manager and Spokesperson and Concurrently corporate governance officer of Great China Metal Ind. Co., Ltd.	NA
Director	YONG ZEN INVESTMENT CO., LTD. Representative : Chiang, Kang-Ming	10,205,000	Education : EASTERN MICHIGAN UNI Experience : Plant manager of Great China Metal Ind. Co., Ltd.-Fugang plant Current position : Director and Special assistant of Great China Metal Ind. Co., Ltd.	NA
Director	GLORY TASK ENTERPRISE CO., LTD. Representative : Chiang, Shao-May	22,059,503	Education : Tamsui Institute of Business Administration Experience : Assistant manager of Great China Metal Ind. Co., Ltd. Current position : Director and Finance Director of Great China Metal Ind. Co., Ltd.	NA
Director	Jazwin Ventures Ltd. Representative : Chiang, Man-Tzyy	2,715,676	Education : Commercial High School Experience : HR Special assistant of Great China Metal Ind. Co., Ltd. Current position : Director of Great China Metal Ind. Co., Ltd.	NA
Director	Pinnacle Ventures Ltd. Representative : Chiang, Shou-Cheng	7,052,752	Education : FU-HSIN TRADE & ARTS SCHOOL Experience : Sales manager of Great China Metal Ind. Co., Ltd. Current position : Director of Great China Metal Ind. Co., Ltd.	NA

Director	Liu,Fei-Hu	4,520	<p>Education : Minghsin University of Science and Technology</p> <p>Experience : QC manager of Great China Metal Ind. Co., Ltd.</p> <p>Current position : Director of Great China Metal Ind. Co., Ltd.</p> <p>Sales manager of Great China Metal Ind. Co., Ltd.-</p>	NA
Director	Chang,Jung-Fei	260	<p>Education : National Miao-Li Agricultural and Industrial Vocational Hight School</p> <p>Experience : Plant deputy manager of Great China Metal Ind. Co., Ltd.- Toufen Plant</p> <p>Current position : Director of Great China Metal Ind. Co., Ltd.</p> <p>Plant manager of Great China Metal Ind. Co., Ltd.- Toufen Plant</p>	NA
Independent director	Huang,Win-Jung	0	<p>Education : Leadership and Management Studies at Southern Methodist University.</p> <p>Japan Foundation Trade Training Center International Business communication studies.</p> <p>Department of Business Administration Feng Chia University.</p> <p>Experience : Taipei World Trade Center International Trade Building Co., Ltd. full-time director.</p> <p>Secretary General of TAITRA.</p> <p>Executive Director of Taiwan Creative Design Center.</p> <p>Vice Chairman of the Central and South American Economic and Trade Association of the Republic of China.</p> <p>Standing Director of the Arab Cultural and Economic Association of the Republic of China.</p> <p>Economic and Trade Association of the Association of Central and Eastern European and Independent States of the Republic of China Executive Supervisor.</p> <p>Standing Director of Taiwan Middle East Economic and Trade Association.</p> <p>Executive Supervisor and Convener of Taiwan Iran Economic and Trade Association.</p> <p>Vice President of Taiwan Israel Business Culture Promotion Association.</p> <p>Vice Chairman of Taiwan Korea</p>	NA

			<p>Economic and Trade Association. Consultant of Taiwan Africa Economic and Trade Association. Current position : Secretary General of Importers and Exporters Association of Taipei. Independent director and Audit Committee member and Remuneration Committee member of Great China Metal Ind. Co., Ltd.</p>	
Independent director	Hsieh,Ming-Jen	0	<p>Education : Master of Accountancy National Chengchi University Experience : Associate Professor of National Taipei University of Business. Auditor of TwC Taiwan. Accounting Keynote Speaker of Open College Affiliated with National Taipei University of Business. Professional Responsibility Appraisal Committee of the Society of Accountants. Independent monitor of Co-Tech Development Corporation. Current position : Adjunct Associate Professor of National Taipei University of Business. Independent director and Audit Committee member and Remuneration Committee member of Great China Metal Ind. Co., Ltd.</p>	NA
Independent director	Lin,Teng-Rong	0	<p>Education : Chemical Industry, Chung Yuan Christian University Experience : President of HuaDong United Can Co., Ltd. Adjunct Associate Professor of Department of Mechanical Engineering, NUU Current position : None</p>	NA

Directors holding other positions concurrently are stated as following:

Name	Added concurrent positions in other companies
Chiang, Ming-Li	Chairman of Huatong United (Nantong) Plastic Industry Co., Ltd. Sunshui Changlee United Container Co., Ltd. Chairman and President of GCM PACKAGING (VIETNAM) CO., LTD. Director of China Can Printing and Metal MFG. Co., Ltd. Shanghai United Can Co., Ltd. Chongqing United Can Co., Ltd. Jinan United Can Co., Ltd.
Chiang, Chia-Chun	Director of Shanghai United Can Co., Ltd. Chongqing United Can Co., Ltd. Jinan United Can Co., Ltd. Huatong United (Nantong) Plastic Industry Co., Ltd. GCM PACKAGING (VIETNAM) CO., LTD.
Chiang, Kang-Ming	Chairman of China Can Printing and Metal MFG. Co., Ltd.
Chiang, Shao-May	Director of Jinan United Can Co., Ltd. GCM PACKAGING (VIETNAM) CO., LTD.
Chiang, Man-Tzyy	Director of China Can Printing and Metal MFG. Co., Ltd. GCM PACKAGING (VIETNAM) CO., LTD.
Chiang, Shou-Cheng	Chairman of Jinan United Can Co., Ltd. Chairman and President of Shanghai United Can Co., Ltd. Chongqing United Can Co., Ltd. Director of China Can Printing and Metal MFG. Co., Ltd. Huatong United (Nantong) Plastic Industry Co., Ltd. Sunshui Changlee United Container Co., Ltd. HuaDong United Can Co., Ltd. GCM PACKAGING (VIETNAM) CO., LTD.