PChome Online Co., Ltd.
Minutes of the 2026 General Meeting of Shareholders

Meeting time: 9:00 am on June 17, 2026 (Wednesday).
Meeting location: No. 11, Zhongshan South Road, Zhongzheng District, Taipei City (Room 1002, Chang Wing-Fa Foundation International Conference Center)

Attendance: The total number of shares issued by the company is 205,647,065 shares. According to Article 179 of the Company Law, the number of non-voting shares is 2,779,000 shares. The number of shares in attendance was 118,170,722 shares (of which78,856,814 shares exercised voting rights electronically), accounting for 58.25% of the company's total issued shares after deducting the number of non-voting shares.

Chairman: Chairman Zhan Hongzhi   Record: Li Xiancheng

Directors present: Chairman Zhan Hongzhi, Director Zhang Yushan,
Participants: Wendy Liang CPA from PwC Firm
Hong Pei qi Lawyer from Lotus International Law Firm

Report Items

Report Items

(I) 2025 Business Report.
Explanatory Notes: Please refer to Attachment I (Page12 of this meeting handbook) for the Company's 2025 Business Report.

(II) Audit Committee's Review Report of 2025 Financial Statements.
Explanatory Notes: Certified Public Accountants of PwC, Wendy Liang and Bruce Cheng audited the Company's 2025 parent company only and consolidated financial statements. The Audit Committee reviewed the business report, Deficit Compensation Statement, and aforementioned

financial statements with review report issued. Please refer to Attachment II (Page 16 of this meeting agenda) for details.

(III) This company reports accumulated losses exceeding half of its paid-in capital.

Explanation Note:

(1) According to Article 211 of the Company Act, when a company's losses exceed half of its paid-in capital, it must report to the board of directors. The board of directors should report to the shareholders at the most recent shareholders' meeting. This company submitted its report to the board of directors on November 12, 2025.

(2) According to the company's financial report audited by its accountants for the third quarter of 2025 (ending September 30, 2025), the company's accumulated losses amounted to NT$1,074,783 Thousand dollars, while its paid-in capital was NT$2,056,470 Thousand dollars . The losses represent 52.26% of the paid-in capital, exceeding half (NT$2,056,470Thousand dollars × 1/2 = NT$1,028,235Thousand dollars). This report is hereby submitted.

(IV) Report on the Implementation of the Company's Treasury Share Program.

Explanation Note: The implementation period for the Treasury Share Repurchase approved by the Company's Board of Directors in 2021 has expired. As of May 5, 2026, 879,000 untransformed shares were subject to capital reduction and the share details are as follows. Please refer to the below document.

Number of Share Buyback	Applications: 3rd Share Buyback Application
Purpose of Share Buyback:	(Transfer to employees in one or more

Transfer of shares to employees	installments within five years from the date of share buyback)	
Board Resolution Date:	2021/03/16	
Actual Share Buyback Period	2021/03/22~2021/05/05	
Actual Number of Shares Buybacked	1,230,000	
Number of Transfers	2nd Employee Transfer	3rd Employee Transfer
Number of Employee Shares Transferred	333,000	18,000
Transfer Price	88.01	88.01
Subscription Date	20210806	20211103
Share Delivery Date:	20210901	20211215
Share Delivery Method:	Login to Account A for management	
Restricted Transfer Period	20210901~20230831	20211215~20231214
Note	Transferable only after 2 years from the date of delivery	
Untransferred treasury stock balance of employees:	1,230,000 - 333,000 - 18,000 = 879,000 shares	

Ratification Items

Proposal 1: (Proposed by the Board of Directors)

Subject: 2025 Business Report and Financial Statements.

Explanatory Notes:

1. The 2025 parent company only and consolidated financial statements of the Company were prepared and had been audited by Certified Public Accountants of PwC, Wendy Liang and Bruce Cheng with an independent auditors' report issued. The financial statements along with the business report had been reviewed by the Audit Committee

and approved in the Board of Directors' meeting.

2. Please refer to Attachment I and III (Pages 12 and 17 of this meeting handbook) for the 2025 business report, independent auditors' report and aforementioned financial statements.
3. Please ratify.

Resolution:

The result of the voting on this case was that the total number of voting rights was 118,170,722 (including 78,856,814 rights for electronic voting),

Number of votes in favor: 115,338,095 (97.60%) Number of votes against: 271,015 (0.23%) Number of votes invalid: 0 (0.00%) Number of votes abstaining/not voting: 2,561,612 (2.17%) The motion passed as originally intended.

Proposal 2 (Proposed by the Board of Directors)

Subject: Adoption of the Proposal for 2025 Deficit Compensation.

Explanatory Notes:

1. For 2025, the beginning balance of the Company's deficit to be compensated was NT$(570,794,755). After accounting for the net profit (loss) of NT$(920,611,784) and adding other comprehensive income of NT$2,409,534, It is proposed to use capital reserves 570,794,755to offset losses. After offsetting the losses, the remaining accumulated losses are (918,202,250)
2. Due to the deficit recorded for the year, no earnings distribution will be made. Only the deficit compensation statement is presented as follows.
3. Please discuss:

PChome Online Inc.				
2025 Deficit Compensation Statement				
			Unit: NT$	
	Item	Amount	Total	
	Beginning balance		(570,794,755)	
	Change during the year			
Less:	Net profit (loss) of 2025	(920,611,784)		
Add:	Other comprehensive income of 2025	2,409,534		Note 1
	Subtotal		(918,202,250)	
	Capital reserves to cover losses		570,794,755	
Add	**Unappropriated earnings, end of the period**		(918,202,250)	
Chairman: Hung-Tze Jan		Manager: Yu-Shan Chang	Accounting Officer: Evian Chang	

Note 1:

Impact amount	PChome Online Inc.
Actuarial gains and losses on labor retirement reserve fund	3,011,917
Income tax effect	(602,383)
Total	2,409,534

Resolution:

The result of the voting on this case was that the total number of voting rights was 118,170,722 (including 78,856,814 rights for electronic voting), Number of votes in favor: 115,196,699 (97.48%) Number of votes against: 298,619 (0.25%) Number of votes invalid: 0 (0.00%) Number of votes abstaining/not voting: 2,675,404 (2.26%) The motion passed as originally intended.

(Proposed by the Board of Directors)

Subject: A proposal regarding the Company's subsidiary, 21st Century Fintech Co., Ltd., planning to apply for a stock listing on the Tokyo Stock Exchange in Japan, is submitted for discussion.

Explanatory Notes:

1. In order to expand the overseas financial technology market, enrich working capital, and enhance international competitiveness, the Company's significant subsidiary, 21st Century Fintech Co., Ltd. (hereinafter referred to as "21JP"), plans to apply for an initial public offering (IPO) and listing of its shares on the Tokyo Stock Exchange in Japan.
2. This proposal is processed in accordance with Article 8-2 of the "Rules Governing the Trading of Securities on the Taipei Exchange" (hereinafter referred to as the "Trading Rules") of the Taipei Exchange (hereinafter referred to as "TPEx"). After being approved by the Company's Board of Directors, this proposal must be submitted to the shareholders' meeting for approval.
3. The purpose of 21JP applying for listing and trading on an overseas securities market: To expand the overseas financial technology business market, enrich working capital, and utilize diversified financing channels to strengthen the financial structure, improve overall capital operation efficiency and international competitiveness, while simultaneously strengthening the brand image and attracting and motivating excellent local professionals, 21JP plans to apply for an IPO and listing on the Tokyo Stock Exchange.
4. The impact on the Company's finance and business, the expected organizational structure and business adjustments, and the impact of such adjustments on the Company:
   (1) Financial impact: 21JP's listing will help strengthen its

financial structure and acquire diversified financing channels, which is expected to bring positive benefits to the Company's financial aspects.
(2) Business impact: The current issuance and listing will not bring any foreseeable major adjustments to the existing business nature of the Company's group, and thus will not have a significant impact on the Company's business.
(3) Expected organizational structure and business adjustments: Currently, the Company's group has control over 21JP, mainly because the 21JP "Shareholders Agreement" (hereinafter referred to as the "Original Agreement") grants the Company the right to appoint a majority of four director seats (out of seven total seats). This gives the Company the power to direct 21JP's relevant activities and meets the elements for determining control under IFRS 10, so 21JP is currently a consolidated subsidiary of the Company. If 21JP successfully completes its IPO in Japan in the future, in order to comply with the basic principle of shareholder equality of the Tokyo Stock Exchange, the Original Agreement will automatically become invalid. Considering the dilution effect on the Company's shareholding ratio in 21JP, the Company will no longer have the power to direct the relevant activities of 21JP. The Company assesses that if the conditions for 21JP's IPO are fulfilled in the future, according to IFRS 10, the Company will lose control over 21JP if it cannot maintain the elements for determining control. However, the actual situation may still vary due to multiple factors such as local regulations, review results, and market conditions; in addition, as mentioned above, the current issuance and listing will not result in any foreseeable major adjustments to the existing business nature of the Company's group.

(4) Impact of expected organizational structure and business adjustments on the Company: After the implementation of this organizational structure adjustment plan, the Company will still have significant influence over 21JP. Furthermore, 21JP's listing aims to enrich working capital and utilize diversified financing channels to strengthen the financial structure, thereby enhancing the Company's overall capital operation efficiency and international competitiveness. This is beneficial to the long-term stable development of the Company and does not have a material impact on the Company's financial and business operations. Regarding the required procedures under Article 8-1 of the "Trading Rules" concerning the reduction of direct or indirect shareholding in, or loss of control over, a significant subsidiary, to ensure information transparency, the Company passed the proposal regarding the loss of control over 21JP at the Board of Directors' meeting on May 13, 2026. The Company has also engaged independent experts to issue an opinion letter on the reasonableness of historical prices and the impact on the rights and interests of the Company's shareholders. However, the actual share release situation, final issue price, and subscribers have not yet been determined. The Company intends to make supplemental announcements on any outstanding matters once the relevant issuance conditions are clarified.

5. Method of share dispersion, expected reduction in shareholding ratio, basis for pricing, and transferees:

(1) Method of share dispersion and expected reduction in shareholding ratio: According to the regulations of the listing location, the expected number of new shares to be issued will not be less than 20% of 21JP's total share capital after issuance. The Company's shareholding ratio in 21JP is

expected to decrease by more than 10%. However, the final class of securities to be listed, the number of shares to be issued, and the reduction in the shareholding ratio will be determined through negotiation between 21JP and the lead underwriter based on local regulations, capital requirements, communication results with competent authorities, and market conditions.

(2) Basis for pricing: Under full consideration of the interests of existing shareholders, market conditions, and issuance risks, the issue price will be determined through book building in accordance with the relevant laws and regulations of the listing location, or through other methods approved by the local securities competent authorities.

(3) Transferees: Qualified investors and public investors as prescribed by the relevant regulations of the listing location.

6. Whether it affects the Company's continued listing on TPEx: This proposal is handled in accordance with relevant laws and regulations. The interests of the Company's existing shareholders can be fully protected, and it will not affect the Company's qualification for continued listing on the TPEx.
7. The aforementioned discussion matters of this proposal were deliberated at the 11th meeting of the 3rd term of the Audit Committee of the Company on Mar 24, 2026.
8. This proposal was approved by the Board of Directors on Mar 24, 2026, and according to regulations, it is included as a discussion item for the Company's 2026 Annual Shareholders' Meeting and will be handled after obtaining the approval of the shareholders' meeting. It is also proposed to request the shareholders' meeting to authorize the Chairman and/or their designated person(s) to handle all matters related to 21JP's application for listing on the overseas securities market with

full discretion, based on the opinions of relevant government authorities, regulations of the listing location, listing rules, market conditions, or actual applicable circumstances (including but not limited to adjusting the listing plan, signing relevant agreements, contracts, master trading agreements, and issuing lock-up commitment letters to underwriters, etc.).

9. The above is submitted for discussion.

Resolution: The result of the voting on this case was that the total number of voting rights was 118,170,722 (including 78,856,814 rights for electronic voting), Number of votes in favor: 115,391,834 (97.65%) Number of votes against: 280,893 (0.24%) Number of votes for invalidity: 0 (0.00%) Number of votes abstaining/not voting: 2,497,995 (2.11%) The motion passed as originally intended. .

Special Motions

Shareholder 28829 Peng X Ming asked: After Future Group's subsidiary, "21st Century Financial Technology Co., Ltd.", went public in Japan, has the parent company considered disposing of any portion of its shares? If a gain is recognized from the disposal of shares in the future, will this gain be reflected in the company's earnings per share (EPS), dividends, or used to increase the company's net asset value?
Company Response: Following the listing of 21st Century Financial Technology Co., Ltd. in Japan, if the Company disposes of its shareholding, the proceeds from such disposal will be recognized and reflected in the non-operating income item of the profit and loss statement in accordance with the law. If the Company's overall operations have eliminated accumulated losses and completed the allocation of statutory surplus reserves, the Company will consider whether to distribute dividends if funds are sufficient.

Shareholder 28829, Peng X Ming, asked: Chairman, regarding the current operating status of the subsidiary "21st Century Financial Technology Co., Ltd." (hereinafter referred to as 21st Century) in Japan, and in preparation for its future listing in Japan, what is the current proportion of its overall operations in Japan? Furthermore, what are the company's main business activities and profit model in Japan?

Company Response: 1. Japan Operations and Financial Performance: Following its selection for the "Asia Startup Hub" startup program, 21st Century Business Herald has continued to explore ways to expand its presence in the Japanese market. At the end of the third quarter of 2025, the company completed the acquisition of the Japanese payment company "Payment for," serving as a core strategy for rapid entry into the Japanese market.

Regarding the specific percentage of Japanese operations within the overall FinTech BU, this is not currently disclosed separately but will be assessed and disclosed at an appropriate time or during an earnings call.

In terms of overall financial performance, the FinTech BU achieved full-year revenue of NT$2.355 billion (YoY +8.7%) and operating profit of NT$402 million (YoY +7.2%) in 2025. In 2016, the company achieved significant growth due to the integration of the "Payment for" business. The financial technology division's revenue reached NT$807 million in the first quarter (YoY +53.1%), and operating profit was NT$218 million (YoY +75.8%).
2. Business Scope and Profit Model in Japan: Prior to the acquisition of "Payment for", Century 21's business in Japan was relatively small, primarily relying on its subsidiary, TapPay, for technology licensing.

In-depth analysis of the Japanese payment market revealed a different industry ecosystem compared to Taiwan. All of Japan's top ten payment companies are profitable, primarily because smaller payment companies ranked third to tenth in the Japanese market are well-suited to specific scenarios and services. Currently, "Payment for" ranks approximately sixth in the Japanese market, offering highly integrated ERP systems to SMEs, resulting in higher switching costs and effectively maintaining merchant loyalty and usage.

3. Merger Synergies and Japanese IPO Plans: The acquisition of "Payment for" not only brings local Japanese talent, deepens market understanding, and connects with existing business scale and merchant networks, but the two companies have also begun planning to expand some of Century 21's Taiwanese business to Japan through "Payment for," while simultaneously evaluating the synergies of introducing high-quality Japanese business to Taiwan.
While this acquisition significantly enhances the visibility and market attention of Century 21's IPO in Japan, it is not a prerequisite for listing. In recent years, the Tokyo Stock Exchange's listing rules have become highly open, actively shaping it into a major fundraising market in Asia. The requirements for the proportion of

operations outside Japan have been significantly relaxed, meaning that Century 21's current operations, with most located overseas, are eligible for listing.

Our company is pursuing this aggressive acquisition based on business synergies, understanding of the Japanese investment market, complementarity with local elite talent, and the commercial value of long-term merchant relationships. Furthermore, the acquired company originally had plans for an independent IPO, and its major shareholders agree with our IPO plans and value realization path, having already reinvested some of the proceeds from the share sale into Century 21, ensuring complete alignment of long-term interests for both parties.

At 10:18 a.m. on the same day, the chairman adjourned the meeting.

Attachment I

PChome Online Inc.

2025 Business Report

Looking back at Fiscal Year 2025, the retail sector faced a multifaceted environment characterized by cautious domestic spending and intensified e-commerce competition. Amidst the ongoing shift toward omnichannel retail and ecosystem-driven rivalry, the Group recorded a consolidated revenue of NT$36.86 billion. While this represents a 1.9% year-over-year decrease, the decline has significantly narrowed compared to 2024, signaling a stabilizing trend.

The consolidated net loss for the year was NT$810 million. This performance was primarily impacted by margin pressures in our B2C e-commerce division due to aggressive market competition. Additionally, following the successful private placement in early 2025, the Group proactively executed strategic restructuring and asset optimization, which involved certain one-time non-recurring charges. Expansion costs from overseas subsidiaries also factored into the year's results.

In response to these headwinds, PChome remains steadfast in its "User-First" mission. We are revitalizing our growth trajectory by:

Optimizing User Experience: Creating a seamless and intuitive shopping environment.

Elevating Product Value: Enhancing our selection and price competitiveness.

Data-Driven Decision Making: Scaling our data analytics capabilities to improve operational precision.

Beyond our core business, we are deepening our Online Merge Offline (OMO) footprint through high-impact strategic partnerships. At the same time, we are streamlining our organizational structure and consolidating Group resources. As our subsidiaries continue to deliver solid operational momentum and profitability, we remain dedicated to demonstrating long-term resilience and creating value in this ever-evolving marketplace.

Operational highlights in 2025 are summarized as follows

Consolidating 3C Leadership: Deepening Membership Engagement and Optimizing User Experience to Drive Mobile Growth

In our core B2C e-commerce business, as the leading channel for 3C products and home appliances, we leveraged our deep industry insights to capitalize on major product launch cycles. This year, we successfully captured strong demand for blockbuster releases, including the iPhone 17 series, Nintendo Switch 2, and NVIDIA RTX 50 series graphics cards, driving year-over-year revenue growth in the 3C category. We remain committed to reinforcing our brand promise—"For 3C, PChome is the First Choice"—by combining category expertise with professional service to create platform value.

Regarding non-3C categories, we pursued balanced growth with a focus on digital content and value-added services. Our commitment to the digital reading market has seen e-books grow to represent over 80% of our total book category. In 2025, e-book sales surged 30% YoY, which effectively boosted sales for hardware products like e-readers. Additionally, we strengthened brand affinity through our mascot, BOXMAN, launching redesigned private-label household paper products and collaborating with major food manufacturers on exclusive co-branded snack boxes and other IP merchandise.

Furthermore, we have aggressively overhauled our App and web interfaces, integrating AI-driven personalization, enhanced search functionality, and intelligent customer service. These initiatives have significantly improved the end-to-end consumer journey from browsing to checkout, resulting in higher member loyalty, improved conversion rates, and steady growth in mobile revenue contribution.

Leveraging Local E-commerce Advantages: Deepening OMO Integration as a Lifestyle Service Integrator

The Group is dedicated to bridging online and offline channels to provide a more convenient and personalized shopping experience. In October 2025, we launched the "PChome Super Express Delivery" in collaboration with 7-ELEVEN. Initially serving the Taipei-New Taipei-Taoyuan metropolitan area, this service pioneered the "Order at Night, Pickup in the Morning" model. By completing the "last mile" from online ordering to offline pickup, we have significantly enhanced trust and convenience for urban users. Since its debut, the share of Super Express orders has grown monthly, maintaining a high on-time delivery rate even during peak logistics periods. This initiative not only meets critical consumer needs and improves user stickiness but also optimizes warehouse utilization and reduces overall delivery costs.

To maximize ecosystem synergies, following our strategic alliance with Chunghwa Telecom, we officially joined the "uniopen" member ecosystem in October this year. This partnership integrates the OPENPOINT rewards system into our platform, allowing 19 million members to redeem points on PChome 24h Shopping. By strengthening the OMO point economy and increasing repurchase incentives, we have successfully boosted platform activity and enhanced member flexibility across the ecosystem.

Enhancing Efficiency at the A7 Smart Logistics Park and Accelerating E-commerce Empowerment Services

The "PChome Linkou A7 Smart Logistics Park" has become the strategic hub for enhancing operational efficiency and optimizing delivery capacity within our B2C core business. This year, the A7 warehouse accounted for 90% of total order fulfillment for PChome 24h Shopping. By leveraging advanced automation, we have significantly boosted shipping throughput while reducing the freight-to-revenue ratio through warehouse consolidation.

The Group is actively transforming its robust e-commerce infrastructure into a new growth engine. Our 3PL (Third-Party Logistics) business continued to deliver double-digit year-over-year revenue growth, contributing a steady income stream to the Group. Looking ahead, we remain committed to optimizing warehouse operational efficiency and expanding our external client base by providing premium e-commerce empowerment services.

Concurrently, our intelligent advertising platform, PChome Ads, continues to strengthen the integrated synergy between off-site traffic redirection and on-site conversion. Since its launch, our RMN (Retail Media Network) services—driven by deep data analytics and AI integration—have demonstrated strong quarter-over-quarter growth. Notably, revenue during the Double 11 shopping festival achieved triple-digit year-over-year growth, reflecting brand advertisers' high confidence in our platform's precision marketing capabilities.

Consistent Profitability of Subsidiaries and Realization of Group Synergies

The Group’s Fintech, Marketplace, and Japanese Cross-border E-commerce divisions demonstrated robust operational synergies and contributed steady profits throughout the fiscal year. Notably, our Fintech subsidiary, 21st Fintech, completed the acquisition of a 65% controlling interest in MPI Inc. during the third quarter. This acquisition grants 21st Fintech indirect ownership of Payment for, a prominent Japanese payment service provider and a wholly-owned subsidiary of MPI Inc. This strategic transaction underscores 21st Fintech’s commitment to the Japanese market and its broader ambition to scale within the Asia-Pacific Fintech ecosystem.

Bibian, our specialist in Japanese cross-border e-commerce, maintained its earnings resilience despite significant foreign exchange volatility. A key milestone was achieved in November with the official API integration with Amazon Business (Japan). Combined with the successful introduction of overseas strategic capital, Bibian is well-positioned to deepen its cross-border footprint and offer a more highly-differentiated product mix. Simultaneously, our Marketplace division continues to capture the "interest-driven" consumption trends of younger demographics, achieving sustained progress in pre-orders, niche hobbyist categories, and the circular economy (second-hand goods).

Strengthening Financial Resilience and Advancing Corporate Sustainability (ESG)

The Group is dedicated to fortifying its fundamental operations by optimizing product portfolios, enhancing warehousing efficiency, and streamlining operational processes. By maintaining a solid financial foundation, we have heightened our resilience against market uncertainties. In terms of financial structure, the Group successfully secured NT$2.47 billion through a private placement from the Uni-President Group in the first quarter of 2025. This capital infusion has significantly optimized our capital structure, providing robust support for the Group’s long-term steady development.

Regarding corporate sustainability, PChome has been recognized with the "Taiwan Corporate Sustainability Award" (TCSA) for several consecutive years. We remain tireless in our efforts to implement green packaging and construct a sustainable e-commerce ecosystem, ensuring that corporate growth evolves in tandem with social responsibility to enhance long-term shareholder value. Furthermore, our dedication to consumer protection, secure shopping environments, and sustainable management led to our receipt of the "Friendly E-commerce Award" from the Ministry of Digital Affairs for two consecutive years. Moving forward, we will continue to fulfill our ESG commitments, ensuring the Group demonstrates high operational resilience as we progress steadily toward our sustainable development goals.

Future Outlook

Maintaining an attitude of prudent optimism, the Group is dedicated to constructing a resilient and competitive e-commerce ecosystem. We look forward to launching more innovative Online-Merge-Offline (OMO) services, leveraging our local expertise to integrate resources and position the company as a "Lifestyle Scenario Integrator." Our goal is to create superior platform value and distinct differentiation for our users.

Furthermore, we remain committed to providing consumers with a more convenient and personalized shopping experience, deepening the brand trust we have built locally. Supported by a robust financial and operational structure, we will continue to enhance collaboration with our strategic partners. By pursuing a healthy, sustainable path to revenue growth, we aim to deliver long-term value to our shareholders.

In closing, we would like to express our sincere gratitude to all shareholders for your enduring support and trust. We remain dedicated to cultivating the market and bringing a better living experience to all our consumers.

PChome Online Inc.

Chairman Hung-Tze Jan

General Manager Yu-Shan Chang

Accounting Officer: Evian Chang

Attachment II

PChome Online Inc.
Audit Committee's Review Report

Approval for

The Board of Directors has prepared the Company's parent company only and consolidated financial statements for 2025, which were audited by certified public accountants of PwC, Wendy Liang and Bruce Cheng. The aforementioned financial statements, along with 2025 Business Report and Deficit Compensation proposal, have been reviewed and determined to be correct by the Audit Committee. We hereby submit this report in accordance with Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

To

the Company's 2026 Annual Shareholders' Meeting

Convener of the Audit Committee

He Chen dan

Mar 25, 2026

Independent Auditors' Report

To the Board of Directors of PChome Online Inc.:

Opinion

We have audited the accompanying parent company only balance sheet of PChome Online Inc. ("the Company") as of December 31, 2025, and the related parent company only statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025, and its financial performance and its cash flows for the year ended December 31, 2025 in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audit 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 Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements of the Company for the year ended December 31, 2025. 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, and we do not provide a separate opinion on these matters.

Key audit matters for the Company's parent company only financial statements for the year ended December 31, 2025 are stated as follows:

Impairment assessment of investments accounted for using equity method

Please refer to Note 4(14) "impairment of non-financial assets" for the accounting policy, Note 5 for "significant accounting estimates", and Note 6(7) for the information about impairment assessment of investments accounted for using equity method.

Description of key audit matter:

Part of the amount of investment accounted for using equity method of the Company from equity transactions is measured as its recoverable amount based on its forecasts of future operations and discounted future cash flows. Due to the complexity and high uncertainty of the estimation process, which involves subjective judgments made by management and is a critical accounting estimation, we determine the impairment assessment of the investments accounted for using equity method as one of the most important matters.

Audit procedures to address the matter:

Understand the process of impairment assessment by management, assess the reasonableness of the impairment model and the cash generating units identified by management.

Compare management's past estimates with actual results to assess the reasonableness of management's estimates.

Assess the reasonableness of the significant assumptions used in the impairment model, including the expected growth rate and discount rate. Perform the following: (1) verify the parameters and calculation formulas of the valuation model, (2) compare the expected growth rate with historical results, economic and industrial forecasts, and (3) engage internal experts to assist in assessing the reasonableness of the valuation model and the corresponding discount rate used by the management in estimating the value in use, and to reperform and verify the calculations.

Other Matter - The Prior Parent Company Only Financial Statements were Reviewed by Other Auditors

The Company's parent company only financial statements for the year ended December 31, 2024 were audited by other independent auditors, whose auditors' report thereon dated March 12, 2025, expressed an unmodified conclusion on those parent company only financial statements.

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 the Audit Committee, are responsible for overseeing the Company's financial reporting process

Auditor's 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 auditor's 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. 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 that 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

4. 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.

5. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within PChome Online Inc. 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 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.

PwC Taiwan

Wendy Liang

Certified Public Accountant

Bruce Cheng

Financial Supervisory Commission

Approval No.: Jin-Guan-Zheng-Shen-Zi No. 0990001654

Jin-Guan-Zheng-Shen-Zi No. 1130350413

March 5, 2026

Notes to Readers

The accompanying parent company only financial statements are intended only to present the parent company only financial statements of financial position, financial performance and cash flows in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), interpretation as well as related guidance endorsed by the Financial Supervisory Commission of the Republic of China. The standards, procedures and practices to audit such parent company only financial statements are those generally accepted and applied in the Republic of China.

The independent auditor's report and the accompanying parent company only financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditor's report and parent company only financial statements, the Chinese version shall prevail.

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese.)

PCHOME ONLINE INC.

PARENT COMPANY ONLY BALANCE SHEETS

DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars)

Code	ASSETS	2025.12.31 Amount	%	2024.12.31 Amount	%
	Current Assets:				
1100	Cash and cash equivalents (Note 6(1))	$ 1,632,401	10	1,715,781	10
1137	Financial assets measured at amortized cost (Note 6(4))	356,000	3	-	-
1172	Accounts and notes receivable, net (Note 6(5))	298,393	2	341,602	2
1180	Accounts receivable due from related parties, net (Notes 6(5) and 7)	69,695	-	43,341	-
1200	Other receivables (Notes 6(5) and 7)	743,433	5	700,632	4
1300	Inventories (Note 6(6))	1,697,967	11	2,129,019	12
1476	Other current financial assets (Notes 6(12) and 8)	50,901	-	48,394	-
1479	Other current assets, others	58,167	-	98,245	1
		4,906,957	31	5,077,014	29
	Non-Current Assets:				
1510	Noncurrent financial assets at fair value through profit or loss (Notes 6(2) and (24))	187,752	1	-	-
1517	Noncurrent financial assets at fair value through other comprehensive income (Notes 6(3) and (24))	313,460	2	540,253	3
1550	Investments accounted for using equity method (Note 6(7))	5,386,750	34	5,968,661	33
1600	Property, plant and equipment (Notes 6(8) and 8)	1,454,616	9	1,802,717	10
1755	Right-of-use assets (Note 6(9))	3,461,060	22	3,749,135	21
1780	Intangible assets (Note 6(11))	76,198	1	106,374	1
1840	Deferred tax assets (Note 6(18))	54,391	-	54,391	-
1930	Longterm receivables (Note 6(5))	-	-	97,655	1
1980	Other noncurrent financial assets (Notes 6(12) and 8)	53,278	-	358,367	2
1990	Other non-current assets, others	50,964	-	47,483	-
		11,038,469	69	12,725,036	71
	Total assets	$ 15,945,426	100	17,802,050	100

Code	LIABILITIES AND EQUITY	2025.12.31 Amount	%	2024.12.31 Amount	%
	Current Liabilities:				
2100	Short-term borrowings (Note 6(13))	$ 200,000	1	300,000	2
2130	Current contract liabilities (Note 6(21))	324,269	2	357,256	2
2170	Accounts and notes payable (Note 7)	3,090,240	20	3,063,494	17
2200	Other payables (Note 7)	590,296	4	619,459	4
2230	Current tax liabilities	19,736	-	19,736	-
2280	Current lease liabilities (Note 6(16))	478,444	3	417,970	2
2300	Other current liabilities (Note 6(14))	39,487	-	43,251	-
2320	Long-term liabilities, current portion (Note 6(15))	352,317	2	1,678,344	10
		5,094,789	32	6,499,510	37
	Non-Current liabilities:				
2541	Long-term borrowings (Notes 6(15) and 8)	703,369	4	1,755,686	10
2550	Provisions	83,142	1	82,150	-
2570	Deferred tax liabilities (Note 6(18))	9,877	-	9,275	-
2580	Non-current lease liabilities (Note 6(16))	3,320,592	21	3,662,952	21
2670	Other non-current liabilities, others	36,193	-	22,211	-
		4,153,173	26	5,532,274	31
	Total liabilities	9,247,962	58	12,031,784	68
	Equity (Note 6(19)):				
3110	Ordinary share	2,056,470	13	1,439,529	8
3200	Capital surplus	6,951,273	44	5,052,998	28
3350	Accumulated deficit	(1,488,997)	(10)	(570,795)	(3)
3400	Other equity interest	(610,780)	(4)	59,036	-
3500	Treasury shares	(210,502)	(1)	(210,502)	(1)
	Total equity	6,697,464	42	5,770,266	32
	Total liabilities and equity	$ 15,945,426	100	17,802,050	100

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC.

PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars, except for Loss per Share Amount)

		2025		2024	
		Amount	%	Amount	%
4111	**Sales revenue**	$ 34,158,101	102	34,649,769	102
4170	Less: Sales returns	587,825	2	560,968	2
	Operating revenue, net (Notes 6(21) and 7)	33,570,276	100	34,088,801	100
5000	**Operating costs (Notes 6(6) and 7)**	30,442,466	91	30,774,240	90
	Gross profit from operations	3,127,810	9	3,314,561	10
	Operating expenses (Notes 7 and 12):				
6100	Selling expenses	3,376,707	10	3,368,464	10
6200	Administrative expenses	214,001	1	235,844	1
6300	Research and development expenses	356,097	1	363,157	1
6450	Reversal of expected credit loss (Note 6(5))	(131)	-	(476)	-
	Total operating expenses	3,946,674	12	3,966,989	12
	Net operating loss	(818,864)	(3)	(652,428)	(2)
	Non-operating income and expenses (Notes 6(5), (7), (16), (17), (23) and 7):				
7100	Interest income	36,700	-	31,849	-
7010	Other income	10,800	-	30,705	-
7020	Other gains and losses	(123,586)	-	(2,749)	-
7050	Finance costs	(96,378)	-	(135,012)	-
7060	Share of profit on investment accounted for using equity method	70,716	-	151,344	-
	Total non-operating income and expenses	(101,748)	-	76,137	-
	Loss from continuing operations before tax	(920,612)	(3)	(576,291)	(2)
7950	**Less: Income tax expenses (Note 6(18))**	-	-	34	-
	Net Loss	(920,612)	(3)	(576,325)	(2)
	Other comprehensive (loss) income:				
8310	**Items that may not be reclassified subsequently to profit or loss**				
8311	Gains on remeasurements of defined benefit plans	3,012	-	6,913	-
8316	Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income (Notes 6(3) and (24))	(48,189)	-	(132,940)	-
8330	Share of other comprehensive income (loss) of subsidiaries, associates and joint ventures accounted for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	1,151	-	(20,728)	-
8349	Income tax related to components of other comprehensive income (loss) that will not be reclassified to profit or loss (Note 6(18))	(602)	-	(1,383)	-
	Items that may not be reclassified subsequently to profit or loss	(44,628)	-	(148,138)	-
8360	**Items that may be reclassified subsequently to profit or loss**				
8361	Exchange differences on translation of foreign statements	37,293	-	1,672	-
8399	Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss	-	-	-	-
	Items that may be reclassified subsequently to profit or loss	37,293	-	1,672	-
	Other comprehensive (loss) income, net of tax	(7,335)	-	(146,466)	-
8500	**Total comprehensive loss**	$ (927,947)	(3)	(722,791)	(2)
	Earnings per share (Note 6(20))				
9750	**Basic earnings per share (in New Taiwan Dollars)**	$ (4.62)		(4.08)	

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars)

	Share capital		Accumulated Deficits		Other Equity Interest				
	Ordinary Capital	Capital Surplus	Legal Reserve	Accumulated Deficits	Exchange Differences on Translation of Foreign Statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Others	Treasury shares	Total Equity
Balance at January 1, 2024	$ 1,439,529	5,560,918	54,113	(557,796)	(26,794)	237,826	-	(210,502)	6,497,294
Net loss	-	-	-	(576,325)	-	-	-	-	(576,325)
Other comprehensive income (loss)	-	-	-	5,530	1,672	(153,668)	-	-	(146,466)
Total comprehensive income (loss)	-	-	-	(570,795)	1,672	(153,668)	-	-	(722,791)
Appropriation and distribution of retained earnings:									
Legal reserve used to offset accumulated deficits (Note 6(19))	-	-	(54,113)	54,113	-	-	-	-	-
Other changes in capital surplus:									
Capital surplus used to offset accumulated deficits (Note 6(19))	-	(503,683)	-	503,683	-	-	-	-	-
Changes in ownership interests in subsidiaries (Note 6(19))	-	(4,237)	-	-	-	-	-	-	(4,237)
Balance at December 31, 2024	1,439,529	5,052,998	-	(570,795)	(25,122)	84,158	-	(210,502)	5,770,266
Net loss	-	-	-	(920,612)	-	-	-	-	(920,612)
Other comprehensive income (loss)	-	-	-	2,410	37,293	(47,038)	-	-	(7,335)
Total comprehensive income (loss)	-	-	-	(918,202)	37,293	(47,038)	-	-	(927,947)
Capital increase by cash (Note 6(19))	616,941	1,850,824	-	-	-	-	-	-	2,467,765
Changes in ownership interests in subsidiaries (Note 6(19))	-	47,451	-	-	10,899	-	-	-	58,350
Redemption liability recognised as other equity	-	-	-	-	-	-	(670,970)	-	(670,970)
Balance at December 31, 2025	$ 2,056,470	6,951,273	-	(1,488,997)	23,070	37,120	(670,970)	(210,502)	6,697,464

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars)

		2025	2024
Cash flows from operating activities:			
Net loss before tax	$	(920,612)	(576,291)
Adjustments:			
Adjustments to reconcile profit or loss:			
Depreciation expense (Notes 6(8), (9) and 12)		655,858	694,570
Amortization expense (Notes 6(11) and 12)		31,790	30,113
Reversal of expected credit loss (Note 6(5))		(131)	(476)
Net loss on financial assets measured at fair value through profit or loss (Note 6(23))		(9,148)	-
Interest expense (Note 6(23))		96,378	135,012
Interest income (Note 6(23))		(36,700)	(31,849)
Dividend income (Note 6(23))		(4,141)	(4,829)
Share of profit of subsidiaries, affiliates and joint ventures accounted for using equity method (Note 6(7))		(70,716)	(151,344)
Loss (gain) on disposal of property, plant and equipment (Note 6(23))		87,289	(922)
Loss on disposal of investments (Note 6(23))		10,909	-
Gains on lease modification (Note 6(23))		-	(281)
Impairment loss on financial assets (Notes 6(7) and (23))		45,048	-
Gain on sublease of right-of-use assets (Notes 6(10), (16) and (23))		(11,077)	-
Total adjustments to reconcile profit		795,359	669,994
Changes in operating assets and liabilities:			
Changes in operating assets:			
Accounts and notes receivable		16,986	519,132
Other receivables		142,826	103,817
Inventories		431,052	(389,580)
Other current assets		40,078	11,443
Other non-current assets		(1,706)	(4,284)
Total changes in operating assets		629,236	240,528
Changes in operating liabilities:			
Contract liabilities		(32,987)	(66,668)
Accounts and notes payable		26,746	(16,315)
Other payables		(20,713)	(136,403)
Other current liabilities		(3,764)	(69)
Other non-current liabilities		13,982	12,121
Total changes in operating liabilities		(16,736)	(207,334)
Total changes in operating assets and liabilities		612,500	33,194
Total adjustments		1,407,859	703,188
Cash flow generated from operations		487,247	126,897
Interest received		37,504	31,107
Dividends received (Note 6(23))		4,141	4,829
Interest paid		(97,383)	(134,266)
Income taxes paid		(2,190)	(2,554)
Net cash flows from operating activities		429,319	26,013

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

(English Translation of Parent Company Only Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC.
PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from investing activities:		
Acquisition of investments accounted for using equity method (Note 6(7))	(60,000)	(10,000)
Dividends received from investments accounted for using equity method (Note 6(7))	77,140	20,464
Proceeds from return of capital of investments accounted for using equity method	-	26,848
Proceeds from liquidation of investments accounted for using equity method	5,354	3,716
Acquisition of property, plant and equipment (Note 6(27))	(30,072)	(560,626)
Proceeds from disposal of property, plant and equipment	359	1,589
Other receivables due from related parties	-	(350,000)
Acquisition of intangible assets (Note 6(11))	(1,230)	(53,874)
Other financial assets	302,582	323,183
Financial assets measured at amortized cost	(356,000)	-
Other non-current assets	1,235	(1,313)
Other payables	-	(66,000)
Net cash flows used in investing activities	(60,632)	(666,013)
Cash flows from financing activities:		
Increase in short-term borrowings (Note 6(27))	200,000	300,000
Repayments of short-term borrowings (Note 6(27))	(300,000)	(1,000)
Increase in long-term borrowings (Note 6(27))	-	3,275,373
Repayments of long-term borrowings (Note 6(27))	(2,378,344)	(2,739,497)
Payment of lease liabilities (Note 6(27))	(441,488)	(471,114)
Capital increase by cash (Note 6(19))	2,467,765	-
Net cash flows (used in) from financing activities	(452,067)	363,762
Net decrease in cash and cash equivalents	(83,380)	(276,238)
Cash and cash equivalents at beginning of the year	1,715,781	1,992,019
Cash and cash equivalents at end of the year	$ 1,632,401	1,715,781

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

Representation Letter

In connection with the Consolidated Financial Statements of Affiliated Enterprises of PChome Online Inc. (the “Consolidated FS of the Affiliates”), we represent to you that, the entities required to be included in the Consolidated FS of the Affiliates as of and for the year ended December 31, 2025 in accordance with the “Criteria Governing Preparation of Affiliation Reports, Consolidated Business Reports and Consolidated Financial Statements of Affiliated Enterprises” are the same as those required to be included in the Consolidated Financial Statements of PChome Online Inc. and its subsidiaries (the “Consolidated FS of the Group”) in accordance with International Financial Reporting Standard 10, as well as that, the information required to be disclosed in the Consolidated FS of Affiliates is disclosed in the Consolidated FS of the Group. Consequently, PChome Online Inc. does not prepare a separate set of Consolidated FS of Affiliates.

Very truly yours,
PChome Online Inc.
By

Hung-Tze Jan, Chairman
March 5, 2026

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of PChome Online Inc.

Opinion

We have audited the accompanying consolidated balance sheet of PChome Online Inc. and subsidiaries (the "Group") as at December 31, 2025, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2025, and its consolidated financial performance and its consolidated cash flows for the year 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 audit 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 of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2025 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.

Key audit matters for the Group's 2025 consolidated financial statements are stated as follows:

Key Audit Matter – Impairment assessment of goodwill relating to investments in subsidiaries

Description

Refer to Note 4(19) for the accounting policy on impairment of non-financial assets and Notes 5(2) and 6(13) for significant accounting estimates and the goodwill impairment assessment. The Group has recognized significant goodwill arising from acquisitions. In determining the recoverable amount using the value-in-use method, management's assessment involves various assumptions that require significant judgment and are inherently complex and subject to high uncertainty. We therefore determined the impairment assessment of goodwill to be a key audit matter.

How our audit addressed the matter

Our audit procedures performed included, among others:

1. Understanding management's process for assessing goodwill impairment, evaluating the reasonableness of the impairment model, and assessing the identification of cash-generating units (CGUs);
2. Comparing management's prior forecasts with actual results to assess the reliability of management's estimates;
3. Evaluating key assumptions used in the impairment model, including expected growth rates and discount rates, which included:
   (1) verifying model parameters and calculation formulas;

(2) comparing expected growth rates with historical performance and external economic and industry forecasts; and
(3) involving our internal valuation specialists to assess the valuation model and key assumptions (including discount rates) used in the value-in-use calculations, and performing reperformance and recalculations.

Key Audit Matter – Reasonableness of purchase price allocation for the acquisition

Description

Refer to Note 4(31) for the accounting policy on business combinations and Notes 6(8) and 6(13) for the accounting treatment and purchase price allocation (PPA).

On September 30, 2025, a subsidiary of the Group, 21st Financial Technology Co., Ltd. (JP), acquired 65% of the preferred shares of MPI Inc. for NT$1,893,360 thousand (JPY 9.2 billion).

Following the subscription, the subsidiary obtained 65% of the voting rights and control, and the transaction was assessed as a business combination. The consideration and the recognized intangible assets are material, and the determination of the fair value of the acquiree's identifiable net assets and the identification and allocation of intangible assets are based on management's assessments and involve significant judgment. We therefore determined the reasonableness of the PPA to be a key audit matter.

How our audit addressed the matter

Our audit procedures performed included, among others:

1. Obtained an understanding of the recent business environment, focusing on the latest trends in the relevant sales market, by making inquiries to the managements and reviewing minutes and related documents of the Board of Directors' meetings;
2. Reviewed identification of intangible assets, fair value measurement of identifiable intangible assets, discount rates and the reasonableness of goodwill calculation in the purchase price allocation report prepared by external experts;

3. Involved valuation specialists to assess the reasonableness of the Benchmarked the discount rate range which is used in determining the recoverable amount against certain market data and industry research; and performed sensitivity analysis over key assumptions used in the model to evaluate the potential impact on the recoverable amounts; and
4. Obtained the expected future cash flows, confirmed the consistency of the expected future cash flows with the business plans approved by managements, conducted comparative analysis with order status from key customers, and conducted comparative analysis with historical results including sales growth rate, gross profit rate and expense increase rate, to evaluate reasonableness of assumptions used by management in estimating the expected future cash flows.

Other matter – The prior financial statements were audited by other auditors

The consolidated financial statements of the Group for the year ended December 31, 2024, were audited by other auditors who expressed an unmodified opinion on those statements on March 12, 2025.

Other matter – Parent company only financial reports

We and other auditors have audited the parent company only financial statements of PChome Online Inc. as of and for the years ended December 31, 2025 and 2024 on which we have issued an unmodified opinion with other matter paragraph and other auditors have issued an unmodified opinion, respectively.

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 that came into effect 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 the audit committee, are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient 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.

Wendy Liang	Bruce Cheng

For and on Behalf of PricewaterhouseCoopers, Taiwan
March 5, 2026

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.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars)

	ASSETS	2025.12.31 Amount	%	2024.12.31 Amount	%
	Current Assets:				
1100	Cash and cash equivalents (Note 6(1)	$ 4,131,880	13	3,580,237	14
1136	Financial assets measured at amortized cost (Note 6(4))	1,169,038	4	-	-
1170	Accounts and notes receivable, net (Notes 6(5) and 7)	4,388,673	13	3,226,126	12
1200	Other receivables (Notes 6(5) and 7)	3,659,460	11	1,310,767	5
1300	Inventories (Note 6(6))	1,711,433	5	2,151,385	8
1476	Other current financial assets (Notes 6(14) and 8)	1,197,106	3	1,015,148	4
1479	Other current assets, others	272,995	1	353,043	1
		16,530,585	50	11,636,706	44
	Non-Current Assets:				
1510	Non-current financial assets at fair value through profit or loss (Note 6(2))	675,943	2	459,924	2
1517	Non-current financial assets at fair value through other comprehensive income (Note 6(3))	475,118	1	715,960	3
1550	Investments accounted for using equity method (Note 6(7))	208,953	1	259,462	1
1600	Property, plant and equipment (Notes 6(10) and 8)	1,503,882	5	1,871,523	7
1755	Right-of-use assets (Note 6(11))	3,542,581	11	3,821,800	14
1780	Intangible assets (Note 6(13))	7,793,595	23	5,683,900	22
1840	Deferred tax assets (Note 6(21))	317,298	1	249,018	1
1930	Long-term receivables (Note 6(5))	1,505,500	5	1,067,074	4
1980	Other non-current financial assets (Notes 6(14) and 8)	310,835	1	615,709	2
1990	Other non-current assets, others	50,985	-	54,940	-
		16,384,690	50	14,799,310	56
	Total assets	$ 32,915,275	100	26,436,016	100

	LIABILITIES AND EQUITY	2025.12.31 Amount	%	2024.12.31 Amount	%
	Current Liabilities:				
2100	Short-term borrowings (Note 6(15))	$ 4,125,458	13	2,518,969	9
2130	Current contract liabilities (Note 6(25))	409,304	1	427,793	2
2170	Accounts and notes payable (Note 7)	3,182,316	10	3,138,716	12
2200	Other payables (Note 7)	1,011,532	3	1,022,103	4
2230	Current tax liabilities	110,599	-	100,676	-
2280	Current lease liabilities (Notes 6(19) and 7)	526,017	2	467,511	2
2300	Other current liabilities (Note 6(16))	6,718,834	20	2,423,323	9
2320	Long-term liabilities, current portion (Notes 6(17) and 7)	539,584	2	1,857,062	7
		16,623,644	51	11,956,153	45
	Non-Current Liabilities:				
2500	Non-current financial liabilities at fair value through profit or loss (Note 6(18))	692,519	2	-	-
2540	Long-term borrowings (Notes 6(17), 7 and 8)	3,222,579	10	2,648,186	10
2550	Provisions	83,142	-	82,150	-
2570	Deferred tax liabilities (Note 6(21))	147,964	1	13,634	-
2580	Non-current lease liabilities (Notes 6(19) and 7)	3,355,282	10	3,688,374	14
2670	Other non-current liabilities, others	56,563	-	38,956	-
		7,558,049	23	6,471,300	24
	Total liabilities	24,181,693	74	18,427,453	69
	Equity Attributable to Stockholders of the Parent (Note 6(22)):				
3110	Ordinary share	2,056,470	6	1,439,529	5
3200	Capital surplus	6,951,273	21	5,052,998	20
3350	Accumulated deficit	(1,488,997)	(4)	(570,795)	(2)
3400	Other equity interest	(610,780)	(2)	59,036	-
3500	Treasury shares	(210,502)	(1)	(210,502)	(1)
	Total equity attributable to owners of parent	6,697,464	20	5,770,266	22
36XX	**Non-controlling interests (Notes 6(9) and 6(22))**	2,036,118	6	2,238,297	9
	Total equity	8,733,582	26	8,008,563	31
	Total liabilities and equity	$ 32,915,275	100	26,436,016	100

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars, except for Loss per Share Amount)

		2025			2024	
			Amount	%	Amount	%
4111	**Sales revenue**	$	37,447,697	102	38,127,965	102
4170	Less: Sales returns		589,220	2	564,917	2
	Operating revenue, net (Notes 6(25) and 7)		36,858,477	100	37,563,048	100
5000	**Operating costs (Notes 6(6), 7 and 12)**		31,926,627	87	32,675,549	87
	Gross profit from operations		4,931,850	13	4,887,499	13
	Operating expenses (Notes 6(23), (26), 7 and 12):					
6100	Selling expenses		3,402,627	9	3,426,304	10
6200	Administrative expenses		995,281	3	740,174	2
6300	Research and development expenses		553,347	2	530,136	1
6450	Reversal of expected credit loss (Note 6(5))		514,954	1	544,625	1
	Total operating expenses		5,466,209	15	5,241,239	14
	Net operating loss		(534,359)	(2)	(353,740)	(1)
	Non-operating income and expenses (Notes 6(4), (5), (15), (19), (20), (27) and 7):					
7100	Interest income		50,593	-	47,347	-
7010	Other income		164,941	-	174,996	-
7020	Other gains and losses		(205,491)	-	(21,993)	-
7050	Finance costs		(123,960)	-	(161,826)	-
7060	Share of profit on investment accounted for using equity method		6,555	-	2,709	-
	Total non-operating income and expenses		(107,362)	-	41,233	-
	Loss from continuing operations before tax		(641,721)	(2)	(312,507)	(1)
7950	**Less: Income tax expenses (Note 6(21))**		172,808	-	115,584	-
	Net Loss		(814,529)	(2)	(428,091)	(1)
	Other comprehensive (loss) income:					
8310	**Items that may not be reclassified subsequently to profit or loss**					
8311	Gains on remeasurements of defined benefit plans		3,012	-	6,913	-
8316	Unrealized losses from investments in equity instruments measured at fair value through other comprehensive income (Notes 6(3) and (28))		(46,683)	-	(179,679)	-
8349	Less: Income tax related to components of other comprehensive income that will not be reclassified to profit or loss (Note 6(21))		(602)	-	(1,383)	-
	Items that may not be reclassified subsequently to profit or loss		(44,273)	-	(174,149)	-
8360	**Items that may be reclassified subsequently to profit or loss**					
8361	Exchange differences on translation of foreign statements		84,183	-	1,210	-
8399	Less: Income tax related to components of other comprehensive income that will be reclassified to profit or loss		-	-	-	-
	Items that may be reclassified subsequently to profit or loss		84,183	-	1,210	-
	Other comprehensive income (loss), net of tax		39,910	-	(172,939)	-
8500	**Total comprehensive loss**	$	(774,619)	(2)	(601,030)	(1)
	Loss attributable to:					
8610	Loss attributable to owners of parent	$	(920,612)	(2)	(576,325)	(1)
8620	Profit, attributable to non-controlling interests		106,083	-	148,234	-
		$	(814,529)	(2)	(428,091)	(1)
	Comprehensive income attributable to:					
8710	Comprehensive loss, attributable to owners of parent	$	(927,947)	(2)	(722,791)	(1)
8720	Comprehensive income, attributable to non-controlling interests		153,328	-	121,761	-
		$	(774,619)	(2)	(601,030)	(1)
	Earnings per share (Note 6(24))					
9750	**Basic earnings per share (in New Taiwan Dollars)**	$		(4.62)		(4.08)

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of Parent										
	Share capital		Retained Earnings		Other Equity Interest						
	Ordinary Capital	Capital Surplus	Legal Reserve	Unappropriated Retained Earnings (Accumulated Deficits)	Exchange Differences on Translation of Foreign Financial Statements	Unrealized gains (losses) from financial assets measured at fair value through other comprehensive income	Others	Treasury shares	Total Equity Attributable to Owners of Parent	Non-Controlling Interests	Total Equity
Balance at January 1, 2024	$ 1,439,529	5,560,918	54,113	(557,796)	(26,794)	237,826	-	(210,502)	6,497,294	2,056,165	8,553,459
Net (Loss) profit	-	-	-	(576,325)	-	-	-	-	(576,325)	148,234	(428,091)
Other comprehensive (loss) income	-	-	-	5,530	1,672	(153,668)	-	-	(146,466)	(26,473)	(172,939)
Total comprehensive (loss) income	-	-	-	(570,795)	1,672	(153,668)	-	-	(722,791)	121,761	(601,030)
Appropriation and distribution of retained earnings:											
Legal reserve used to offset against accumulated deficit (Note 6(22))	-	-	(54,113)	54,113	-	-	-	-	-	-	-
Other changes in capital surplus:											
Capital surplus used to offset against accumulated deficit (Note 6(22))	-	(503,683)	-	503,683	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries (Note 6(22))	-	(4,237)	-	-	-	-	-	-	(4,237)	(3,369)	(7,606)
Share-based payment transactions (Note 6(23))	-	-	-	-	-	-	-	-	-	66,056	66,056
Changes in non-controlling interests (Note 6(22))	-	-	-	-	-	-	-	-	-	(2,316)	(2,316)
Balance at December 31, 2024	1,439,529	5,052,998	-	(570,795)	(25,122)	84,158	-	(210,502)	5,770,266	2,238,297	8,008,563
Net (Loss) profit	-	-	-	(920,612)	-	-	-	-	(920,612)	106,083	(814,529)
Other comprehensive (loss) income	-	-	-	2,410	37,293	(47,038)	-	-	(7,335)	47,245	39,910
Total comprehensive (loss) income	-	-	-	(918,202)	37,293	(47,038)	-	-	(927,947)	153,328	(774,619)
Capital increase by cash (Note 6(22))	616,941	1,850,824	-	-	-	-	-	-	2,467,765	-	2,467,765
Changes in ownership interests in subsidiaries (Note 6(22))	-	47,451	-	-	10,899	-	-	-	58,350	136,747	195,097
Change in business acquisition (Notes 6(8) and 6(22))	-	-	-	-	-	-	-	-	-	239,740	239,740
Share-based payment transactions (Note 6(23))	-	-	-	-	-	-	-	-	-	107,991	107,991
Changes in non-controlling interests (Note 6(22))	-	-	-	-	-	-	-	-	-	(5,745)	(5,745)
Redemption liability recognised as other equity (Note 6(8))	-	-	-	-	-	-	(670,970)	-	(670,970)	(834,240)	(1,505,210)
Balance at December 31, 2025	**$ 2,056,470**	**6,951,273**	**-**	**(1,488,997)**	**23,070**	**37,120**	**(670,970)**	**(210,502)**	**6,697,464**	**2,036,118**	**8,733,582**

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

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)

PCHOME ONLINE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
(Expressed in Thousands of New Taiwan Dollars)

	2025	2024
Cash flows from (used in) operating activities:		
Net loss before tax	$ (641,721)	(312,507)
Adjustments:		
Adjustments to reconcile profit or loss:		
Depreciation expense (Notes 6(10), (11) and 12)	753,048	800,154
Amortization expense (Notes 6(13) and 12)	130,508	117,722
Reversal of expected credit loss (Note 6(5))	514,954	544,625
Net loss on financial assets measured at fair value through profit or loss (Note 6(27))	(37,033)	790
Interest expense (Note 6(27))	123,960	161,826
Interest income (Note 6(27))	(50,593)	(47,347)
Dividend income (Note 6(27))	(4,141)	(4,829)
Share-based payment transactions (Note 6(23))	107,991	66,056
Share of profit of subsidiaries, affiliates and joint ventures accounted for using equity method (Note 6(7))	(6,555)	(2,709)
Loss (gain) on disposal of property, plant and equipment (Notes 6(27) and 7)	86,853	(901)
Loss on disposal of intangible assets	-	10
Loss on disposal of investments (Note 6(27))	26,896	-
Loss (gain) on lease modification (Note 6(19))	3,314	(437)
Impairment loss on financial assets (Note 6(7))	45,048	-
Gain on sublease of right-of-use assets (Notes 6(12), (19) and (27))	(11,077)	-
Total adjustments to reconcile profit (loss)	1,683,173	1,634,960
Changes in operating assets and liabilities:		
Changes in operating assets:		
Accounts and notes receivable	(2,017,265)	(673,780)
Other receivables	1,471,478	416,025
Inventories	439,952	(398,221)
Other current assets	185,895	16,942
Other financial assets	(181,908)	10,019
Total changes in operating assets	(101,848)	(629,015)
Changes in operating liabilities:		
Contract liabilities	(19,122)	(92,191)
Accounts and notes payable	(64,660)	(32,744)
Other payables	(376,495)	(219,428)
Other current liabilities	(1,307,483)	192,572
Other non-current liabilities	17,607	17,872
Total changes in operating liabilities	(1,750,153)	(133,919)
Total changes in operating assets and liabilities	(1,852,001)	(762,934)
Total adjustments	(168,828)	872,026
Cash flows (used in) generated from operations	(810,549)	559,519
Interest received	50,593	46,286
Dividends received	16,282	22,883
Interest paid	(123,436)	(161,088)
Income taxes paid	(156,579)	(202,503)
Net cash flows from (used in) operating activities	(1,023,689)	265,097
Cash flows used in investing activities:		
Acquisition of financial assets at fair value through other comprehensive income	-	(36,056)
Acquisition of financial assets at fair value through profit or loss	-	(30,715)
Acquisition of financial assets at amortised cost	(1,169,038)	-
Net cash flow from acquisition of subsidiary (Note 6(8))	(1,271,026)	-
Acquisition of property, plant and equipment (Note 6(31))	(41,072)	(577,183)
Proceeds from disposal of property, plant and equipment (Notes 6(10) and 7)	1,063	5,644
Acquisition of intangible assets (Note 6(13))	(6,822)	(54,544)
Other financial assets	314,936	127,002
Other non-current assets	6,965	(5,420)
Acquisition of subsidiary (Note 6(31))	(92,508)	(152,659)
Net cash flows used in investing activities	(2,257,502)	(723,931)
Cash flows from (used in) financing activities:		
Increase (decrease) in short-term borrowings (Note 6(31))	1,606,489	(436,048)
Proceeds from issuance of bonds (Note 6(18))	710,010	-
Increase in long-term borrowings (Note 6(31))	1,985,932	4,235,220
Repayments of long-term borrowings (Note 6(31))	(2,729,017)	(3,474,719)
Payment of lease liabilities (Note 6(31))	(511,811)	(539,671)
Capital increase by cash (Note 6(22))	2,467,765	-
Change in non-controlling interests (Note 6(22))	178,454	(2,316)
Net cash flows from (used in) financing activities	3,707,822	(217,534)
Effect of exchange rate changes on cash and cash equivalents	125,012	(6,715)
Net increase (decrease) in cash and cash equivalents	551,643	(683,083)
Cash and cash equivalents at beginning of the year	3,580,237	4,263,320
Cash and cash equivalents at end of year	$ 4,131,880	3,580,237

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