

Stock Code: 4755



SAN FU CHEMICAL CO., LTD.

Handbook for the First Extraordinary Shareholders' Meeting in 2025

Meeting Time: October 31, 2025 (Friday) at 9: 00 a.m.

**Place: 2F., No.35, Sec. 1, Chang'an E. Rd., Zhongshan Dist., Taipei, Taiwan
(First Securities 2nd Floor Conference Room)**

Table of Contents

Page

I. Meeting Procedure	1
II. Meeting Agenda	3
III. Discussion Items	4
IV. Extraordinary Motions	5
V. Adjournment	5

APPENDICES

1. Articles of Incorporation	6
2. Rules and Procedures for Shareholders' Meetings	13
3. Current Shareholding of Directors	26

I. Meeting Procedure

1. Call the Meeting to Order
2. Chairman's Remarks
3. Discussion Items
4. Extraordinary Motions
5. Adjournment

II. Meeting Agenda

SAN FU CHEMICAL CO., LTD.

Agenda of the First Extraordinary Shareholders' Meeting in 2025

Method of Convening: Physical Shareholder' Meeting

Meeting Time: October 31, 2025 (Friday) at 9: 00 a.m

Place: 2F., No.35, Sec. 1, Chang'an E. Rd., Zhongshan Dist., Taipei, Taiwan
(First Securities 2nd Floor Conference Room)

1. Call the Meeting to Order
2. Chairman's Remarks
3. Discussion Items
 - (1) Proposal to facilitate the plan for application for registration as one of the TWSE/ TPEX listed Companies by the Company's subsidiary "San Fu BioPhoenix Co., Ltd. ", the Company may proceed with the disposal of the subsidiary's shares and give up participation in the cash capital increase plan of the subsidiary Company
4. Extraordinary Motions
5. Adjournment

III. Discussion Items

Proposal 1: (Proposed by the Board of Directors)

Explanation:

Proposal to facilitate the plan for application for registration as one of the TWSE/ TPEX listed Companies by the Company's subsidiary "San Fu BioPhoenix Co., Ltd.", the Company may proceed with the disposal of the subsidiary's shares and give up participation in the cash capital increase plan of the subsidiary Company

Explanation:

- (1) In order to support the operational development of the subsidiary, San Fu BioPhoenix Co., Ltd. (hereinafter referred to as "San Fu BioPhoenix "), attract and retain necessary professional talents, integrate resources to improve operational performance, and comply with the regulations for applying for listing of stocks, when San Fu BioPhoenix is registered as one of the TWSE/ TPEX listed Companies, the Company, its subsidiaries, directors, supervisors, representatives, shareholders and their related parties holding shares of San Fu BioPhoenix, totaling more than 10% of the total issued shares at the time of listing, shall not exceed 70% of the total issued shares. In order to plan for future listing of stocks and to maintain the Company's control over San Fu BioPhoenix above 50%, it is proposed to seek approval to dispose of shares of San Fu BioPhoenix before its approval to be listed on the TWSE/ TPEX stock exchange markets.

1: Abandoning Subscription to San Fu BioPhoenix 's issuance of common stocks for cash
San Fu BioPhoenix 's pricing for issuance of stocks for cash should not be lower than the net asset value per share of the most recent audited or reviewed financial statements by an accountant approved by the Board of Directors prior to the cash capital increase resolution. Considering the operational development of San Fu BioPhoenix, attracting and retaining professional talents to enhance operational performance, in addition to legally reserving 10-15% of the cash capital increase shares for subscription by San Fu BioPhoenix and employees of controlling or subsidiary companies meeting certain conditions, the Company may abandon the subscription of San Fu BioPhoenix 's cash capital increase shares. These shares will be subscribed by all shareholders of the Company according to their shareholding proportions. In case of insufficient subscription or abandonment of subscription by the Company's shareholders, when San Fu BioPhoenix negotiates subscription with specific individuals, priority shall be given to employees and management teams of the Company and its affiliates, as well as investors beneficial to the operational development of San Fu BioPhoenix. San Fu BioPhoenix 's Board of Directors shall determine the actual issuance price, number of shares, negotiation with specific individuals, and operational schedule based on market conditions and the Company's operational situation.

2: Cooperating with San Fu BioPhoenix 's Application for Registration to be listed on the Emerging Stock Market or on the TWSE/ TPEX stock exchange markets:

The Company shall allocate shares for subscription by securities firms and oversubscription in accordance with relevant laws and regulations, as well as the regulations related to registration to be listed on the Emerging Stock Market or on the TWSE/ TPEX stock exchange markets. The number and price of shares allocated shall be jointly agreed upon by the Company, based on relevant laws and regulations, market conditions at the time, and the operational situation of San Fu BioPhoenix, in consultation with the underwriter.

- (2) The matters related to the abandonment of subscription to San Fu BioPhoenix 's issuance of stocks for cash and allocation of shares, as mentioned above, are proposed to be submitted to the shareholders' meeting for resolution to authorize the Board of Directors to handle the subsequent allocation of shares and to jointly determine the price with the underwriter based on the market conditions and operational situation at that time.

- (3) The aforementioned matters related to the allocation of shares for San Fu BioPhoenix and the abandonment of subscription to cash capital increase have been approved by the Audit Committee and subsequently approved by the Board of Directors. It is proposed to seek authorization from the shareholders' meeting for the Board of Directors of the Company to handle these matters with full authority.

Resolution:

IV. Extraordinary Motions

V. Adjournment

Appendix 1

San Fu Chemical Co., Ltd. Articles of Incorporation

Chapter 1 General Provisions

Article 1 The Company shall be named San Fu Chemical Co., Ltd. in accordance with the provisions of the Company Act concerning joint stock limited companies.

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

1. F401010 International trade industry
2. F207200 Retail trade of chemical raw materials.
3. C801010 Basic Chemical Industry.
4. F107200 Chemical raw material wholesale industry.
5. C801020 Petrochemical raw materials manufacturing industry.
6. F107060 Wholesale of toxic chemicals
7. F107990 Wholesale of other chemicals.
8. C802200 Coatings, paints, dyes and pigments manufacturing industry.
9. F107020 Wholesale of dyes and pigments.
10. F207020 Retail trade of dyes and pigments.
11. C802100 Cosmetics manufacturing industry.
12. F108040 Cosmetics wholesale industry.
13. C109010 Condiments manufacturing industry.
14. F102170 Food and miscellaneous goods wholesale.
15. C801100 Synthetic resin and plastic manufacturing industry.
16. C901020 Glass and glass products manufacturing industry.
17. CA04010 Surface treatment industry.
18. C19990 Unclassified other foods manufacturing industries.
19. C114010 Food additives manufacturing industry.
20. F121010 Food additives wholesale industry.
21. F221010 Food additives retail industry.
22. J101030 Waste clearance industry.
23. J101090 Waste cleaning industry.
24. F108031 Medical equipment wholesale industry.
25. F208031 Medical equipment retail business.
26. ZZ99999 Business not prohibited or restricted by the law, except for licensing business.

Article 3 The total amount of the reinvestment of the Company in the relevant business may not be limited to 40% of the paid-in capital. Where the amount of investment in an individual case is less than US\$2 million (inclusive), the Chairman of the Board of Directors shall have full powers to deal with it and report it to the Board of Directors afterwards for reference.

Article 4 The Company may guarantee or bear liabilities for external purposes because of its business needs. The Chairman of the Board of Directors may handle any individual case with the amount of guaranteed liability less than US \$3 million (inclusive) and report it to the Board of Directors afterwards for reference.

Article 5 The Company is headquartered in Taipei City. If necessary, a subsidiary operation or branch may be established, revoked or relocated at home and abroad with the resolution of the Board of Directors and the approval of the competent authority.

Article 6 The announcement method of the Company shall be handled in accordance with the provisions of Article 28 of the Company Act. The announcement shall be made at the Public Observation Post System by means of the internet information system.

Chapter 2 Stock

Article 7 The total capital stock of the Company is rated at NT\$1.2 billion, which is divided into 120,000,000 shares, which are common shares and NT\$10 per share. The Board of Directors of the Company is authorized to issue the non-issued shares separately as necessary. Among them, NT\$80 million is retained and divided into 8 million shares to be used as employee warrants.

Article 8 The Company's stocks are generally registered, signed or sealed by three directors, and issued on the basis of certification by the competent authority or its authorized issuing registration authority. When issuing new shares, the Company may merge and print shares on the total number of such issuance and may not print shares, but the shares shall be registered with the securities centralized custody institution.

Article 9 Except as otherwise stipulated in the statutes and Articles of Incorporation, the handling of the Company's share affairs shall follow the relevant statutes and regulations such as the Company Act and the Guidelines for the Processing of the Share Affairs of Public Issuance Stock Companies.

Article 10 The cancellation of public offering by the Company shall be handled by a resolution of the shareholders' meeting, apart from consent of the Board of Directors.

Article 11 Within 60 days before the shareholders' general meeting of the Company, the stock transfer shall be suspended within 30 days before the temporary meeting of the shareholders or within 5 days before the Company decides to distribute dividends, bonuses or other benefits.

Chapter 3 Shareholders' Meeting

- Article 12 The shareholders' meeting of the Company shall be divided into two types: general meeting and temporary meetings. The general meeting shall be held once a year and shall be held within six months after the end of each fiscal year. Temporary meetings will be convened in accordance with relevant laws and regulations when necessary.
- Article 13 Except as otherwise provided in the Company Act, shareholders' meetings shall be held only if the shareholders representing more than half of the total shares are present. The resolution of the meeting shall be carried out with the consent of more than half of the voting rights of the shareholders present.
- Article 14 The shareholders of the Company shall have one voting right per share, except in the case of non-voting rights for shares specified in Article 179 of the Company Act.
- Article 15 When a shareholder is unable to attend the shareholders' meeting for any reason, a power of attorney printed by the Company shall indicate the scope of authorization, and the principal agent shall sign or seal his name to attend the meeting. In addition to the provisions of Article 177 of the Company Act, the measures for the entrusted attendance of shareholders shall be handled in accordance with the provisions of the "Rules for the Use of Letters of Attorney in the Meeting of Shareholders of a Publicly Issuing Company" promulgated by the competent authority.
- Article 16 The shareholders' meeting shall be convened by the Board of Directors, and presided over by the Chairman. In the absence of the Chairman, it shall be handled in accordance with the relevant provisions of Article 208 of the Company Act. Other convening powers other than the Board of Directors shall convene the meeting, and the convening power shall assume the role of the Chairman, and one person shall be elected from each other when there are more than two convening powers.
- Article 17 The matters of resolution of the shareholders' meeting shall be recorded in the proceedings, signed or sealed by the Chairman, and kept in the Company together with the book of signatures of the shareholders present and the letter of attorney of the representatives present. The proceedings shall record the essentials and results of the proceedings and shall be handled in accordance with Article 183 of the Company Act.

Chapter 4 Board of Directors

Article 18 The Company shall have five to nine directors (including 3 independent directors). The election of Directors shall adopt a system of nomination of candidates, which shall be selected by the shareholders' meeting on the List of Candidates Nominated for Directors .

The term of office of Directors is three years, and the Directors are eligible for re-election.

The total shareholding ratio of all Directors of the Company shall be in accordance with the provisions of the securities authority.

The Company may purchase liability insurance for its Directors during their tenure of office for the compensation liabilities that they are legally liable for in respect of the scope of their business.

Article 19 The number of independent directors shall not be less than three and shall not be less than one-fifth of the seats of directors in Article 18 of the Company's Articles of Incorporation. The professional qualifications, shareholding, limitations on concurrent appointment, nomination and selection of independent directors and other matters to be followed shall be handled in accordance with the relevant provisions of the securities authorities.

Article 19-1 The Company may establish functional committees under the Board of Directors, and the establishment and powers of the relevant committees shall be in accordance with the regulations set by the competent authorities.

Article 19-2 The Company has established an Audit Committee pursuant to applicable Securities and Exchange Act Article 14-4, and the Independent Directors shall together constitute the Audit Committee. The role of supervisors and their powers pursuant to the Company Act, Securities and Exchange Act and other applicable laws shall be exercised by the Audit Committee in their place.

Article 20 The directors shall organize a Board of Directors with more than two-thirds of the directors present, and shall elect from among themselves a Chairman of the Board of Directors and, depending on business needs, a Vice-Chairman of the Board of Directors with the consent of a majority of the directors present. The Chairman of the board of directors shall represent the Company externally and execute all affairs of the Company in accordance with the laws and regulations, the Articles of Incorporation, and the resolutions of the shareholders' meeting and the board meeting.

Article 21 The Company's operating principles and other important matters shall be carried out by resolution of the Board of Directors. Except for the first meeting of the Board of Directors in accordance with Article 203 of the Company Act, the rest are convened and presided over by the Chairman. When the Chairman is unable

to perform his duties due to some reasons, the Chairman appoints one of the directors to act for him, and when not appointed, the directors shall elect one for representation.

Article 22 The convening of the Board of Directors shall specify the reasons and notify the Directors seven days in advance. But in case of an emergency, it may be called at any time. The convening notice referred to in the preceding paragraph may be in writing, by email or by fax.

Article 23 Except as otherwise stipulated in the Company Act, a majority of the directors shall attend the board meeting with the consent of a majority of the directors. When a director is unable to attend the meeting for any reason, he shall draw a power of attorney, enumerate the scope of authorization for the convening cause, and entrust other directors to represent him on the Board of Directors, but only one person shall act as his agent.

Article 24 (Deleted)

Article 25 The remuneration of the Chairman and Directors shall be decided upon by the Board of Directors according to their degree of participation in the operation of the Company and the value of their contribution, considering the usual level of the same profession in the trade.

Chapter 5 Manager

Article 26 The Company shall have a general manager, whose appointment, dismissal and remuneration shall be handled in accordance with Article 29 of the Company Act.

Chapter 6 Accounting

Article 27 The Company adopts the calendar year system for its fiscal year. At the end of each fiscal year, the Board of Directors shall prepare the following statements, which shall be submitted to the audit committee 30 days before the shareholders' general meeting for review, and then submitted to the shareholders' general meeting for recognition.

1. Business report.
2. Financial statements.
3. Proposals for the allocation of earnings or the allocation of loss.

Article 28 If the Company is profitable in the year (the so-called profit refers to the pre-tax benefit deducting the benefits before the distribution of employees' remuneration and the directors' remuneration), and the profit shall be allocated as follows:

1. The employees' remuneration shall be from 1% to 3%. (Not less than 40% of the employees' remuneration under this item should be allocated to the lower-level employees)

2. The directors' remuneration shall not be more than 3%.

However, when the Company still has accumulated losses (including adjusting the amount of undistributed earnings), it should retain the amount of compensation for such losses in advance.

The employees' remuneration referred to in the preceding paragraph may be in stock or cash, and the object of payment may include employees controlled by the conditions set by the Board of Directors or employees of affiliated companies. The remuneration of the supervisors mentioned in the preceding paragraph can only be paid in cash.

The above two items shall be decided by the Board of Directors and reported to the shareholders' meeting.

Article 28-1 If there is net profit in the current period in the Company's annual final accounts, the accumulated loss (including adjusting the amount of undistributed surplus) shall be compensated first, and 10% of the accumulated surplus shall be legally withdrawn as the statutory surplus reserve, unless the statutory surplus reserve has reached the total amount of the Company's paid-in capital. The special surplus reserve shall be allocated or transferred according to the decree or the regulations of the competent authority.

The Company's surplus distribution or loss allowance is made after the end of each quarter.

The Company authorizes the Board of Directors to adopt a special resolution to distribute all or part of the dividends and bonuses to be distributed in cash, and report to the shareholders' meeting.

The Company may distribute all the distributable earnings in the current year in consideration of financial, business and operational aspects. The distribution of the Company's earnings is based on the principle of dividend stability in line with the current year's earnings situation. The Company is currently in the growth stage. Based on the Company's future capital demand and long-term financial planning, the cash dividend shall not be less than 5% of the total dividend.

Chapter 7 Supplementary Provisions

Article 29 The Company's organizational rules and rules of conduct shall be formulated separately.

Article 30

These Articles of Incorporation were established on February 27, 2003.

The first amendment was made on October 8, 2003.

The second amendment was made on March 23, 2004.

The third amendment was made on February 2, 2007.

The fourth amendment was made on May 7, 2010.

The fifth amendment was made on April 18, 2011.

The sixth amendment was made on April 27, 2012.

The seventh amendment was made on October 22, 2012.

The eighth amendment was made on June 24, 2013.

The ninth amendment was made on June 24, 2014.

The tenth amendment was made on June 24, 2015.

The eleventh amendment was made on June 29, 2016.

The twelfth amendment was made on June 13, 2019.

The thirteen amendment was made on July 5, 2021.

The fourteenth amendment was made on June 17, 2022.

The fifteenth amendment was made on June 12, 2024

The sixteenth amendment was made on June 09, 2025

Appendix 2

San Fu Chemical Co., Ltd. Rules and Procedures for Shareholders' Meeting

Article 1 (Basis and Purpose of Establishment)

To establish a strong governance system and sound supervisory capabilities for the Company's shareholders' meetings, and to strengthen management capabilities, these Rules are adopted pursuant to the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies.

Article 2 The Company's shareholders' meeting shall be carried out in accordance with these rules, unless otherwise provided by laws and regulations or the Articles of Incorporation.

Article 3 (Convening Shareholders' Meeting and Meeting Notices)

The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise provided by laws and regulations.

Changes to how the company convenes its shareholders' meeting shall be resolved by the board of directors, and shall be made no later than mailing of the shareholders' meeting notice.

The company shall prepare electronic versions of the shareholders' meeting notice and proxy forms, and the origins of explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors, and upload them to the Market Observation Post System (MOPS) 30 days before the date of a regular shareholders' meeting or 15 days before the date of a special shareholders' meeting. The company shall prepare electronic versions of the shareholders' meeting agenda and supplemental meeting upload them to the MOPS before 21 days before the date of the regular shareholders' meeting or before 15 days before the date of the special shareholders' meeting. However, if the company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholding of foreign shareholders and PRC shareholders reaches 30% or more as recorded in the register of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. In addition, 15 days before the date of the shareholders' meeting, the company shall also have prepared the shareholders' meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the company and the professional shareholder services agent designated thereby.

The company shall make the meeting agenda and supplemental meeting materials in the preceding paragraph available to shareholders for review in the following manner on the date of the shareholders' meeting:

1. For physical shareholders' meetings, to be distributed on-site at the meeting.
2. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the video conference meeting platform.

3. For video conference shareholders' meetings, electronic files shall be shared on the video conference meeting platform.

The reasons for convening a shareholders' meeting shall be specified in the meeting notice and public announcement. With the consent of the addressee, the meeting notice may be given in electronic form.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185 paragraph 1 of the Company Act, shall be itemized in the causes or subjects to be described and the essential contents shall be explained in the notice to convene a meeting of shareholders. None of the above matters may be raised by an extraordinary motion.

If the meeting notice has specified the re-election of directors and the date they assumed their duties, as the re-election is completed on the shareholders' meeting, resolution of assuming date should not be changed by means of an extraordinary motion or other means in the same meeting.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the company a proposal for discussion at a regular shareholders' meeting. Such proposals are limited to one item only, and no proposal containing more than one item will be included in the meeting agenda.

In addition, when the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the board of directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

Prior to the book closure date before a regular shareholders' meeting is held, the company shall publicly announce that it will receive shareholder proposals in writing or by way of electronic transmission, and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

Prior to the date for issuance of notice of a shareholders' meeting, the company shall inform the shareholders who submitted proposals of the proposal screening results, and shall list in the meeting notice the proposals that confirms to the provisions of this article. At the shareholders' meeting the board of directors shall explain the reasons for exclusion of any shareholder proposals not included in the agenda.

Article 4 (Attending Shareholder Meetings by Proxy and Authorization)

For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by the company and stating the scope of the proxy's authorization,

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the company before 5 days before the date of the shareholders' meeting. When duplicate proxy forms are delivered, the one received earliest shall prevail unless a declaration is made to cancel the previous proxy appointment.

After a proxy form has been delivered to the company, if the shareholder intends to attend the meeting in person, a written notice of proxy cancellation shall be submitted to the company before 2 business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

If, after a proxy form is delivered to the company, a shareholder wishes to attend the shareholders' meeting online, a written notice of proxy cancellation shall be submitted to the company two business days before the meeting date. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.

Article 5 (Principles determining the time and place of a shareholders' meeting)

The venue for a shareholders' meeting shall be the premises of the company, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m. Full consideration shall be given to the opinions of the independent directors with respect to the place and time of the meeting.

The restrictions on the place of the meeting shall not apply when the company convenes a video conference shareholders' meeting.

Article 6 (Preparation of Documents such as Attendance Book)

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

The time during which shareholder attendance registrations will be accepted, as stated in the preceding paragraph, shall be at least 30 minutes prior to the time the meeting commences. The place at which attendance registrations are accepted shall be clearly marked and a sufficient number of suitable personnel assigned to handle the registrations. For video conference shareholders' meetings, shareholders may begin to register on the video conference meeting platform 30 minutes before the meeting starts. Shareholders completing registration will be deemed as attend the shareholders' meeting in person.

Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards, or other certificates of attendance. The company may not freely add other supporting documents that shareholders attending meetings should present. Solicitors

soliciting proxy form shall also bring identification documents for verification. The company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

The company shall furnish attending shareholders with the meeting agenda book, annual report, attendance card, speaker's slips, voting slips, and other meeting materials. Where there is an of directors, pre-printed ballots shall also be furnished.

When the government or a juristic person is a shareholder, it may be represented by more than one representative at a shareholders' meeting. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

In the event of a video conference shareholders' meeting, shareholders wishing to attend the meeting online shall register with the company two days before the meeting date.

In the event of a video conference shareholders' meeting, the company shall upload the meeting agenda book, annual report and other meeting materials to the video conference meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1 (Convening video conference shareholders' meetings and particulars to be included in shareholders' meeting notice)

To convene a video conference shareholders' meeting, the company shall include the follow particulars in the shareholders' meeting notice:

1. How shareholders attend the video conference meeting and exercise their rights.
2. Actions to be taken if the video conference meeting platform or participation in the video conference meeting is obstructed due to natural disasters, accidents or other force majeure events, at least covering the following particulars:
 - (1) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed, and the date to which the meeting is postponed or on which the meeting will resume.
 - (2) Shareholders not having registered to attend the affected video conference shareholders' meeting shall not attend the postponed or resumed session.
 - (3) In case of a hybrid shareholders' meeting, when the video conference meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the video conference shareholders' meeting online, meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the video conference meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, and the shareholders attending the video conference meeting online shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.
 - (4) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out
3. To convene a video conference shareholders' meeting, appropriate alternative

measures available to shareholders with difficulties in attending a video conference shareholders' meeting online shall be specified.

Article 7 (The chairman and non-voting participants of a shareholders' meeting)

If a shareholders' meeting is convened by the board of directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the vice chairperson shall act in place of the chairperson; if there is no vice chairperson or the vice chairperson also is on leave or for any reason unable to exercise the powers of the vice chairperson, the chairperson shall appoint one of the managing directors to act as chairman, or, if there are no managing directors, one of the directors shall be appointed to act as chairman. Where the chairperson does not make such a designation, the managing directors or the directors shall select from among themselves one person to serve as chairman.

When a managing director or a director serves as chairman, as referred to in the preceding paragraph, the managing director or director shall be one who has held that position for six months or more and who understands the financial and business conditions of the company. The same shall be true for a representative of a juristic person director that serves as chairman.

The Chairman shall preside over shareholders' meetings called for by the Board of Directors in person and more than half of all Board directors plus at least one member from respective functional committees shall attend the meetings and document their attendance in shareholders' meeting minutes.

If a shareholders' meeting is convened by a party with power to convene but other than the board of directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chairman from among themselves.

The company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

Article 8 (Audio or Video Recording of Shareholder Meetings Proceedings)

The company, beginning from the time it accepts shareholder attendance registrations, shall make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholders' meeting, and the voting and vote counting procedures and retain them for at least one year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the recording shall be retained until the conclusion of the litigation.

Where a shareholders' meeting is held online, the company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by the company, and continuously audio and video record, without interruption, the proceedings of the video conference meeting from beginning to end.

The information and audio and video recording in the preceding paragraph shall be properly kept by the company during the entirety of its existence, and copies of the

audio and video recording shall be provided to and kept by the party appointed to handle matters of the video conference meeting.

In case of a video conference shareholders' meeting, the company is advised to audio and video record the back-end operation interface of the video conference meeting platform.

Article 9 (Calculation of Shares Represented in Shareholder Meeting and Proceeding with the Meeting)

Attendance at shareholders' meetings shall be calculated based on numbers of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the video conference meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

The chairman shall call the meeting to order at the appointed meeting time and announce the relevant information such as the number of non-voting rights and the number of shares present. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairman may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chairman shall declare the meeting adjourned. In the event of a video conference shareholders' meeting, the company shall also declare the meeting adjourned at the video conference meeting platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within 1 month. In the event of a video conference shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the company in accordance with Article 6.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chairman may resubmit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10 (Discussions of Proposals)

If a shareholders' meeting is convened by the board of directors, the meeting agenda shall be set by the board of directors. Relevant proposals (including the extraordinary motions or amendment of the existing proposals) shall be resolved case by case. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply *mutatis mutandis* to a shareholders' meeting convened by a party with the power to convene that is not the board of directors.

The chairman may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting. If the chairman declares the meeting adjourned in violation of the rules of procedure, the other members of the board of directors shall promptly assist the attending shareholders in electing a new chairman in accordance with statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

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

Article 11 (Shareholder speech)

Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chairman.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

Except with the consent of the chairman, a shareholder may not speak more than twice on the same proposal, and a single speech may not exceed 5 minutes. If the shareholder's speech violates the rules or exceeds the scope of the agenda item, the chairman may terminate the speech.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chairman and the shareholder that has the floor; the chairman shall stop any violation.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.

After an attending shareholder has spoken, the chairman may respond in person or direct relevant personnel to respond.

Where a video conference shareholders' meeting is convened, shareholders attending the video conference meeting online may raise questions in writing at the video conference meeting platform from the chair declaring the meeting open until the chair declaring the meeting adjourned. No more than two questions for the same proposal may be raised. Each question shall contain no more than 200 words. The regulations in paragraphs 1 to 5 do not apply.

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

Article 12 (Calculation of voting shares and recusal system)

Voting at a shareholders' meeting shall be calculated based the number of shares.

With respect to resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the company, that shareholder may not vote on that item, and may not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3 percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13 (Voting of Resolution, Voting Supervision and Vote Counting)

A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or are deemed non-voting shares.

When the company holds a shareholders, meeting, it shall adopt electronic voting and may allow the shareholders to exercise voting rights in writing. When voting rights are exercised in writing or by electronic means, the method of exercise shall be specified in the shareholders' meeting notice. A shareholder exercising voting rights in writing or by electronic means will be deemed to have attended the meeting in person, but to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting.

A shareholder intending to exercise voting rights in writing or by electronic means under the preceding paragraph shall deliver a written declaration of intent to the company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights in writing or by electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the company, by the same means by which the voting rights were exercised, before 2 business days before the date of the shareholders' meeting. If the notice of retraction is submitted after that time, the voting rights already exercised in writing or by electronic means shall prevail. When a shareholder has exercised voting rights both in writing or by electronic means and by appointing a proxy to attend a shareholders⁹ meeting, the voting rights exercised by the proxy in the meeting shall prevail.

Except as otherwise provided in the Company Act and in the company's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders. At the time of a vote, for each proposal, the chair or a person designated by the chair shall first announce the total number of voting rights represented by the attending shareholders, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number of abstentions, shall be entered into the MOPS.

When there is an amendment or an alternative to a proposal, the chairman shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.

Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chairman, provided that all monitoring personnel shall be shareholders of the company.

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

When the company convenes a video conference shareholders' meeting, after the chair declares the meeting open, shareholders attending the meeting online shall cast votes on proposals and elections on the video conference meeting platform before the chair announces the voting session ends or will be deemed abstained from voting.

In the event of a video conference shareholders' meeting, votes shall be counted at once after the chair announces the voting session ends, and results of votes and elections shall be announced immediately.

When the company convenes a hybrid shareholders' meeting, if shareholders who have registered to attend the meeting online in accordance with Article 6 decide to attend the physical shareholders' meeting in person, they shall revoke their registration two days before the shareholders' meeting in the same manner as they registered. If their registration is not revoked within the time limit, they may only attend the shareholders' meeting online.

When shareholders exercise voting rights by correspondence or electronic means, unless they have withdrawn the declaration of intent and attended the shareholders' meeting online, except for extraordinary motions, they will not exercise voting rights on the original proposals or make any amendments to the original proposals or exercise voting rights on amendments to the original proposal.

Article 14 (Election Matters)

The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the company, and the voting results shall be announced on-site immediately, including the names of those elected as

directors and the numbers of votes with which they were elected, and the list of unsuccessful directors and supervisors and the number of voting rights they have obtained.

The ballots for the election referred to in paragraph 1 shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

Article 15 (Meeting Records and Signature Matters)

Matters relating to the resolutions of a shareholders' meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chairman of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The meeting minutes may be produced and distributed in electronic form.

The company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the Market Observation Post System.

The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chairman's full name, the methods by which resolutions were adopted, a summary of the deliberations, and the voting results (including the weighted voting). When an election of directors is held, the number of weighted votes each candidate wins shall be disclosed. The meeting minutes shall be retained for the duration of the existence of the company.

Where a video conference shareholders' meeting is convened, in addition to the particulars to be included in the meeting minutes as described in the preceding paragraph, the start time and end time of the shareholders' meeting, how the meeting is convened, the chair's and secretary's name, and actions to be taken in the event of disruption to the video conference meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events, and how issues are dealt with shall also be included in the minutes.

When convening a video conference shareholder meeting, other than compliance with the requirements in the preceding paragraph, the company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a video conference shareholders' meeting online

Article 16 (Public Disclosure)

On the day of a shareholders' meeting, the company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies, and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event a video conference shareholders' meeting, the company shall upload the above meeting materials to the video conference meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

During the company's video conference shareholders' meeting, when the meeting is

called to order, the total number of shares represented at the meeting shall be disclosed on the video conference meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

If matters put to a resolution at a shareholders' meeting constitute material information under applicable laws or regulations or under Taiwan Stock Exchange Corporation (or GreTai Securities Market) regulations, the company shall upload the content of such resolution to the Market Observation Post System within the prescribed time period.

Article 17 (Maintaining order at the meeting place)

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

The chairman may direct the proctors or security personnel to help maintain order at the meeting place. When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor"

At the place of a shareholders' meeting, if a shareholder attempts to speak through any device other than the public address equipment set up by the company, the chairman may prevent the shareholder from so doing.

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

Article 18 (Recess and resumption of a shareholders' meeting)

When a meeting is in progress, the chairman may announce a break based on time considerations. If a force majeure event occurs, the chairman may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

If the meeting venue is no longer available for continued use and not all of the items on the meeting agenda have been addressed, the shareholders' meeting may adopt a resolution to resume the meeting at another venue.

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

Article 19 (Disclosure of information at video conference meetings)

In the event of a video conference shareholders' meeting, the company shall disclose real-time results of votes and election immediately after the end of the voting session on the video conference meeting platform according to the regulations, and this disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20 (Location of the chair and secretary of video conference shareholders' meeting)

When the company convenes a video conference shareholders' meeting, both the chair and secretary shall be in the same location, and the chair or the designated person shall

declare the address of their location when the meeting is called to order.

Article 21 (Handling of disconnection)

If the shareholders' meeting is held by video conference, the company can provide shareholders with a simple connection test before the meeting, and provide relevant services immediately before and during the meeting to help deal with technical problems in communication.

In the event of a video conference shareholders' meeting, when declaring the meeting open, the chair or the designated person shall also declare, unless under a circumstance where a meeting is not required to be postponed to or resumed at another time under Article 44-20, paragraph 4 of the Regulations Governing the Administration of Shareholder Services of Public Companies, if the video conference meeting platform or participation in the video conference meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply.

For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

For a meeting to be postponed or resumed under the first paragraph, the number of shares represented by, and voting rights and election rights exercised by the shareholders who have registered to participate in the affected shareholders' meeting and have successfully signed in the meeting, but do not attend the postpone or resumed session, at the affected shareholders' meeting, shall be counted towards the total number of shares, number of voting rights and number of election rights represented at the postponed or resumed session.

During a postponed or resumed session of a shareholders' meeting held under the first paragraph, no further discussion or resolution is required for proposals for which votes have been cast and counted and results have been announced, or list of elected directors.

When the company convenes a hybrid shareholders' meeting, and the video conference meeting cannot continue as described in second paragraph, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the video conference shareholders' meeting online, still meets the minimum legal requirement for a shareholder meeting, then the shareholders' meeting continues, and not postponement or resumption thereof under the second paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the video conference meeting online shall be counted towards the total number of shares represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders' meeting.

When postponing or resuming a meeting according to the first paragraph, the company shall handle the preparatory work based on the date of the original

shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

For dates or period set forth under Article 12, second half, and Article 13, paragraph 3 of Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and Article 44-5, paragraph 2, Article 44-15, and Article 44-17, paragraph 1 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the company shall handle the matter based on the date of the shareholders' meeting that is postponed or resumed under the second paragraph.

Article 22 (Handling of digital divide)

When convening a video conference shareholders' meeting, the company shall provide appropriate alternative measures available to shareholders with difficulties in attending a video conference shareholders' meeting online.

Article 23 (Implementation)

These Rules and Procedures shall be implemented after adoption by shareholders' meetings, and the same shall apply to any amendments hereto.

Article 24 By-Laws

These rules and procedures were established on April 18, 2011.

The first amendment was made on April 27, 2012.

The second amendment was made on October 22, 2012.

The third amendment was made on June 24, 2013.

The fourth amendment was made on June 24, 2014.

The fifth amendment was made on June 24, 2015.

The sixth amendment was made on June 16, 2020.

The seventh amendment was made on July 5, 2021.

The eighth amendment was made on June 17, 2022.

Appendix 3

San Fu Chemical Co., Ltd. Current Shareholding of Directors

1. The paid in capital of the Company is NT\$1,007,060,000, and 100,706,000 shares have been issued. In accordance with Article 26 of the Securities and Exchange Act and the rules for the implementation of the equity ratio and audit of directors of public companies, all directors shall hold at least 8,000,000 shares.

2. As of October 02, 2025, the transfer cessation date of the shareholders' general meeting, the actual number of shares held by all directors of the Company was 37,168,778 shares. The shareholding of individual Directors is as follows:

Title	Name	Elected date	No. of shares held when elected	Number of shares held on Cessation of Transfer Date
Chairman	Wu Hsin-Hung	2024.06.12	3,680,010	3,680,010
Vice Chairman	Tsai Chieh-Jung	2024.06.12	170,400	184,400
Director	San Fu Global Ltd. Representative: Chang Chun-Ming	2024.06.12	24,067,315	32,750,315
Director	Su Tian-Bao	2024.06.12	270,752	270,752
Director	Chang Yi-Chung	2024.06.12	277,861	277,861
Director	Liang Kuo-Yuan	2024.06.12	-	-
Independent director	Wu Dong-Ming	2024.06.12	-	-
Independent director	Hsieh, Yong-Fen	2024.06.12	-	-
Independent director	Yang, Hong-Chih	2024.06.12	5,440	5,440