

ECOVE<sup>●</sup>  
**ECOVE Environment Corp.**

**2025 Annual General Shareholders' Meeting**

**Meeting Handbook**  
(Translation)

**Notice to readers**

***This English version handbook is a summary translation of the Chinese version and is not an official document of the shareholders' meeting. If there is any discrepancy between the English version and Chinese version, the Chinese version shall prevail.***

**May 28, 2025**

**No. 127, Sec.7, Zhongshan N. Rd., Taipei,  
Mellow Fields Hotel 502 Room**

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# ECOVE Environment Corporation

## Procedure for the 2025 Annual General Shareholders' Meeting

1. Call Meeting to Order (Report of Number of Shares  
Represented by Attendees)
2. Chairman's Remarks
3. Report Items
4. Ratification Items
5. Discuss Items
6. Special Motions
7. Meeting Adjourned

**Agenda of 2025 Annual General Shareholders' Meeting  
ECOVE Environment Corporation  
(Translation)**

**Time and Date of Meeting:** 9:00 a.m., May 28, 2025

**Place of Meeting:** No. 127, Sec.7, Zhongshan N. Rd., Taipei,  
Mellow Fields Hotel 502 Room

**Meeting Type:** Hybrid meeting

**Video Conferencing Platform:** "Shareholder e-service - eMeeting Platform"  
of the Taiwan Depository & Clearing Corporation  
(<https://stockservices.tdcc.com.tw>) .

**1. Report Items**

- (1) Business Report of 2024. (Please refer to page 6～page 8)
- (2) Audit committee's review report of 2024. (Please refer to page 34)
- (3) The directors' & employees' remuneration of 2024. (Please refer to page 35)
- (4) As at 31/12/2024, the aggregate amount of guarantees provided by the company was NT\$2,707,381 thousands and the highest amount for a single enterprise was NT\$1,251,326 thousands which are all under its respective ceiling. (Please refer to page 36)
- (5) Distribution of cash dividends report of 2024. (Please refer to page 37)
- (6) The Company has conducted a simplified consolidated report with its 100%-owned subsidiary ECOVE Solar Energy Corporation and its 100%-owned subsidiary ECOVE South Corp. Ltd.
  1. In order to simplify the shareholding structure and enhance the operating performance, the Company, its 100% owned subsidiary, ECOVE Solar Energy Corp. (hereinafter "ECOVE Solar") and ECOVE Solar's 100% owned subsidiary ECOVE South Corp.(hereinafter "ECOVE South") have performed a short-form merger. The Company is the surviving company, and ECOVE Solar and ECOVE South are the dissolved companies. The record date was June 28, 2024.
  2. The short-form merger has been approved and the corporate amendment registration has been recorded by the Ministry of Economic Affairs on Sep.6, 2024.



## **2. Ratification Items**

### **(1) To Ratify 2024 Business Report, Financial Statements and Consolidated Financial Statements (Proposed by the Board of Directors)**

#### **Explanatory Notes :**

The Company's 2024 business report, financial statements and consolidated financial statements have been approved by the Board of Directors, with the financial statements having been audited and certified by Mr. Fu-Ming Liao and Mr. Yi-Fan Lin, the CPA of the PricewaterhouseCoopers.

The above-mentioned documents subsequently examined by Audit Committee pursuant to Article 228 of the Company Act. The Business Report and Financial Statements are hereby submitted for ratification. (Please refer to page 6 to page 32)

#### **Resolved :**

### **(2) To Ratify the Company's Distribution of 2024 earnings (Proposed by the Board of Directors)**

#### **Explanatory Notes :**

The Table for 2024 Estimated Profit Distribution is compiled as follows in accordance with the Company Act and Articles of Incorporation (Please refer to page 33) and has been approved by the Audit Committee and Board of Directors of the Company.

#### **Resolved :**

### **3. Discuss Items**

- (1) To approve the amendment of the Company's "Articles of Incorporation"  
(Proposed by the Board of Directors)**

**Explanatory Notes:**

Please refer to page 38 to page 39 for the comparison table between the existing provisions and amendments of "Articles of Incorporation".

**Resolved:**

### **4. Special Motion**

### **5. Meeting Adjourned**

## ECOVE ENVIRONMENT CORPORATION

### Business Report of 2024

From 2024/01/01 to 2024/12/31

#### 1、Business Performance:

For the year end of 2024, the standalone operating revenue was NT\$1,678,607 thousands, the consolidated operating revenue was NT\$8,530,650 thousands, and the consolidated profit after tax was NT\$1,255,964 thousands.

Consolidated operating revenue breakdown is as follows:

(Unit : NT\$ thousands)

EfW Managment	3,702,363
Electricity	2,946,480
High-Tech and Mechanical & Electrical Infrastructure	1,313,422
Water Services, Reuse and Others	568,385
Total	8,530,650

#### 2、Performance Review :

Compared to year of 2023, the consolidated operating revenue of the year 2024 is increased by NT\$902,148 thousands to NT\$8,530,650 thousands. The main reasons come from the new projects of subsidiary ESC and CEC.

Consolidated and standalone operating revenue breakdown is as follows:

(Unit : NT\$ thousands)

Consolidated Operating Revenues for 2024	8,530,650
Consolidated Operating Revenues for 2023	7,628,502
Increase from 2023 to 2024	902,148
Percentage of increase	11.83%
Operating Revenues for 2024	1,678,607
Operating Revenues for 2023	1,479,895
Increase from 2023 to 2024	198,712
Percentage of increase	13.43%
Net Profit After Tax for 2024	1,255,964
Net Profit After Tax for 2023	1,164,040
Increase from 2023 to 2024	91,924
Percentage of increase	7.90%

### 3、Business Outlook of Year 2025：

Looking back 2024, ECOVE actively implemented its commitment to solidifying its foundation while pursuing growth in business expansion and execution. Alongside maintaining stable operations in existing businesses, employees remained diligent in expanding into various fields, achieving significant progress. In resource management, ECOVE, along with its subsidiary ECOVE ESC and parent company CTCL, successfully secured the "Chiayi City Green Energy Sustainable Recycling Center Construction and Operation Transfer (BOT) Project" and the "Taitung County EfW Center O&M Service Project," further strengthening its investments and operations in large-scale waste treatment facilities. In recycling and reuse, the company processed and supplied approximately 3,900 tons of industrial-grade recycled solvent back into the market. Additionally, ECOVE, in collaboration with CTCL, won the bid for the "Hsinchu Seawater Desalination Plant Construction and O&M Project," which will become Taiwan's first large-scale public desalination plant. Regarding renewable energy, ECOVE continuously increased rooftop, ground, and floating solar development, while extending maintenance services to external clients. Moreover, the company actively responded to the government's policy of introducing private-sector participation in grid "ancillary services," extending its business into the energy storage sector.

#### A. Resource Management

Domestically, in addition to consolidating existing operations, ECOVE will begin O&M work for the Chiayi City EfW Center, conduct EIA processes for the Changhua Coastal Low-Carbon Circular Recycling and Disposal Center, and carry out pre-operation preparations for the Taitung County EfW Center Commissioned O&M Service Project. Additionally, in line with government initiatives to upgrade and extend the lifespan of incinerators and diversify waste management, ECOVE will introduce proven overseas technologies and experiences to offer comprehensive solutions. The company will actively seek new opportunities and participate in government tenders. Furthermore, in response to the net-zero carbon emissions trend, innovative technologies will be adopted to enhance decarbonization efforts. The company's internal execution experience will be leveraged as a foundation for external business expansion. Internationally, ECOVE will advance into ASEAN, China, and India, proactively engaging with local governments, partnering with complementary domestic and foreign companies, participating in relevant forums, and utilizing Taiwan's "New Southbound Policy" to replicate the success of incinerator PPP (BOT) models and O&M (including ROT) capabilities abroad.

#### B. Renewable Energy

In alignment with global trends, ECOVE will continue to seek solar PV investment and development opportunities while expanding overseas investments prudently. Considering country-specific risks and existing expertise, resources will be focused on steadily expanding investments in the U.S., with feasibility assessments for large-scale solar-plus-storage projects. Investments will be carefully evaluated for profitability and risks. Domestically, ECOVE will continue participating in government tenders, exploring expansion opportunities with existing clients, and developing diverse cooperation models to utilize private industrial rooftops. The company will also ensure the timely commercial operation of new investment

projects. For solar PV maintenance, accumulated experience will be leveraged to enhance efficiency, optimize self-operated projects, and attract more external clients. Additionally, in response to electricity market liberalization, regulatory relaxation, and growing corporate demand for green energy, ECOVE will actively explore new market opportunities and innovative business models.

C. Recycling and Reuse

While maintaining stable operations in solvent recycling, ECOVE will build on its success by evaluating competitive technologies and expanding recoverable items for the high-tech industry. International expansion of these successful practices is also a key focus. In water resource recycling, leveraging experience from the Linkou Water Resource Center and Kaohsiung High-Tech Reclaimed Water O&M, ECOVE will integrate group engineering resources to secure future government reclaimed water, corporate reclaimed water, and seawater desalination projects. For other recycling initiatives, the company will continuously explore domestic and international technological resources and assess viable business models. Driven by circular economy trends and net-zero carbon policies, ECOVE aims to identify more opportunities across industrial and public sectors, considering both independent development and potential mergers and acquisitions.

D. Mechanical & Electrical Maintenance and Improvement

Building on its foundation in high-tech facility maintenance, ECOVE will continue expanding into high-value mechanical & electrical maintenance services for the high-tech sector. The company will leverage its expertise in high-tech recycling and reuse technologies to establish industrial waste recycling infrastructure. Additionally, smart management of incineration plants will enable effective equipment upgrades, overhauls, and lifecycle extension services.

## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of ECOVE Environment Corp.

***Opinion***

We have audited the accompanying consolidated balance sheets of ECOVE Environment Corporation and its subsidiaries (the "Group") as at December 31, 2024 and 2023, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the audit reports of other independent auditors, as described in the other matter section of our report, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2024 and 2023, 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 the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations that came into effect as endorsed by the Financial Supervisory Commission.

***Basis for opinion***

We conducted our audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountant in the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the audit reports of other independent auditors, 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 judgement, were of most significance in our audit of the Group's 2024 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

The most significant key audit matter in our audit of the Group's 2024 consolidated financial statements is as follows:

Key audit matter - Accuracy of service revenue

#### Description

Refer to Note 4(30) for accounting policies on operating revenue and Note 6(23) for details of operating revenue.

Operating revenue mainly arises from service revenue and electricity sales revenue. The service revenue mainly arises from contracts entered into with certain governments (grantors) that involve charging for the service per unit in accordance with contracts. The cash amount of service revenue was NT\$3,239,923 thousand, constituting 38% of operating revenue for the year ended December 31, 2024. As the determination of this type of revenue is subject to manual calculation, we considered the accuracy of service revenue a key audit matter.

#### How our audit addressed the matter

We performed the following audit procedures on the above key audit matter:

- A. Obtained an understanding of the procedures of waste treatment and tested relevant internal controls, including randomly checking the actual amount of disposals that are treated at the waste treatment plant monthly, the consistency of monthly statements that management used in calculating revenue, and the consistency between service fees per unit and contract.



- B. Verified the accuracy of statements that management used in calculating revenue, including the amount of disposals treated and the service fees per unit, recalculated the accuracy of cash amount and ascertained whether it was in agreement with recorded revenue.

***Other matter – Reference to the audits of other auditors***

We did not audit the financial statements of certain investees accounted for using equity method that are included in the consolidated financial statements. The balance of these investments accounted for using equity method was NT\$305,421 thousand and NT\$300,156 thousand, both constituting 2% of consolidated total assets as of December 31, 2024 and 2023, respectively, and the share of profit of associates and joint ventures accounted for using equity method was NT\$4,265 thousand and NT\$27,243 thousand, constituting 0.3% and 2% of consolidated total comprehensive income for the years then ended, respectively. Those financial statements were audited by other independent auditors whose reports thereon have been furnished to us, and our opinion expressed herein is based solely on the reports of the other independent auditors.

***Other matter - non-consolidated financial statements***

We have audited and expressed an unmodified opinion with *Other matter* section on the non-consolidated financial statements of ECOVE Environment Corporation as at and for the years ended December 31, 2024 and 2023.

***Responsibilities of management and those charged with governance for the consolidated financial statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with the Standards on Auditing of the Republic of China, we exercise professional judgement and professional skepticism throughout the audit. We also:

- A. 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.

- B. 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.
- C. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- D. 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.
- E. 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.
- F. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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



Liao, Fu-Ming



Lin, Yi-Fan

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 27, 2025

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The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

**ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current assets						
1100	Cash and cash equivalents	6(1)	\$ 2,003,967	15	\$ 1,663,477	13
1110	Financial assets at fair value through profit or loss - current	6(2)	579,544	4	1,033,535	8
1120	Current financial assets at fair value through other comprehensive income	6(3)	106,328	1	115,601	1
1136	Current financial assets at amortised cost	6(4) and 8	312,629	2	288,496	2
1140	Current contract assets	6(23) and 7	905,622	7	866,155	6
1150	Notes receivable, net		-	-	6	-
1170	Accounts receivable, net	6(5)	960,733	7	942,411	7
1180	Accounts receivable - related parties, net	7	201,285	2	11,773	-
1200	Other receivables		5,418	-	5,777	-
1210	Other receivables - related parties	7	34	-	157	-
1220	Current tax assets		9,275	-	7,953	-
130X	Inventories		101,340	1	103,512	1
1410	Prepayments	6(6)	240,719	2	91,937	1
11XX	Total current assets		5,426,894	41	5,130,790	39
Non-current assets						
1517	Non-current financial assets at fair value through other comprehensive income	6(3)	197,814	1	120,624	1
1535	Non-current financial assets at amortised cost	6(4) and 8	31,261	-	49,559	1
1550	Investments accounted for using equity method	6(7)	872,103	7	824,288	6
1600	Property, plant and equipment, net	6(8) and 8	4,347,930	33	4,472,310	34
1755	Right-of-use assets	6(9)	241,752	2	289,983	2
1780	Intangible assets	6(10)	991,613	7	896,571	7
1840	Deferred income tax assets	6(30)	32,870	-	39,406	-
1900	Other non-current assets	6(11), 7 and 8	1,207,537	9	1,259,771	10
15XX	Total non-current assets		7,922,880	59	7,952,512	61
1XXX	Total assets		\$ 13,349,774	100	\$ 13,083,302	100

(Continued)

ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity		Notes	December 31, 2024		December 31, 2023	
			AMOUNT	%	AMOUNT	%
Current liabilities						
2100	Short-term borrowings	6(12)	\$ 125,000	1	\$ -	-
2110	Short-term notes and bills payable	6(13)	-	-	19,983	-
2130	Current contract liabilities	6(23) and 7	31,636	-	147,541	1
2150	Notes payable		11,054	-	1,643	-
2170	Accounts payable	6(14)	1,642,162	12	1,399,199	11
2180	Accounts payable - related parties	7	192,146	2	56,090	1
2200	Other payables	6(15)	449,291	4	492,201	4
2220	Other payables - related parties	7	9,784	-	8,878	-
2230	Income tax liabilities		167,018	1	299,100	2
2280	Current lease liabilities	7	37,882	-	39,614	-
2399	Other current liabilities, others		905	-	9,907	-
21XX	Total current liabilities		2,666,878	20	2,474,156	19
Non-current liabilities						
2527	Non-current contract liabilities	6(23)	173,260	1	495,750	4
2530	Bonds payable	6(16)	1,996,451	15	1,993,916	15
2570	Deferred income tax liabilities	6(30)	86,222	1	107,350	1
2580	Non-current lease liabilities	7	203,627	2	241,038	2
2600	Other non-current liabilities	6(17)	827,415	6	954,441	7
25XX	Total non-current liabilities		3,286,975	25	3,792,495	29
2XXX	Total liabilities		5,953,853	45	6,266,651	48
Equity attributable to owners of parent						
	Share capital	6(20)				
3110	Common stock		722,604	5	715,590	6
3140	Advance receipts for share capital		592	-	589	-
	Capital surplus	6(21)				
3200	Capital surplus		2,889,953	22	2,786,873	21
	Retained earnings	6(22)				
3310	Legal reserve		1,160,704	9	1,045,141	8
3350	Unappropriated retained earnings		1,855,849	14	1,727,596	13
	Other equity interest					
3400	Other equity interest		115,208	-	46,943	-
3500	Treasury shares	6(20)	( 57)	-	( 57)	-
31XX	Equity attributable to owners of the parent		6,744,853	50	6,322,675	48
36XX	Non-controlling interest	4(3)	651,068	5	493,976	4
3XXX	Total equity		7,395,921	55	6,816,651	52
	Significant contingent liabilities and unrecognised contract commitments	9				
	Significant events after the balance sheet date	11				
3X2X	Total liabilities and equity		\$ 13,349,774	100	\$ 13,083,302	100

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



**ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, for earnings per share amount)

	Items	Notes	Year ended December 31			
			2024		2023	
			AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(23) and 7	\$ 8,530,650	100	\$ 7,628,502	100
5000	Operating costs	6(28)(29) and 7	( 6,803,673)	( 80)	( 6,008,793)	( 79)
5900	Gross profit		1,726,977	20	1,619,709	21
	Operating expenses	6(28)(29) and 7				
6200	General and administrative expenses		( 172,571)	( 2)	( 158,067)	( 2)
6000	Total operating expenses		( 172,571)	( 2)	( 158,067)	( 2)
6900	Operating profit		1,554,406	18	1,461,642	19
	Non-operating income and expenses					
7100	Interest income	6(24) and 7	21,955	-	15,230	-
7010	Other income	6(25) and 7	40,549	1	27,245	-
7020	Other gains and losses	6(26)	22,370	-	17,616	-
7050	Finance costs	6(27) and 7	( 22,739)	-	( 30,161)	-
7060	Share of profit of associates and joint ventures accounted for using equity method	6(7)				
			124,765	1	131,576	2
7000	Total non-operating income and expenses		186,900	2	161,506	2
7900	<b>Profit before income tax</b>		1,741,306	20	1,623,148	21
7950	Income tax expense	6(30)	( 300,354)	( 3)	( 256,460)	( 3)
8200	<b>Profit for the year</b>		<u>\$ 1,440,952</u>	<u>17</u>	<u>\$ 1,366,688</u>	<u>18</u>
	<b>Other comprehensive income</b>					
	<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
8311	Gains (losses) on remeasurements of defined benefit plans	6(18)	\$ 41,689	-	( \$ 4,544)	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(3)	20,598	-	32,494	-
8320	Share of other comprehensive loss of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		( 63)	-	( 28)	-
8349	Income tax related to components of other comprehensive income that will not be reclassified to profit or loss	6(30)	( 8,285)	-	1,402	-
	<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
8361	Cumulative translation differences of foreign operations		61,308	1	( 6,250)	-
8300	<b>Total other comprehensive income for the year</b>		<u>\$ 115,247</u>	<u>1</u>	<u>\$ 23,074</u>	<u>-</u>
8500	<b>Total comprehensive income for the year</b>		<u>\$ 1,556,199</u>	<u>18</u>	<u>\$ 1,389,762</u>	<u>18</u>
	Profit attributable to:					
8610	Owners of the parent		\$ 1,255,964	15	\$ 1,164,040	15
8620	Non-controlling interest		184,988	2	202,648	3
	Total		<u>\$ 1,440,952</u>	<u>17</u>	<u>\$ 1,366,688</u>	<u>18</u>
	Comprehensive income attributable to:					
8710	Owners of the parent		\$ 1,357,388	16	\$ 1,191,797	15
8720	Non-controlling interest		198,811	2	197,965	3
	Total		<u>\$ 1,556,199</u>	<u>18</u>	<u>\$ 1,389,762</u>	<u>18</u>
	Earnings per share (in dollars):	6(31)				
9750	Basic earnings per share		<u>\$ 17.43</u>		<u>\$ 16.36</u>	
9850	Diluted earnings per share		<u>\$ 17.37</u>		<u>\$ 16.28</u>	

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

ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

Equity attributable to owners of the parent													
	Capital			Retained Earnings			Other Equity Interest						
	Notes	Common stock	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Cumulative translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total	Non-controlling interest	Total equity
<u>Year ended December 31, 2023</u>													
Balance at January 1, 2023		\$ 704,579	\$ 2,334	\$ 2,626,341	\$ 940,121	\$ 14,895	\$ 1,622,165	(\$ 345)	\$ 16,362	(\$ 57)	\$ 5,926,395	\$ 502,946	\$ 6,429,341
Profit for the year		-	-	-	-	-	1,164,040	-	-	-	1,164,040	202,648	1,366,688
Other comprehensive income		-	-	-	-	-	(3,141)	(1,596)	32,494	-	27,757	(4,683)	23,074
Total comprehensive income		-	-	-	-	-	1,160,899	(1,596)	32,494	-	1,191,797	197,965	1,389,762
Appropriation of 2022 earnings	6(22)												
Legal reserve		-	-	-	105,020	-	(105,020)	-	-	-	-	-	-
Reversal of special reserve		-	-	-	-	(14,895)	14,895	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	(960,073)	-	-	-	(960,073)	(247,804)	(1,207,877)
Share-based payment transactions	6(19)(21)	-	-	4,924	-	-	-	-	-	-	4,924	23	4,947
Exercise of employee share options	6(20)(21)	8,104	589	131,876	-	-	-	-	-	-	140,569	-	140,569
Employee restricted stock	6(19)(21)	-	-	5,734	-	-	-	-	-	-	5,734	40	5,774
Adjustments of changes in investments accounted for using equity method	6(7)	-	-	885	-	-	-	-	-	-	885	-	885
Advance receipts for share capital transferred to share capital		2,334	(2,334)	-	-	-	-	-	-	-	-	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income	6(3)	-	-	-	-	-	(28)	-	28	-	-	-	-
Change in non-controlling interests due to issuance of new shares	6(20)(21)	573	-	17,113	-	-	(5,242)	-	-	-	12,444	(12,444)	-
Increase in non-controlling interests		-	-	-	-	-	-	-	-	-	-	53,250	53,250
Balance at December 31, 2023		\$ 715,590	\$ 589	\$ 2,786,873	\$ 1,045,141	\$ -	\$ 1,727,596	(\$ 1,941)	\$ 48,884	(\$ 57)	\$ 6,322,675	\$ 493,976	\$ 6,816,651
<u>Year ended December 31, 2024</u>													
Balance at January 1, 2024		\$ 715,590	\$ 589	\$ 2,786,873	\$ 1,045,141	\$ -	\$ 1,727,596	(\$ 1,941)	\$ 48,884	(\$ 57)	\$ 6,322,675	\$ 493,976	\$ 6,816,651
Profit for the year		-	-	-	-	-	1,255,964	-	-	-	1,255,964	184,988	1,440,952
Other comprehensive income		-	-	-	-	-	33,159	47,667	20,598	-	101,424	13,823	115,247
Total comprehensive income		-	-	-	-	-	1,289,123	47,667	20,598	-	1,357,388	198,811	1,556,199
Appropriations of 2023 earnings	6(22)												
Legal reserve		-	-	-	115,563	-	(115,563)	-	-	-	-	-	-
Cash dividends		-	-	-	-	-	(1,045,307)	-	-	-	(1,045,307)	(241,702)	(1,287,009)
Share-based payment transactions	6(19)(21)	-	-	673	-	-	-	-	-	-	673	3	676
Exercise of employee share options	6(20)(21)	6,425	592	106,526	-	-	-	-	-	-	113,543	-	113,543
Employee restricted stock	6(19)(21)	-	-	(4,815)	-	-	-	-	-	-	(4,815)	(20)	(4,835)
Adjustments of changes in investments accounted for using equity method	6(7)	-	-	696	-	-	-	-	-	-	696	-	696
Advance receipts for share capital transferred to share capital		589	(589)	-	-	-	-	-	-	-	-	-	-
Increase in non-controlling interests		-	-	-	-	-	-	-	-	-	-	200,000	200,000
Balance at December 31, 2024		\$ 722,604	\$ 592	\$ 2,889,953	\$ 1,160,704	\$ -	\$ 1,855,849	\$ 45,726	\$ 69,482	(\$ 57)	\$ 6,744,853	\$ 651,068	\$ 7,395,921

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

ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 1,741,306	\$ 1,623,148
Adjustments			
Adjustments to reconcile profit (loss)			
Construction revenue from service concession arrangements	6(23)	( 153,393 )	-
Impairment loss determined in accordance with IFRS 9	12(2)	13	46
Depreciation	6(8)(28)	366,303	346,207
Depreciation - right-of-use assets	6(9)(28)	46,775	44,153
Amortization	6(28)	65,823	66,067
Interest expense	6(27)	19,923	25,708
Interest expense - lease liability	6(9)(27)	2,816	4,453
Dividend income	6(25)	( 10,568 )	( 2,348 )
Interest income	6(24)	( 21,955 )	( 15,230 )
Salary expense - employee stock options	6(19)(29)	676	4,947
Salary expense - employee restricted stock	6(19)(29)	( 4,835 )	5,774
Gain on valuation of financial assets	6(2)(26)	( 17,833 )	( 18,739 )
Gain from lease modification	6(26)	( 3,502 )	-
Share of profit of associates and joint ventures accounted for under equity method	6(7)	( 124,765 )	( 131,576 )
Gain on disposal of property, plant and equipment	6(26)	( 292 )	( 405 )
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss		478,621	506,544
Contract assets	(	( 39,467 )	( 223,949 )
Notes receivable, net		6	-
Accounts receivable, net	(	( 18,335 )	( 129,101 )
Accounts receivable - related parties, net	(	( 189,512 )	8,951
Other receivables		622	2,528
Other receivables - related parties		123	( 93 )
Inventories		2,172	( 2,831 )
Prepaid expenses	(	( 148,782 )	37,273
Other non-current assets		185,545	346,699
Changes in operating liabilities			
Contract liabilities	(	( 438,395 )	( 168,565 )
Notes payable		9,411	( 3,017 )
Accounts payable		242,963	71,355
Accounts payable - related parties		136,056	43,441
Other payables	(	( 46,439 )	50,545
Other payables - related parties		906	479
Other current liabilities		2,058	( 32,441 )
Other non-current liabilities	(	( 825 )	( 16,457 )
Cash inflow generated from operations		2,083,220	2,443,566
Interest received		21,692	11,853
Dividends received		99,896	48,963
Interest paid	(	( 17,972 )	( 26,006 )
Income tax paid	(	( 458,235 )	( 295,066 )
Income taxes refund received		17,764	56,769
Net cash flows from operating activities		1,746,365	2,240,079

(Continued)



ECOVE ENVIRONMENT CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Year ended December 31	
	Notes	2024	2023
<u>CASH FLOWS FROM INVESTING ACTIVITIES</u>			
Proceeds from disposal of financial assets at fair value through other comprehensive income-non-current		\$ 3	\$ 53
Acquisition of financial assets at fair value through other comprehensive income-non-current	12(3)	( 47,322 )	( 40,102 )
Increase in financial assets at amortised cost		( 5,835 )	( 149,344 )
Increase in investments accounted for using equity method-non-subsiidiaries	6(7)	( 9,000 )	-
Acquisition of property, plant and equipment	6(32)	( 193,988 )	( 292,653 )
Proceeds from disposal of property, plant and equipment		2,981	480
Decrease in refundable deposits		544	4,592
Acquisition of intangible assets	6(32)	( 1,185 )	( 560 )
Increase in other non-current assets	6(32)	( 153,059 )	( 81,584 )
Net cash flows used in investing activities		( 406,861 )	( 559,118 )
<u>CASH FLOWS FROM FINANCING ACTIVITIES</u>			
Increase (decrease) in short-term loans		125,000	( 360,000 )
(Decrease) increase in short-term notes payable		( 19,983 )	19,983
Repayment of long-term loans		-	( 52,920 )
Repayment of lease liabilities		( 36,931 )	( 45,603 )
Decrease in other payables to related parties		-	( 260,000 )
(Decrease) increase in deposits received (shown in other non-current liabilities)		( 93,634 )	83,374
Cash dividends paid		( 1,287,009 )	( 1,207,877 )
Employee stock options exercised		113,543	140,569
Increase in non-controlling interests		200,000	53,250
Net cash flows used in financing activities		( 999,014 )	( 1,629,224 )
Net increase in cash and cash equivalents		340,490	51,737
Cash and cash equivalents at beginning of year		1,663,477	1,611,740
Cash and cash equivalents at end of year		\$ 2,003,967	\$ 1,663,477

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

## INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of ECOVE ENVIRONMENT CORPORATION

***Opinion***

We have audited the accompanying parent company only balance sheets of ECOVE Environment Corporation (the "Company") as at December 31, 2024 and 2023, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of material accounting policies.

In our opinion, based on our audits and the reports of other auditors (refer to the Other matter section), the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, 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 audits in accordance with the Regulations Governing Financial Statement Audit and Attestation Engagements of Certified Public Accountants and Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountants of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. Based on our audits and the audit reports of other auditors, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a

basis for our opinion.

***Emphasis of matter – Organizational restructuring***

Refer to Note 6(6) the Company conducted a short-form merger with the subsidiary, ECOVE Solar Energy Corporation and ECOVE South Corporation Ltd., on June 28, This transaction is considered an organizational restructuring within the group and is treated as if the companies have been held and merged from the beginning. When preparing the individual financial reports for the year 2024, the company has retrospectively restated the parent company only financial statements for the year 2023.

***Key audit matters***

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Company's 2024 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2024 parent company only financial statements are stated as follows:

***Accuracy of service revenue recognition of subsidiaries accounted for using the equity method***

Description

Refer to Note 4(30) for accounting policies on operating revenue. Operating revenue mainly arises from service revenue and electricity sales revenue of the Company's subsidiaries (ECOVE Wujih Energy Corp., ECOVE Environment Service Corp., ECOVE Waste Management Corp., ECOVE Miaoli Energy Corp., the second-tier subsidiary - SINO GAL-Waste Services Co., Ltd., and ECOVE Environment Services Gangshan Corp.). The service revenue mainly arises from contracts entered into with certain governments (grantors) that involve charging for the service per unit in accordance with contracts and self-undertaken services. As the related revenue is the main operating



income of each subsidiary and the investment income or loss is material to the financial statements, we considered the accuracy of service revenue of subsidiaries a key audit matter.

How our audit addressed the matter

We performed the following audit procedures on the above key audit matter of the Company's subsidiaries:

- A. Obtained an understanding of the procedures of waste treatment and tested relevant internal controls, including randomly checking the actual amount of disposals that are treated at the waste treatment plant monthly, the consistency of monthly statements that management used in calculating revenue, and the consistency between service fees per unit and contract.
- B. Verified the accuracy of statements that management used in calculating revenue, including the amount of disposals treated and the service fees per unit, recalculated the accuracy of cash amount and ascertained whether it was in agreement with recorded revenue.

***Other matter – Reference to the audits of other auditors***

We did not audit the financial statements of certain investees accounted for using the equity method that are included in the parent company only financial statements. The balance of these investments accounted for using the equity method amounted to NT\$305,421 thousand and NT\$300,156 thousand, both constituting 3% of parent company only total assets as of December 31, 2024 and 2023, respectively, and the share of loss of associates and joint ventures accounted for using the equity method amounted to NT\$4,265 thousand and NT\$27,243 thousand, constituting 0.3% and 2% of parent company only total comprehensive income for the years then ended, respectively. Those financial statements were audited by other independent auditors whose reports thereon have been furnished to us, and our opinion expressed herein is based solely on the reports

of the other independent auditors.

***Responsibilities of management and those charged with governance for the parent company only financial statements***

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

In preparing the parent company only financial statements, management is 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 parent company only financial statements***

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

only financial statements.

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

1. Identify and assess the risks of material misstatement of the parent company only 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 parent company only 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 parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision, and performance of the 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 parent company only financial statements of the current period 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.



Liao, Fu-Ming



Lin, Yi-Fan

For and on Behalf of PricewaterhouseCoopers, Taiwan

February 27, 2025

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The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only financial statements and independent auditors' report are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice.

As the financial statements are the responsibility of the management, PricewaterhouseCoopers cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.



**ECOVE ENVIRONMENT CORPORATION**  
**PARENT COMPANY ONLY BALANCE SHEETS**  
**DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars)

Assets		Notes	December 31, 2024		December 31, 2023			
			AMOUNT	%	AMOUNT	%		
Current assets								
1100	Cash and cash equivalents	6(1)	\$	137,832	2	\$	438,400	5
1110	Financial assets at fair value through profit or loss - current	6(3)		162,284	2		-	-
1120	Current financial assets at fair value through other comprehensive income	6(4)		18,756	-		20,392	-
1136	Current financial assets at amortised cost	6(2) and 8		-	-		30,000	1
1140	Current contract assets	6(18)		39,113	-		19,725	-
1170	Accounts receivable, net	6(5)		63,840	1		27,575	-
1180	Accounts receivable due from related parties, net	7		171	-		49	-
1200	Other receivables			80	-		1,094	-
1210	Other receivables - related parties	7		900,605	10		710,432	8
1410	Prepayments			2,158	-		4,647	-
11XX	Total current assets			1,324,839	15		1,252,314	14
Non-current assets								
1517	Non-current financial assets at fair value through other comprehensive income	6(4)		19	-		-	-
1535	Non-current financial assets at amortised cost	6(2) and 8		14,644	-		34,658	-
1550	Investments accounted for using equity method	6(6)		4,878,155	53		4,496,224	52
1600	Property, plant and equipment	6(7) and 8		2,525,249	28		2,628,671	30
1755	Right-of-use assets	6(8)		66,354	1		127,493	2
1780	Intangible assets	6(9)		123,690	1		123,690	1
1840	Deferred tax assets	6(25)		7,654	-		6,499	-
1900	Other non-current assets	6(10) and 8		175,078	2		69,403	1
15XX	Total non-current assets			7,790,843	85		7,486,638	86
1XXX	Total assets		\$	9,115,682	100	\$	8,738,952	100

(Continued)

ECOVE ENVIRONMENT CORPORATION  
PARENT COMPANY ONLY BALANCE SHEETS  
DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

Liabilities and Equity			Notes	December 31, 2024		December 31, 2023		
				AMOUNT	%	AMOUNT	%	
Current liabilities								
2150	Notes payable		\$	29	-	\$	101	-
2170	Accounts payable			51,733	1		55,147	1
2180	Accounts payable to related parties	7		10,282	-		7,077	-
2200	Other payables			67,632	1		54,316	1
2220	Other payables - related parties	7		9,557	-		6,599	-
2230	Current income tax liabilities			7,943	-		19,211	-
2280	Current lease liabilities	7		5,786	-		11,478	-
2300	Other current liabilities			260	-		260	-
21XX	Total current Liabilities			153,222	2		154,189	2
Non-current liabilities								
2530	Bonds payable	6(11)		1,996,451	22		1,993,916	23
2570	Deferred tax liabilities	6(25)		27,132	-		19,078	-
2580	Non-current lease liabilities	7		60,937	1		113,671	1
2600	Other non-current liabilities	6(12)		133,087	1		135,423	2
25XX	Total non-current liabilities			2,217,607	24		2,262,088	26
2XXX	Total liabilities			2,370,829	26		2,416,277	28
Equity								
	Share capital	6(15)						
3110	Common stock			722,604	8		715,590	8
3140	Advance receipts for share capital			592	-		589	-
	Capital surplus	6(16)						
3200	Capital surplus			2,889,953	31		2,786,873	31
	Retained earnings	6(17)						
3310	Legal reserve			1,160,704	13		1,045,141	12
3350	Unappropriated retained earnings			1,855,849	20		1,727,596	20
	Other equity interest							
3400	Other equity interest			115,208	2		46,943	1
3500	Treasury shares	6(15)		( 57)	-		( 57)	-
3XXX	Total equity			6,744,853	74		6,322,675	72
	Significant contingent liabilities and unrecognised contract commitments	9						
	Significant events after the balance sheet date	11						
3X2X	Total liabilities and equity		\$	9,115,682	100	\$	8,738,952	100

The accompanying notes are an integral part of these parent company only financial statements.

**ECOVE ENVIRONMENT CORPORATION**  
**PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2024 AND 2023**  
(Expressed in thousands of New Taiwan dollars, except for earnings per share amount))

			Year ended December 31			
			2024		2023	
Items	Notes		AMOUNT	%	AMOUNT	%
4000	Operating revenue	6(6)(18) and 7	\$ 1,678,607	100	\$ 1,479,895	100
5000	Operating costs	6(23)(24) and 7	( 347,684)	( 20)	( 275,679)	( 18)
5900	Gross profit		1,330,923	80	1,204,216	82
	Operating expenses	6(23)(24) and 7				
6200	General and administrative expenses		( 98,188)	( 6)	( 54,740)	( 4)
6000	Total operating expenses		( 98,188)	( 6)	( 54,740)	( 4)
6900	Operating profit		1,232,735	74	1,149,476	78
	Non-operating income and expenses					
7100	Interest income	6(19) and 7	14,382	1	8,578	1
7010	Other income	6(20) and 7	51,968	3	55,558	4
7020	Other gains and losses	6(21)	6,789	-	8,237	-
7050	Finance costs	6(22) and 7	( 17,435)	( 1)	( 21,851)	( 2)
7000	Total non-operating income and expenses		55,704	3	50,522	3
7900	Profit before income tax		1,288,439	77	1,199,998	81
7950	Income tax expense	6(25)	( 32,475)	( 2)	( 35,958)	( 2)
8200	Profit for the year		\$ 1,255,964	75	\$ 1,164,040	79
Other comprehensive income						
Components of other comprehensive income that will not be reclassified to profit or loss						
8311	Actuarial gains (losses) on defined benefit plans	6(13)	( \$ 856)	-	\$ 2,468	-
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	6(4)	( 1,636)	-	336	-
8330	Share of other comprehensive income of associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss		56,249	3	26,549	2
8310	Other comprehensive income that will not be reclassified to profit or loss		53,757	3	29,353	2
Components of other comprehensive income that will be reclassified to profit or loss						
8361	Cumulative translation differences of foreign operations		47,667	3	( 1,596)	-
8300	Other comprehensive income for the year		\$ 101,424	6	\$ 27,757	2
8500	Total comprehensive income for the year		\$ 1,357,388	81	\$ 1,191,797	81
Earnings per share (in dollars)						
9750	Basic earnings per share	6(26)	\$ 17.43		\$ 16.36	
9850	Diluted earnings per share		\$ 17.37		\$ 16.28	

The accompanying notes are an integral part of these parent company only financial statements.



ECOVE ENVIRONMENT CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars)

		Capital			Retained Earnings			Other Equity Interest			
								Financial statements translation differences of foreign operations	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	Treasury shares	Total equity
	Notes	Share capital - common stock	Advance receipts for share capital	Total capital surplus, additional paid-in capital	Legal reserve	Special reserve	Unappropriated retained earnings				
Year ended December 31, 2023 (Restatement)											
Balance at January 1, 2023		\$ 704,579	\$ 2,334	\$ 2,626,341	\$ 940,121	\$ 14,895	\$ 1,622,165	(\$ 345 )	\$ 16,362	(\$ 57 )	\$ 5,926,395
Profit for the year		-	-	-	-	-	1,164,040	-	-	-	1,164,040
Other comprehensive income (loss)		-	-	-	-	-	( 3,141 )	( 1,596 )	32,494	-	27,757
Total comprehensive income		-	-	-	-	-	1,160,899	( 1,596 )	32,494	-	1,191,797
Appropriations of 2022 earnings	6(17)										
Legal reserve		-	-	-	105,020	-	( 105,020 )	-	-	-	-
Reversal of special reserve		-	-	-	-	( 14,895 )	14,895	-	-	-	-
Cash dividends		-	-	-	-	-	( 960,073 )	-	-	-	( 960,073 )
Share-based payment transactions	6(16)	-	-	974	-	-	-	-	-	-	974
Exercise of employee share options	6(15)(16)	8,104	589	131,876	-	-	-	-	-	-	140,569
Employee restricted stock	6(16)	-	-	1,972	-	-	-	-	-	-	1,972
Adjustments of changes in investments accounted for using equity method	6(6)(16)	-	-	8,597	-	-	-	-	-	-	8,597
Advance receipts for share capital transferred to share capital		2,334	( 2,334 )	-	-	-	-	-	-	-	-
Disposal of investments in equity instruments designated at fair value through other comprehensive income	6(4)	-	-	-	-	-	( 28 )	-	28	-	-
Issuance of ordinary shares	6(15)(16)	573	-	17,113	-	-	( 5,242 )	-	-	-	12,444
Balance at December 31, 2023		\$ 715,590	\$ 589	\$ 2,786,873	\$ 1,045,141	\$ -	\$ 1,727,596	(\$ 1,941 )	\$ 48,884	(\$ 57 )	\$ 6,322,675
Year ended December 31, 2024											
Balance at January 1, 2024		\$ 715,590	\$ 589	\$ 2,786,873	\$ 1,045,141	\$ -	\$ 1,727,596	(\$ 1,941 )	\$ 48,884	(\$ 57 )	\$ 6,322,675
Profit for the year		-	-	-	-	-	1,255,964	-	-	-	1,255,964
Other comprehensive income		-	-	-	-	-	33,159	47,667	20,598	-	101,424
Total comprehensive income		-	-	-	-	-	1,289,123	47,667	20,598	-	1,357,388
Appropriations of 2023 earnings	6(17)										
Legal reserve appropriated		-	-	-	115,563	-	( 115,563 )	-	-	-	-
Cash dividends		-	-	-	-	-	( 1,045,307 )	-	-	-	( 1,045,307 )
Share-based payment transactions	6(16)	-	-	133	-	-	-	-	-	-	133
Exercise of employee share options	6(15)(16)	6,425	592	106,526	-	-	-	-	-	-	113,543
Employee restricted stock	6(16)	-	-	( 814 )	-	-	-	-	-	-	( 814 )
Adjustments of changes in investments accounted for using equity method	6(6)(16)	-	-	( 2,765 )	-	-	-	-	-	-	( 2,765 )
Advance receipts for share capital transferred to share capital		589	( 589 )	-	-	-	-	-	-	-	-
Balance at December 31, 2024		\$ 722,604	\$ 592	\$ 2,889,953	\$ 1,160,704	\$ -	\$ 1,855,849	\$ 45,726	\$ 69,482	(\$ 57 )	\$ 6,744,853

The accompanying notes are an integral part of these parent company only financial statements.

ECOVE ENVIRONMENT CORPORATION  
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2024 AND 2023  
(Expressed in thousands of New Taiwan dollars, except as otherwise indicated)

		Year ended December 31	
	Notes	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		\$ 1,288,439	\$ 1,199,998
Adjustments			
Adjustments to reconcile profit (loss)			
Impairment loss determined in accordance with IFRS 9		-	4
Depreciation	6(7)(23)	174,007	158,562
Depreciation - right-of-use assets	6(8)(23)	12,385	7,665
Salary expense-employee stock options	6(14)(24)	133	974
Salary expense - employee restricted stock	6(14)(24)	( 814 )	1,972
Interest expense	6(22)	16,048	18,564
Interest expense - lease liability	6(8)(22)	1,387	3,287
Interest income	6(19)	14,382 )	( 8,578 )
Dividend income	6(4)(20)	( 585 )	( 292 )
Gain on valuation of financial assets	6(3)(21)	( 4,368 )	( 7,972 )
Gain from lease modification	6(21)	( 3,210 )	-
Share of profit of associates and joint ventures accounted for under equity method	6(6)	( 1,241,396 )	( 1,107,849 )
Gain on disposal of property, plant and equipment	6(21)	( 354 )	-
Changes in operating assets and liabilities			
Changes in operating assets			
Financial assets at fair value through profit or loss	(	157,916 )	709,435
Current contract assets	(	19,388 )	6,998
Accounts receivable, net	(	36,265 )	( 9,843 )
Accounts receivable due from related parties, net	(	122 )	( 49 )
Other receivables		1,022	( 910 )
Other receivables-related parties		10,184	( 2,650 )
Prepayments		2,489	( 3,144 )
Changes in operating liabilities			
Notes payable	(	72 )	( 380 )
Accounts payable	(	3,414 )	( 1,177 )
Accounts payable to related parties		3,205	( 3,483 )
Other payables		20,263	6,923
Other payables - related parties		2,958	130
Other current liabilities		-	131
Other non-current liabilities	(	3,335 )	( 836 )
Cash inflow generated from operations		46,899	967,480
Interest received		3,778	2,112
Dividends received		1,061,301	1,020,202
Interest paid	(	13,513 )	( 18,072 )
Income tax paid	(	36,844 )	( 23,816 )
Net cash flows from operating activities		1,061,621	1,947,906
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Increase in other receivables-related parties	(	200,000 )	( 200,000 )
Interest received		10,239	6,057
Increase in investments accounted for using the equity method-subidiaries	6(6)	( 400,000 )	( 100,013 )
Proceeds from capital reduction of investments accounted for using equity method	6(6)	299,900	-
Proceeds from reduction of cpaital of investee company	12(3)	3	53
Acquisition of financial assets at fair value through other comprehensive income	12(3)	( 22 )	-
Decrease (increase) in financial assets at amortised cost		50,014	( 30,053 )
Decrease in refundable deposits		1,617	1,197
Acquisition of property, plant and equipment	6(27)	( 199,341 )	( 265,798 )
Proceeds from disposal of property, plant and equipment		15,924	-
Net cash flows used in investing activities		( 421,666 )	( 588,557 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Repayment of lease liabilities	(	7,759 )	( 14,166 )
Decrease in short-term loans		-	( 229,000 )
(Decrease) increase in deposits received	(	1,000 )	1,930
Employee stock options exercised		113,543	140,569
Cash dividends paid	6(17)	( 1,045,307 )	( 960,073 )
Net cash flows used in financing activities		( 940,523 )	( 1,060,740 )
Net (decrease) increase in cash and cash equivalents	(	300,568 )	298,609
Cash and cash equivalents at beginning of year		438,400	139,791
Cash and cash equivalents at end of year		\$ 137,832	\$ 438,400

The accompanying notes are an integral part of these parent company only financial statements.

ECOVE Environment Corporation  
Profit Distribution Table  
Year 2024

Unit : NT\$	
Item	Total
Unappropriated retained earnings of previous years	566,726,236
Add : Remeasurement arising on defined benefit plans are recognised	33,158,730
Add : Net income of 2024	1,255,963,889
Less : 10% legal reserve	(128,912,262)
Retained earnings available for distribution as of December 31,2024	1,726,936,593
Cash dividends (Based on 72,342,718 outstanding shares at January 31, 2025, about NT\$15.30 per share)	(1,106,843,585)
Unappropriated retained earnings	620,093,008

Notes :

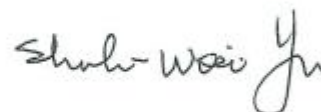
1. Distribution will be made primarily by 2024 retained earnings; the insufficient amount will be reimbursed by undistributed retained earnings before 2023.
2. For the proposed distribution date, shares for distribution are based on outstanding shares by the end of January 31, 2025; the actual shares for distribution will be based on the actual outstanding shares on the record date.

## Audit Committee's Review Report

The Board of Directors has prepared the Company's 2024 Business Report, Financial Statements (both consolidated and individual), and proposal for allocation of profits. The CPA firm of PriceWaterhouseCoopers was retained to audit ECOVE Environment Corporation's Financial Statements and has issued an audit report relating to the Financial Statements. The Business Report, Financial Statements, and profit allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of ECOVE Environment Corporation. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we hereby submit this report.

ECOVE Environment Corporation.

Chairman of the Audit Committee: Shuh-Woei Yu



Dated February 27<sup>th</sup>, 2025

**ECOVE Environment Corporation**  
**The Directors' and Employees' Remuneration of 2024**

- (1) It is processed in accordance with the Article 29 of "Articles of Incorporation" of the Company.
- (2) The 2024 pre-tax profit before remuneration distribution amounts to NT \$1,294,816,808. The Board of Directors of the Company resolved that NT\$5,200,000 (contribution rate :0.4%) of the directors' remuneration and NT\$1,177,802 (contribution rate:0.09%) of the employees' remuneration will be distributed by cash. There is no difference between the amount of employees' compensation and directors' remuneration recognized in the 2024 financial statements.



**ECOVE Environment Corporation**  
**The Balance of the Company's Guarantees and Endorsements**  
**December 31, 2024**

unit : NT\$ Thousand

Item	Guarantees and Endorsements	
	as of 2024/12/31	as of 2023/12/31
ECOVE Solar Energy Corporation	0	2,670,000
ECOVE Solar Power Corporation	1,251,326	1,210,000
EVER ECOVE Corporation	192,500	192,500
ECOVE Solvent Recycling Corporation	200,000	160,000
ECOVE South Corporation Ltd.	0	100,000
ECOVE GangShan Energy Corporation	900,000	900,000
ECOVE Chiayi Energy Corporation	163,555	0
Total	2,707,381	5,232,500
<p>Note: 2024.12.31 Net worth : TWD 6,744.85 millions</p> <p>1. The ceiling on the total amount of endorsements or guarantees made by the Company is TWD 67,448.53 millions.</p> <p>2. The ceiling on the total amount of endorsements or guarantees for any single entity is TWD 40,469.12 millions.</p>		

**ECOVE Environment Corporation**  
**Distribution of cash dividends report of 2024**

- (1) It is processed in accordance with the Article 30 of “Articles of Incorporation” of the Company.
- (2) The Board of Directors of the Company resolved the distribution of 2024 shareholders’ dividends in the amount of TWD 1,106,843,585 by cash (TWD 15.30 per share based on common shares outstanding 72,342,718 shares at the end of January, 2025). The distribution of cash dividends will be calculated to new Taiwan dollar and round it to the nearest dollar. The difference will be booked as the other income or expense of the Company.
- (3) The Chairman of the Company is authorized to determine the record date to distribute the cash dividends. In case that the total common shares outstanding may change and the ultimate cash to be distributed to each common share may need to be adjusted, the Chairman of the Company is authorized to do adjustments.

**ECOVE Environment Corporation**  
**Table of Amendments to “Articles of Incorporation”**

Article	Existing Provisions	Amendments
Article 17-1	<p><u>Two to three</u> of the aforementioned directors shall be independent directors. The directors (including independent directors) shall be elected by adopting the candidate nomination system specified in Article 192-1 of the ROC Company Law.</p> <p>Professional qualification, number of shareholdings, restrictions regarding holding other jobs, nomination and election of independent directors and other compliance matters shall be governed by the relevant regulations set forth by the competent authority.</p>	<p><u>At least three</u> of the aforementioned directors shall be independent directors <u>and the number of independent directors shall be no less than one-fifth of the total number of the directors</u>. The directors (including independent directors) shall be elected by adopting the candidate nomination system specified in Article 192-1 of the ROC Company Law.</p> <p>Professional qualification, number of shareholdings, restrictions regarding holding other jobs, nomination and election of independent directors and other compliance matters shall be governed by the relevant regulations set forth by the competent authority.</p>
Article 29	<p>When net profit occurs in the annual accounts, the Company may, after reserving a sufficient amount of the income before tax to cover the accumulated losses, with the resolution of the board of directors, <u>distribute at least 0.01% of the income before tax to pay to the employees as remuneration, and distribute no more than 2% of the income before tax to pay to the board of directors as remuneration</u>. The remuneration could be stock or cash, and the employee remuneration could be distributed to the employees of subsidiaries of the Company under certain conditions.</p> <p>A report of the distribution of employee remuneration <u>or</u> the board of directors</p>	<p>When net profit occurs in the annual accounts, the Company may, after reserving a sufficient amount of the income before tax to cover the accumulated losses, with the resolution of the board of directors, <u>distribute no more than 2% of the income before tax to pay to the board of directors as remuneration, and distribute at least 0.01% of the income before tax to pay to the employees as remuneration, including no less than 0.003% specifically for junior employees</u>.</p> <p><u>The employee remuneration and junior employee remuneration</u> could be stock or cash, and the employee remuneration could be distributed to the employees of subsidiaries of the Company under certain</p>

Article	Existing Provisions	Amendments
	remuneration shall be submitted to the shareholders' meeting.	conditions. A report of the distribution of employee remuneration, <u>junior employee remuneration, and</u> the board of directors remuneration shall be submitted to the shareholders' meeting.
Article 34	These Articles of Incorporation were enacted on December 8, 1999. (Omitted) The thirteenth amendment on May 27, 2024.	These Articles of Incorporation were enacted on December 8, 1999. (Omitted) The thirteenth amendment on May 27, 2024. <u>The fourteenth amendment on May 28, 2025.</u>



**ECOVE Environment Corporation**  
**Articles of Incorporation**(Before Amendment)

Amended on May 27, 2024

**Chapter I General**

- Article 1      This company is incorporated under the Company Act of the Republic of China, in the name of “ECOVE Environment Corporation” (hereinafter the “Company”).
- Article 2      Scope of the Company’s business activities include the following:
1. C201010 Feed Manufacturing
  2. C801010 Basic Chemical Industrial
  3. C801020 Petrochemical Materials Manufacturing
  4. C801030 Precision Chemical Material Manufacturing
  5. C801060 Synthetic Rubber Manufacturing
  6. C801100 Synthetic Resin and Plastic Manufacturing
  7. C801110 Fertilizer Manufacturing
  8. C801120 Manufacture of Man-made Fibers
  9. C801990 Other Chemical Materials Manufacturing
  10. C802090 Manufacture of Cleaning Preparations
  11. C802120 Industrial and Additive Manufacturing
  12. C802200 Coating, Paint, Dye and Pigment Manufacturing
  13. C802990 Other Chemical Products Manufacturing
  14. C901040 Manufacture of Ready-mix Concrete
  15. C901050 Cement and Concrete Products Manufacturing
  16. CA01990 Other Non-ferrous Metal Basic Industries
  17. CA02010 Manufacture of Metal Structure and Architectural Components
  18. CB01010 Mechanical Equipment Manufacturing
  19. CB01030 Pollution Controlling Equipment Manufacturing
  20. CB01990 Other Machinery Manufacturing
  21. CC01010 Manufacture of Power Generation, Transmission and Distribution Machinery
  22. CC01040 Lighting Equipment Manufacturing
  23. CC01080 Electronics Components Manufacturing
  24. CC01090 Manufacture of Batteries and Accumulators
  25. CD01020 Rail Vehicle and Parts Manufacturing
  26. CE01010 General Instrument Manufacturing
  27. CZ99990 Manufacture of Other Industrial Products Not Elsewhere Classified
  28. D101011 Electric Power Generation
  29. D101050 Combined Heat and Power

30. D301010 Water Operator
31. D401010 Thermal Energy Supply
32. E401010 Dredging industry
33. E402010 Sandstone, Silt Sea Throwing
34. E502010 Fuel Catheter Installation Engineering
35. E599010 Piping Engineering
36. E601010 Electric Appliance Construction
37. E601020 Electric Appliance Installation
38. E603010 Cable Installation Engineering
39. E603020 Elevator Installation Engineering
40. E603040 Fire Safety Equipment Installation Engineering
41. E603050 Automatic Control Equipment Engineering
42. E603080 Traffic Signs Installation Engineering
43. E603090 Lighting Equipments Construction
44. E603100 Electric Welding Engineering
45. E603110 Cold Work Engineering
46. E603120 Sand Blasting Engineering
47. E603130 Gas Water Heater Contractors
48. E604010 Machinery Installation
49. E605010 Computer Equipment Installation
50. E701020 Satellite Television KU Channels and Channel C Equipment Installation
51. E701030 Controlled Telecommunications Radio-Frequency Devices Installation Engineering
52. E801010 Indoor Decoration
53. E801020 Doors and Windows Installation Engineering
54. E801030 Indoor Light-gauge Steel Frame Engineering
55. E801040 Glass Installation Engineering
56. E801070 Kitchenware and Sanitary Fixtures Installation Engineering
57. E901010 Painting Engineering
58. E903010 Anti-Corrosion and Anti-Rust Engineering
59. EZ02010 Crane and Hoist Services Engineering
60. EZ03010 Furnace Installation
61. EZ05010 Instrument and Meters Installation Engineering
62. EZ06010 Traffic Marking Engineering
63. EZ07010 Drilling Engineering
64. EZ09010 Electrostatic Protection and Cancellation Engineering
65. EZ13010 Nuclear Engineering
66. EZ14010 Sport Venue Equipment Engineering
67. EZ15010 Warming and Cooling Maintenance Construction
68. EZ99990 Other Engineering

69. F106010 Wholesale of Hardware
70. F107030 Wholesale of Cleaning Supplies
71. F107050 Wholesale of Fertilizer
72. F107080 Wholesale of Environmental Agents
73. F107170 Wholesale of Industrial Catalyst
74. F107200 Wholesale of Chemical Feedstock
75. F107990 Wholesale of Other Chemical Products
76. F113010 Wholesale of Machinery
77. F113020 Wholesale of Electrical Appliances
78. F113030 Wholesale of Precision Instruments
79. F113050 Wholesale of Computers and Clerical Machinery Equipment
80. F113060 Wholesale of Measuring Instruments
81. F113070 Wholesale of Telecommunication Apparatus
82. F113090 Wholesale of Traffic Sign Equipments and Materials
83. F113100 Wholesale of Pollution Controlling Equipments
84. F114080 Wholesale of Track Vehicle and Component Parts Thereof
85. F117010 Wholesale of Fire Safety Equipment
86. F118010 Wholesale of Computer Software
87. F119010 Wholesale of Electronic Materials
88. F120010 Wholesale of Refractory Materials
89. F199010 Wholesale of Recycling Materials
90. F199990 Other Wholesale Trade
91. F206010 Retail Sale of Hardware
92. F207030 Retail Sale of Cleaning Supplies
93. F207050 Retail Sale of Fertilizer
94. F207080 Retail Sale of Environmental Agents
95. F207170 Retail Sale of Industrial Catalyst
96. F207200 Retail Sale of Chemical Feedstock
97. F207990 Retail Sale of Other Chemical Products
98. F211010 Retail Sale of Building Materials
99. F213010 Retail Sale of Electrical Appliances
100. F213030 Retail Sale of Computers and Clerical Machinery Equipment
101. F213040 Retail Sale of Precision Instruments
102. F213050 Retail Sale of Measuring Instruments
103. F213060 Retail Sale of Telecommunication Apparatus
104. F213080 Retail Sale of Machinery and Tools
105. F213090 Retail Sale of Traffic Sign Equipments and Materials
106. F213100 Retail Sale of Pollution Controlling Equipments
107. F214080 Retail Sale of Track Vehicle and Component Parts Thereof
108. F217010 Retail Sale of Fire Safety Equipment
109. F218010 Retail Sale of Computer Software

- 110. F219010 Retail Sale of Electronic Materials
- 111. F220010 Retail Sale of Refractory Materials
- 112. F299990 Retail Sale of Other Products
- 113. F401010 International Trade
- 114. H201010 Investment
- 115. H701040 Specific Area Development
- 116. H701050 Investment, Development and Construction in Public  
Construction
- 117. H701090 Urban Renewal Renovation or Maintenance
- 118. I103060 Management Consulting
- 119. I199990 Other Consulting Service
- 120. I301010 Information Software Services
- 121. I301020 Data Processing Services
- 122. IF01010 Fire Safety Equipment Inspection and Repair
- 123. IF04010 Non-destructive Testing
- 124. IG03010 Energy Technical Services
- 125. IZ99990 Other Industrial and Commercial Services
- 126. J101030 Waste Disposing
- 127. J101040 Waste Treatment
- 128. J101050 Environmental Testing Services
- 129. J101060 Wastewater (Sewage) Treatment
- 130. J101080 Resource Recycling
- 131. J101090 Waste Disposal
- 132. J101990 Other Environmental Sanitation and Pollution Prevention Service
- 133. JE01010 Rental and Leasing
- 134. ZZ99999 All business activities that are not prohibited or restricted by  
law, except those that are subject to special approval

- |             |  |
|-------------|--|
| Article 3   | The Company has established its headquarter in Taipei, R.O.C., and may establish branches within or outside of the territory of R.O.C. upon the board's resolution when necessary.   |
| Article 4   | <p>Public announcement of the Company shall be made in accordance with Article 28 of the Company Act.</p> <p>Upon the Company goes public, the public announcement of the Company shall be made in accordance with the relevant rules and regulations as established by the competent authority.</p> |
| Article 4-1 | To the extent of the necessary practice, the Company may make endorsement and guarantee according to the rules governing procedure for making of endorsements or guarantees.   |



## **Chapter II Capitals**

- Article 5      The Company has an authorized capital of NT\$1200,000,000, divided into 120,000,000 shares at NT\$10 dollars par value per share. The Company hereby authorizes the Board of Directors to issue the said shares in installments. In respect to the aforementioned capital, a total of NT\$60,000,000, divided into 6,000,000 shares at NT\$10 dollars par value per share, shall be reserved for issuing employee stock options in installments pursuant to the Company's board resolution.
- Article 5-1    The employees entitled to receive shares, which bought back by the Company, or share subscription warrants, or restricted stock for employees, or reserved for subscription by employees when the Company issues new shares, may including the employees of subsidiaries of the Company meeting certain specific requirements which will be determined by the Board of Directors.
- Article 6      The total amount of the Company's reinvestment is not be subject to the restriction of not more than forty percent of the Company's paid-up capital as provided in Article 13 of the Company Act. Any matters regarding the reinvestment shall be resolved in accordance with the resolutions of the Board of Directors.
- Article 7      The Company had issued shares. The share issued is exempted from printing any share certificate and shall be registered the issued shares with a centralized securities depository enterprise and follow the regulations of that enterprise.
- Article 8      Unless otherwise provided by the law and securities regulations, the shareholders' handling of stock affairs and exercise of their rights shall be governed by "Criteria Governing Handling of Stock Affairs by Public Companies."
- Article 9      Deleted.
- Article 10     Changes to the shareholders roster shall be made in accordance with Article 165 of the Company Act.

## **Chapter III Shareholders' Meeting**

- Article 11     There are two types of shareholders' meeting:  
(1) General shareholders' meeting, which shall be convened at least once a year within six months after the end of each fiscal year by the Board of Directors.  
(2) Special shareholders' meeting, which shall be convened when necessary.
- Article 12     The shareholders' meeting shall be chaired by the chairman. In the event where the chairman is absent or cannot exercise its duties for any reasons, Article 208 of the Company Act shall govern.

- Article 13 Notice to convene a shareholders' meeting shall be made pursuant to Article 172 of the Company Act.  
Shareholders' proposals shall be made in accordance with Article 172-1 of the Company Act.
- Article 14 Where a shareholder cannot attend the shareholders' meeting for any reasons, he or she may appoint a representative to attend the meeting and exercise his or her rights on his or her behalf pursuant to Article 177 of the Company Act.
- Article 15 Except as otherwise provided by the Company Act and other ordinances, the shareholder shall have one voting right for each share owned in the Company.  
When the Company convenes a shareholders' meeting, the shareholders may exercise its voting right in writing or electronically.
- Article 16 Except as provided in the Company Act and other relevant rules and regulations, the shareholders' resolution shall be adopted at the meeting with the concurrence of a majority of the votes held by shareholders present at the meeting representing more than half of the total number of issued shares.  
Resolutions adopted at the shareholders' meeting shall be recorded in the meeting minutes and items recorded therein shall be made in accordance with the relevant laws and regulations.
- Article 16-1 In the event where the Company needs to withdraw from public offering, the Company shall submit such issue to the shareholders' meeting for resolution. This provision shall not be amended during the period when the Company is being publicly traded over the counter or in the stock exchange market.
- Article 16-2 The shareholders' meeting may be held by means of visual communication network or other methods promulgated by the central competent authority.  
In case a shareholders' meeting is proceeded via visual communication network, the shareholders taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

#### **Chapter IV Directors and Audit Committee**

- Article 17 The Company shall have five to nine directors, who shall hold the office for a term of three years and be elected from people with legal capacity at the shareholders' meeting. Directors are eligible for reelection. The election of directors shall be made in cumulative vote by open ballots. Each share shall enjoy as many votes as the number of directors' positions up for election. Shareholders may concentrate their full share of votes on one or several candidates. Candidates who receive the most votes shall be elected as directors. Where it is necessary to amend the aforementioned method of election, in addition to complying with

Article 172 of the Company Act, the Company shall include such matter in the notice of convening shareholders' meeting and explain the key contents thereof. The total amount of the nominated shares held by all directors shall be determined in accordance with the regulations set forth by the competent authority.

Article 17-1 Two to three of the aforementioned directors shall be independent directors. The directors (including independent directors) shall be elected by adopting the candidate nomination system specified in Article 192-1 of the ROC Company Law. Professional qualification, number of shareholdings, restrictions regarding holding other jobs, nomination and election of independent directors and other compliance matters shall be governed by the relevant regulations set forth by the competent authority.

Article 17-2 In compliance with Article 14-4 of the Securities and Exchange Act, the Company shall establish an Audit Committee, which shall consist of the entire number of independent directors. The Audit Committee or the members of Audit Committee shall be delegated the power as set forth in the provisions regarding supervisors in the Company Act, the Securities and Exchange Act, and other laws and regulations.

Article 18 The Board of Directors shall have the authority to perform the followings:

- (1) Set out business guidelines
- (2) Draft proposals for distribution of profits, loss recovery, amendment of Articles of Incorporation, changes to the authorized capital and dissolution or mergers of the Company
- (3) Resolve matters related to the offering, issuance or private placement of equity-type securities
- (4) Approve important bylaws related to internal control mechanisms and material business or financial contracts of the Company
- (5) Appoint or remove financial officers, accounting officers, internal auditing officers and other executing officers
- (6) Resolve matters related to the appointment, removal or remuneration of the certified public accountant of the Company
- (7) Amend guidelines and procedure regarding material financial and business conducts of the Company such as acquisition and disposal of assets, derivatives trading, lending of capital, endorsements and guarantees and disclosure of financial forecasts, etc.
- (8) Establish or dissolve branches
- (9) Provide budget and financial reports
- (10) Other authority as granted by the Company Act or by the shareholders' resolution

Article 19 A Board of Directors' meeting shall be attended by more than half of the directors

and the directors shall elect amongst themselves a chairman. The chairman shall externally represent the Company

Article 20 Unless otherwise provided by the Company Act, the Board of Directors' meeting shall be convened by the chairman and the directors shall attend the meeting in person. If the Board of Directors' meeting is convened by video conference, a director attending the meeting by video conference shall be deemed to have attended the meeting in person.

In calling a meeting of the Board of Directors, a notice setting forth therein the subject(s) to be discussed at the meeting shall be given to each director, by means of written document, email or facsimile, no later than 7 days prior to the scheduled meeting date. However, in case of emergency, a meeting may be convened at any time.

Unless otherwise provided by the Company Act, the board resolution shall be adopted with the concurrence of the majority of the directors present at the meeting representing more than half of the directors.

Article 20-1 The Company may set up various functional committees under the Board of Directors. Each functional committee shall stipulate the operating rules for its functioning and such operating rules shall only take effect after the approval of the Board of Directors.

Article 21 The board meeting shall be chaired by the chairman. In the event where the chairman is absent or cannot exercise its duties for any reasons, Article 208 of the Company Act shall govern.

A director may, by a written proxy, appoint another director to attend the board meeting on its behalf and to vote on his or her behalf within the scope of authority granted; provided that a director may only act as proxy on behalf of one other director.

Resolutions adopted at the Board of Directors' meeting shall be recorded in the meeting minutes duly signed or sealed by the chairman.

Article 22 Deleted.

Article 23 The Company hereby authorizes the Board of Directors to determine the remuneration of the directors and chairman of the Company in accordance with the level of contribution to the Company made by each of the said directors and chairman and with reference to the industry standards.

## **Chapter V Human Resources**

Article 24 The Company may establish several managers. The appointment, removal and



remuneration of managers of the Company shall be made in accordance to Article 29 of the Company Act.

Article 25 Deleted.

## **Chapter VI Financial Reports**

Article 26 The fiscal year of the Company shall commence on January 1 of each year until December 31 of the same year. At the end of each fiscal year, the Board of Directors shall prepare the following documents to be audited by the Audit Committee and submitted them for the shareholders' approval at the general meeting of the shareholders:

- (1) Business report
- (2) Financial statements
- (3) Proposal for profit distribution or covering of losses

Article 27 Deleted.

## **Chapter VII Profit Allocation**

Article 28 The allocation of dividends and bonuses shall be made in accordance with the shareholding ratio of each shareholder. Where the Company did not earn any profit, the Company shall not allocate dividends and bonuses.

Article 29 When net profit occurs in the annual accounts, the Company may, after reserving a sufficient amount of the income before tax to cover the accumulated losses, with the resolution of the board of directors, distribute at least 0.01% of the income before tax to pay to the employees as remuneration, and distribute no more than 2% of the income before tax to pay to the board of directors as remuneration. The remuneration could be stock or cash, and the employee remuneration could be distributed to the employees of subsidiaries of the Company under certain conditions.

A report of the distribution of employee remuneration or the board of directors remuneration shall be submitted to the shareholders' meeting.

Article 30 The Company shall, after all taxes and dues have been paid and its losses have been covered and at the time of allocating surplus profits, first set aside ten percent of such profits as a legal reserve. However, when the legal reserve amounts to the authorized capital, this shall not apply. Furthermore, in accordance with the provisions of laws and regulations and the rules prescribed by the central competent authority, a special reserve shall be set aside. If there is recovery of the balance of special reserve, the recovered amount shall be included in the distribution of the profit for the current year.

The allocable profit for the current year, which is the balance after the profit distribution and covering losses aforementioned as the preceding Paragraph,

together with the undistributed retained earnings accrued from prior years shall be referred to as accumulated distributable earnings, which shall be distributed as dividends to shareholders according to shareholders' resolutions.

The Company authorizes the Board of Director to distribute all or part of the distributable dividends and bonuses, capital surplus or legal reserve in cash to shareholders after a resolution has been adopted by a majority vote at a meeting of the Board of Directors attended by at least two-thirds of the total number of directors; and in addition thereto a report of such distribution shall be submitted to the shareholders' meeting.

In order to meet the requirements in business expansion and industry growth, fulfilling future operating needs and stabilizing financial structure is the priority of the Company's dividend policy. Thus, the distribution of the accumulated distributable earnings accords to the shareholders' resolutions. And, the amount of shareholders' bonus shall not be less than 20% of accumulated distributable earnings of the Company, and in particular cash dividend shall not be less than 5%.

Article 31 Deleted.

#### **Chapter VIII Miscellaneous**

Article 32 The internal organizational bylaws and procedural rules shall be set out separately.

Article 33 All matters that are not provided for herein shall be subject to the Company Act and other applicable laws and regulations.

Article 34 These Articles of Incorporation were approved at the promoters' meeting by all promoters on December 8, 1999.

The first amendment was approved on June 27, 2002,

Article 17-1 of this Articles of Incorporation was amended in accordance with Article 183 of the Securities and Exchange Act,

the second amendment on June 20, 2007,

the third amendment on June 26, 2009,

the fourth amendment on June 17, 2010,

the fifth amendment on June 25, 2013,

the sixth amendment on June 23, 2014

the seventh amendment on June 21, 2016

The eighth amendment on June 26, 2017

The ninth amendment on May 28, 2020

The tenth amendment on July 30, 2021

The eleventh amendment on May 26, 2022

The twelfth amendment on May 31, 2023.

The thirteenth amendment on May 27, 2024.

Article 35      This Articles of Incorporation shall become effective upon the approval by the shareholders' meeting. The same shall apply to the amendment hereto.

ECOVE Environment Corporation  
Chairman                      J. J. Liao

**ECOVE Environment Corporation**  
**Rules Governing Procedure for Shareholders' Meetings**

Amended on June 26, 2009

New on June 12, 2006

- Article 1 Unless otherwise provided by laws, regulations or Articles of Incorporation , the shareholders' meeting shall be governed by the Rules.
- Article 2 The Company shall prepare an attendance sheet for the attending shareholders or the proxies to sign or the attending shareholders shall hand in an attending card to indicate their presence. The number of the shares present at the shareholders' meeting shall be calculated based on the attendance sheet or the attending cards handed in.
- Article 3 The attendance of and voting at the shareholders' meeting shall be calculated based on shares.
- Article 4 The shareholders' meeting shall be held at the location of the Company or at the location that is convenient for the shareholders to attend and appropriate for convening shareholders' meeting thereat. The time of the meeting shall not be earlier than 9am or later than 3pm.
- Article 5 If the shareholders' meeting is convened by the board of directors, the shareholders' meeting shall be chaired by the chairman. If the chairman is absent or cannot exercise its duties for any reasons, the chairman shall appoint a director to represent him or her at the shareholders' meeting. Where the chairman did not appoint any representative, the directors shall choose a person among them to do so.
- Article 6 The Company may appoint its attorneys, accountants or other related persons to attend the shareholders' meeting as non-voting observers.
- Article 7 The entire proceedings of the shareholders' meeting shall be recorded on audio or video tape. Such audio or video tape shall be kept for at least 1 year.
- Article 8 The chair of the shareholders' meeting shall immediately announce the commencement of the shareholders' meeting when it is time to commence, provided that where shareholders representing more than half of the total issued shares are absent from the shareholders' meeting, the chair may announce the postponement of the shareholders' meeting. However, the shareholders' meeting can only be postponed twice and the total period of postponement cannot exceed one hour. If, after two postponements, the quorum is still not satisfied, but the attending shareholders represent more than one third of the total issued shares, a provisional resolution may be made pursuant to Paragraph 1 of Article 175 of the Company Act. Before the closing of that shareholders' meeting, if the attending shareholders represent more than half of the total issued shares, the chair may submit the provisional resolution to the shareholders' meeting for voting in accordance with Article 174 of the Company Act.



- Article 9 If the shareholders' meeting is convened by the board of directors, the agenda of the meeting shall be determined by the board of directors. The shareholders' meeting shall proceed in the order of proposed agenda. Such order shall not be changed without the approval of the shareholders' meeting.  
The above provision applies is also applicable to the Meeting which is convened by the person who does not belong to the Board of Directors.  
Before the proposed agenda (including extempore motions) is decided, without the approval of the shareholders' meeting, the chair shall not announce the adjournment of the shareholders' meeting.  
Members of the board shall provide help to shareholders to vote a Chairman with majority of present shareholders in accordance of the statutory process when the Chairman adjourn the Meeting in violation of Rules and Procedures.  
After the adjournment of the shareholders' meeting, the shareholders shall not elect another chair to continue the shareholders' meeting at the same location or at another location.
- Article 10 Before an attending shareholder makes a statement, he or she shall first fill out a statement slip indicating the subject of his or her statement, the shareholder's account number (or the attendance identification number) and the shareholder's name. The chair shall determine the order in which the shareholders shall make the statement.  
Where an attending shareholder only submits a statement slip but did not make any statement, he or she shall be deemed to have not spoken. Where the content of the oral statement is different from that indicated on the statement slip, the content of the oral statement shall prevail.  
When an attending shareholder is making a statement, the other shareholders shall not interrupt unless otherwise agreed to by the chair and the speaking shareholder. In case of violation, the chair shall stop the disturbance.
- Article 11 For every proposal discussed, unless otherwise agreed to by the chair of the shareholders' meeting, each shareholder shall not speak for more than twice and each time shall not exceed 5 minutes. Any shareholder violating the abovementioned rule or whose statement exceeds the scope of the proposal, the chair may interrupt and stop such shareholder from speaking.
- Article 12 Where a juristic person is delegated to attend the shareholders' meeting, such juristic person can only appoint one person to attend the shareholders' meeting. Where a juristic person appoints more than 2 representatives to attend the shareholders' meeting, only one of such representatives may speak for each proposal.
- Article 13 When an attending shareholder speaks, the chair may answer such shareholder directly or appoint a related person to answer.
- Article 14 With respect to the discussion of a proposal, where the chair is of the opinion that a matter has been sufficiently discussed to the extent that a vote may proceed, he or she may conclude the discussion and bring the matter to vote.

- Article 15      People supervise and count the votes for the voting of a proposal shall be appointed by the chair, provided that the person supervising the vote shall be a shareholder of the Company. The result of the vote shall be announced on site and shall be recorded in the meeting minutes.
- Article 16      During the course of the shareholders' meeting, the chair may announce a break at the times that he or she deems appropriate.
- Article 17      Unless otherwise provided by the Company Act or by the Articles of Incorporation, a proposal shall be adopted by a majority vote of the shareholders present. When voting for a proposal, if no objection is expressed when the chair puts the matter before the shareholders present at the shareholders' meeting, the proposal shall be deemed to have been adopted. The effect of such adoption shall be the same as adoption by votes.  
If there's any objection, shareholder shall vote for it in accordance of above rules.
- Article 18      Where there is an amendment proposal or alternative proposal for the same issue, the chair shall determine the order of voting of such proposals together with the original proposal for the same issue. However, if a proposal has been approved, the other proposals shall be deemed to have been vetoed and need not be voted again.
- Article 19      The chair may direct the rectifiers (or security personnel) to assist in maintaining order at the shareholders' meeting. When the rectifiers (or security personnel) provide assistance to maintain the order at the shareholders' meeting, they shall wear the badge indicating that they are the rectifiers.
- Article 20      The Rules shall come into force upon the adoption by the shareholders' meeting. The same shall apply to the amendment hereof.

**ECOVE Environment Corporation**  
**Shareholdings of All Directors**

Record Date: March 30, 2025

Title	Name	Shares	%	Representative
Chairman	CTCI Corporation	38,457,105	53.07	J. J. Liao
Director	CTCI Corporation			H. H. Tiao
Director	Kuan Shen Wang	0	0.00	NA
Director	Yangming Liu	0	0.00	NA
Director	Eugene Chien	0	0.00	NA
Director	Bing Shen	0	0.00	NA
Independent Director	Shuh Woei Yu	0	0.00	NA
Independent Director	James Tsai	0	0.00	NA
Independent Director	Shan Shan Chou	0	0.00	NA
Total number of shares held by all Directors		38,457,105	53.07	

- (1) Total shares issued as of March 30, 2025: 72,465,231 common shares.
- (2) The minimum required combined shareholding of all Directors by law: 5,797,218 shares.

**Others**

The process of proposals raised by shareholders during this annual general meeting:

- 1) According to Article 172-1 of The Company Act, shareholders with more than 1% ownership interest are entitled to raise a maximum of one proposal less than 300 words to the company in writing, which will be addressed during the annual general meeting.
- 2) This year's annual general meeting was open to shareholders' proposals from March 7 to March 17, 2025, and these dates have been published on the Market Observation Post System in compliance with the relevant regulations.
- 3) The Company did not receive any proposals from shareholders.