

**WW Holding Inc.**  
**2022 Annual General Shareholders' Meeting Minutes**

Time : 10:00 AM, 23 June, 2022 (Thursday)

Venue : No. 63, Section 2, Zhongshan North Road, Zhongshan District, Taipei City  
(Ambassador Hotel Taipei)

Total outstanding WW shares : 59,999,682 shares

Total shares represented by shareholders present in person or by proxy : 41,608,521 shares

Percentage of shares held by shareholders present in person or by proxy : 69.34 %

Shares present at the time of voting : 41,575,521

Chairman : Yung-Yuh Hong

Recorder : Tang-Kai Wang

Directors present : Chairman Yung-Yuh Hong 、 Director Shing-Jiu Sheu(Delegate to attend ) 、  
Director Jong-Chu Hsiao 、 Director Yung-Hung Hsu 、 Independent Director  
Peng-Chin Tang

In attendance : KPMG Fang-Yi Lee CPA 、 LCS Ren-Yi Wang Lawyer

Meeting Commencement Announced : The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

I. Chairman's Address : (Omitted).

II.Reports :

Agenda 1

Summary : 2021 Business Report

Explanatory Notes :

- 1.For the Business Report please refer to Attachment 1.
- 2.For the Financial Statements please refer to Attachment 2.

Agenda 2 :

Summary : Audit Committee's Review Report.

Explanatory Notes : Please refer to Attachment 3 and Attachment 2 for the Audit Committee's  
Audit Review Report and attesting CPA's Audit Report.

Agenda 3 :

Summary : Report on the distribution of directors' remuneration and employees' remuneration  
in 2021.

Explanatory Notes :

The Company's net profit after tax for 2021 was NT\$75,317,791. In accordance with Article 34.1 of the Company's Articles of Incorporation, the Company's Board of Directors resolved to distribute cash remuneration to the Company's employees in the amount of NT\$768,553 and cash remuneration to directors in the amount of NT\$768,553:

- (1) The distribution of employees' remuneration amounted to \$768,553, which did not differ from the estimated amount of \$768,553 for employees' remuneration in 2021
- (2) The distribution of directors' remuneration amounted to \$768,553, which did not differ from the estimated amount of \$768,553 for directors' remuneration in 2021.

Agenda 4 :

Summary : The Company's 2021 profit distribution.

Explanatory Notes :

1. In accordance with Articles 34.2 and 34.10 of the Company's Articles of Incorporation, the distribution of earnings for 2021 is approved by the Company's

Board of Directors to distribute all or part of the dividends and bonuses to the shareholders in cash.

2. The Company's net profit after tax amounted to NT\$75,317,791 and the distribution of cash dividends of NT\$1 was approved. Please refer to Attachment 4 for the related earnings distribution schedule.
3. The proposal has been approved by the Board of Directors and authorizes the chairperson to set separate matters such as the ex-dividend record date and the distribution date of cash dividends.

### III. Recognitions and Discussions :

#### Agenda 1 (Proposed by the Board)

Summary : Recognition of the Company's 2021 Financial Statements.

#### Explanatory Notes :

1. The Company's 2021 Business Report and Financial Statements have been prepared, and an audit of the accompanying financial statements has been completed by CPAs Li Fang-Yi and Hsieh Chiu-Hua of KPMG International with an audit report. For the issued draft of the Audit Report, please refer to Attachment 2.
2. The Audit Committee has approved the proposal and issued a report; please refer to Attachment 3.

#### Resolution : Voting results

Shares present at the time of voting : 41,575,521

Voting Results	% of the represented share present
Approval votes 39,461,233(electronic votes 1,124,143 )	94.92 %
Disapproval votes 1,208 ( electronic votes 1,208 )	0.00 %
Abstention votes 2,113,080 ( electronic votes 80 )	5.08 %
Invalid votes 0	0.00 %

RESOLVED, that the above proposal be and hereby was approved as proposed.

Agenda 2 (Proposed by the Board)

Summary : Proposal for a special reserve set by the Company in 2021.

Explanatory Notes :

1. The Company's net profit after tax for 2021 was NT\$ 75,317,791
2. In accordance with Article 34.2 of the Company's Articles of Incorporation and Article 41, Paragraph 1 of the Securities and Exchange Act, a special reserve of NT\$65,634,998 is provided for net deductions in other shareholders' equity incurred in the current year--Exchange Differences on Translation of Foreign Financial Statements. Please refer to Attachment 4 for the relevant earnings distribution table.

Resolution : Voting results

Shares present at the time of voting : 41,575,521

Voting Results	% of the represented share present
Approval votes 39,461,233(electronic votes 1,124,143 )	94.92 %
Disapproval votes 1,208 ( electronic votes 1,208 )	0.00 %
Abstention votes 2,113,080 ( electronic votes 80 )	5.08 %
Invalid votes 0	0.00 %

RESOLVED, that the above proposal be and hereby was approved as proposed.

Agenda 3 (Proposed by the Board)

Summary : Amendments to the "Rules of Procedure for Shareholders' Meetings" and "Procedures for Acquisition and Disposal of Assets".

Explanatory Notes : To comply with amendments to relevant laws and regulations, the "Rules of Procedure for the Shareholders' Meetings" and the "Procedures for Acquisition and Disposal of Assets" of the Company is proposed to be amended, and a comparison of the provisions before and after the amendment is shown in Attachment 5 .

Resolution : Voting results

Shares present at the time of voting : 41,575,521

Voting Results	% of the represented share present
Approval votes 39,461,233(electronic votes 1,124,143 )	94.92 %
Disapproval votes 1,208 ( electronic votes 1,208 )	0.00 %
Abstention votes 2,113,080 ( electronic votes 80 )	5.08 %
Invalid votes 0	0.00 %

RESOLVED, that the above proposal be and hereby was approved as proposed.

Agenda 4 (Proposed by the Board)

Summary : Amendments to the Company's "Articles of Incorporation".

Explanatory Notes : In order to comply with the amendments to the relevant laws and regulations, it is proposed to amend the "Articles of Incorporation" of the Company, and a comparison of the provisions before and after the amendments is set forth in Attachment 6. The amendment to the Company's Articles of Incorporation has been approved by the Board of Directors, and hereby shall be voted by special resolution in accordance with Article 14.1 of the Company's Articles of Incorporation to replace and exclude the application of other existing Articles of Incorporation, and is hereby presented for your resolution.

Resolution : Voting results

Shares present at the time of voting : 41,575,521

Voting Results	% of the represented share present
Approval votes 39,461,233(electronic votes 1,124,143 )	94.92 %
Disapproval votes 1,208 ( electronic votes 1,208 )	0.00 %

Abstention votes 2,113,080 ( electronic votes 80 )	5.08 %
Invalid votes 0	0.00 %

RESOLVED, that the above proposal be and hereby was approved as proposed.

#### IV. Election

Agenda 1 (Proposed by the Board)

Subject: Election of directors (Including Independent Directors) of the Company

Explanatory Notes:

1. In accordance with Article 25.1 of the Company's Articles of Incorporation, the Company shall have seven to nine directors (including independent directors), each of whom shall be elected for a term of three years and shall be eligible for re-election.
2. The Company resolved at the 21st meeting of the 4th Board of Directors on March 25, 2022 that the number of directors to be re-elected shall be nine (including three independent directors), who shall take office at the conclusion of the Annual General Meeting of Shareholders for a term of three years from June 23, 2022 to June 22, 2025.
3. The Company adopts a candidate nomination system for the election of directors (including independent directors). Shareholders should elect the candidates from the list of director candidates, whose education, experience and other related information are listed in Attachment 7.

Election results:

WW Holding Inc.			
The list of the newly elected directors with votes received			
Title	Account Numbers or ID	Name	Votes Received

Director	5324	Yung-Yuh Hong Representative of ETERNAL SUMMIT LTD	62,388,751
Director	4	Jong-Chu Hsiao Representative of Broadway Ocean International Corp.	39,485,061
Director	1	Shing-Jiu Sheu Representative of Total Boom Corp.	39,485,061
Director	93	Hung-Ta Teng Representative of WOOD TREASURE LIMITED.	39,453,507
Director	17	Ta-Jen Chiu	34,882,559
Director	3978	Yung-Hung Hsu	34,872,927
Independent Director	4118	Pu-Yang Liu	34,866,264
Independent Director	G22021****	Hsing-Chu Wu	34,862,505
Independent Director	4217	Jun-Kai Huang	34,859,250

## V. Other Motions

Agenda 1 (Proposed by the Board)

Subject: Release of new directors and their representatives from non-compete restrictions.

### Explanatory Notes:

1. In accordance with Articles 14.2, 17.5 and 30.4 of the Company's Articles of Incorporation, a director who engages in conduct for himself/herself or for another person within the scope of the Company's business shall, prior to engaging in such conduct, disclose the principal content of such interest to the shareholders at a shareholders' meeting and obtain permission at the shareholders' meeting by a heavy resolution.

2. In view of the possibility that a new director may simultaneously serve as a director of another company with the same scope of business as the Company, or perform acts for himself/herself or for others that fall within the scope of business of the Company, it is proposed to release the non-compete restrictions on new directors, and if the director is a corporate shareholder, the restrictions on the representative of the director should also be released.
3. The newly appointed director is still serving as a director in the same business scope as the company, or acts for himself or others within the business scope of the company, etc. The following list:

Name	Concurrent position
Yung-Yuh Hong Representative of ETERNAL SUMMIT LTD	Chairman of Dongguan Golden Prene Sporting Goods Co. Ltd. Chairman of Guang Der Group Holding Co., Ltd.
Jong-Chu Hsiao Representative of Broadway Ocean International Corp.	Director of Dongguan Golden Prene Sporting Goods Co. Ltd. Director of Guang Der Group Holding Co., Ltd.

Resolution : Voting results

Shares present at the time of voting : 41,575,521

Voting Results	% of the represented share present
Approval votes 39,460,071(electronic votes 1,122,981 )	94.92 %
Disapproval votes 2,370 ( electronic votes 2,370 )	0.00 %
Abstention votes 2,113,080 ( electronic votes 80 )	5.08 %
Invalid votes 0	0.00 %

RESOLVED, that the above proposal be and hereby was approved as proposed.



VI. Extraordinary Motions : None.

VII. Adjournment

# WW Holding Inc.

## Business Report

Dear shareholders, ladies and gentlemen, everyone:

The year of 2021 was a year full of challenges for WW Holding Inc. The COVID-19 outbreak has had a profound impact on the overall business environment worldwide. As countries continue to administer vaccines and vaccination rates increase, the epidemic is coming to an end. The situation has stabilized, and the global economic trend is beginning to show signs of recovery amidst the turmoil as major countries maintain their easing policies and launch fiscal revitalization programs. As global economic activity gradually stabilized, consumer market demand recovered and people became more health conscious and more athletic, which led our sports equipment business to regain growth momentum and achieve remarkable performance in this severe year of 2021. In addition, the boutique bag business continued to be affected by the cross-border lockdowns, travel restrictions, reduced business activities and social isolation, which led to a weakening of global consumer sentiment and severely impacted the boutique retail business. All these unfavorable factors have made our boutique bag business relatively difficult. Fortunately, the business recovered strongly since the fourth quarter of 2021, with the unblocking of the border control and the working off of the inventories of the brand customers. In addition, the rise of e-commerce platforms also brought new growth momentum, and with the strong demand from the sports and light luxury markets, we saw significant growth in revenue and operating results for the year.

### I. 2021 Business Plan Implementation Results

Unit: Thousands of NT\$

Item/Year	Consolidated Financial Statements			
	2021	2020	Increase/dec rease	% of increase/dec rease
Operating revenue	5,400,151	3,741,653	1,658,498	44.33%
Operating gross profit	775,600	552,164	223,436	40.47%
Net profit (loss) after tax	75,318	(153,406)	228,724	-

### II. Budget implementation for 2021

In accordance with the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company was not required to prepare financial forecasts for 2021.

### III. Revenues, expenses and profitability analysis

Item/Year		Consolidated Financial Statements	
		2021	2020
Capital structure	Debt to assets ratio (%)	66.49	53.89
	Long-term capital to fixed assets ratio (%)	162.81	174.84
Solvency	Current ratio (%)	118.89	138.04
	Quick ratio (%)	81.41	94.97

Profitability	Return on assets (%)		2.43	(3.17)
	Return on equity (%)		4.48	(8.68)
	To paid-in capital ratio (%)	Operating profit (loss)	12.72	(18.74)
		Net profit (loss) before tax	14.11	(25.90)
	Net profit margin (%)		1.39	(4.10)
	Earnings per share, NT\$		1.26	(2.56)

### IV. Outlook for 2022:

#### Major Business Policies

Under the impact brought by the Covid-19 pandemic in the world, the group has adopted the following strategies:

- (1) Make good use of the advantages of regional production bases and adjust production capacity allocation.

Although the wage in mainland China has been rising in recent years, the Group still relies on China's current core competitiveness-- a highly skilled workforce. mature supply chain and complete logistics facilities will maintain high-quality services and provide high-quality products for brand customers.

In addition, we still have production bases in Thailand, Cambodia, and Vietnam. Considering the production advantages of various regions and meeting the needs of brand customers, we will gradually increase the production ratio of bases in Southeast Asia this year to continue to increase production capacity and strengthen the maximum flexibility of allocation.

- (2) Accumulate R&D strength, improve manufacturing processes and efficiency innovation

The Company has set up a research and development center and continues to strengthen the research and development team to provide customers with one-

stop research, development and manufacturing solutions. It will increase investment in the development of innovative technologies and the promotion of intelligent manufacturing to improve manufacturing processes, increase flexible production, increase production efficiency, and improve its own strengths. To address the ever-changing consumer preferences and fashion trends, we continue to develop and design highly sophisticated products, as well as assist our brand customers in developing characteristic and competitive products and value-added services with high levels of craftsmanship. In addition, our R&D department continues to consider the "economic" and "environmental protection" aspects of the manufacturing process and the "novelty" of the design in developing new products, as well as the high demand of consumers for "functionality", "practicality" and "quality" of products, especially the potential substitution of materials used in various types of products with environmentally friendly options. and the commonality of components to meet the different needs of brand customers.

(3) Optimize production processes and drive manufacturing upgrades

Cost optimization is one of the main strategies of the Company maintaining the considerable profits. Although labor cost has raised and the competition has become intense, the Company will continue in its self-improvement, meeting the more demanding requirements of existing and new customers. These efforts will include finding high-quality raw materials at competitive prices, upgrading production facilities, and continuously optimizing and streamlining production processes to enhance competitiveness and meet the needs of brand customers. The Company strives to grasp new opportunities in the severe business environment. By adding automated production equipment to improve the production structure, expand the application range of automated processes, improve the technical service level, improve the production efficiency of the factory, and increase the flexibility and diversification of manufacturing capabilities. At the same time, we will strengthen internal management, properly control production costs and improve production management efficiency, and adhere to good quality and create long-term value.

(4) Strengthen strategic cooperation with brand customers and provide innovative solutions.

By establishing long-term and stable cooperative relationship with partners, we will actively transform from the role of OEM into a provider of manufacturing services with the ability to respond quickly to customer needs and create our own value, and become a strategic partner of brand customers. Focusing on key brand customers with the value-oriented business philosophy, we will provide a full range of R & D innovation services and improve production models from technology development, flexible production to diversification of the supply chain.

Looking ahead, although COVID-19 is still rampant around the world, the supply chain disorder has not been completely eliminated, and the military conflict between Russia and Ukraine may suppress the growth of global trade. However, the global economic recovery is expected to continue as vaccinations become prevalent, border controls are lifted, and major countries continue to promote infrastructure development. This year, we will make up for the lost two past years. With our stable foundation, perfect R&D technology and product development, ability to explore new customers and new markets, and more importantly, management that can respond quickly to changes in the environment, we will lay a good foundation for the development of WW Holding Inc. in the next few years and build strong growth momentum, and look forward to the blossoming of the new year and explosive growth. The challenges of the future environment will never diminish, but every challenge is a start from scratch, and there is no future if you care too much about the present. We are prepared to face the challenges and solve the problems, and we are absolutely confident that we will be able to move forward towards the set goals, create the best operating performance and maximize profits for our shareholders. We do not aim for the business explosion, but the sustainable operation. I would also like to ask all of you to continue to support and encourage the Company. Finally, may all your wishes come true, and good luck in everything.

Chairman: Yung-Yuh Hong

Manager: Shing-Jiu Sheu

Accounting Supervisor: Tang-Kai Wang



安侯建業聯合會計師事務所

KPMG

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## Independent Auditors' Report

To the Board of Directors of WW Holding Inc.:

### Opinion

We have audited the consolidated financial statements of WW Holding Inc. (the “Company”) and its subsidiaries (“the Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, the consolidated statement of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2021 and 2020, 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 with the International Financial Reporting Standards (“IFRSs”), International Accounting Standards (“IASs”), Interpretations developed by the International Financial Reporting Interpretations Committee (“IFRIC”) or the former Standing Interpretations Committee (“SIC”) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China (“the Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. 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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## 1. Revenue recognition

Please refer to note (4)(n) and note (6)(t) “Significant accounting assumptions and judgments, and major sources of estimation uncertainty”, of the consolidated financial statements.

### Description of key audit matter:

Since revenue recognition is a concern for stakeholders, the test of revenue recognition is one of the key matters in our audit.

### How the matter was addressed in our audit:

In relation to the key audit matter above, our audit procedures include:

- Testing the sales and collection cycle, as well as its related design of internal control and the effectiveness of the control.
- Selecting the appropriate samples to understand the purchase terms and conditions of the Group’s main clients and evaluating the timing of revenue recognition to determine whether the accounting policy is appropriate.
- Auditing the top ten clients, as well as new clients of the Group, and analyzing the revenue generated from them.
- Conducting the sales cut-off procedures for a sufficient period before and after year-end and reviewing the related evidence to determine whether the revenue recognition criteria were met and the sales transactions were recorded in the proper period.
- Assessing the adequacy of the Group’s disclosures in respect of revenue recognition.

## 2. Inventory valuation

Please refer to note (4)(h) “Inventory” for significant accounting policies regarding inventory valuation. For the accounting estimates and assumptions regarding inventory valuation and disclosures. Please refer to note (5)(b) and note (6)(d) of the consolidated financial statements.

### Description of key audit matter:

The management team of the Group uses lower of cost or net realizable value to value its inventory impairment. Under the impact of economic fluctuations, products can be out-of-date that can result the inventory to be obsolete or the costs to be higher than its net realizable value. The valuation of net realizable value also involves critical estimates and measurement uncertainty. Therefore, the valuation of inventory impairment is one of the key matters in our audit.

### How the matter was addressed in our audit:

The main audit procedures for the above critical matter are as follows:

- Evaluating the appropriateness of inventory impairment and inventory reserve policy.
- Examining the completeness of inventory aging reports, analyzing the change of inventory aging regularly and evaluating the appropriateness of the inventory reserve.
- Understanding how the management team decides its selling price and how the market value of inventory fluctuates after year-end in order to evaluate the appropriateness of the inventory net realizable value.
- Assessing the adequacy of the Group’s disclosures in respect of inventory.

## **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 with the IFRSs, IASs, IFRC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including 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 auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.



5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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.

The engagement partners on the audit resulting in this independent auditors' auditor's report are Fang-Yi Lee and Chin-Hua Hsieh.

KPMG

Taipei, Taiwan (Republic of China)

March 25, 2022

#### **Notes to Readers**

The accompanying consolidated financial statements are intended only to present the consolidated financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' audit report and the accompanying consolidated 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 auditors' audit report and consolidated financial statements, the Chinese version shall prevail.



(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)  
**WW Holding Inc. and Subsidiaries**

**Consolidated Statements of Comprehensive Income**

**For the years ended December 31, 2021 and 2020**

**(Expressed in Thousands of New Taiwan Dollar , Except for Earnings Per Common Share)**

		2021		2020	
		Amount	%	Amount	%
4000	Operating revenue (note (6)(t) and (7))	\$ 5,400,151	100	3,741,653	100
5000	Operating costs (note (6)(d)(f)(g)(h)(n)(o) and (7))	<u>4,624,551</u>	<u>86</u>	<u>3,189,489</u>	<u>85</u>
5900	<b>Gross profit from operations</b>	<u>775,600</u>	<u>14</u>	<u>552,164</u>	<u>15</u>
<b>Operating expenses (note (6)(b)(e)(f)(g)(h)(n)(o)(s) and (7)):</b>					
6100	Selling expenses	224,086	4	218,184	6
6200	Administrative expenses	348,353	7	306,659	8
6300	Research and development expenses	132,340	2	123,518	4
6450	Expected credit (gain) loss	<u>(5,488)</u>	<u>-</u>	<u>16,218</u>	<u>-</u>
	<b>Total operating expenses</b>	<u>699,291</u>	<u>13</u>	<u>664,579</u>	<u>18</u>
6900	<b>Net operating income (loss)</b>	<u>76,309</u>	<u>1</u>	<u>(112,415)</u>	<u>(3)</u>
<b>Non-operating income and expenses (note (6)(e)(f)(i)(n)(u) and (7)):</b>					
7020	Other gains and losses, net	44,159	1	(17,146)	-
7100	Interest income	1,794	-	4,170	-
7050	Finance costs	<u>(37,603)</u>	<u>(1)</u>	<u>(29,998)</u>	<u>(1)</u>
	<b>Total non-operating income and expenses</b>	<u>8,350</u>	<u>-</u>	<u>(42,974)</u>	<u>(1)</u>
7900	<b>Profit (loss) before tax</b>	84,659	1	(155,389)	(4)
7950	Less: Income tax expenses (profit) (note (6)(p))	<u>9,341</u>	<u>-</u>	<u>(1,983)</u>	<u>-</u>
	<b>Profit (loss)</b>	<u>75,318</u>	<u>1</u>	<u>(153,406)</u>	<u>(4)</u>
8300	<b>Other comprehensive loss:</b>				
8360	<b>Components of other comprehensive (loss) that will not be reclassified to profit or loss (note (6)(q))</b>				
8361	Exchange differences on translation of foreign operations	(65,635)	(1)	(12,257)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive income that will be reclassified to profit or loss	<u>(65,635)</u>	<u>(1)</u>	<u>(12,257)</u>	<u>-</u>
8300	<b>Other comprehensive loss</b>	<u>(65,635)</u>	<u>(1)</u>	<u>(12,257)</u>	<u>-</u>
8500	<b>Total comprehensive income (loss)</b>	<u>\$ 9,683</u>	<u>-</u>	<u>(165,663)</u>	<u>(4)</u>
<b>Profit (loss) attributable to:</b>					
8610	Owners of parent	<u>75,318</u>	<u>1</u>	<u>(153,406)</u>	<u>(4)</u>
	Profit (loss)	<u>\$ 75,318</u>	<u>1</u>	<u>(153,406)</u>	<u>(4)</u>
<b>Comprehensive income (loss) attributable to:</b>					
	Owners of parent	<u>9,683</u>	<u>-</u>	<u>(165,663)</u>	<u>(4)</u>
8710	Comprehensive income (loss)	<u>\$ 9,683</u>	<u>-</u>	<u>(165,663)</u>	<u>(4)</u>
<b>Earnings (loss) per share (in NT dollar) (note (6)(r))</b>					
9750	Basic earnings (loss) per share	<u>\$ 1.26</u>		<u>(2.56)</u>	
9850	Diluted earnings (loss) per share	<u>\$ 1.25</u>		<u>(2.56)</u>	

See accompanying notes to consolidated financial statements.

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

WW Holding Inc. and Subsidiaries

Consolidated Statements of Changes in Equity  
For the years ended December 31, 2021 and 2020  
(Expressed in Thousands of New Taiwan Dollar)

	Equity attributable to owners of parent						Total equity attributable to owners of parent	Total equity
	Retained earnings					Total other equity interest		
	Ordinary shares	Capital surplus	Special reserve	Unappropriated retained earnings	Total retained earnings	Exchange differences on translation of foreign financial statements		
<b>Balance at January 1, 2020</b>	\$ 599,997	878,615	117,533	414,023	531,556	(151,707)	1,858,461	1,858,461
Loss	-	-	-	(153,406)	(153,406)	-	(153,406)	(153,406)
Other comprehensive loss	-	-	-	-	-	(12,257)	(12,257)	(12,257)
Total comprehensive loss	-	-	-	(153,406)	(153,406)	(12,257)	(165,663)	(165,663)
Appropriation and distribution of retained earnings:								
Special reserve appropriated	-	-	34,174	(34,174)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(18,000)	(18,000)	-	(18,000)	(18,000)
<b>Balance at December 31, 2020</b>	599,997	878,615	151,707	208,443	360,150	(163,964)	1,674,798	1,674,798
Profit	-	-	-	75,318	75,318	-	75,318	75,318
Other comprehensive loss	-	-	-	-	-	(65,635)	(65,635)	(65,635)
Total comprehensive income (loss)	-	-	-	75,318	75,318	(65,635)	9,683	9,683
Appropriation and distribution of retained earnings:								
Special reserve appropriated	-	-	12,257	(12,257)	-	-	-	-
<b>Balance at December 31, 2021</b>	\$ 599,997	878,615	163,964	271,504	435,468	(229,599)	1,684,481	1,684,481

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)  
**WW Holding Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2021 and 2020**

**(Expressed in Thousands of New Taiwan Dollar)**

	2021	2020
<b>Cash flows from (used in) operating activities:</b>		
<b>Profit (loss) before tax</b>	\$ 84,659	(155,389)
<b>Adjustments:</b>		
<b>Adjustments to reconcile profit (loss):</b>		
Depreciation expense	205,359	188,447
Amortization expense	12,157	11,653
Expected credit (gain) loss	(5,488)	16,218
Interest expense	37,603	29,998
Interest income	(1,794)	(4,170)
Loss on disposal of property, plant and equipment	1,332	2,686
Unrealized foreign exchange loss	5,040	19,853
Deferred income recognized	(99)	(98)
Gains on rent concession	(10,349)	(480)
<b>Total adjustments to reconcile profit</b>	243,761	264,107
<b>Changes in operating assets and liabilities:</b>		
<b>Changes in operating assets:</b>		
Decrease in financial assets or liabilities at fair value through profit or loss	-	4,449
(Increase) decrease in accounts receivable	(475,745)	512,119
Increase in accounts receivable due from related parties	(338,217)	(50,344)
(Increase) decrease in other receivable	(6,982)	93,813
Increase in other receivable due from related parties	(1,615)	(874)
(Increase) decrease in inventories	(372,413)	155,155
Increase in other current assets	(95,008)	(17,196)
<b>Total changes in operating assets</b>	(1,289,980)	697,122
<b>Changes in operating liabilities:</b>		
Increase (decrease) in contract liabilities	3,392	(615)
Increase (decrease) in accounts payable	280,729	(191,919)
Increase (decrease) in accounts payable due from related parties	300,449	(1,753)
Increase (decrease) in other payable	60,941	(189,736)
Increase (decrease) in other payable due from related parties	24,132	(3,739)
Increase (decrease) in provisions	8,210	(203)
Increase (decrease) in other current liabilities	1,181	(6,628)
<b>Total changes in operating liabilities</b>	679,034	(394,593)
<b>Total changes in operating assets and liabilities</b>	(610,946)	302,529
<b>Total adjustments</b>	(367,185)	566,636
Cash (outflow) inflow generated from operations	(282,526)	411,247
Interest received	1,810	5,191
Income taxes (paid) refund	(817)	2,606
<b>Net cash flows (used in) from operating activities</b>	(281,533)	419,044

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements and Report Originally Issued in Chinese)  
**WW Holding Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows**

**For the years ended December 31, 2021 and 2020**

**(Expressed in Thousands of New Taiwan Dollar)**

	2021	2020
<b>Cash flows from (used in) investing activities:</b>		
Increase in prepayments for investments	-	(15,664)
Net cash inflow from acquisition of subsidiaries	57,521	-
Acquisition of property, plant and equipment	(113,649)	(49,825)
Proceeds from disposal of property, plant and equipment	6,587	2,903
(Increase) decrease in refundable deposits	(7,505)	1,775
Acquisition of intangible assets	(1,853)	(1,882)
(Increase) decrease in other financial assets	(24,265)	10,883
Increase in prepayments for business facilities	(2,654)	(401)
<b>Net cash flows used in investing activities</b>	(85,818)	(52,211)
<b>Cash flows from (used in) financing activities:</b>		
Increase in short-term loans	5,402,660	6,825,706
Decrease in short-term loans	(4,884,658)	(6,849,895)
Repayments of long-term debt	(95,131)	(114,811)
Decrease in guarantee deposits received	(130)	(86)
Payment of lease liabilities	(73,394)	(72,066)
Cash dividends paid	-	(18,000)
Interest paid	(22,133)	(30,745)
<b>Net cash flows from (used in) financing activities</b>	327,214	(259,897)
<b>Effect of exchange rate changes on cash and cash equivalents</b>	(14,194)	(15,526)
<b>Net (decrease) increase in cash and cash equivalents</b>	(54,331)	91,410
<b>Cash and cash equivalents at beginning of period</b>	572,204	480,794
<b>Cash and cash equivalents at end of period</b>	<b>\$ 517,873</b>	<b>572,204</b>

See accompanying notes to consolidated financial statements.

## WW Holding Inc.

### Audit Committee's Review Report

The Company's 2021 Business Report, Financial Statements (including consolidated financial statements) and earnings distribution proposal have been prepared by the Board of Directors. Among them, the financial statements (including consolidated financial statements) have been audited by CPAs Li Fang-Yi and Hsieh Chiu-Hua of KPMG International with an audit report.

The above-mentioned schedules were reviewed by the Audit Committee and found to have no inconsistencies. This report is issued in accordance with the provisions of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act.

Sincerely

WW Holding Inc. General Shareholders' Meeting

WW Holding Inc.

Convener of Audit Committee: Peng-Chin Tang

March 25, 2022

**WW Holding Inc.**  
**Earnings Distribution Schedule**  
**2021**

Unit: Thousands of NT\$

Item	Amount	Remarks
<b>Undistributed earnings at the beginning of period</b>	208,444,026	
Less:		
2020 provision for special	(12,257,085)	
2020 distribution of cash	0	
<b>Distributable earnings at the beginning of period</b>	196,186,941	
Add:		
2021 net profit	75,317,791	
<b>Undistributed earnings at the end of period</b>	271,504,732	
Allocation and appropriation		
Provision for special reserve	(65,634,998)	Note 1
<b>Shareholders' cash dividends</b>	(59,999,682)	\$1 per share
<b>Distributable earnings at the end of period</b>	145,870,052	

Note 1: In accordance with Article 34.2 of the Company's Articles of Incorporation and Article 41, Paragraph 1 of the Securities and Exchange Act, a special reserve is provided for net deductions in other shareholders' equity incurred in the current year--Exchange Differences on Translation of Foreign Financial Statements.

Note 2: In accordance with Article 34.1 of the Company's Articles of Incorporation, cash remuneration to be distributed to employees of the Company is NT\$ 768,553 and cash remuneration to directors is NT\$ 768,553

- (1) The distribution of employees' remuneration amounted to \$768,553, which did not differ from the estimated amount of \$768,553 for employees' remuneration in 2021
- (2) The distribution of directors' remuneration amounted to \$768,553, which did not differ from the estimated amount of \$768,553 for directors' remuneration in 2021.

Chairman: Yung-Yuh Hong

Manager: Shing-Jiu Sheu

Accounting Supervisor: Tang Kai Wang



WW Holding Inc.  
 “Rules and Procedures for Shareholders Meetings” Partial  
 Comparison Table of Amended Provisions

Amended Provisions	Current Provisions
<p>Article 3: The Company’s Shareholders’ Meetings shall be convened by the Board of Directors unless otherwise prescribed by the law or the articles of incorporation.</p> <p><u>Changes in the manner of holding shareholders' meetings shall be resolved by the Board of Directors and shall be made at the latest before the mailing of the notice of the shareholders' meeting.</u></p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors other proposals and upload them to <u>the information reporting website designated by the Financial Supervisory Commission (“FSC”)</u> 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the information reporting website designated by FSC 21 days before the date of the regular shareholders</p>	<p>Article 3: The Company’s Shareholders’ Meetings shall be convened by the Board of Directors unless otherwise prescribed by the law or the articles of incorporation.</p> <p>The Company shall prepare electronic versions of the shareholders meeting notice and proxy forms, and the origins of and explanatory materials relating to all proposals, including proposals for ratification, matters for deliberation, or the election or dismissal of directors other proposals and upload them to the <u>Market Observation Post System (MOPS)</u> 30 days before the date of a regular shareholders meeting or 15 days before the date of a special shareholders meeting. This Corporation shall prepare electronic versions of the shareholders meeting agenda and supplemental meeting materials and upload them to the <u>MOPS</u> 21 days before the date of the regular shareholders meeting or 15 days before the date of the special shareholders meeting. Fifteen days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available</p>

Amended Provisions	Current Provisions
<p>meeting or 15 days before the date of the special shareholders meeting. However, if the Company's paid-in capital reaches NT\$10 billion or more as of the end of the most recent fiscal year, or if the total percentage of foreign-invested and Mainland China-invested shareholdings recorded in the shareholders' roster of the Company reached 30% or more as of the date of the shareholders' meeting in the most recent fiscal year, the Company shall complete the electronic transmission of the preceding file 30 days prior to the shareholders' meeting. Fifteen days before the date of the shareholders meeting, the Company shall also have prepared the shareholders meeting agenda and supplemental meeting materials and made them available for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby as well as being distributed on-site at the meeting place.</p> <p><u>The aforementioned handbook and supplementary information shall be made available to shareholders on the date of the shareholders' meeting in the following manner.</u></p> <p><u>I. At the time of the physical shareholders' meeting, they shall</u></p>	<p>for review by shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby <u>as well as being distributed on-site at the meeting place.</u></p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement, as well as the time for accepting the registration of the shareholders, the location of the registration office, and other matters to be noted. The time for accepting the registration of the shareholders shall be processed at least 30 minutes before the start of the meeting, and the registration office shall be clearly marked and appropriate It can only be done by qualified personnel. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p>(Hereinafter omitted)</p>

Amended Provisions	Current Provisions
<p><u>be distributed at the shareholders' meeting.</u></p> <p><u>II. When a video shareholders' meeting is held, they shall be distributed at the shareholders' meeting and transmitted to the video-conferencing platform in electronic files.</u></p> <p><u>III. When a video shareholders' meeting is held, they shall be transmitted to the video-conferencing platform in electronic files.</u></p> <p>The reasons for convening a shareholders meeting shall be specified in the meeting notice and public announcement, as well as the time for accepting the registration of the shareholders, the location of the registration office, and other matters to be noted. The time for accepting the registration of the shareholders shall be processed at least 30 minutes before the start of the meeting, and the registration office shall be clearly marked and appropriate It can only be done by qualified personnel. With the consent of the addressee, the meeting notice may be given in electronic form.</p> <p><u>Registration for the shareholders' meeting shall be accepted at the shareholders' meeting video conference platform at least 30 minutes before the meeting starts.</u></p> <p><u>Shareholders who have completed the registration are deemed to</u></p>	

Amended Provisions	Current Provisions
<p><u>attend the shareholders' meeting in person.</u></p> <p>(Hereinafter omitted)</p>	
<p>Article 4: Each shareholder may present the authorization of proxy document prepared by the Company with the scope of authorization defined to appoint a proxy to attend each session of the shareholders' meeting.</p> <p>One shareholder may appoint one proxy and present one authorization of proxy and such document shall be delivered to the Company 5 days prior to the scheduled date of the shareholders' meeting or at the place specified in the notice of shareholders' meeting or in the proxy form sent by the Company. Where duplicate copies of the authorization of proxy are delivered, the earliest one delivered shall prevail Unless a declaration is made to cancel the earlier appointment of proxy.</p> <p>After the delivery of the authorization of proxy to the Company, any shareholder who desires to attend the meeting in person or cast the vote in written or electronic form shall inform the Company for the revocation of the authorization in writing 2 days prior to the scheduled date of the meeting. In the event of any such notice sent beyond the time limit, votes cast by the proxy at the</p>	<p>Article 4: Each shareholder may present the authorization of proxy document prepared by the Company with the scope of authorization defined to appoint a proxy to attend each session of the shareholders' meeting.</p> <p>One shareholder may appoint one proxy and present one authorization of proxy and such document shall be delivered to the Company 5 days prior to the scheduled date of the shareholders' meeting or at the place specified in the notice of shareholders' meeting or in the proxy form sent by the Company. Where duplicate copies of the authorization of proxy are delivered, the earliest one delivered shall prevail Unless a declaration is made to cancel the earlier appointment of proxy.</p> <p>After the delivery of the authorization of proxy to the Company, any shareholder who desires to attend the meeting in person or cast the vote in written or electronic form shall inform the Company for the revocation of the authorization in writing 2 days prior to the scheduled date of the meeting. In the event of any such notice sent beyond the time limit, votes cast by the proxy at the</p>

Amended Provisions	Current Provisions
<p>meeting shall prevail.</p> <p><u>After the delivery of the authorization of proxy to the Company, any shareholder who desires to attend the meeting by video shall inform the Company for the revocation of the authorization in writing 2 days prior to the scheduled date of the meeting. In the event of any such notice sent beyond the time limit, votes cast by the proxy at the meeting shall prevail.</u></p>	<p>meeting shall prevail.</p>
<p>Article 5: The shareholders' meetings shall be held at such time and place as designated by the Board of Directors. Unless otherwise stipulated by law or this Articles of Incorporation, the shareholders' meetings shall be held within the territory of the Republic of China. If a shareholders' meeting is held outside of the R.O.C., the relevant procedures and approvals shall be in accordance with the regulations of the relevant competent authorities in the R.O.C. In the event that a shareholders' meeting is held outside the R.O.C., the Company shall appoint a professional stock affairs agency in the R.O.C. to handle the administrative affairs of such shareholders' meeting (including, but not limited to, the handling of proxy voting by shareholders). Shareholders' meetings shall be held at a time no earlier than 9:00</p>	<p>Article 5: The shareholders' meetings shall be held at such time and place as designated by the Board of Directors. Unless otherwise stipulated by law or this Articles of Incorporation, the shareholders' meetings shall be held within the territory of the Republic of China. If a shareholders' meeting is held outside of the R.O.C., the relevant procedures and approvals shall be in accordance with the regulations of the relevant competent authorities in the R.O.C. In the event that a shareholders' meeting is held outside the R.O.C., the Company shall appoint a professional stock affairs agency in the R.O.C. to handle the administrative affairs of such shareholders' meeting (including, but not limited to, the handling of proxy voting by shareholders). Shareholders' meetings shall be held at a time no earlier than 9:00</p>

Amended Provisions	Current Provisions
<p>a.m. or later than 3:00 p.m., and the venue and time of such meetings shall be held with due regard to the views of the independent directors.</p> <p><u>When the Company convenes a video conference shareholders' meeting, it is not subject to the restriction on the venue of the preceding paragraph.</u></p>	<p>a.m. or later than 3:00 p.m., and the venue and time of such meetings shall be held with due regard to the views of the independent directors.</p>
<p>Article 6: The Company shall furnish a signature book for the attending shareholders or their proxies (hereinafter referred to as shareholders), or the attending shareholders or proxies may submit the sign-in card instead</p> <p>The Company shall deliver to the shareholders present at the shareholders' meeting the handbook, business, annual report, attendance cards, speech slips, voting ballots and other meeting materials; in the case of election of directors, additional election ballots shall be attached.</p> <p>Shareholders should present attendance cards, sign-in cards, or other attendance certificates to attend a shareholder meeting. The Company must not arbitrarily add requirements for other documents from the shareholders in support of their eligibility to attend. Solicitors seeking proxy forms should also bring identification documents for verification.</p>	<p>Article 6: The Company shall furnish a signature book for the attending shareholders or their proxies (hereinafter referred to as shareholders), or the attending shareholders or proxies may submit the sign-in card instead</p> <p>The Company shall deliver to the shareholders present at the shareholders' meeting the handbook, business, annual report, attendance cards, speech slips, voting ballots and other meeting materials; in the case of election of directors, additional election ballots shall be attached.</p> <p>Shareholders should present attendance cards, sign-in cards, or other attendance certificates to attend a shareholder meeting. The Company must not arbitrarily add requirements for other documents from the shareholders in support of their eligibility to attend. Solicitors seeking proxy forms should also bring identification documents for verification.</p>

Amended Provisions	Current Provisions
<p>When a shareholder is a government or a corporation, the number of representatives to attend the shareholders' meeting is not limited to one. When a corporation is entrusted to attend a shareholders' meeting, only one representative can be appointed to attend.</p> <p><u>If a shareholders' meeting is held by video conference, shareholders who wish to attend by video shall register with the Company two days prior to the shareholders' meeting. If a shareholders' meeting is held by video conference, the Company shall upload the meeting handbook, annual report and other relevant information to the video conference platform at least 30 minutes prior to the start of the meeting, and continue to disclose them until the end of the meeting.</u></p>	<p>When a shareholder is a government or a corporation, the number of representatives to attend the shareholders' meeting is not limited to one. When a corporation is entrusted to attend a shareholders' meeting, only one representative can be appointed to attend.</p>
<p><u>Article 6-1: The Company shall specify the following in the shareholders' meeting notice if the shareholders' meeting is by video conference:</u></p> <p><u>I. The way shareholders participate in the video conference and exercise their rights.</u></p> <p><u>II. The handling of obstacles to the video conference platform or video participation due to natural disasters, events or other force majeure circumstances shall include at least the following:</u></p>	<p><u>(This Article is newly added)</u></p>

Amended Provisions	Current Provisions
<p><u>(I) The time when the aforementioned obstacles continue and cannot be removed, and the date when the meeting must be postponed or reconvened</u></p> <p><u>(II) Shareholders who have not registered to participate in the original meeting by video conference shall not participate in the postponed or reconvened meeting.</u></p> <p><u>(III) If a video shareholders' meeting cannot be reconvened by video conference, the shareholders' meeting shall continue if the total number of shares present reaches the legal quota for the shareholders' meeting after deducting the number of shares attending the shareholders' meeting by video conference, and the number of shares attending the shareholders' meeting by video conference shall be counted in the total number of shares present for the shareholders' meeting, and shall be deemed abstain from all motions for that shareholders' meeting.</u></p> <p><u>(IV) In the event that the results of all motions have been announced and no extraordinary motion has been made, the handling method.</u></p> <p><u>III. The Company shall convene a shareholders' meeting by video</u></p>	



Amended Provisions	Current Provisions
<p><u>conference and shall state the appropriate alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video conference.</u></p>	
<p>Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, should make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholder meeting, and the voting and vote counting processes. The recorded materials of the preceding paragraph should be kept for at least one year. However, if any shareholder files a lawsuit in accordance with “Article 189 of the Company Act”, they shall be kept until the end of the lawsuit</p> <p><u>If a shareholders' meeting is held by video conference, the Company shall keep records of the shareholders' registration, sign-in, attendance, questions, voting, and the Company's vote counting results, and shall make an uninterrupted audio and video recording of the entire video conference. The Company shall keep the aforementioned information and audio and video recordings throughout the life of the Company period and provide the audio and video recordings to the person appointed to administer</u></p>	<p>Article 8: The Company, beginning from the time it accepts shareholder attendance registrations, should make an uninterrupted audio and video recording of the registration procedure, the proceedings of the shareholder meeting, and the voting and vote counting processes. The recorded materials of the preceding paragraph should be kept for at least one year. However, if any shareholder files a lawsuit in accordance with “Article 189 of the Company Act”, they shall be kept until the end of the lawsuit</p>

Amended Provisions	Current Provisions
<p><u>the video conference for retention.</u></p>	
<p>Article 9: Attendance at shareholders' meetings shall be calculated on the basis of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in and <u>the number of shares registered on the video conference platform</u> plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>Unless otherwise expressly stipulated in the Articles of Incorporation, if the number of shares represented at a shareholders' meeting does not reach the legal number of shares present at the beginning of the time appointed for the meeting, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than the number of shares required by law, the chair shall declare the meeting <u>adjourned. If the meeting is held by video conference, the Company</u></p>	<p>Article 9: Attendance at shareholders' meetings shall be calculated on the basis of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in plus the number of shares whose voting rights are exercised by correspondence or electronically.</p> <p>Unless otherwise expressly stipulated in the Articles of Incorporation, if the number of shares represented at a shareholders' meeting does not reach the legal number of shares present at the beginning of the time appointed for the meeting, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than 1 hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than the number of shares required by law, the chair shall declare the meeting adjourned. If it is still deemed necessary to convene a shareholders' meeting, a new shareholders' meeting shall be</p>

Amended Provisions	Current Provisions
<p><u>shall also announce the meeting to be aborted on the video conference platform of the shareholders' meeting.</u> If it is still necessary to convene a shareholders' meeting, a new shareholders' meeting shall be reconvened in accordance with the Articles of Incorporation; <u>if a shareholders' meeting is convened by video conference, shareholders who wish to attend by video shall re-register with the Company in accordance with Article 6-1.</u></p>	<p>reconvened in accordance with the Articles of Incorporation.</p>
<p>Article 11: Before speaking, an attending shareholder must specify the subject of the speech on a speech slip, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. An attending shareholder who has submitted a speaker slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker slip, the spoken content shall prevail.</p> <p>Each shareholder may not speak more than twice on the same proposal without the consent of the chair, and each time is limited to five minutes. The chair may stop a speaker who speaks beyond the prescribed time or outside the scope of the proposal.</p>	<p>Article 11: Before speaking, an attending shareholder must specify the subject of the speech on a speech slip, his or her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair. An attending shareholder who has submitted a speaker slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker slip, the spoken content shall prevail.</p> <p>Each shareholder may not speak more than twice on the same proposal without the consent of the chair, and each time is limited to five minutes. The chair may stop a speaker who speaks beyond the prescribed time or outside the scope of the proposal.</p>

Amended Provisions	Current Provisions
<p>When an attending shareholder is speaking, other shareholders must not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder; the chair should stop any violation.</p> <p>When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p> <p><u>If the shareholders' meeting is convened by video conference, shareholders participating by video conference may ask questions by text on the video conference platform after the meeting chair calls the meeting to order and before the meeting is adjourned, and the number of questions shall not exceed two for each motion, and each time shall be limited to 200 words, and the provisions of paragraphs 1 to 5 shall not apply.</u></p>	<p>When an attending shareholder is speaking, other shareholders must not speak or interrupt unless they have sought and obtained the consent of the chair and the speaking shareholder; the chair should stop any violation.</p> <p>When a corporate shareholder appoints two or more representatives to attend a shareholders' meeting, only one person may speak on the same proposal.</p> <p>After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.</p>
<p>Article 13: Shareholders have one vote per share; however, for those who are restricted or those without voting rights under the Company's Articles of Incorporation or under Article 179 of the Company Act, this limitation shall not apply.</p>	<p>Article 13: Shareholders have one vote per share; however, for those who are restricted or those without voting rights under the Company's Articles of Incorporation or under Article 179 of the Company Act, this limitation shall not apply.</p>

Amended Provisions	Current Provisions
<p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. Any shareholder who exercises voting rights in writing or in electronic form shall be deemed to have attended the general meeting in person, However, he or she is deemed to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>Those intending to exercise voting rights by correspondence or electronic means in the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days prior to the date of a general meeting. When duplicate declarations are delivered, the one received earliest shall prevail. Unless it is included in the subsequent vote by written ballot or electronic transmission that the original vote submitted</p>	<p>When the Company holds a shareholder meeting, it shall adopt exercise of voting rights by electronic means and may adopt exercise of voting rights by correspondence. When voting rights are exercised by correspondence or electronic means, the method of exercise shall be specified in the shareholders meeting notice. Any shareholder who exercises voting rights in writing or in electronic form shall be deemed to have attended the general meeting in person, However, he or she is deemed to have waived his/her rights with respect to the extraordinary motions and amendments to original proposals of that meeting; it is therefore advisable that the Company avoid the submission of extraordinary motions and amendments to original proposals.</p> <p>Those intending to exercise voting rights by correspondence or electronic means in the preceding paragraph shall deliver a written declaration of intent to the Company at least 2 days prior to the date of a general meeting. When duplicate declarations are delivered, the one received earliest shall prevail. Unless it is included in the subsequent vote by written ballot or electronic transmission that the original vote submitted</p>

Amended Provisions	Current Provisions
<p>thereby be revoked.</p> <p>In case a Shareholder who has exercised his votes by way of a written ballot or by way of electronic transmission intends to attend the general meeting in person or <u>by video</u>, he shall, at least two days prior to the date of the meeting revoke the intention to exercise votes by written ballot or electronic transmission as described in the preceding paragraph in the same manner as exercising votes; if such revocation is not made before the prescribed time, his or her vote exercised by written ballot or electronic transmission shall prevail. If a shareholder exercises his/her votes by way of a written ballot or by way of electronic transmission, and attend a general meeting by proxy, the votes exercised by the proxy during the general meeting shall prevail.</p> <p>Unless otherwise provided in the Company Act and the Company's Articles of Incorporation, a motion shall be approved by the affirmative vote of a majority of the voting rights of the shareholders present. At the time of voting, the chair or the person designated by the chair should first announce the total number of voting rights of the attending shareholders for each proposal, then the shareholders shall vote on each proposal. On</p>	<p>thereby be revoked.</p> <p>In case a Shareholder who has exercised his votes by way of a written ballot or by way of electronic transmission intends to attend the general meeting in person, he shall, at least two days prior to the date of the meeting revoke the intention to exercise votes by written ballot or electronic transmission as described in the preceding paragraph in the same manner as exercising votes; if such revocation is not made before the prescribed time, his or her vote exercised by written ballot or electronic transmission shall prevail. If a shareholder exercises his/her votes by way of a written ballot or by way of electronic transmission, and attend a general meeting by proxy, the votes exercised by the proxy during the general meeting shall prevail.</p> <p>Unless otherwise provided in the Company Act and the Company's Articles of Incorporation, a motion shall be approved by the affirmative vote of a majority of the voting rights of the shareholders present. At the time of voting, the chair or the person designated by the chair should first announce the total number of voting rights of the attending shareholders for each proposal, then the shareholders shall vote on each proposal. On the same day after the meeting,</p>

Amended Provisions	Current Provisions
<p>the same day after the meeting, the results of shareholders' approvals, disapprovals and abstentions, shall be entered into <u>the information reporting website designated by FSC</u></p> <p>In addition to the motions listed on the agenda, any other motions or amendments or substitutions to the original motions proposed by the shareholders shall be seconded by other shareholders.</p> <p>When there is an amendment or a substitution to a proposal, the chair shall present the amended or substituting proposal together with the original proposal and decide the order in which they will be put to a vote. When any one proposal among them is approved, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Monitoring and counting personnel for voting on a proposal shall be appointed by the chair, but all monitoring personnel should be shareholders.</p> <p>The counting of votes for an election or a motion at a shareholders' meeting shall be conducted in an open place on the floor of the shareholders' meeting, and the voting results, including the number of votes counted, shall be announced and recorded on the spot after the counting of votes is completed.</p>	<p>the results of shareholders' approvals, disapprovals and abstentions, shall be entered into the Market Observation Post System</p> <p>In addition to the motions listed on the agenda, any other motions or amendments or substitutions to the original motions proposed by the shareholders shall be seconded by other shareholders.</p> <p>When there is an amendment or a substitution to a proposal, the chair shall present the amended or substituting proposal together with the original proposal and decide the order in which they will be put to a vote. When any one proposal among them is approved, the other proposals will then be deemed rejected, and no further voting shall be required.</p> <p>Monitoring and counting personnel for voting on a proposal shall be appointed by the chair, but all monitoring personnel should be shareholders.</p> <p>The counting of votes for an election or a motion at a shareholders' meeting shall be conducted in an open place on the floor of the shareholders' meeting, and the voting results, including the number of votes counted, shall be announced and recorded on the spot after the counting of votes is completed.</p>

Amended Provisions	Current Provisions
<p><u>After the meeting chair calls the Company's shareholders' meeting by video conference to order, the shareholders participating by video conference shall vote on the motions and the elections through the video conference platform, and the voting shall be completed before the meeting chair announces the end of the voting, and any delay shall be deemed as abstention.</u></p> <p><u>If a shareholders' meeting is convened by video conference, a one-time vote count shall be conducted after the meeting chair announces the close of voting and the voting and election results shall be announced</u></p> <p><u>When the Company convenes a video shareholders' meeting, shareholders who have registered to attend the shareholders' meeting by video conference in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall deregister in the same manner as they have registered two days prior to the shareholders' meeting; if they deregister after that time, they can attend the shareholders' meeting by video conference only.</u></p> <p><u>A shareholder who exercises his or her voting rights in writing or by electronic means and does not revoke his or her declaration of</u></p>	



Amended Provisions	Current Provisions
<p><u>intent to attend the shareholders' meeting by video means may not exercise his or her voting rights on the original motion or propose amendments to the original motion or exercise his or her voting rights on amendments to the original motion, except for an extempore motion.</u></p>	
<p>Article 15: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The production and distribution of the proceedings can be done electronically.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through <u>the information reporting website designated by FSC</u></p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including statistical weights). For an election of directors, the number of votes received by each candidate should be disclosed. The meeting minutes shall be</p>	<p>Article 15: Matters relating to the resolutions of a shareholders meeting shall be recorded in the meeting minutes. The meeting minutes shall be signed or sealed by the chair of the meeting and a copy distributed to each shareholder within 20 days after the conclusion of the meeting. The production and distribution of the proceedings can be done electronically.</p> <p>The Company may distribute the meeting minutes of the preceding paragraph by means of a public announcement made through the MOPS.</p> <p>The meeting minutes shall accurately record the year, month, day, and place of the meeting, the chair's full name, the methods by which resolutions were adopted, and a summary of the deliberations and their results (including statistical weights). For an election of directors, the number of votes received by each candidate should be disclosed. The meeting minutes shall be retained for the duration of the</p>

Amended Provisions	Current Provisions
<p>retained for the duration of the existence of the Company.</p> <p><u>If a shareholders' meeting is held by video conference, the minutes of the meeting shall include, in addition to the matters required to be recorded in accordance the preceding provisions, the starting and ending time of the shareholders' meeting, the manner in which the meeting is held, the names of the chair and the recorder and the way of handling and the situation, if, due to natural disasters, events or other force majeure circumstances, the video conference platform or participation by video is obstructed</u></p> <p><u>When convening a shareholders' meeting by video conference, the Company shall state in the minutes the appropriate alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video conference in addition to the preceding provisions</u></p>	<p>existence of the Company.</p>
<p>Article 16: On the day of a shareholder meeting, the Company should compile in the prescribed format a statistical statement of the number of shares obtained by solicitors and the number of shares represented by proxies and <u>the number of shares attended by shareholders in writing or electronically</u>, and shall make an express disclosure in the</p>	<p>Article 16: On the day of a shareholder meeting, the Company should compile in the prescribed format a statistical statement of the number of shares obtained by solicitors and the number of shares represented by proxies, and shall make an express disclosure in the shareholders' meeting.</p> <p>If the resolution of the shareholders' meeting is a material</p>

Amended Provisions	Current Provisions
<p><u>shareholders' meeting. If a shareholders' meeting is held by video conference, the Company shall upload the aforementioned information to the video conference platform at least 30 minutes prior to the meeting and continue to disclose them until the end of the meeting.</u></p> <p><u>The Company shall disclose the total number of shares of shareholders present on the video conference platform when the Company convenes a shareholders' meeting by video conference when announcing the commencement of the meeting. The same applies if the total number of shares and voting rights of shareholders present are also counted at the meeting.</u></p> <p>If the resolution of the shareholders' meeting is a material information required by law or the Taiwan Stock Exchange Corporation, the Company shall transmit the content to the information reporting website designated by the <u>FSC</u> within the prescribed time.</p>	<p>information required by law or the Taiwan Stock Exchange Corporation, the Company shall transmit the content to the <u>MOPS</u> within the prescribed time.</p>
<p><u>Article 19: If the shareholders' meeting is held by video conference, the Company shall disclose the voting results of each motion and election results on the video conference platform of the shareholders' meeting immediately after the close of voting, and shall continue</u></p>	<p><u>(This Article is newly added)</u></p>

Amended Provisions	Current Provisions
<p><u>to disclose the results for at least fifteen minutes after the chair announces the adjournment of the meeting.</u></p>	
<p><u>Article 20: The meeting chair and the recorder shall be present at the same venue in the country when the Company convenes a shareholders' meeting by video conference, and the meeting chair shall announce the address of such venue at the time the meeting is called to order.</u></p>	<p><u>(This Article is newly added)</u></p>
<p><u>Article 21: When a shareholders' meeting is convened by video conference, if before the chair announces the adjournment of the meeting, there is an obstacle to participation on the video conference platform or by video means that lasts for more than 30 minutes due to a natural disaster, an event or other force majeure, the meeting shall be adjourned and resumed within five days. The provisions of Article 182 of the Company Act shall not apply</u></p> <p><u>In the event of an adjournment or reconvening of a meeting under the preceding Paragraph, shareholders who have not registered to participate in the original meeting by video conference shall not participate in the postponed or reconvened meeting.</u></p> <p><u>For the postponed or reconvened meeting in accordance with the</u></p>	<p><u>(This Article is newly added)</u></p>

Amended Provisions	Current Provisions
<p><u>provisions of the 1st paragraph, if a shareholder who has registered to attend the original shareholders' meeting by video means and has completed the registration for the meeting, but does not participate in the adjourned or reconvened meeting, the number of shares, voting rights and election rights exercised at the original shareholders' meeting shall be counted in the total number of shares, voting rights and election rights of the shareholders attending the adjourned or reconvened meeting.</u></p> <p><u>If the shareholders' meeting is adjourned or reconvened in accordance with the provisions of the 1st paragraph, there is no need to discuss and resolve again if the voting and counting of votes have been completed and the voting results or the list of directors and supervisors elected have been announced.</u></p> <p><u>If the Company holds a video shareholders' meeting and the video conference cannot be reconvened, the shareholders' meeting shall continue if the total number of shares present, after deducting the number of shares attending the shareholders' meeting by video means, still reaches the legal quota for the shareholders' meeting, without the need to adjourn or reconvene the</u></p>	

Amended Provisions	Current Provisions
<p><u>meeting in accordance with the provisions of the 1st paragraph.</u></p> <p><u>In the event that the meeting should be continued under the preceding paragraph, the number of shares attending the shareholders' meeting by video means shall be counted in the total number of shares attended, but shall be deemed to be abstained for the purpose of all motions at that meeting.</u></p> <p><u>If the Company adjourns or reconvenes the meeting in accordance with the 1st paragraph, the Company shall comply with the provisions set forth in paragraph 7, Article 44-20 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and shall complete the relevant preliminary work in accordance with the date of the original shareholders' meeting and the provisions of each article.</u></p> <p><u>In accordance with the latter part of Article 12 and the third paragraph of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies and the period set forth in paragraph 2 of Article 44-5, Article 45-15 and paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public</u></p>	

Amended Provisions	Current Provisions
<p><u>Companies, the Company shall follow the date of the shareholders' meeting for the postponement or reconvening of the meeting as stipulated in the 1st paragraph</u></p>	
<p><u>Article 22: When convening a shareholders' meeting by video means, the Company shall provide the appropriate alternative measures for shareholders who have difficulties in participating in the shareholders' meeting by video means.</u></p>	<p><u>(This Article is newly added)</u></p>
<p>Article <u>23</u>: The Rules shall be effective upon approval by the Board of Directors and the shareholders' meeting, and the same applies to any amendment</p>	<p>Article <u>19</u> : The Rules shall be effective upon approval by the Board of Directors and the shareholders' meeting, and the same applies to any amendment</p>
<p>Article <u>24</u>: The Rules were established on April 15, 2013. The first amendment was made on March 29, 2016. The second amendment was made on June 19, 2020. <u>The 3rd amendment was made on June 23, 2022</u></p>	<p>Article <u>20</u>: The Rules were established on April 15, 2013. The first amendment was made on March 29, 2016. The second amendment was made on June 19, 2020.</p>

## Comparison of amendments to the Procedures for Acquisition or Disposal of Assets

Amended Provisions	Current Provisions
<p>V. Contents</p> <p>(I) Handling of Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets Thereof</p> <p>1. Procedures for appraisal of assets.</p> <p>In acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are</p>	<p>V. Contents</p> <p>(I) Handling of Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets Thereof</p> <p>1. Procedures for appraisal of assets.</p> <p>In acquiring or disposing of real estate, equipment, or right-of-use assets thereof where the transaction amount reaches 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, shall obtain an appraisal report prior to the date of occurrence of the event from a professional appraiser and shall further comply with the following provisions:</p> <p>(1) Where due to special circumstances it is necessary to give a limited price, specified price, or special price as a reference basis for the transaction price, the transaction shall be submitted for approval in advance by the Board of Directors; the same procedure shall also be followed whenever there is any subsequent change to the terms and conditions of the transaction.</p> <p>(2) Where the transaction amount is NT\$1 billion or more, appraisals from two or more professional appraisers shall be obtained.</p> <p>(3) Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for</p>



Amended Provisions	Current Provisions
<p>higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4) The date of the professional appraiser's report is issued shall not be more than three months from the date of establishment of the contract. However, if the announced current value of the same period is applicable and is less than six months old, an opinion letter issued by the original professional appraiser shall suffice.</p> <p>2. The procedures for acquiring or disposing of real estate, equipment, or right-of-use assets thereof are in accordance with the Company's internal control system for fixed assets.</p> <p>(1) When acquiring or disposing of real estate or right-of-use assets thereof, the Company shall make reference to the announced current value, the assessed value, and the actual transaction price of the adjacent real estate to decide on the transaction terms and transaction price, prepare an analysis report and submit it to the president, and have it approved by the chairperson and</p>	<p>the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal <u>in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ROC Accounting Research and Development Foundation (ARDF)</u> and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:</p> <p>A. The discrepancy between the appraisal result and the transaction amount is 20 percent or more of the transaction amount.</p> <p>B. The discrepancy between the appraisal results of two or more professional appraisers is 10 percent or more of the transaction amount.</p> <p>(4) The date of the professional appraiser's report is issued shall not be more than three months from the date of establishment of the contract. However, if the announced current value of the same period is applicable and is less than six months old, an opinion letter issued by the original professional appraiser shall suffice.</p> <p>2. The procedures for acquiring or disposing of real estate, equipment, or right-of-use assets thereof are in accordance with the Company's internal control system for fixed assets.</p> <p>(1) When acquiring or disposing of real estate or right-of-use assets thereof, the Company shall make reference to the announced current value, the assessed value, and the actual</p>

Amended Provisions	Current Provisions
<p>the Board of Directors before proceeding.</p> <p>(2) The acquisition or disposal of equipment or right-of-use assets thereof shall be carried out by one of the means of price quotation, comparison, bargaining or tender, shall be carried out in accordance with the "Regulations Governing the Hierarchical Responsibility".</p> <p>(II) Handling of Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof</p> <p>1. Appraisal of Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof:</p> <p>(1) The Company, when acquiring or disposing of marketable securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of competent authority.</p> <p>(2) Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic</p>	<p>transaction price of the adjacent real estate to decide on the transaction terms and transaction price, prepare an analysis report and submit it to the president, and have it approved by the chairperson and the Board of Directors before proceeding.</p> <p>(2) The acquisition or disposal of equipment or right-of-use assets thereof shall be carried out by one of the means of price quotation, comparison, bargaining or tender, shall be carried out in accordance with the "Regulations Governing the Hierarchical Responsibility".</p> <p>(II) Handling of Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof</p> <p>1. Appraisal of Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof:</p> <p>(1) The Company, when acquiring or disposing of marketable securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20 percent of the Company's paid-in capital or NT\$300 million or more, the Company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. <u>If the CPA is required to use an expert report, the provisions of Statement on Auditing Standards No. 20 issued by the Accounting Research and Development</u></p>

Amended Provisions	Current Provisions
<p>government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price.</p> <p>(3) The calculation of the transaction amount in the preceding V.(I) and (II) shall be in accordance with the provisions of V.(VII).2 and the part of the transaction for which the appraisal report or issued by the professional appraiser or the CPA's opinion has already been obtained in accordance with the provisions of the Procedures shall be exempt.</p> <p>(4) If the Company acquires or disposes of assets through a court auction process, the appraisal report or accountant's opinion may be replaced by a certificate issued by the court.</p> <p>2. Procedures for Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof:</p> <p>(1) The Company's procedures for acquiring or disposing of marketable securities are in accordance with the Company's internal control system for investment cycle operations.</p> <p>(2) For marketable securities traded in the centralized trading market or the OTC venue, the decision shall be made by the primary processing unit based on market conditions; For marketable securities not traded in the centralized trading market or the OTC venue, first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, taking into account the net worth per share, profitability and future</p>	<p><u>Foundation should be followed.</u> This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of competent authority.</p> <p>(2) Where the Company acquires or disposes of intangible assets or right-of-use assets thereof or memberships and the transaction amount reaches 20 percent or more of paid-in capital or NT\$300 million or more, except in transactions with a domestic government agency, the Company shall engage a certified public accountant prior to the date of occurrence of the event to render an opinion on the reasonableness of the transaction price; <u>The CPA shall comply with the provisions of Statement of Auditing Standards No. 20 published by the ARDF.</u></p> <p>(3) The calculation of the transaction amount in the preceding V.(I) and (II) shall be in accordance with the provisions of V. (VI).2 and the part of the transaction for which the appraisal report or issued by the professional appraiser or the CPA's opinion has already been obtained in accordance with the provisions of the Procedures shall be exempt.</p> <p>(4) If the Company acquires or disposes of assets through a court auction process, the appraisal report or accountant's opinion may be replaced by a certificate issued by the court.</p> <p>2. Procedures for Acquisition or Disposal of Marketable Securities, Intangible Assets or Right-of-Use Assets Thereof:</p> <p>(1) The Company's procedures for acquiring or disposing of</p>

Amended Provisions	Current Provisions
<p>development potential. Transactions of amount not exceeding NT\$15 million shall be approved by the chairperson of the Board of Directors, and the Board of Directors may authorize the chairperson of the Board of Directors to make decision for transactions if the amount exceeds NT\$15 million or less than NT\$30 million and submit them to the Board of Directors for ratification afterwards. If the amount exceeds NT\$30 million, the transactions must be submitted to the Board of Directors for approval before proceeding.</p> <p>(3) The procedures for acquiring or disposing of intangible assets or right-of-use assets thereof or membership cards are in accordance with the Company's internal control system for fixed assets.</p> <p>(4) When acquiring or disposing of intangible assets or right-of-use assets thereof or membership cards, the Company shall make reference to the fair market value or expert appraisal report, and prepare an analysis report and have it approved by the Board of Directors before proceeding.</p> <p>(III) Related Party Transactions</p> <p>1. When the Company engages in any acquisition or disposal of assets or right-of-use assets thereof from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the preceding and the below provisions. In addition, when judging whether a transaction</p>	<p>marketable securities are in accordance with the Company's internal control system for investment cycle operations.</p> <p>(2) For marketable securities traded in the centralized trading market or the OTC venue, the decision shall be made by the primary processing unit based on market conditions; For marketable securities not traded in the centralized trading market or the OTC venue, first obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, taking into account the net worth per share, profitability and future development potential. Transactions of amount not exceeding NT\$15 million shall be approved by the chairperson of the Board of Directors, and the Board of Directors may authorize the chairperson of the Board of Directors to make decision for transactions if the amount exceeds NT\$15 million or less than NT\$30 million and submit them to the Board of Directors for ratification afterwards. If the amount exceeds NT\$30 million, the transactions must be submitted to the Board of Directors for approval before proceeding.</p> <p>(3) The procedures for acquiring or disposing of intangible assets or right-of-use assets thereof or membership cards are in accordance with the Company's internal control system for fixed assets.</p> <p>(4) When acquiring or disposing of intangible assets or right-of-</p>

Amended Provisions	Current Provisions
<p>counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Appraisal and Operating Procedures</p> <p>(1) When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following information is submitted for approval by more than one-half of all members of the Audit Committee and by the Board of Directors. If not approved by more than one-half of all members of the Audit Committee, two-thirds of all directors shall approve, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting.</p> <p>A. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>B. The reason for choosing the related party as a transaction counterparty.</p> <p>C. With respect to the acquisition of real estate or right-of-use assets thereof from a related party, information regarding</p>	<p>use assets thereof or membership cards, the Company shall make reference to the fair market value or expert appraisal report, and prepare an analysis report and have it approved by the Board of Directors before proceeding.</p> <p>(III) Related Party Transactions</p> <p>1. When the Company engages in any acquisition or disposal of assets or right-of-use assets thereof from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10 percent or more of the Company's total assets, the Company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the preceding and the below provisions. In addition, when judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.</p> <p>2. Appraisal and Operating Procedures</p> <p>(1) When the Company intends to acquire or dispose of real estate or right-of-use assets thereof from or to a related party, or when it intends to acquire or dispose of assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or</p>

Amended Provisions	Current Provisions
<p>appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of V.(III).3 (1) ~ (5)</p> <p>D. The date and price at which the related party originally acquired the real estate, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>F. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the provisions.</p> <p>G. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>(2) With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may delegate the chairperson to decide such matters when the transaction is within a certain limit and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>A. Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets Thereof for Business Use</p> <p>B. Acquisition or Disposal of Real</p>	<p>redemption of money market funds issued by domestic securities investment trust enterprises, the Company may not proceed to enter into a transaction contract or make a payment until the following information is submitted for approval by more than one-half of all members of the Audit Committee and by the Board of Directors. If not approved by more than one-half of all members of the Audit Committee, two-thirds of all directors shall approve, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting.</p> <p>A. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets.</p> <p>B. The reason for choosing the related party as a transaction counterparty.</p> <p>C. With respect to the acquisition of real estate or right-of-use assets thereof from a related party, information regarding appraisal of the reasonableness of the preliminary transaction terms in accordance with the provisions of V.(III).3 (1) ~ (5)</p> <p>D. The date and price at which the related party originally acquired the real estate, the original transaction counterparty, and that transaction counterparty's relationship to the Company and the related party.</p> <p>E. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract,</p>

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<p style="text-align: center;">Estate Right-of-Use Assets Thereof for Business Use</p> <p>(3) <u>In the event that the Company or a subsidiary of the Company that is not a domestic public company enters into any of the transactions specified in V.(III).2.(1) and the transaction amount reaches 10% or more of the total assets of the public company, the Company shall submit the information listed in V.(III).2.(1) to the shareholders' meeting for approval before signing the transaction contract and making the payment. However, this does not apply to the transaction the Company enters into with its parent company, its subsidiaries, or between its subsidiaries.</u></p> <p>(4) <u>The calculation of the transaction amount in V.(III).2.(1) and V.(III).2.(3) shall be made in accordance with the provisions of V.(VI).2, and the reference to within one year shall be based on the date of occurrence of the transaction and shall be retroactive to one year, and the part of the transaction that has been submitted to the shareholders' meeting, the Audit Committee, the Board of Directors for approval in accordance with the provisions shall be exempt.</u></p> <p>3. Evaluation of the reasonableness of transaction costs</p> <p>(1) The Company acquiring real estate or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average</p>	<p>and evaluation of the necessity of the transaction, and reasonableness of the funds utilization.</p> <p>F. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the provisions.</p> <p>G. Restrictive covenants and other important stipulations associated with the transaction.</p> <p>(2) <u>The calculation of the aforementioned transaction amount shall be made in accordance with the provisions of V.(VI).2, and the reference to within one year shall be based on the date of occurrence of the transaction and shall be retroactive to one year, and the part of the transaction that has been submitted to the Audit Committee and the Board of Directors for approval in accordance with the provisions shall be exempt.</u></p> <p>(3) With respect to the types of transactions listed below, when to be conducted between the Company and its parent or subsidiaries, or between its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Company's Board of Directors may delegate the chairperson to decide such matters when the transaction is within a certain limit and have the decisions subsequently submitted to and ratified by the next Board of Directors meeting:</p> <p>A. Acquisition or Disposal of Real Estate, Equipment or Right-of-Use Assets Thereof for Business Use</p> <p>B. Acquisition or Disposal of Real Estate Right-of-Use Assets</p>

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<p>interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p> <p>(2) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the means listed in the preceding paragraph.</p> <p>(3) The Company acquiring real estate or right-of-use assets thereof from a related party and appraises the cost of the real estate or right-of-use assets thereof in accordance with the previous 2 provisions shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4) If the Company acquires real estate or right-of-use assets thereof from a related party under any of the following circumstances, the Company shall comply with the provisions of V.(III).2, and the previous 3</p>	<p>Thereof for Business Use</p> <p>4. Evaluation of the reasonableness of transaction costs</p> <p>(1) The Company acquiring real estate or right-of-use assets thereof from a related party shall evaluate the reasonableness of the transaction costs by the following means:</p> <p>A. Based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. Necessary interest on funding is imputed as the weighted average interest rate on borrowing in the year the Company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.</p> <p>B. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70 percent or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.</p> <p>(2) Where land and structures thereupon are combined as a single property purchased or leased in one transaction, the transaction costs for the land and the structures may be separately appraised in</p>



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<p>provisions shall not apply:</p> <p>A. The related party acquired the real estate or right-of-use assets thereof through inheritance or as a gift.</p> <p>B. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction.</p> <p>C. The real estate is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land.</p> <p>D. The real estate right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</p> <p>(5) If the Company's appraisal results in accordance with the provisions of V.(III).3.(1) and (2) are lower than the transaction price, the Company shall proceed with the provisions of V.(III).3.(6) However, this shall not apply to the case if objective evidence is presented and a specific opinion of reasonableness is obtained from a professional appraiser of real estate and a CPA due to the following circumstances:</p> <p>A. Where the related party is acquiring undeveloped land or leased land for further construction, the related party shall be required to prove that one of the following conditions is met:</p> <p>a. If the undeveloped land is appraised in accordance with</p>	<p>accordance with either of the means listed in the preceding paragraph.</p> <p>(3) The Company acquiring real estate or right-of-use assets thereof from a related party and appraises the cost of the real estate or right-of-use assets thereof in accordance with the previous 2 provisions shall also engage a CPA to check the appraisal and render a specific opinion.</p> <p>(4) If the Company acquires real estate or right-of-use assets thereof from a related party under any of the following circumstances, the Company shall comply with the provisions of V.(III).2, and the previous 3 provisions shall not apply:</p> <p>A. The related party acquired the real estate or right-of-use assets thereof through inheritance or as a gift.</p> <p>B. More than 5 years will have elapsed from the time the related party signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction.</p> <p>C. The real estate is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real estate, either on the Company's own land or on rented land.</p> <p>D. The real estate right-of-use assets for business use are acquired by the Company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital</p>

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<p>the method under V.(III).3.(1) and the building is appraised on the basis of the related party's construction cost plus reasonable construction profit, the total amount of which exceeds the actual transaction price. The so-called reasonable construction profit shall be the lower of the average operating profit margin of the related party's construction department for the last three years or the most recent gross profit margin of the construction industry published by the Ministry of Finance.</p> <p>b. Completed transactions by unrelated parties within the preceding year involving other floors of the same target or vicinity or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>B. The Company provides proof that the terms of the real estate purchased from a related party or the right-of-use real estate acquired by lease are similar to those of other unrelated party transactions in the vicinity within one year and the area is similar.</p> <p>The above-mentioned transactions in the vicinity are based on the same or adjacent streets and the distance from the target of the transaction is less than 500 meters in circumference or the announced current value of the transaction is similar; the similarity in size is based on the fact that the area of other</p>	<p>(5) If the Company's appraisal results in accordance with the provisions of V.(III).3.(1) and (2) are lower than the transaction price, the Company shall proceed with the provisions of V.(III).3.(6) However, this shall not apply to the case if objective evidence is presented and a specific opinion of reasonableness is obtained from a professional appraiser of real estate and a CPA due to the following circumstances:</p> <p>A. Where the related party is acquiring undeveloped land or leased land for further construction, the related party shall be required to prove that one of the following conditions is met:</p> <p>a. If the undeveloped land is appraised in accordance with the method under V.(III).3.(1) and the building is appraised on the basis of the related party's construction cost plus reasonable construction profit, the total amount of which exceeds the actual transaction price. The so-called reasonable construction profit shall be the lower of the average operating profit margin of the related party's construction department for the last three years or the most recent gross profit margin of the construction industry published by the Ministry of Finance.</p> <p>b. Completed transactions by unrelated parties within the preceding year involving other floors of the same target or vicinity or closely valued parcels of land, where the land area and transaction terms are similar after calculation of reasonable</p>

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<p>unrelated party transactions is not less than 50% of the area of the target of the transaction.</p> <p>(6) If the Company acquires real estate or right-of-use assets from a related party and the appraisal result is lower than the transaction price in accordance with the provisions of V.(III).3.(1)~(5), the Company shall do the following:</p> <p>A. The difference between the transaction price and the appraised cost of the real estate or right-of-use assets shall be set aside as a special reserve in accordance with the regulations and shall not be distributed or transferred to additional capital for stock dividends in accordance with paragraph 1, Article 41 of the Securities and Exchange Act. If the Company's investment in a public company is accounted for under the equity method, a special reserve should be provided in proportion to the Company's shareholding.</p> <p>B. The independent directors of the Audit Committee shall be subject to the provisions of Article 218 of the Company Act mutatis mutandis</p> <p>C. The Company shall report to the shareholders' meeting on the treatment of the previous 2 paragraphs, and disclose the details of the transaction in the annual report and the prospectus.</p> <p>(7) The Company shall set aside a special reserve in accordance with the preceding paragraph only after the Company has recognized a loss on the decline in value of the assets acquired or leased at a high price, or has terminated the lease, or has made appropriate remuneration or restoration, or has other</p>	<p>price discrepancies in floor or area land prices in accordance with standard property market sale or leasing practices.</p> <p>B. The Company provides proof that the terms of the real estate purchased from a related party or the right-of-use real estate acquired by lease are similar to those of other unrelated party transactions in the vicinity within one year and the area is similar.</p> <p>The above-mentioned transactions in the vicinity are based on the same or adjacent streets and the distance from the target of the transaction is less than 500 meters in circumference or the announced current value of the transaction is similar; the similarity in size is based on the fact that the area of other unrelated party transactions is not less than 50% of the area of the target of the transaction.</p> <p>(6) If the Company acquires real estate or right-of-use assets from a related party and the appraisal result is lower than the transaction price in accordance with the provisions of V.(III).3.(1)~(5), the Company shall do the following:</p> <p>A. The difference between the transaction price and the appraised cost of the real estate or right-of-use assets shall be set aside as a special reserve in accordance with the regulations and shall not be distributed or transferred to additional capital for stock dividends in accordance with paragraph 1, Article 41 of the Securities and Exchange Act. If the Company's investment</p>

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<p>evidence to confirm that it is not unreasonable, and the competent authority has approved the use of the special reserve.</p> <p>(8) If the Company acquires real estate or right-to-use assets from a related party and there is other evidence that the transaction is not in accordance with business practices, the Company shall still address the situation in accordance with the preceding two provisions.</p> <p>(IV) Handling of Acquisition or Disposal of Derivatives</p> <p>The Company shall follow the Company's "Procedures for Engaging in Derivatives Transactions" when engaging in derivative transactions</p> <p>(V) Handling of mergers, demergers, acquisitions or transfers of shares</p> <p>1. Appraisal and Operating Procedures</p> <p>(1) The Company shall, in the event of a merger, demerger, acquisition or transfer of shares, appoint a CPA, attorney or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price or distribution of cash or other property to shareholders before convening the Board of Directors' meeting to resolve on the matter, and shall submit it to the Board of Directors for discussion and approval. However, a public company is exempted from obtaining an opinion of reasonableness from the foregoing experts in the case of a merger between subsidiaries in which the company directly or indirectly holds 100% of the shares issued or capital stock, or between subsidiaries in which the company directly or indirectly holds 100% of the shares issued or capital stock.</p> <p>(2) A public document to the shareholders containing material</p>	<p>in a public company is accounted for under the equity method, a special reserve should be provided in proportion to the Company's shareholding.</p> <p>B. The independent directors of the Audit Committee shall be subject to the provisions of Article 218 of the Company Act mutatis mutandis</p> <p>C. The Company shall report to the shareholders' meeting on the treatment of the previous 2 paragraphs, and disclose the details of the transaction in the annual report and the prospectus.</p> <p>(7) The Company shall set aside a special reserve in accordance with the preceding paragraph only after the Company has recognized a loss on the decline in value of the assets acquired or leased at a high price, or has terminated the lease, or has made appropriate remuneration or restoration, or has other evidence to confirm that it is not unreasonable, and the competent authority has approved the use of the special reserve.</p> <p>(8) If the Company acquires real estate or right-to-use assets from a related party and there is other evidence that the transaction is not in accordance with business practices, the Company shall still address the situation in accordance with the preceding two provisions.</p> <p>(IV) Handling of Acquisition or Disposal of Derivatives</p> <p>The Company shall follow the Company's "Procedures for Engaging in Derivatives Transactions" when engaging in derivative transactions</p>

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<p>contractual content and related matters for merger, demerger or acquisition, together with the expert opinion and the notice of the shareholders' meeting, shall be prepared by the Company prior to the shareholders' meeting for the purpose of determining whether to approve the merger, demerger or acquisition. However, this does not apply if other laws and regulations stipulate a company may be exempted from convening a shareholders' meeting to resolve the merger, demerger or acquisition</p> <p>If a shareholders' meeting of a company participating in a merger, demerger or acquisition cannot be convened or resolved due to insufficient number of attendees, insufficient voting rights or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the company participating in the merger, demerger or acquisition shall immediately disclose to the public the reasons for the occurrence, the subsequent handling operations and the expected date of the shareholders' meeting.</p> <p>2. Other matters that should be noted:</p> <p>(1) Date of the Board of Directors' meeting:</p> <p>A company participating in a merger, demerger, or acquisition shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another law provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent.</p>	<p>(V) Handling of mergers, demergers, acquisitions or transfers of shares</p> <p>1. Appraisal and Operating Procedures</p> <p>(1) The Company shall, in the event of a merger, demerger, acquisition or transfer of shares, appoint a CPA, attorney or securities underwriter to express an opinion on the reasonableness of the share exchange ratio, acquisition price or distribution of cash or other property to shareholders before convening the Board of Directors' meeting to resolve on the matter, and shall submit it to the Board of Directors for discussion and approval. However, a public company is exempted from obtaining an opinion of reasonableness from the foregoing experts in the case of a merger between subsidiaries in which the company directly or indirectly holds 100% of the shares issued or capital stock, or between subsidiaries in which the company directly or indirectly holds 100% of the shares issued or capital stock.</p> <p>(2) A public document to the shareholders containing material contractual content and related matters for merger, demerger or acquisition, together with the expert opinion and the notice of the shareholders' meeting, shall be prepared by the Company prior to the shareholders' meeting for the purpose of determining whether to approve the merger, demerger or acquisition. However, this does not apply if other laws and regulations stipulate a company may be exempted from convening a shareholders' meeting to resolve the merger, demerger or</p>

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<p>A company participating in a transfer of shares shall call a Board of Directors meeting on the day of the transaction, unless another law provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent.</p> <p>(2) When the Company participates in a merger, demerger, acquisition, or transfer of shares, it shall make complete written records of the following information and keep them for five years for inspection:</p> <p>A. Basic personnel information: Including the titles, names, and ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the merger, demerger, acquisition, or share transfer plan or the execution of the plan before the information is made public.</p> <p>B. Date of material events: Including the date of signing of the letter of intent or memorandum of understanding, appointment of financial or legal advisors, signing of contract and Board meeting.</p> <p>C. Material documents and minutes: Including merger, demerger, acquisition or share transfer plans, letters of intent or memoranda of understanding, material contracts and minutes of Board meetings.</p> <p>(3) When the Company participates in a merger, demerger, acquisition or transfer of shares, the Company shall, within two days from the date of the resolution of the Board of Directors' meeting, report the information under A and B of the preceding paragraph</p>	<p>acquisition</p> <p>If a shareholders' meeting of a company participating in a merger, demerger or acquisition cannot be convened or resolved due to insufficient number of attendees, insufficient voting rights or other legal restrictions, or if the proposal is rejected by the shareholders' meeting, the company participating in the merger, demerger or acquisition shall immediately disclose to the public the reasons for the occurrence, the subsequent handling operations and the expected date of the shareholders' meeting.</p> <p>2. Other matters that should be noted:</p> <p>(1) Date of the Board of Directors' meeting: A company participating in a merger, demerger, or acquisition shall convene a Board of Directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another law provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent.</p> <p>A company participating in a transfer of shares shall call a Board of Directors meeting on the day of the transaction, unless another law provides otherwise or the competent authority is notified in advance of extraordinary circumstances and grants consent.</p> <p>(2) When the Company participates in a merger, demerger, acquisition, or transfer of shares, it shall make complete written records of the following information and keep them for five years</p>

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<p>to the competent authority in the prescribed form via the Internet information system for recordation.</p> <p>(4) If the Company participates in a merger, demerger, acquisition or transfer of shares of a firm that is not listed on TWSE or whose shares are traded on the business premises of a securities firm, the Company shall enter into an agreement with such firm and comply with the provisions of preceding 2 paragraphs.</p> <p>(5) Ex ante non-disclosure agreement</p> <p>All persons who participate in or have knowledge of the Company's merger, demerger, acquisition or share transfer plan shall give a written non-disclosure agreement and shall not reveal the contents of the plan to the external until the information is made public, nor shall they trade in the stocks and other marketable securities of all firms with an equity interest in connection with the merger, demerger, acquisition or share transfer on their own or in the name of others.</p> <p>(6) Principles for determining and changing the share exchange ratio or acquisition price.</p> <p>When the Company participates in a merger, demerger, acquisition or transfer of shares, the share exchange ratio or acquisition price shall not be changed arbitrarily except in the following circumstances, and the circumstances under which such change may be made shall be stipulated in the contract of merger, demerger, acquisition or transfer of shares.</p> <p>A. Cash capital increase, issuance of convertible bonds, distribution of stock dividends, issuance of corporate bonds</p>	<p>for inspection:</p> <p>A. Basic personnel information:</p> <p>Including the titles, names, and ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the merger, demerger, acquisition, or share transfer plan or the execution of the plan before the information is made public.</p> <p>B. Date of material events:</p> <p>Including the date of signing of the letter of intent or memorandum of understanding, appointment of financial or legal advisors, signing of contract and Board meeting.</p> <p>C. Material documents and minutes:</p> <p>Including merger, demerger, acquisition or share transfer plans, letters of intent or memoranda of understanding, material contracts and minutes of Board meetings.</p> <p>(3) When the Company participates in a merger, demerger, acquisition or transfer of shares, the Company shall, within two days from the date of the resolution of the Board of Directors' meeting, report the information under A and B of the preceding paragraph to the competent authority in the prescribed form via the Internet information system for recordation.</p> <p>(4) If the Company participates in a merger, demerger, acquisition or transfer of shares of a firm that is not listed on TWSE or whose shares are traded on the business premises of a securities firm, the Company</p>

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<p>with stock options, preferred shares with stock options, stock warrants and other equity-type marketable securities.</p> <p>B. Disposal of the Company's major assets and other acts that affect the Company's financial and business matters.</p> <p>C. Major disasters, technological changes, etc. that affect The Company's shareholders' equity or securities prices</p> <p>D. Adjustment of the repurchase of treasury stock by any party involved in a merger, demerger, acquisition or transfer of shares in accordance with the law.</p> <p>E. Changes in the principals or the number of parties involved in a merger, demerger, acquisition or transfer of shares.</p> <p>F. Other conditions for changed stipulated in the contract that have been disclosed to the public.</p> <p>(7) The contract shall contain the following information: If the Company participates in a merger, demerger, acquisition or transfer of shares, the contract shall specify the rights and obligations of the parties participating in the merger, demerger, acquisition or transfer of shares, and shall specify the following:</p> <p>A. Handling of breach of contract.</p> <p>B. The handling principle of equity-type marketable securities issued or treasury stock repurchased of the dissolved or split company prior to the merger</p> <p>C. The number of treasury stock that may be legally repurchased by the</p>	<p>shall enter into an agreement with such firm and comply with the provisions of preceding 2 paragraphs.</p> <p>(5) Ex ante non-disclosure agreement</p> <p>All persons who participate in or have knowledge of the Company's merger, demerger, acquisition or share transfer plan shall give a written non-disclosure agreement and shall not reveal the contents of the plan to the external until the information is made public, nor shall they trade in the stocks and other marketable securities of all firms with an equity interest in connection with the merger, demerger, acquisition or share transfer on their own or in the name of others.</p> <p>(6) Principles for determining and changing the share exchange ratio or acquisition price.</p> <p>When the Company participates in a merger, demerger, acquisition or transfer of shares, the share exchange ratio or acquisition price shall not be changed arbitrarily except in the following circumstances, and the circumstances under which such change may be made shall be stipulated in the contract of merger, demerger, acquisition or transfer of shares.</p> <p>A. Cash capital increase, issuance of convertible bonds, distribution of stock dividends, issuance of corporate bonds with stock options, preferred shares with stock options, stock warrants and other equity-type marketable securities.</p> <p>B. Disposal of the Company's major assets and other acts that affect the Company's financial and business</p>



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<p>participating company after the base date of calculation of the share exchange ratio and the handling principle.</p> <p>D. The handling method of changes in the principals and the number of participating parties.</p> <p>E. Estimated progress and completion schedule of the plan.</p> <p>F. If the plan is not completed within the time limit, the relevant handling procedures for the scheduled date of the shareholders' meeting according to the law.</p> <p>(8) Changes in the number of companies involved in a merger, demerger, acquisition or transfer of shares.</p> <p>If any party to a merger, demerger, acquisition or transfer of shares intends to merge, demerge, acquire or transfer shares with another firm after the information has been made public, the participating firms shall be exempted from convening a shareholders' meeting to resolve the matter again, unless the number of participants has been reduced and the shareholders' meeting has resolved and authorized the Board of Directors to change the authority of the merger, demerger, acquisition or transfer of shares, and the procedures or legal acts performed in the original merger, demerger, acquisition or transfer of shares shall be repeated by all participating firms.</p> <p>(9) The Company shall enter into an agreement with any company participating in a merger, demerger, acquisition, or transfer of shares that is not a public company and shall comply with the provisions of V.(V).2.(1)~(5)</p>	<p>matters.</p> <p>C. Major disasters, technological changes, etc. that affect The Company's shareholders' equity or securities prices</p> <p>D. Adjustment of the repurchase of treasury stock by any party involved in a merger, demerger, acquisition or transfer of shares in accordance with the law.</p> <p>E. Changes in the principals or the number of parties involved in a merger, demerger, acquisition or transfer of shares.</p> <p>F. Other conditions for changed stipulated in the contract that have been disclosed to the public.</p> <p>(7) The contract shall contain the following information:</p> <p>If the Company participates in a merger, demerger, acquisition or transfer of shares, the contract shall specify the rights and obligations of the parties participating in the merger, demerger, acquisition or transfer of shares, and shall specify the following:</p> <p>A. Handling of breach of contract.</p> <p>B. The handling principle of equity-type marketable securities issued or treasury stock repurchased of the dissolved or split company prior to the merger</p> <p>C. The number of treasury stock that may be legally repurchased by the participating company after the base date of calculation of the share exchange ratio and the handling principle.</p> <p>D. The handling method of changes in the principals and</p>

Amended Provisions	Current Provisions
<p>and (8).</p> <p>(VI) Procedures for Public Disclosure of Information</p> <p><u>1.</u> The items and criteria for announcement and reporting are:</p> <p>(1) Acquisition or disposal of real estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; However, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Mergers, demergers, acquisitions or transfers of shares</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where the type of asset acquired or disposed of is equipment or right-of-use assets thereof for business use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches one of the following levels.</p> <p>A. When the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. When the Company's paid-in capital reaches NT\$10 billion or more, the transaction amount reaches NT\$1,000</p>	<p>the number of participating parties.</p> <p>E. Estimated progress and completion schedule of the plan.</p> <p>F. If the plan is not completed within the time limit, the relevant handling procedures for the scheduled date of the shareholders' meeting according to the law.</p> <p>(8) Changes in the number of companies involved in a merger, demerger, acquisition or transfer of shares.</p> <p>If any party to a merger, demerger, acquisition or transfer of shares intends to merge, demerge, acquire or transfer shares with another firm after the information has been made public, the participating firms shall be exempted from convening a shareholders' meeting to resolve the matter again, unless the number of participants has been reduced and the shareholders' meeting has resolved and authorized the Board of Directors to change the authority of the merger, demerger, acquisition or transfer of shares, and the procedures or legal acts performed in the original merger, demerger, acquisition or transfer of shares shall be repeated by all participating firms.</p> <p>(9) The Company shall enter into an agreement with any company participating in a merger, demerger, acquisition, or transfer of shares that is not a public company and shall comply with the provisions of V.(V).2.(1)~(5) and (8).</p> <p>(VI) Procedures for Public Disclosure of Information</p> <p><u>1.</u> The items and criteria for announcement and reporting are:</p> <p>(1) Acquisition or disposal of real</p>

Amended Provisions	Current Provisions
<p>million or more.</p> <p>(5) If a company acquires real estate under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the counterparty is not a related party, the company expects to invest a transaction amount of NT\$500 million or more.</p> <p>(6) If the transaction amount of the asset transaction, disposal of debts by financial institutions or investment in Mainland China other than those in the preceding 5 paragraphs reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, this does not apply to the following circumstances:</p> <p>A. Purchase and sale of domestic bonds <u>or foreign bonds with credit ratings not lower than the sovereign rating of Taiwan.</u></p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>2. The amount of the foregoing transactions is calculated as follows:</p> <p>(1) The amount of each transaction.</p> <p>(2) The cumulative amount of acquisition or disposal of targets of the same nature with the same counterparty within one year.</p> <p>(3) The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of real estate or right-to-use assets of the same development project within one year.</p>	<p>estate or right-of-use assets thereof from or to a related party, or acquisition or disposal of assets other than real estate or right-of-use assets thereof from or to a related party where the transaction amount reaches 20 percent or more of paid-in capital, 10 percent or more of the Company's total assets, or NT\$300 million or more; However, this shall not apply to trading of government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p>(2) Mergers, demergers, acquisitions or transfers of shares</p> <p>(3) Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the Company.</p> <p>(4) Where the type of asset acquired or disposed of is equipment or right-of-use assets thereof for business use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches one of the following levels.</p> <p>A. When the Company's paid-in capital is less than NT\$10 billion, the transaction amount reaches NT\$500 million or more.</p> <p>B. When the Company's paid-in capital reaches NT\$10 billion or more, the transaction amount reaches NT\$1,000 million or more.</p> <p>(5) If a company acquires real estate under an arrangement on engaging others to build on the company's own land, engaging</p>

Amended Provisions	Current Provisions
<p><u>(4)</u> The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of marketable securities within one year.</p> <p><u>3.</u> Time limit for making announcement and reporting: If the Company acquires or disposes of assets with the items specified in V.(VI)(1) and the transaction amount reaches the criteria for announcement and reporting, the announcement and reporting shall be made within two days from the date of occurrence of the fact.</p> <p><u>4.</u> Procedures for announcement and reporting</p> <p>(1) The Company shall announce and report the relevant information on the website designated by the competent authority.</p> <p>(2) The Company shall input the information on derivative transactions entered by the Company and its subsidiaries that are not domestic public companies as of the end of the previous month in the prescribed format on a monthly basis on the website designated by the Financial Supervisory Commission by the tenth day of each month.</p> <p>(3) If there is any error or omission in the Company's announcement for items required to be announced by regulations, the Company shall re-announce and report all items within two days from the date of knowledge.</p> <p>(4) When the Company acquires or disposes of assets, the Company shall keep the relevant contracts, minutes, memorandum books, appraisal reports, and opinions of CPAs, lawyers, or securities underwriters in the Company for at least five years, unless</p>	<p>others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the counterparty is not a related party, the company expects to invest a transaction amount of NT\$500 million or more.</p> <p>(6) If the transaction amount of the asset transaction, disposal of debts by financial institutions or investment in Mainland China other than those in the preceding 5 paragraphs reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, this does not apply to the following circumstances:</p> <p>A. Trading of domestic government bonds</p> <p>B. Trading of bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p> <p><u>2.</u> The amount of the foregoing transactions is calculated as follows:</p> <p><u>(1)</u> The amount of each transaction.</p> <p><u>(2)</u> The cumulative amount of acquisition or disposal of targets of the same nature with the same counterparty within one year.</p> <p><u>(3)</u> The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of real estate or right-to-use assets of the same development project within one year.</p> <p><u>(4)</u> The cumulative amount of acquisition or disposal (acquisition and disposal are accumulated separately) of</p>

Amended Provisions	Current Provisions
<p>otherwise required by other laws.</p> <p>(5) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding provisions, a public report of relevant information shall be made on the information reporting website designated by the competent authority within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p> <p><u>5.</u> Announcement format: According to the regulations of the competent authority.</p> <p>(VII) The Company's subsidiaries shall comply with the following regulations</p> <p>1. The Company's subsidiaries shall also establish the "Procedures for Acquisition or Disposal of Assets" in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and submit it to the shareholders' meeting for consent after the approval by the Board of Directors, and the same applies to any amendment.</p> <p>2. The Company's subsidiaries shall acquire or dispose of assets in accordance with the "Procedures for Acquisition or Disposed of Assets" in their respective internal control systems, and shall submit to the Company in writing by the fifth day</p>	<p>marketable securities within one year.</p> <p><u>3.</u> Time limit for making announcement and reporting:</p> <p>If the Company acquires or disposes of assets with the items specified in V.(VI)(1) and the transaction amount reaches the criteria for announcement and reporting, the announcement and reporting shall be made within two days from the date of occurrence of the fact.</p> <p><u>4.</u> Procedures for announcement and reporting</p> <p>(1) The Company shall announce and report the relevant information on the website designated by the competent authority.</p> <p>(2) The Company shall input the information on derivative transactions entered by the Company and its subsidiaries that are not domestic public companies as of the end of the previous month in the prescribed format on a monthly basis on the website designated by the Financial Supervisory Commission by the tenth day of each month .</p> <p>(3) If there is any error or omission in the Company's announcement for items required to be announced by regulations, the Company shall re-announce and report all items within two days from the date of knowledge.</p> <p>(4) When the Company acquires or disposes of assets, the Company shall keep the relevant contracts, minutes, memorandum books, appraisal reports, and opinions of CPAs, lawyers, or securities underwriters in the Company for at least five years, unless otherwise required by other laws.</p>

Amended Provisions	Current Provisions
<p>of each month a statement of the single or cumulative transactions of assets of the same nature acquired or disposed of in the previous month amounting to at least NT\$10 million.</p> <p>3. The Company's audit unit shall include the acquisition or disposal of assets by its subsidiaries as one of the annual audit items, and the audits shall be listed as necessary items for reporting to the Board of Directors and the Audit Committee.</p> <p>4. If the subsidiary is not a public company and the assets acquired or disposed of meet the criteria for public announcement and reporting, the Company shall be notified within two days from the date of occurrence of the fact and shall make the announcement and reporting on behalf of the subsidiary.</p> <p>5. The paid-in capital or total assets of the parent company (the Company) shall be the standard applicable to a subsidiary in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory reporting.</p> <p>6. For the calculation of 10 percent of total assets under the Procedures, the total assets stated in the most recent parent company only financial report or standalone financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the stock of a subsidiary has no par value or the par value per share is not NT\$10, whether the transaction amount reaches 20% of the paid-in capital under the Procedures shall be calculated based on 10% of the equity attributable to shareholders of the parent company; Whether the transaction for paid-in capital amounting to NT\$10 billion under the Procedures shall be calculated based on NT\$20 billion of the equity attributable to shareholders of the</p>	<p>(5) Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding provisions, a public report of relevant information shall be made on the information reporting website designated by the competent authority within 2 days counting inclusively from the date of occurrence of the event:</p> <p>A. Change, termination, or rescission of a contract signed in regard to the original transaction.</p> <p>B. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract.</p> <p>C. Change to the originally publicly announced and reported information.</p> <p><u>5.</u> Announcement format: According to the regulations of the competent authority.</p> <p>(VII) The Company's subsidiaries shall comply with the following regulations</p> <p>1. The Company's subsidiaries shall also establish the "Procedures for Acquisition or Disposal of Assets" in accordance with the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and submit it to the shareholders' meeting for consent after the approval by the Board of Directors, and the same applies to any amendment.</p> <p>2. The Company's subsidiaries shall acquire or dispose of assets in accordance with the "Procedures for Acquisition or Disposed of Assets" in their respective internal control systems, and shall submit to the Company in writing by the fifth day of</p>

Amended Provisions	Current Provisions
<p>parent company.</p> <p>(VIII) Other significant matters:</p> <ol style="list-style-type: none"> <li>1. In the event that the Company obtains an appraisal report or an opinion from a CPA, attorney or securities underwriter, the professional appraiser and its appraising personnel, CPAs, attorney or securities underwriter shall comply with the following requirements: <ol style="list-style-type: none"> <li>(1) Those that have not been convicted of violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or have committed fraud, breach of trust, embezzlement, forgery, or have been convicted of a business offense, with announced and confirmed sentence of imprisonment for at least one year. However, this does not apply to the case if three years have elapsed since the completion of the execution, probation or pardon of the sentences.</li> <li>(2) The parties to the transaction shall not be related parties or have a de facto relationship with each other.</li> <li>(3) If the Company shall obtain appraisal reports from more than two professional appraisers, the different professional appraisers or appraising personnel shall not be related parties or have de facto relationships with each other.</li> </ol> </li> <li>2. When issuing appraisal reports or opinions, the foregoing personnel shall follow the self-regulatory rules of <u>the respective trade association to which they belong and</u> the following requirements. <ol style="list-style-type: none"> <li>(1) Before taking up a case, they should carefully assess their professional competence,</li> </ol> </li> </ol>	<p>each month a statement of the single or cumulative transactions of assets of the same nature acquired or disposed of in the previous month amounting to at least NT\$10 million.</p> <ol style="list-style-type: none"> <li>3. The Company's audit unit shall include the acquisition or disposal of assets by its subsidiaries as one of the annual audit items, and the audits shall be listed as necessary items for reporting to the Board of Directors and the Audit Committee.</li> <li>4. If the subsidiary is not a public company and the assets acquired or disposed of meet the criteria for public announcement and reporting, the Company shall be notified within two days from the date of occurrence of the fact and shall make the announcement and reporting on behalf of the subsidiary.</li> <li>5. The paid-in capital or total assets of the parent company (the Company) shall be the standard applicable to a subsidiary in determining whether, relative to paid-in capital or total assets, it reaches a threshold requiring public announcement and regulatory reporting.</li> <li>6. For the calculation of 10 percent of total assets under the Procedures, the total assets stated in the most recent parent company only financial report or standalone financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used. If the stock of a subsidiary has no par value or the par value per share is not NT\$10, whether the transaction amount reaches 20% of the paid-in capital under the Procedures shall be calculated based on 10% of the equity attributable to shareholders of the parent company; Whether the transaction for paid-in capital amounting to NT\$10 billion under the Procedures shall be calculated based on NT\$20 billion of the equity attributable to shareholders of the</li> </ol>

Amended Provisions	Current Provisions
<p>practical experience and independence. Before taking up a case, they should carefully assess their professional competence, practical experience and independence.</p> <p>(2) When <u>executing</u> a case, they shall properly plan and implement appropriate procedures for drawing conclusions and issuing reports or opinions based on them, and shall document the procedures, information collected, and conclusions in a detailed manner in the working papers of the case.</p> <p>(3) The sources of data, parameters, and information used shall be evaluated on an item-by-item basis for their <u>appropriateness</u> and reasonableness to form the basis for the issuance of an appraisal report or opinion.</p> <p>(4) The declaration shall include that the relevant personnel are professional and independent, that the information used has been evaluated as <u>appropriate and</u> reasonable, and that the relevant laws and regulations have been followed.</p> <p>3. If the Company's acquisition or disposal of assets is subject to the approval of the Board of Directors in accordance with the established procedures or other legal requirements, the Company shall send the information on the directors' dissenting opinions to the Audit Committee if there is a director's dissenting opinion and a record or written statement.</p> <p>4. When the transaction of acquisition or disposal of assets is submitted to the Board of Directors for discussion in accordance with these procedures, the opinions of each independent director shall be fully considered. Any dissenting opinions or reservations of the independent directors should be set forth in the</p>	<p>parent company.</p> <p>(VIII) Other significant matters:</p> <p>1. In the event that the Company obtains an appraisal report or an opinion from a CPA, attorney or securities underwriter, the professional appraiser and its appraising personnel, CPAs, attorney or securities underwriter shall comply with the following requirements:</p> <p>(1) Those that have not been convicted of violating this Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, the Business Entity Accounting Act, or have committed fraud, breach of trust, embezzlement, forgery, or have been convicted of a business offense, with announced and confirmed sentence of imprisonment for at least one year. However, this does not apply to the case if three years have elapsed since the completion of the execution, probation or pardon of the sentences.</p> <p>(2) The parties to the transaction shall not be related parties or have a de facto relationship with each other.</p> <p>(3) If the Company shall obtain appraisal reports from more than two professional appraisers, the different professional appraisers or appraising personnel shall not be related parties or have de facto relationships with each other.</p> <p>2. When issuing appraisal reports or opinions, the foregoing personnel shall follow the following requirements.</p> <p>(1) Before taking up a case, they should carefully assess their professional competence, practical experience and</p>



Amended Provisions	Current Provisions
<p>minutes of the Board of Directors' meeting.</p> <p>5. Significant asset or derivative transactions shall be approved by at least one-half of all Audit Committee members and proposed to the Board of Directors for resolution, or if not approved by at least one-half of all Audit Committee members, by at least two-thirds of all Directors, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting.</p> <p>(IX) Penalty</p> <p>If the Company's management and related executive personnel violate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" or the Procedures, they shall be punished in accordance with the "Regulations Governing the Reward and Punishment of Employees" of the Company.</p>	<p>independence. Before taking up a case, they should carefully assess their professional competence, practical experience and independence.</p> <p>(2) When <u>auditing</u> a case, they shall properly plan and implement appropriate procedures for drawing conclusions and issuing reports or opinions based on them, and shall document the procedures, information collected, and conclusions in a detailed manner in the working papers of the case.</p> <p>(3) The sources of data, parameters, and information used shall be evaluated on an item-by-item basis for their <u>completeness, accuracy</u> and reasonableness to form the basis for the issuance of an appraisal report or opinion.</p> <p>(4) The declaration shall include that the relevant personnel are professional and independent, that the information used has been evaluated as <u>reasonable, accurate</u> and reasonable, and that the relevant laws and regulations have been followed.</p> <p>3. If the Company's acquisition or disposal of assets is subject to the approval of the Board of Directors in accordance with the established procedures or other legal requirements, the Company shall send the information on the directors' dissenting opinions to the Audit Committee if there is a director's dissenting opinion and a record or written statement.</p> <p>4. When the transaction of acquisition or disposal of assets is submitted to the Board of Directors for discussion in accordance with these procedures, the opinions of each independent director shall be fully considered. Any dissenting opinions or reservations of the independent directors should be set forth in the</p>

Amended Provisions	Current Provisions
	<p>minutes of the Board of Directors' meeting.</p> <p>5. Significant asset or derivative transactions shall be approved by at least one-half of all Audit Committee members and proposed to the Board of Directors for resolution, or if not approved by at least one-half of all Audit Committee members, by at least two-thirds of all Directors, and the resolution of the Audit Committee shall be set forth in the minutes of the Board of Directors' meeting.</p> <p>(IX) Penalty</p> <p>If the Company's management and related executive personnel violate the "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" or the Procedures, they shall be punished in accordance with the "Regulations Governing the Reward and Punishment of Employees" of the Company.</p>
<p>VIII. The Procedures were established on April 15, 2013.</p> <p>The 1st amendment was made on October 27, 2014</p> <p>The 2nd amendment was made on March 29, 2016</p> <p>The 3rd amendment was made on June 12, 2017</p> <p>The 4th amendment was made on June 20, 2019</p> <p><u>The 5th amendment was made on June 23, 2022</u></p>	<p>VIII. The Procedures were established on April 15, 2013.</p> <p>The 1st amendment was made on October 27, 2014</p> <p>The 2nd amendment was made on March 29, 2016</p> <p>The 3rd amendment was made on June 12, 2017</p> <p>The 4th amendment was made on June 20, 2019</p>

Comparison of the provisions of the “Articles of Incorporation” of WW Holding  
Inc. before and after amendments

Article No.	Amended Provision	Current Provision	Reason for amendment
Cover	<p>THE COMPANIES <b>LAW</b> (REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><b>EIGHTH</b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>WW HOLDING INC. - Incorporated on the November 27, 2009</p> <p>(as adopted by a Special Resolution dated June <b>19</b>, 2020)</p>	<p>THE COMPANIES <b>ACT (As</b> REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><b>NINTH</b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>WW HOLDING INC. - Incorporated on the November 27, 2009</p> <p>(as adopted by a Special Resolution dated June <b>23</b>, 2022)</p>	<p>1. Number of times the Articles of Incorporation have been amended.</p> <p>2. The date is updated on which this amendment to the Articles of Incorporation is proposed to be approved by a special resolution of the shareholders' meeting.</p>
Outline	<p>THE COMPANIES <b>LAW</b> (REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><b>EIGHTH</b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>WW HOLDING INC.</p> <p>(as adopted by a Special Resolution dated June <b>19</b>, 2020)</p>	<p>THE COMPANIES <b>ACT (As</b> REVISED) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><b>NINTH</b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>OF</p> <p>WW HOLDING INC.</p> <p>(as adopted by a Special Resolution dated June <b>23</b>, 2022)</p>	<p>1. Number of times the Articles of Incorporation have been amended.</p> <p>2. The date is updated on which this amendment to the Articles of Incorporation is proposed to be approved by a special resolution of the shareholders' meeting.</p>
Articles of Incorporation	<p>THE COMPANIES <b>LAW</b> (Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY</p>	<p>THE COMPANIES <b>ACT (As</b> Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY</p>	<p>1. Number of times the Articles of Incorporation have</p>

Article No.	Amended Provision	Current Provision	Reason for amendment
	<p>SHARES</p> <p><b><u>EIGHTH</u></b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF WW HOLDING INC.</p> <p>(as adopted by a Special Resolution dated June <b><u>19</u></b>, 2020)</p>	<p>SHARES</p> <p><b><u>NINTH</u></b> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF WW HOLDING INC.</p> <p>(as adopted by a Special Resolution dated June <b><u>23</u></b>, 2022)</p>	<p>been amended.</p> <p>2. The date is updated on which this amendment to the Articles of Incorporation is proposed to be approved by a special resolution of the shareholders' meeting.</p>
Articles of Incorporation Article 1.1	<p>In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:</p> <p>"Electronic Transactions <b><u>Law</u></b>" means the Electronic Transactions <b><u>Law (2003 Revision)</u></b> of the Cayman Islands.</p> <p>"Statute" means the Companies <b><u>Law</u></b> (Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.</p>	<p>In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith:</p> <p>"Electronic Transactions <b><u>Act</u></b>" means the Electronic Transactions <b><u>Act (As Revised)</u></b> of the Cayman Islands.</p> <p>"Statute" means the Companies <b><u>Act (As Revised)</u></b> of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.</p>	This Article is amended in accordance with the laws of Cayman
Articles of Incorporation Article 1.2	(h) Section 8 of the Electronic Transactions <b><u>Law</u></b> shall not apply.	(h) Section 8 of the Electronic Transactions <b><u>Act</u></b> shall not apply.	This Article is amended in accordance with the laws of Cayman
Articles of Incorporation Article 16.4	The general meetings shall be held at such time and place as the Directors shall appoint provided that unless otherwise provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan in the event the Company has	The general meetings shall be held at such time and place as the Directors shall appoint, <b><u>or by video conference or in any manner prescribed by the Applicable Public Company Rules,</u></b> provided that unless otherwise	Pursuant to the amendment of Article 172-2 of the Company Act and the "Checklist for the Protection of the Rights and Interests of Shareholders in the

Article No.	Amended Provision	Current Provision	Reason for amendment
	<p>acquired public company status. For general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply to the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).</p>	<p>provided by the Statute or this Article 16.4, the general meetings shall be held in Taiwan in the event the Company has acquired public company status. For general meetings to be held outside Taiwan, after the Company has acquired public company status, the Company shall apply to the TWSE to obtain its approval within two days after the board of Directors resolves to call a general meeting or within two days after the shareholder(s) obtain(s) the approval from competent authorities to convene the same. In addition, where a general meeting is to be held outside Taiwan, the Company shall engage a professional securities agent in Taiwan to handle the administration of such general meeting (including but not limited to the handling of the voting of proxies submitted by Members).</p> <p><b><u>Where a general meeting is held through video conference, it shall be convened in accordance with the regulations of the Applicable Public Company Rules.</u></b></p>	<p>Country of Registration of Foreign Issuers" announced by the Taiwan Stock Exchange Corporation by letter Tai-Zheng-Shang-II-Zi No. 1111700674 dated March 11, 2022, the provisions of the video conference of shareholders' meeting shall apply to public companies. In accordance with the preceding provisions, the Articles of Incorporation may specify that the shareholders' meeting can be held by video conference or by other means announced by the central competent authority, i.e., the Ministry of Economic Affairs. Article 16.4 is amended in order to comply with the competent authority's policy of promoting video shareholders' meetings and to provide shareholders with convenient channels to participate in shareholders' meetings in response to the needs of the digital era, the Company's</p>

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			shareholders' meetings may be held by video conference or other means announced by the Ministry of Economic Affairs in accordance with the provisions.
Articles of Incorporation Article 16.10	<b><u>Pursuant to the Applicable Public Company Rules, the Independent Director of the Audit Committee may convene a general meeting in the event that the board of Directors fails or cannot convene a general meeting, or for the benefit of the Company when necessary.</u></b>	<b><u>(Removed)</u></b>	In accordance with the "Checklist for the Protection of the Rights and Interests of Shareholders in the Country of Registration of Foreign Issuers" (dated 20210514)(hereinafter referred to as " <b>Checklist for the Protection of the Rights and Interests of Shareholders</b> ") and the letter Tai-Zheng-Shang-II-Zi No. 11017014881 by the Taiwan Stock Exchange dated May 14, 2021, this Article is deleted.
Articles of Incorporation Article 17.1	Before the Company has acquired public company status, at least two days' notice to each Member shall be given of any annual general meeting or extraordinary general meeting, or in the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general	Before the Company has acquired public company status, at least two days' notice to each Member shall be given of any annual general meeting or extraordinary general meeting, or in the event the Company has acquired public company status, at least thirty days' notice to each Member shall be given of any annual general	Amended in accordance with the Checklist for the Protection of the Rights and Interests of Shareholders

Article No.	Amended Provision	Current Provision	Reason for amendment
	<p>meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting <b>and</b> the general nature of the business, and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, before the Company has acquired public company status, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.</p>	<p>meeting, and at least fifteen days' notice to each Member shall be given of any extraordinary general meeting. The Company may make a public announcement of a notice of general meeting to Members holding less than 1,000 Shares instead of delivering a written notice to such Members. Every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place, the day and the hour of the meeting, <b><u>the manner in which the meeting shall be convened,</u></b> the general nature of the business <b><u>and other relevant matters,</u></b> and shall be given in the manner hereinafter mentioned, or be given via electronic means if agreed thereon by the Members, or be given in such other manner as may be prescribed by the Company, provided that a general meeting of the Company shall, before the Company has acquired public company status, whether or not the notice specified in this regulation has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by all the Members (or their proxies) entitled to attend such general meeting.</p>	
Articles of Incorporation	After the Company has acquired public company	After the Company has acquired public company	Amended in accordance

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Article 17.3	<p>status, the Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System.</p>	<p>status, the Company shall, at least thirty days prior to any annual general meeting or at least fifteen days prior to any extraordinary general meeting (as the case may be), make public announcement of the notice of such general meeting, instrument of proxy, the businesses and their explanatory materials of any sanction, discussion, election or removal of Directors and transform such information into electronic format and transmitted the same to the Market Observation Post System in accordance with the Applicable Public Company Rules. If the voting power in any general meeting will be exercised by way of a written ballot, the written ballot and the aforementioned information of such general meeting shall together be delivered to each Member. The Directors shall prepare a meeting handbook of relevant general meeting and supplemental materials in accordance with the Applicable Public Company Rules at least twenty-one days prior to any general meeting (or at least fifteen days prior to any extraordinary general meeting), send to or make it available for the Members and transmitted the same to the Market Observation Post System. <b><u>If the Company has more than NT\$10 billion dollars paid-in capital at the end of the accounting period, or the</u></b></p>	with the Checklist for the Protection of the Rights and Interests of Shareholders



Article No.	Amended Provision	Current Provision	Reason for amendment
		<u>aggregate shareholding percentages of the foreign investors and the PRC investors is more than (including) 30% according to the Register of Members on the date of the annual general meeting held in the most recent accounting period, the Company shall complete the transmission of the aforementioned electronic files at least thirty days prior to any annual general meeting.</u>	
Articles of Incorporation Article 19.6	<p>Upon convening a general meeting of the Members, the Company shall include voting by way of an electronic transmission as one of the methods of exercising voting power as well as voting by written ballot. <u>If a general meeting is to be held outside of R.O.C., the methods by which Members are permitted to exercise their voting power shall include written ballot or voting by way of an electronic transmission.</u> Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A</p>	<p>Upon convening a general meeting of the Members, the Company shall include voting by way of an electronic transmission as one of the methods of exercising voting power as well as voting by written ballot. Where these methods of exercising voting power are to be available at a general meeting, they shall be described in the general meeting notice given to the Members in respect of the relevant general meeting, and the Member voting by written ballot or electronic transmission shall submit such vote to the Company two days prior to the date of the relevant general meeting. In case that there are duplicate submissions, the first received by the Company shall prevail. A Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her</p>	Amended in accordance with the Checklist for the Protection of the Rights and Interests of Shareholders

Article No.	Amended Provision	Current Provision	Reason for amendment
	<p>Member exercising voting power by way of a written ballot or by way of an electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to exercise his or her voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for</p>	<p>voting right at such general meeting in accordance with the instructions stipulated in the written or electronic document; provided, however, that such appointment shall be deemed not to constitute the appointment of a proxy for the purposes of the Applicable Public Company Rules. The chairman, acting as proxy of a Member, shall not exercise the voting right of such Member in any way not stipulated in the written or electronic document, nor exercise any voting right in respect of any resolution revised at the meeting or any impromptu proposal at the meeting. A Member voting in such manner shall be deemed to have waived notice of, and the right to vote in regard to, any ad hoc resolution or amendment to the original agenda items to be resolved at the said general meeting. Should the chairman not observe the instructions of a Member in exercising such Member's voting right in respect of any resolution, the Shares held by such Member shall not be included in the calculation of votes in respect of such resolution but shall nevertheless be included in the calculation of quorum for the meeting.</p>	

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Articles of Incorporation Article 25.4	the meeting. Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <b>one</b> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.	Unless otherwise permitted under the Applicable Public Company Rules, there shall be at least three (3) Independent Directors. To the extent required by the Applicable Public Company Rules, at least <b>two (2)</b> of the Independent Directors shall be domiciled in the R.O.C. and at least one of the Independent Directors shall have accounting or financial expertise.	In accordance with the letter by Taiwan Stock Exchange Corporation of Tai-Zheng-Shang-II-Zi No. 11000059861 dated April 7, 2021, and the amendments to Article 28-4 of the Taiwan Stock Exchange Corporation Rules Governing Review of Securities Listings, Article 49-1 of the Operating Rules of the Taiwan Stock Exchange Corporation, and Article 6 of the Taiwan Stock Exchange Corporation Rules for Regulating TWSE Primary Listed Companies and Taiwan Innovation Board Primary Listed Companies After Listing, this Article is amended.
Article 34.2	(Omitted) Unless otherwise required by the Statute and the Applicable Public Company Rules, <b>the Directors</b> shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal <b>for</b> the Members' approval approved by an Ordinary Resolution at any general meeting <b>should there be profits upon a final annual</b>	(Omitted) Unless otherwise required by the Statute and the Applicable Public Company Rules, <b>the distribution of profits may be proposed at the close of each fiscal half year. The Company</b> shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal <b>together with business reports and financial statements</b>	

Article No.	Amended Provision	Current Provision	Reason for amendment
	<p><b>accounting of the Company for a fiscal year:</b></p> <p>(a) the proposal shall begin with the Company's Annual Net Income after tax;</p> <p>(b) offset its losses, if any, that have not been previously offset;</p> <p>(c) set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge; and</p> <p>(d) after deducting the aforementioned amounts listed in subsection (a) to (c) from the profits of the current year, the distributable profits shall include the accumulated profits not distributed previously. A proposal for distribution of profits shall be submitted by the Directors for the Members' approval at a general meeting pursuant to the Applicable Public Company Rules prior</p>	<p><b>audited or reviewed by certified public accountant for audit committee's review and then to the Directors for resolution to submit for Members' approval</b> approved by an Ordinary Resolution at any general meeting:</p> <p>(a) the proposal shall begin with the Company's Annual Net Income after tax;</p> <p>(b) offset its losses, if any, that have not been previously offset;</p> <p>(c) set aside a special capital reserve, if one is required, in accordance with the Applicable Public Company Rules or as requested by the authorities in charge; and</p> <p>(d) after deducting the aforementioned amounts listed in subsection (a) to (c) from the profits of the current <b>fiscal half</b> year, the distributable profits shall include the accumulated profits not distributed previously. A proposal for distribution of profits shall be submitted by</p>	

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	<p>to distribution. Distribution of Dividends may be made by way of cash dividends and/or stock dividends and the total amount of Dividends shall not be lower than 10% of the profits of the then current year after deducting the aforementioned amounts listed in subsection (a) to (c), and the percentage of cash dividends to be distributed shall not be less than 10% of the total amount of Dividends.</p>	<p>the Directors for the Members' approval at a general meeting pursuant to the Applicable Public Company Rules prior to distribution. Distribution of Dividends may be made by way of cash dividends and/or stock dividends and the total amount of Dividends shall not be lower than 10% of the profits of the then current <b>fiscal half</b> year after deducting the aforementioned amounts listed in subsection (a) to (c), and the percentage of cash dividends to be distributed shall not be less than 10% of the total amount of Dividends.</p>	

The list of candidates for directors (including independent director) has a total of 9 people:

The list of 6 candidates for directors is as follows:

Serial No.	Name	Experience/Educational Background	Number of shares held
1.	Yung-Yuh Hong (representative of ETERNAL SUMMIT LTD)	Department of Foreign Languages and Literature of NCKU CEO of Guang Der Group Chairperson of Guang Der Company CEO of the General Administration of Nam Liong Group	3,634,716
2.	Jong-Chu Hsiao Representative of Broadway Ocean International Corp.	Electrical Machinery Department of Keun Shan Senior High School Chairperson of Yaw Liamy Enterprise Co., Ltd.	3,289,754
3.	Shing-Jiu Sheu Representative of Total Boom Corp.:	Department of Public Administration, Shih Hsin University Chairperson of Lianxing Sports Equipment Co., Ltd.	3,963,424
4.	Hung-Ta Teng Representative of WOOD TREASURE LIMITED.	EMBA of National Sun Yat-sen University Chairperson of Hung Sheng Samoa Holdings Co., Ltd.	6,570,463
5.	Ta-Jen Chiu	Chih-Yung Senior High School Chairperson of Dasheng Industrial Co., Ltd.	323,424
6.	Yung-Hung Hsu	Kainan Vocational High School Carnegie General Manager Training Executive Associate, Pou Chen Corporation	759,400

The list of 3 candidates for independent directors is as follows:

Serial No.	Name	Experience/Educational Background	Number of shares held
1.	Pu-Yang Liu	Department of Accounting, FJCU Studied at Master Class of Laws in Finance and Economics, Department of Law, Soochow University Audit, Far Eastern District, American General Equipment Co., Ltd. Chief Financial Officer, Taiwan General Equipment Co., Ltd. Vice President of Finance, Chicony Electronics Co.,Ltd. Assistant Vice President and Chief Financial Officer, China Motors Corp. Director and Chairperson Advisor, Taicon Corporation	30,000
2.	Hsing-Chu Wu	Department of Accounting, NCHU CPA of Yeda Accounting Firm Partner CPA of ATAX Accounting Firm CPA of Chienyang Accounting Firm Supervisor, INITIO CORPORATION Independent Director/Member of Remuneration Committee, Ghang Jia M & E Engineering Corp.	0
3.	Jun-Kai Huang	M.S., Institute of Materials and Engineering, National Tsing Hua University M.S., Institute of Industrial Engineering, National	37,000

		<p>Taiwan University Ph.D., Institute of Materials and Engineering, National Tsing Hua University President, Grand Cathay Venture Capital Co.,Ltd. Adjunct Lecturer, Institute of Industrial Engineering, National Taiwan University Adjunct Assistant Professor, Department of Tourism, Shih Hsin University Representative of the Corporate Director of KUOBROTHERS CORP. Director of AMPLE ELECTRONIC TECHNOLOGY CO.,LTD. Independent Director of JING-JAN RETAIL BUSINESS CO., LTD. Director of CHIALIN PRECISION INDUSTRIAL CO., LTD. Assistant Researcher, National Nano Device Laboratories</p>	
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