彰源企業股份有限公司
FROCH ENTERPRISE CO., LTD.

Froch Enterprise Co., Ltd
Reference for the
2025 Annual General Meeting of Shareholders

One. Agenda of the Meeting

FROCH ENTERPRISE CO., LTD.

Agenda of the 2025 Annual General Meeting of Shareholders

Method of Convening: The meeting shall be held in the form of a physical shareholders' meeting.

Time: 9:00 a.m., June 16, 2025 (Monday)

Venue: No. 7, Dougong 10th Road (Douliu Industrial Park Service Center), Douliu City, Yunlin County.

Meeting procedure:

I. Report on the number of shares represented by attending shareholders

II. Commencement of meeting

III. Chairperson's Opening Remarks

IV. Reports

1. 2024 Business Report.
2. Audit Committee's Review Report on the Financial Statements of 2024.
3. Report on the 2024 Employee and Director Remuneration.
4. Report on the distribution of cash dividends for 2024.
5. Report on the Amendments to the Company's "Board of Director Conference Rules"
6. Report on the Amendments to the Company's "Regulations for Transfer of Treasury Shares to Employees."
7. Report on the Company's Execution Results of Treasury Share Buyback.

V. Ratifications

1. Ratification of the 2024 annual business report and year-end accounts.
2. Ratification of the Company's 2024 earnings appropriation.

VI. Discussions:

1. Discussion on the amendments to the Company's "Articles of Incorporation."
2. Discussion on the amendments to the Company's "Procedures for Lending of Funds to Others."

VII. Elections

1. Re-election of the 16th Term of Directors and Independent Directors.

VIII. Other Business and Special Motions

IX. Adjournment

Two. Reports

Motion 1

Subject: Report on 2024 business performance; as presented.

Explanatory Notes: Please refer to Appendix I of this handbook for the business report.

Motion 2

Subject: Audit Committee's review of the 2024 year-end accounts, as presented.

Explanatory Notes: Please refer to Attachment II of this handbook for the Audit Committee's Review Report.

Motion 3

Subject: 2024 Employee and Director Remuneration.

Explanatory Notes: Please refer Attachment IV of this manual for the 2024 Employee and Director Remuneration.

Motion 4

Subject: Proposal of 2024 distribution of cash dividends from earnings.

Explanatory Notes:

1. In accordance with Article 38-1 of the Articles of Incorporation, the Board of Directors is authorized to resolve to distribute all or part of the dividends and bonuses that should be distributed in cash, and report to the shareholders' meeting.
2. Propose to distribute cash dividend of NT$0.70 per share, totaling NT$196,368,219. The Board will be authorized to set the base date of cash dividend distribution and other related matters after the shareholders' meeting. On the distribution date of cash dividends (rounded down to the nearest NTD), all fractions less than NTD 1 are recognized as other income of the Company.
3. If the change in the Company's shareholding affects the total number of outstanding shares of the Company, it is proposed that the shareholders' meeting authorizes the Board of Directors to adjust the dividend distribution ratio based on the total amount of earnings to be distributed divided by the number of outstanding shares of the Company on the base date of dividend distribution.

Motion 5

Subject: Proposal for Amendments to the Company's "Board of Director Conference Rules."

Explanatory Notes: For Comparison Table of Amendments to the “Board of Director Conference Rules” of the Company, please refer to Attachment 5 of this Handbook.

Motion 6

Subject: Proposal for Amendments to the Company’s “Regulations for Transfer of Treasury Shares to Employees.”

Explanatory Notes: For Comparison Table of Amendments to the “Regulations for Transfer of Treasury Shares to Employees” of the Company, please refer to Attachment 6 of this Handbook.

Motion 7

Subject: Report on the Company’s Execution Results of Treasury Share Buyback.

Explanatory Notes: Please refer to Attachment 7 of this handbook for information on the Company’s “Execution Results of Treasury Share Buyback.”

Three. Ratifications

Motion 1 (proposed by the board of directors)

Subject: Ratification of 2024 business report and year-end accounts, as presented

Explanatory Notes:

1. The Company’s final accounting statements for 2024, including the business report, individual financial statements and consolidated financial statements, have been prepared, audited by the CPAs, reviewed by the Audit Committee and presented to the shareholders’ meeting for ratification.
2. Please refer to Attachments 1, 2 and 3 of this handbook for the business report, the Audit Committee’s review report and the above-mentioned financial statements.

Resolution:

Motion 2

Subject: Ratification of the Company’s 2024 earnings appropriation, as presented.

Explanatory Notes: Please refer to Attachment 8 of this handbook for the Company’s 2024 earnings distribution table.

Resolution:

Four. Discussions

Motion 1 (proposed by the board of directors)

Subject: Approval of amendments to the Company's "Articles of Incorporation."

Explanatory Notes: For Comparison Table of Amendments to the "Articles of Incorporation" of the Company, please refer to Attachment 9 of this Handbook.

Resolution:

Motion 2 (proposed by the Board of Directors)

Subject: Proposal for Amendments to the Company's "Procedures for Lending of Funds to Others."

Explanatory Notes: For Comparison Table of Amendments to the "Procedures for Lending of Funds to Others" of the Company, please refer to Attachment 10 of this Handbook.

Resolution:

Five. Elections

Motion 1 (proposed by the board of directors)

Subject: The term of office for the Company's 15th-term Directors and Independent Directors is about to expire. It is proposed that a re-election be conducted in accordance with the law and submitted for discussion.

Explanatory Notes:

1. The current Directors and Independent Directors were elected at the Annual General Meeting of Shareholders held on June 21, 2022, for a term of three years, which will expire on June 20, 2025. A re-election is proposed to be conducted in accordance with the law.
2. Pursuant to the Company's Articles of Incorporation, the Company shall have seven to nine Directors. In accordance with the Articles of Incorporation, it is proposed that nine Directors (including four Independent Directors) be elected for this 16th-term election.
3. The term of office for the elected 16th-term Directors and Independent Directors shall be from June 16, 2025, to June 15, 2028, for a period of three years. Re-election is permitted.
4. The election of Directors and Independent Directors shall adopt a candidate nomination system. The list of nominated Director and Independent Director candidates was reviewed and approved by the

Board of Directors on March 12, 2025. The list is as follows.

5. This election shall be conducted in accordance with the Company's "Rules for Election of Directors" Please refer to Attachment 18 of this Handbook.

Candidate Categories	Name	Education (Experience) Background	Current position	Name of government agency or legal entity represented	Reason for nominating an independent director for more than three consecutive terms
Director	Ping-Yao Chang	Pacific Western University/ Froch Enterprise Co., Ltd. - Chairman	Froch Enterprise Co., Ltd. Chairman	No	Not applicable
Director	Hsin-Ta Chang	Graduate of the University of Denver, USA. Department of International Business/ Froch Enterprise Co., Ltd. Executive Vice Chairman	Froch Enterprise Co., Ltd. Executive Vice Chairman	No	Not applicable
Director	Chao-Chi Yang	Graduated from the Department of Chemical Engineering, Chinese Culture University/ Froch Enterprise Co., Ltd. – General Manager of Procurement Division	Froch Enterprise Co., Ltd. – Director/ General Manager of Procurement Division	No	Not applicable
Director	Chun-Chi Lee	Graduated from Colorado State University- Master's Degree in Finance / Froch Enterprise Co., Ltd. Senior General Manager of Export Department	Froch Enterprise Co., Ltd. Director/ Senior General Manager of Export Department	No	Not applicable
Director	Ching-Yang Juan	Graduated from Tung Hai University- Master's Degree in Public Affairs/ Chief of Department of Substance Control and Prevention, Kaohsiung City Government/ Froch Enterprise Co., Ltd. Representative of a Corporate Director	Froch Enterprise Co., Ltd. Representative of a Corporate Director	Shin Chieh Shin Co., Ltd.	Not applicable
Independent Director	Shun-Te Wen	Graduated from Master of Business Administration, National Chung Cheng University/ Chief of Fengyuan Branch, National Taxation Bureau of the Central Area/ Froch Enterprise Co., Ltd. Independent Director	Froch Enterprise Co., Ltd. Independent Director/ Longchen Paper & Packaging Co., Ltd. Independent Director	No	Mr. Shun-Te Wen, the nominated Independent Director, has served as the Company's Independent Director for more than three consecutive terms. In accordance with Article 5 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies," the reasons for the continued nomination of Mr. Wen by this Committee are as follows: Mr. Shun-Te Wen, the nominated Independent Director, possesses extensive professional knowledge and industry experience, and is able to provide valuable advice to the Company. Although he has served three consecutive terms as the Company's Independent

					Director, the Company still relies on his expertise. Beyond fulfilling the responsibilities of an Independent Director, he is able to leverage his expertise to provide professional oversight and advice to the Board of Directors. Therefore, he is nominated again in this election to serve as the Company's Independent Director.
Independent Director	Ying-Fang Lee	Graduated from Master of Business Administration, National Chung Cheng University Director of Huwei Office, National Taxation Bureau of the Central Area, Ministry of Finance/ Froch Enterprise Co., Ltd. Independent Director	Froch Enterprise Co., Ltd. Independent Director	No	No
Independent Director	Shu-Fu Wang	Graduated from Accounting Department, Feng Chia University / Section Chief of the National Taxation Bureau of the Central Area, Ministry of Finance/ Froch Enterprise Co., Ltd. Independent Director	Froch Enterprise Co., Ltd. Independent Director	No	No
Independent Director	Huei-Guei Chen	Graduated from Economics Department, Feng Chia University/ Manager of Huwei Branch, Land Bank of Taiwan/ Froch Enterprise Co., Ltd. Independent Director	Froch Enterprise Co., Ltd. Independent Director	No	No

Resolution:

Six. Business and Special Motions

Seven. Adjournment

FROCH ENTERPRISE CO., LTD.

Comparison Table of Amendments to the Board of Director Conference Rules

Article number	Original Article	Provisions after amendment	Description
Article 8	III. The Chairman of the Board shall convene the meeting once the scheduled time has arrived and more than half of the directors are present. If, at the scheduled meeting time, less than half of the directors are present, the chair may announce a postponement of the meeting. The number of postponements shall be limited to two. If after two postponements the quorum is still not met, the chair may reconvene the meeting in accordance with the procedure prescribed in Article 3~~, Paragraph 2~~.	III. The Chairman of the Board shall convene the meeting once the scheduled time has arrived and more than half of the directors are present. If, at the scheduled meeting time, less than half of the directors are present, the chair may announce a postponement of the meeting to later the same day. The number of postponements shall be limited to two. If after two postponements the quorum is still not met, the chair may reconvene the meeting in accordance with the procedure prescribed in Article 3.	Amendments made in compliance with laws and regulations
Article 11	The Board of Directors shall proceed in accordance with the agenda specified in the meeting notice; however, with the consent of a majority of directors present, the agenda may be changed. Without the consent of a majority of the directors present, the chair shall not unilaterally declare the meeting adjourned. During the meeting, if the number of directors present falls below a majority of those attending, upon the proposal of the directors remaining present, the chair shall declare the meeting suspended. The provisions of Article 8, Paragraph 3 shall apply mutatis mutandis.	The Board of Directors shall proceed in accordance with the agenda specified in the meeting notice; however, with the consent of a majority of directors present, the agenda may be changed. Without the consent of a majority of the directors present, the chair shall not unilaterally declare the meeting adjourned. During the meeting, if the number of directors present falls below a majority of those attending, upon the proposal of the directors remaining present, the chair shall declare the meeting suspended. The provisions of Article 8, Paragraph 3 shall apply mutatis mutandis. If, during the meeting, the chair is unable to preside due to any reason or unilaterally adjourns the meeting in violation of the second paragraph, the selection of an acting chair shall be governed by Article 7.	Amendments made in compliance with laws and regulations
Article 12	The following matters shall be submitted to the Board of Directors for discussion: (Omitted content) The "within one year" period referred to in the preceding paragraph shall be calculated	The following matters shall be submitted to the Board of Directors for discussion: (Omitted content) The "within one year" period referred to in the preceding paragraph shall be calculated	Amendments made in compliance with laws and regulations

	retroactively from the date of the current Board of Directors meeting. Items already approved by Board resolutions within this period are not to be recalculated.	retroactively from the date of the current Board of Directors meeting. Items already approved by Board resolutions within this period are not to be recalculated. At least one independent director shall attend the Board meeting in person. For matters requiring resolution as listed in Paragraph 1, all independent directors shall attend the Board meeting. If an independent director is unable to attend in person, he or she shall authorize another independent director to attend on his or her behalf. If any independent director holds dissenting or reserved opinions, such opinions shall be recorded in the meeting minutes. If the independent director is unable to attend the meeting to express such opinions, written comments shall be provided in advance with justification and included in the minutes.	

FROCH ENTERPRISE CO., LTD.

Comparison Table of Amendments to the Regulations for Transfer of Treasury Shares to Employees

Article number	Original Article	Provisions after amendment	Description
Article 3	The period for transferring treasury shares to employees shall be limited to three years from the date of repurchase, whether in a single or multiple tranches. The subscription payment period and other related matters for each transfer tranche shall be separately determined by the Chairperson of the Board under authorization.	The period for transferring treasury shares to employees shall be limited to three years from the date of repurchase, whether in a single or multiple tranches.	Wording revised in accordance with the "Q&A on Treasury Stock."
Article 4	All employees of ROC nationality (including those employed by domestic or foreign subsidiaries in which the Company holds, directly or indirectly, more than 50% of the voting shares) who are employed by the Company prior to the record date for subscription, and who have not violated the Company's "Work Rules" resulting in disciplinary action in the previous or current year, shall be entitled to subscribe for treasury shares.	All <u>full-time</u> employees of ROC nationality (including those employed by domestic or foreign subsidiaries in which the Company holds, directly or indirectly, more than 50% of the voting shares) who are employed by the Company prior to the record date for subscription, and who have not violated the Company's "Work Rules" resulting in disciplinary action in the previous or current year, shall be entitled to subscribe for treasury shares.	Wording revised in accordance with the "Q&A on Treasury Stock."
Article 5	The number of treasury shares that employees may subscribe to shall be calculated based on three criteria: position, years of service and performance. Employees who meet the subscription criteria shall subscribe in accordance with the following provisions.	The number of treasury shares that employees may subscribe to shall be determined based on their position, years of service and performance, <u>and the number of shares to be transferred to each employee shall be allocated accordingly. Consideration shall also be given to the total number of treasury shares held by the Company on the subscription base date and the upper limit on the number of shares that any single employee may subscribe to. The actual eligibility and number of shares for subscription shall be resolved by the Board of Directors. However, for subscribers who are managerial officers, the subscription list shall first be submitted to the Compensation Committee for review before</u>	Wording revised in accordance with the "Q&A on Treasury Stock."

		being presented to the Board of Directors for resolution. For subscribers who are not managerial officers, the subscription list shall first be submitted to the Audit Committee for review before being presented to the Board of Directors for resolution.	
Article 6	Employees who fail to complete subscription and payment within the subscription and payment period shall be deemed to have waived their rights. The unsubscribed balance may be reallocated to other employees as determined by the Chairman.	Employees who fail to complete subscription and payment within the subscription and payment period shall be deemed to have waived their rights. The unsubscribed balance may, subject to the identity of the subscriber, be reallocated to other employees either during the same subscription process or in subsequent subscription rounds during the transfer period under Article 3. The allocation shall be submitted to the Audit Committee or the Remuneration Committee for review and then presented to the Board of Directors for resolution.	Wording revised in accordance with the “Q&A on Treasury Stock.”
Article 12	These Regulations shall become effective upon resolution by the Board of Directors and submission to the competent authority for record. Amendments shall follow the same procedure.	These Regulations shall become effective upon resolution by the Board of Directors, and may be amended upon further resolution by the Board of Directors.	Wording revised in accordance with the “Q&A on Treasury Stock.”