

Stock Code 8442

WW Holding Inc.

2023 Annual General Shareholders' Meeting

Meeting Handbook

Time: June 9, 2023 (Friday) 10:00 AM

**Location: No. 133, Nanjing E Rd, Zhongshan District Section 3, Taipei City
(Hotel Metropolitan Premier Taipei)**

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One. 2023 Annual General Shareholders' Meeting

Procedures

- I. Call the Meeting to Order
- II. Chairman's Remarks
- III. Matters to Be Reported
- IV. Acknowledgments and Matters for Discussion
- V. Extraordinary Motions
- VI. Adjournment

II. Agenda of 2023 Annual General Shareholders' Meeting

Agenda

Date: June 9, 2023 (Friday) 10:00 AM

Location: No. 133, Nanjing E Rd, Zhongshan District Section 3, Taipei City (Hotel Metropolitan Premier Taipei)

I. Matters to Be Reported

- (I) 2022 Annual Business Report.
- (II) Audit Committee's Audit Report.
- (III) Report on the distribution of directors' compensation and employees' compensation in 2022.
- (IV) Earnings distribution report for 2022
- (V) Amendment of the Rules of Procedure for Board of Directors' Meetings.

II. Acknowledgments and Matters for Discussion

- (I) The final accounts of 2022 for the Company.
- (II) Amendment of the Company's Articles of Incorporation.

III. Extraordinary Motions

IV. Adjournment

I. Matters to Be Reported

Proposal 1

Proposal: 2022 Business Report, submitted for attention.

Explanation:

1. For Business Report please refer to Attachment 1 (pages 7-11).
2. For Financial Statements please refer to Attachment 2 (pages 12-20).

Proposal 2

Proposal: Audit Committee's Audit Report, submitted for attention.

Explanation:

For Audit Committee's Review Report with Auditing Report of the Certified Accountants, please refer to Attachment 3 (page 21) and Attachment 2 (pages 12-20).

Proposal 3

Proposal: Report on the distribution of directors' compensation and employees' compensation for 2022, submitted for attention.

Explanation:

The Company's net profit after tax for 2022 was NT\$636,328,418. (All subsequent amounts in NTD as well.) In accordance with Article 34.1 of the Company's Articles of Incorporation, the Company's Board of Directors approved cash remuneration for employees of the Company of NT\$6,493,147 and cash remuneration for directors of NT\$ 6,493,147:

- (1) Employees' remuneration of NT\$6,493,147 was the same as estimated employees' remuneration of NT\$6,493,147 for 2022.
- (2) Directors' remuneration of NT\$ 6,493,147 was the same as estimated directors' remuneration of NT\$ 6,493,147 for 2022.

Proposal 4

Proposal: The Company's 2022 earnings' distribution report, submitted for attention.

Explanation:

1. In accordance with Articles 34.2 and 34.10 of the Company's Articles of Incorporation, the Company's 2022 earnings' distribution report has been approved by the Company's Board of Directors and all or part of the dividends and bonuses will be distributed to shareholders in cash.
2. The Company's after-tax net profit was NT\$636,328,418 and a cash dividend of NT\$5 was to be distributed. Please refer to Attachment 4 (page 22) for the relevant earnings' distribution table.
3. After the proposal has been approved by the Board of Directors and the Chairman is authorized to set separate matters such as the ex-dividends record date and the distribution date of cash dividends, if the number of outstanding shares changes and leads to a change in the dividends ratio requiring modification, relevant matters may be handled within the scope of the above-mentioned distribution amount.

Proposal 5

Proposal: Amendment of the Company's Rules of Procedure for Board of Directors' Meetings, submitted for attention.

Explanation:

In order to cooperate with the revision of relevant laws and regulations, amendments are proposed to the Company's Rules and Procedures of Board of Directors' Meetings. Please refer to Attachment 5 (pages 23-24) for an Amendment Comparison Table with provisions before and after amendments.

II. Acknowledgments and Matters for Discussion

Proposal 1 (Proposed by the Board)

Proposal: The final accounts of 2022 for the Company, submitted for ratification.

Explanation:

1. The Company's 2022 annual Business Report and Financial Statements have been prepared and an audit of the accompanying financial statements has been completed by accountants Lee Fang-Yi and Hsieh Chiu-Hua of KPMG International. For the issued draft of the Audit Report, please refer to Attachment 2 (pages 12-20).
2. The Audit Committee has approved the proposal and issued a review report; please refer to Attachment 3 (page 21).

Resolution:

Proposal 2 (Proposed by the Board)

Proposal: Amendment of the Company's Articles of Incorporation, submitted for review.

Explanation:

In order to cooperate with the amendment of the relevant laws and regulations, amendments are proposed for the Company's Articles of Incorporation. Please refer to Attachment 6 (pages 25-28) for the Amendment Comparison Table before and after revision. A resolution has been passed by the Board of Directors for the amendment of the Articles of Incorporation of the Company. In accordance with Article 14.1 of the Company's Articles of Incorporation, a special resolution shall be passed to become the Company's new Articles of Incorporation in substitution for and to the exclusion of other existing Articles of Incorporation of the Company, hereby submitted for resolution.

Resolution:

III. Extraordinary Motions

IV. Adjournment

WW Holding, Inc.

Business Report

Dear shareholders, ladies and gentlemen, everyone:

WW Holding enjoyed a strong revenue growth in 2022 as the haze of the pandemic dissipated. With the slowing down of COVID-19, countries gradually lifted their lockdowns and accelerated border reopening and thus generated a rebound in tourist consumption worldwide along with incremental increases in business flights. These trends in turn led to a sharp increase in demand for boutique bags and luggage and added momentum to the Company's profitability. Meanwhile, there has been increased public health awareness in the post-pandemic era. In addition to partaking in sports individually, there is also more active participation in international sports competitions as well. The sports equipment industry is expected to usher in bright prospects with the resumption of school sports events at all levels and locations as well as the Paris 2024 Summer Olympics and other activities contributing to the sports atmosphere. Looking to the future, the Company's orders have fallen slightly due to adjustment pressures associated with high inventories among international sports brands at the beginning of 2023. Nonetheless, with the full lifting of lockdowns in mainland China and the restart of its domestic consumption engine, this has injected new vitality into the sports industry and the international boutique market. These developments in turn are expected to create a favorable environment for the continuous growth of the Company's operating revenue and operating performance this year (2023).

I. Business Plan Implementation Results for 2022:

Unit: NT\$ thousand

Item/Year	Consolidated Financial Statements			
	2022	2021	Increase/decrease	% of increase/decrease
Operating revenue	8,538,762	5,400,151	3,138,611	58.12%
Gross profit	1,786,277	775,600	1,010,677	130.31%
Net profits/losses after tax	636,328	75,318	561,010	744.86%

II. Budget implementation for 2022

In accordance with the Regulations Governing the Publication of Financial Forecasts of Public Companies, the Company was not required to prepare financial forecasts for 2022.

III. Revenues, expenses and profitability analysis

Item/Year		Consolidated Financial Statements		
		2022	2021	
Financial structure	Ratio of liabilities to assets (%)	64.03	66.49	
	Long-term funds to fixed assets (%)	385.96	162.81	
Solvency	Current ratio (%)	147.02	118.89	
	Quick ratio (%)	110.29	81.41	
Profitability	Return on assets (%)	11.80	2.43	
	Return on equity (%)	31.34	4.48	
	To paid-in capital (%)	Operation profits/losses	115.19	12.72
		Net (losses) profits before tax	117.09	14.11
	Profit ratio (%)	7.45	1.39	
	Earnings per share (NTD)	10.61	1.26	

IV. Outlook for 2023:

Major Business Policies

The Group has demonstrated operational resilience in surviving COVID-19's rampage across the world. Now, in order to grasp business opportunities, anticipate challenges and move towards sustainable growth, the Group has adopted the following strategies:

- (1) Leverage the decentralized deployment of our production bases and undertake flexible adjustment of capacity allocations

With continuous changes in international economic and trade conditions as well as the investment environment, the Group has been diversifying production risks as we began developing manufacturing bases in Southeast Asia in 2016. Furthermore, we continue to seek new bases to expand production capacity and flexibly adjust production configurations to meet customer needs. Although the wage level in mainland China has been rising continuously in recent years, the Group still makes good use of China's current core competitiveness in the form of a highly skilled workforce, mature supply chain and complete logistics facilities. In this way, we will maintain high-quality services and provide high-quality products for brand customers.

In addition, the Group has established production bases in countries such as Thailand, Cambodia and Vietnam. Based on the production advantages of various regions and in line with the "China plus N" production strategy of brand customers, we will gradually increase the production ratio of sites in Southeast Asia while continuing to increase production capacity and strengthening the maximum flexibility of resource allocation.

(2) Accumulate R&D strength with intelligent technology, improve manufacturing processes and efficiency innovation

The Company has set up a research and development center and 3D team and continues to strengthen the research and development team to provide customers with one-stop research, development and manufacturing solutions. Established in 2021, our 3D team utilizes virtual development technology to help customers shorten the development process via 3D proofing combined with the use of materials and fasteners and other databases. This approach also increases design flexibility; reduces wastage of time, materials and funds in the development stage; and creates an instantaneous, agile and environmentally-friendly development program.

In response to the rapidly changing preferences and fashion trends, 3D virtual development technology can not only assist customers in the continuous development and design of high-complexity products, but also assist brand customers to develop products with brand features and competitiveness in the market. In addition, new products developed by the R&D Department of the Company go beyond considering design aspects of “economics,” “environmental protection” and “novelty” to additionally balance high consumer requirements in respect to product “functionality,” “practicality” and “quality.” This is especially true in regard to the substitutability of environmentally friendly and commonality of components to meet the varying needs of different brand owners.

(3) Using digital tools to optimize production processes and drive manufacturing upgrades

Performance optimization and cost control together constitute one of the main strategies used by the Company to maintain attractive returns. Although labor cost has risen and 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 equipment and continuously optimizing and streamlining production processes to enhance competitiveness and meet the needs of brand customers. By adding automated production equipment and expanding the application range of automated processes, we can improve our technical service level, improve the production efficiency of factories and increase the flexibility and diversification of our 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. The Company is seizing new opportunities for intelligent transformation in response to the increasing maturity of digital technology and AI technology. We are gradually digitizing the production process and making it transparent and standardized by integrating

Enterprise Resource Planning (ERP) with intelligent management systems such as Product Lifecycle Management (PLM) and Manufacturing Execution System (MES). By additionally applying a Kanban system, we thus can achieve cross-site real-time production management, equipment maintenance, troubleshooting, and early warning benefits. Through such comprehensive promotion of manufacturing upgrades, we can achieve cost reductions, improve efficiency and attain the goal of effective management, thereby laying the foundation for the Company's sustainable revenue and profit growth.

- (4) Strengthen and expand the brand customer base while providing innovative solutions through strategic cooperation.

In addition to maintaining long-term and stable cooperative relations with existing brand customers, the Company has established a business development center to actively develop new brand customers with development potential. To become a strategic partner that grows together with customers, the Company's positioning has been actively transformed from "OEM" to "manufacturing services" as we respond quickly to customer needs and creating our own value. 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 to the future, the threat of COVID-19 has decreased as countries have gradually eased lockdown measures and economic and production activities have restarted. Although the war between Russia and Ukraine has not yet ended, major countries have raised interest rates rapidly to suppress inflation and this in turn has impacted economic vitality and financial market stability. Still, countries are continuing to advance infrastructure construction and mainland China has actively opened its doors and restored its robust domestic demand as it has emerged from the pandemic. Thus, the subsequent global economic recovery should still be promising. This year (2023), the Group will sustain its growth momentum of last year (2022). On the basis of our stable customers and production, we shall continuously optimize development and production efficiency through digital technology while expanding new customer sources and new markets. Overcoming the difficult challenges of the pandemic, WW Holding has demonstrated our Group characteristics of "Agility, Resilience and Responsibility." The Group has completed its transformation on a solid foundation as we now confront a new economy, new international conditions, and new digital technology in the wake of the pandemic. In addition to continuously increasing profits to maximize shareholder value in the future, we shall also practice ESG (Environmental, Social and Governance) principles in our business activities. This will ensure that the Company's business activities comply with the laws and regulations of all countries and generate more positive social and environmental benefits so that we might improve the value of the Company and build long-term competitiveness with sustainable management concepts. In this way, we can create a mutually beneficial future for shareholders, customers, and

employees. “The night fades away to meet the morning sun and the east wind touches everything.” With this proverb in mind, we are well prepared and can rely on the leadership of an experienced team. Accordingly, we are confident that we can continue last year's good results, sustain optimal business performance, seek maximum profit for shareholders and create greater value for society. 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

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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, 2022 and 2021, 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, 2022 and 2021, 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 Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Norm of Professional Ethics for Certified Public Accountants of Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 and cut-off

Please refer to note (4)(n) and note (6)(v) “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 trading 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)(e) 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 in 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 age reports, analyzing the change of inventory age 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our 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 14, 2023

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 Balance Sheets****December 31, 2022 and 2021****(Expressed in Thousands of New Taiwan Dollar)**

Assets		December 31, 2022		December 31, 2021		Liabilities and Equity		December 31, 2022		December 31, 2021	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets:						Current liabilities:					
1100	Cash and cash equivalents (note 6(a))	\$ 1,027,196	15	517,873	10	2100	Short-term borrowings (note 6(l), (7) and (8))	\$ 1,160,357	18	1,215,570	24
1110	Current financial assets at fair value through profit or loss (note 6(b) and (n))	528	-	-	-	2130	Current contract liabilities (note 6(v))	28,753	-	15,738	-
1170	Accounts receivable, net (note 6(c))	1,478,674	22	1,024,413	21	2150-70	Notes and accounts payable	672,853	10	621,047	13
1180	Accounts receivable due from related parties, net (note 6(c) and 7)	549,326	8	468,551	9	2160-80	Notes and accounts payable to related parties (note 7))	271,100	4	322,068	6
1200-10	Other receivables (including related parties) (note 6(d) and 7)	181,364	3	57,998	1	2200	Other payables (note 6(o) and (7))	924,455	14	498,725	10
1220	Current tax assets	1,263	-	1,199	-	2220	Other payables to related parties (note 6(f) and (7))	68,159	1	160,140	3
130X	Inventories (note 6(e))	1,163,028	18	1,047,738	21	2230	Current tax liabilities	61,184	1	27,515	1
1470	Other current assets (note 6(k), 7 and 8)	647,739	10	511,820	10	2251	Current provisions for employee benefits	14,535	-	14,311	-
	Total current assets	<u>5,049,118</u>	<u>76</u>	<u>3,629,592</u>	<u>72</u>	2280	Current lease liabilities (including related parties) (note 6(p) and (7))	178,552	3	138,490	3
Non-current assets:						2320	Long-term liabilities, current portion (note 6(m), (7) and (8))	44,836	1	29,993	1
1600	Property, plant and equipment (note 6(g) and 7)	822,384	13	801,501	16	2300	Other current liabilities	9,407	-	9,176	-
1755	Right-of-use assets (note 6(h) and 7)	509,198	8	410,629	8		Total current liabilities	<u>3,434,191</u>	<u>52</u>	<u>3,052,773</u>	<u>61</u>
1780	Intangible assets (note 6(i) and 8)	140,231	2	139,528	3	Non-Current liabilities:					
1900	Other non-current assets (note 6(k) and 8)	87,337	1	44,979	1	2530	Total bonds payable (note 6(n))	276,854	4	-	-
	Total non-current assets	<u>1,559,150</u>	<u>24</u>	<u>1,396,637</u>	<u>28</u>	2540	Long-term borrowings (note 6(m), (7) and (8))	164,452	2	-	-
						2551	Non-current provisions for employee benefits (note 6(q))	27,763	1	20,387	-
						2580	Non-Current lease liabilities (including related parties) (note 6(p) and (7))	319,992	5	260,904	5
						2630	Long-term deferred revenue (note 6(j))	3,850	-	3,890	-
						2645	Guarantee deposits received	4,399	-	3,794	-
							Total non-current liabilities	<u>797,310</u>	<u>12</u>	<u>288,975</u>	<u>5</u>
							Total liabilities	<u>4,231,501</u>	<u>64</u>	<u>3,341,748</u>	<u>66</u>
						Equity attributable to owners of parent (note 6(n) and (s)):					
						3100	Ordinary shares	601,058	9	599,997	12
						3200	Capital surplus	913,063	14	878,615	18
						3300	Retained earnings	1,011,797	15	435,468	9
						3410	Exchange differences on translation of foreign financial statements	(149,151)	(2)	(229,599)	(5)
							Total equity attributable to owners of parent:	<u>2,376,767</u>	<u>36</u>	<u>1,684,481</u>	<u>34</u>
							Total equity	<u>2,376,767</u>	<u>36</u>	<u>1,684,481</u>	<u>34</u>
							Total liabilities and equity	<u>\$ 6,608,268</u>	<u>100</u>	<u>\$ 5,026,229</u>	<u>100</u>
	Total assets	<u>\$ 6,608,268</u>	<u>100</u>	<u>5,026,229</u>	<u>100</u>						

(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, 2022 and 2021

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

		<u>2022</u>		<u>2021</u>	
		<u>Amount</u>	<u>%</u>	<u>Amount</u>	<u>%</u>
4000	Operating revenue (note (6)(v) and (7))	\$ 8,538,762	100	5,400,151	100
5000	Operating costs (note (6)(e), (7) and (12))	<u>6,752,485</u>	<u>79</u>	<u>4,624,551</u>	<u>86</u>
5900	Gross profit from operations	<u>1,786,277</u>	<u>21</u>	<u>775,600</u>	<u>14</u>
Operating expenses (note (6)(c), (d), (f), (u) and (12)):					
6100	Selling expenses	327,297	4	224,086	4
6200	Administrative expenses	559,939	7	348,353	7
6300	Research and development expenses	172,355	2	132,340	2
6450	Expected credit loss (gain)	<u>34,326</u>	<u>-</u>	<u>(5,488)</u>	<u>-</u>
	Total operating expenses	<u>1,093,917</u>	<u>13</u>	<u>699,291</u>	<u>13</u>
6900	Net operating income	<u>692,360</u>	<u>8</u>	<u>76,309</u>	<u>1</u>
Non-operating income and expenses (note (6)(f), (w) and (7)):					
7020	Other gains and losses, net	67,920	1	44,159	1
7100	Interest income	6,442	-	1,794	-
7050	Finance costs	<u>(62,948)</u>	<u>(1)</u>	<u>(37,603)</u>	<u>(1)</u>
	Total non-operating income and expenses	<u>11,414</u>	<u>-</u>	<u>8,350</u>	<u>-</u>
7900	Profit before tax	703,774	8	84,659	1
7950	Less: Income tax expenses (note (6)(r))	<u>67,446</u>	<u>1</u>	<u>9,341</u>	<u>-</u>
	Profit	<u>636,328</u>	<u>7</u>	<u>75,318</u>	<u>1</u>
8300	Other comprehensive income(loss):				
8360	Components of other comprehensive income (loss) that will not be reclassified to profit or loss (note (6)(s))				
8361	Exchange differences on translation of foreign operations	80,448	1	(65,635)	(1)
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 (loss) that will be reclassified to profit or loss	<u>80,448</u>	<u>1</u>	<u>(65,635)</u>	<u>(1)</u>
8300	Other comprehensive income (loss)	<u>80,448</u>	<u>1</u>	<u>(65,635)</u>	<u>(1)</u>
8500	Total comprehensive income	<u>\$ 716,776</u>	<u>8</u>	<u>9,683</u>	<u>-</u>
Profit attributable to:					
8610	Owners of parent	<u>636,328</u>	<u>7</u>	<u>75,318</u>	<u>1</u>
	Profit	<u>\$ 636,328</u>	<u>7</u>	<u>75,318</u>	<u>1</u>
Comprehensive income attributable to:					
8710	Owners of parent	<u>716,776</u>	<u>8</u>	<u>9,683</u>	<u>-</u>
8710	Comprehensive income	<u>\$ 716,776</u>	<u>8</u>	<u>9,683</u>	<u>-</u>
Earnings per share (in NT dollars) (note (6)(t))					
9750	Basic earnings (loss) per share	<u>\$ 10.61</u>		<u>1.26</u>	
9850	Diluted earnings per share	<u>\$ 10.34</u>		<u>1.25</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, 2022 and 2021
(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		
Balance at January 1, 2021	\$ 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	-	-	-	75,318	75,318	(65,635)	9,683	9,683
Appropriation and distribution of retained earnings:								
Special reserve appropriated	-	-	12,257	(12,257)	-	-	-	-
Balance at December 31, 2021	599,997	878,615	163,964	271,504	435,468	(229,599)	1,684,481	1,684,481
Profit	-	-	-	636,328	636,328	-	636,328	636,328
Other comprehensive income	-	-	-	-	-	80,448	80,448	80,448
Total comprehensive income	-	-	-	636,328	636,328	80,448	716,776	716,776
Appropriation and distribution of retained earnings:								
Special reserve appropriated	-	-	65,635	(65,635)	-	-	-	-
Cash dividends of ordinary share	-	-	-	(59,999)	(59,999)	-	(59,999)	(59,999)
Issue convertible bonds	-	29,087	-	-	-	-	29,087	29,087
Ordinary shares converted from convertible bonds	1,061	5,361	-	-	-	-	6,422	6,422
Balance at December 31, 2022	\$ 601,058	913,063	229,599	782,198	1,011,797	(149,151)	2,376,767	2,376,767

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, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollar)

	2022	2021
Cash flows from (used in) operating activities:		
Profit before tax	\$ 703,774	84,659
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	252,215	205,359
Amortization expense	7,891	12,157
Expected credit loss (gain)	34,326	(5,488)
Interest expense	62,948	37,603
Interest income	(6,442)	(1,794)
Loss from disposal of property, plan and equipment	349	1,332
Gain on financial assets	(168)	-
Unrealized foreign exchange loss	4,485	5,040
Deferred income recognized	(102)	(99)
Gains on rent concession	-	(10,349)
Total adjustments to reconcile profit	355,502	243,761
Changes in operating assets and liabilities:		
Changes in operating assets:		
Increase in accounts receivable	(565,372)	(475,745)
Increase in accounts receivable due from related parties	(21,342)	(338,217)
Increase in other receivable	(112,352)	(6,982)
Decrease (increase) in other receivable due from related parties	4,449	(1,615)
Increase in inventories	(68,653)	(372,413)
Decrease (increase) in other current assets	8,508	(95,008)
Total changes in operating assets	(754,762)	(1,289,980)
Changes in operating liabilities:		
Increase in contract liabilities	13,014	3,392
Increase in accounts payable	26,351	280,729
(Decrease) increase in accounts payable due from related parties	(68,011)	300,449
Increase in other payable	461,635	60,941
(Decrease) increase in other payable due from related parties	(17,457)	24,132
Increase in provisions	6,155	8,210
(Decrease) increase in other current liabilities	(2,424)	1,181
Total changes in operating liabilities	419,263	679,034
Total changes in operating assets and liabilities	(335,499)	(610,946)
Total adjustments	20,003	(367,185)
Cash inflow (outflow) generated from operations	723,777	(282,526)
Interest received	5,664	1,810
Income taxes paid	(11,702)	(817)
Net cash flows (used in) from operating activities	717,739	(281,533)

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, 2022 and 2021

(Expressed in Thousands of New Taiwan Dollar)

	2022	2021
Cash flows from (used in) investing activities:		
Net cash used in acquisition of subsidiaries	(88,353)	57,521
Acquisition of property, plant and equipment	(91,928)	(113,649)
Proceeds from disposal of property, plant and equipment	2,535	6,587
(Increase) in refundable deposits	(3,199)	(7,505)
Acquisition of intangible assets	(1,419)	(1,853)
Increase in other financial assets	(139,869)	(24,265)
Increase in prepayments for business facilities	(5,284)	(2,654)
Net cash flows used in investing activities	(327,517)	(85,818)
Cash flows from (used in) financing activities:		
Increase in short-term loans	8,175,180	5,402,660
Decrease in short-term loans	(8,323,335)	(4,884,658)
Proceeds from issuing bonds	310,082	-
Proceeds from long-term debt	208,345	-
Repayments of long-term debt	(37,262)	(95,131)
Increase (decrease) in guarantee deposits received	551	(130)
Payment of lease liabilities	(133,995)	(73,394)
Cash dividends paid	(59,999)	-
Interest paid	(69,115)	(22,133)
Net cash flows from financing activities	70,452	327,214
Effect of exchange rate changes on cash and cash equivalents	48,649	(14,194)
Net increase (decrease) in cash and cash equivalents	509,323	(54,331)
Cash and cash equivalents at beginning of period	517,873	572,204
Cash and cash equivalents at end of period	\$ 1,027,196	517,873

See accompanying notes to consolidated financial statements.

WW Holding Inc.

Audit Committee's Review Report

The Company's 2022 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: Hsing-Chu Wu

March 14, 2023

WW Holding Inc.
Earnings Distribution Schedule
2022

Unit: Thousands of NT\$

Item	Amount	Remarks
Undistributed earnings at the beginning of period	271,504,732	
Less:		
2021 provision for special	(65,634,998)	
2021 distribution of cash	(59,999,682)	
Distributable earnings at the beginning of period	145,870,052	
Add:		
2022 net profit	636,328,418	
Undistributed earnings at the end of period	782,198,470	
Allocation and appropriation		
Shareholders' cash dividends	(301,168,420)	\$5 per share
Distributable earnings at the end of period	481,030,050	

Note 1: 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\$ 6,493,147 and cash remuneration to directors is NT\$ 6,493,147

- (1) The distribution of employees' remuneration amounted to \$6,493,147, which did not differ from the estimated amount of \$6,493,147 for employees' remuneration in 2022
- (2) The distribution of directors' remuneration amounted to \$6,493,147, which did not differ from the estimated amount of \$6,493,147 for directors' remuneration in 2022.

Chairman: Yung-Yuh Hong

Manager: Shing-Jiu Sheu

Accounting Supervisor: Tang Kai Wang

WW Holding Inc.
 “Rules and Procedures of Board of Directors’ Meetings” Partial
 Comparison Table of Amended Provisions

Article number	Amended Provision	Current Provision
Article 3	All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a Board meeting. None of those matters may be raised by an extraordinary motion.	All matters set forth under Article 12, paragraph 1 of these Rules shall be specified in the notice of the reasons for convening a Board meeting. None of those matters may be raised by an extraordinary motion <u>except in the case of an emergency or for other legitimate reasons.</u>
Article 15	<p>The matters listed below as they relate to this Corporation shall be raised for discussion at a Board meeting: (Abbreviated)</p> <p><u>5. Election and dismissal of the Chairman if the Board of Directors does not have a managing director.</u></p> <p><u>6.</u> Raising, issuing or private placement of equity securities.</p> <p><u>7.</u> Appointment and removal of financial, accounting or internal audit supervisors.</p> <p><u>8.</u> A donation to a related party or a material donation to a non-related party. However, a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors’ meeting for retro-active recognition.</p> <p><u>9.</u> Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation or bylaw, must be approved by resolution at a shareholders’ meeting or board meeting or any material matter as may be prescribed by the competent</p>	<p>The matters listed below as they relate to this Corporation shall be raised for discussion at a Board meeting: (Abbreviated)</p> <p><u>5.</u> Raising, issuing or private placement of equity securities.</p> <p><u>6.</u> Appointment and removal of financial, accounting or internal audit supervisors.</p> <p><u>7.</u> A donation to a related party or a material donation to a non-related party. However, a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board of Directors’ meeting for retro-active recognition.</p> <p><u>8.</u> Any matter that, under Article 14-3 of the Securities and Exchange Act or any other law, regulation or bylaw, must be approved by resolution at a shareholders’ meeting or board meeting or any material matter as may be prescribed by the competent authority.</p> <p>The term "related party" in sub-</p>

	<p>authority.</p> <p>The term "related party" in subparagraph 8 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation or cumulative donations within a 1-year period to a single recipient at an amount of NTD100 million or more or at an amount equal to or greater than 1 percent of net operating revenue or 5 percent of paid-in capital as stated in the CPA-attested financial report for the most recent year.</p>	<p>paragraph 7 of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers. The term "major donation to a non-related party" means an individual donation or cumulative donations within a 1-year period to a single recipient at an amount of NTD100 million or more or at an amount equal to or greater than 1 percent of net operating revenue or 5 per cent of the paid-in capital as stated in the CPA-attested financial report for the most recent year.</p>
Article 20	<p>These Rules and Procedures were established on April 15, 2013.</p> <p>The first amendment was made on March 29, 2016.</p> <p>The second amendment was made was on June 5, 2018.</p> <p>The third amendment was made on March 27, 2020.</p> <p><u>The fourth amendment was made on March 14, 2023.</u></p>	<p>These Rules and Procedures were established on April 15, 2013.</p> <p>The first amendment was made on March 29, 2016.</p> <p>The second amendment was made was on June 5, 2018.</p> <p>The third amendment was made on March 27, 2020.</p>


WW Holding Inc.
Articles of Incorporation
Amendment Comparison Table before and after revision

Article number	Provisions before amendment	Provisions after amendment	Reason for revision
Cover	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>NINTH</u> 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 23, 2022)</p>	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>TENTH</u> 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 [*], 2023)</p>	<p>Updated intended date of the special resolution of the Shareholders' Meeting to approve the revised Articles of Incorporation and number of revisions.</p>
Outline	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>NINTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF WW HOLDING INC. (as adopted by a Special Resolution dated June 23, 2022)</p>	<p>THE COMPANIES ACT (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>TENTH</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF WW HOLDING INC. (as adopted by a Special Resolution dated [*], 2023)</p>	<p>Updated intended date of the special resolution of the Shareholders' Meeting to approve the revised Articles of Incorporation and number of revisions.</p>
Article	<p>WW HOLDING INC.</p> <p>THE COMPANIES Act (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>NINTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p>	<p>WW HOLDING INC.</p> <p>THE COMPANIES Act (As Revised) OF THE CAYMAN ISLANDS COMPANY LIMITED BY SHARES</p> <p><u>TENTH</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION</p>	<p>Updated intended date of the special resolution of the Shareholders' Meeting to approve the</p>

Article number	Provisions before amendment	Provisions after amendment	Reason for revision
	OF WW HOLDING INC. (as adopted by a Special Resolution dated June 23, 2022)	OF WW HOLDING INC. (as adopted by a Special Resolution dated [*], 2023)	revised Articles of Incorporation. <u>Further update of ninth revision to tenth revision.</u>
Article Article 22.1	In the event any of the following resolutions is adopted at a general meeting, any Member, who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and has forfeited his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price: (omitted)	In the event any of the following resolutions is adopted at a general meeting, any Member, who has expressed his/her/its objection therefor, in writing or verbally with a record before or during the general meeting and <u>has voted against or</u> has forfeited his/her/its voting right <u>(the “Dissenting Member”)</u> may request the Company to buy back all of his/her/its Shares at the then prevailing fair price. <u>The Shares that have been forfeited by the Dissenting Member in accordance with the foregoing shall not be counted in the number of votes casted by the Member at a general meeting:</u> (omitted)	In coordination with revisions to the Checklist for Shareholders' Equity Protection.
Article Article 22.3	Subject to the Statute, the request prescribed Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the <u>requesting Member</u> and the Company have reached an agreement in regard to the repurchase price of the Shares held by such Member. the Company shall pay such price within ninety days after the date on which the resolution was adopted.	Subject to the Statute, the request <u>by a Dissenting Member</u> prescribed Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the <u>Dissenting Member</u> and the Company have reached an agreement in regard to the repurchase price of the Shares held by such <u>Dissenting Member</u> . the Company shall pay such price within ninety days after the date on	In coordination with revisions to the Checklist for Shareholders' Equity Protection.

Article number	Provisions before amendment	Provisions after amendment	Reason for revision
	In the event that no agreement is reached with the dissenting Member, the Company shall pay the fair price it has recognized to such dissenting Member within ninety days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the dissenting Member.	which the resolution was adopted. In the event that no agreement is reached with the Dissenting Member, the Company shall pay the fair price it has recognized to such Dissenting Member within ninety days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the Dissenting Member.	
Article 22.4	Subject to the Statute, in the event that any Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the requesting Member fail to reach the agreement in regard to the repurchase price of the Shares held by such Member within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the price of the repurchased Shares, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the dissenting Members solely with respect to the price of the repurchased Shares.	Subject to the Statute, in the event that any Dissenting Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the Dissenting Member fail to reach the agreement in regard to the repurchase price of the Shares held by such Dissenting Member within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the Dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the price of the repurchased Shares, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the Dissenting Members solely with respect to the price of the repurchased Shares.	In coordination with revisions to the Checklist for Shareholders' Equity Protection.
Article 30.5	A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in	A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in	In coordination with revisions to the Checklist for Shareholders' Equity Protection.

Article number	Provisions before amendment	Provisions after amendment	Reason for revision
	<p>the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. In the event of a merger and acquisition by the Company, the Director who has a personal interest in the transaction of such merger and acquisition shall explain to the board of Directors meeting and the shareholders meeting the material contents of such personal interest and the reason(s) of approval or objection to the resolution of such merger or acquisition.</p>	<p>the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number of votes of Directors present at the board meeting. In the event of a merger and acquisition by the Company, the Director who has a personal interest in the transaction of such merger and acquisition shall explain to the board of Directors meeting and the shareholders meeting the material contents of such personal interest and the reason(s) of approval or objection to the resolution of such merger or acquisition. <u>The Company shall expressly set out the material information of said Director's personal interest and the reason(s) of approval or dissent to the resolution of the proposed transaction in the notice of the general meeting; the information thereof may be placed on the website designated by the R.O.C. competent authorities for securities or by the Company, and the web address shall be indicated in the notice.</u></p>	

	Company Name	<i>WW Holding Inc.</i>		
	Document Title	Rules of Procedure for Shareholders' Meetings		
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Article 1: To establish a strong governance system and sound supervisory capabilities for this Corporation's shareholders' meetings and to strengthen management capabilities, these Rules are adopted pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM-Listed Companies.

Article 2: The Company's Rules of Procedure for Shareholders' Meetings shall be in accordance with the provisions of these Rules and Procedures unless otherwise prescribed by law or the Articles of Incorporation. If there are any unresolved matters in these rules or subsequent laws and regulations are changed, matters shall be handled in accordance with the relevant laws and regulations in force.

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.

Changes to how the Company convenes its shareholders' meeting shall be resolved by the Board of Directors and shall be made no later than the mailing of the shareholders' meeting notice.

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 information reporting website designated by the Financial Supervisory Commission ("FSC") 30 days before the date of a regular shareholders' meeting or 15 days before the date of a special shareholders' meeting. The Company shall prepare electronic versions of the shareholders' meeting agenda book and supplemental meeting materials and upload them to the information reporting website designated by the FSC 21 days before the date of the regular shareholders' meeting or 15 days before the date of the special shareholders' meeting. If, however, the Company has the paid-in capital of NT\$10 billion or more as of the last day of the most current fiscal year, or total shareholdings of foreign shareholders and mainland China shareholders reaches 30% or more as recorded in the registry of shareholders of the shareholders' meeting held in the immediately preceding year, transmission of these electronic files shall be made by 30 days before the regular shareholders' meeting. 15 days before the date of the shareholders' meeting, the Company shall also have prepared the shareholders' meeting agenda book and supplemental meeting materials and made them available for review by

	Company Name	WW Holding Inc.		
	Document Title	Rules of Procedure for Shareholders' Meetings		
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shareholders at any time. The meeting agenda and supplemental materials shall also be displayed at the Company and the professional shareholder services agent designated thereby.


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

- I. For physical shareholders' meetings, to be distributed on-site at the meeting.
- II. For hybrid shareholders' meetings, to be distributed on-site at the meeting and shared on the virtual meeting platform.
- III. For virtual-only shareholders' meetings, electronic files shall be shared on the virtual meeting platform.

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. The videoconference of the shareholders' meeting shall be registered on the videoconference platform of the shareholders' meeting 30 minutes before the start of the meeting. Shareholders who have completed the registration are deemed to have attended the shareholders' meeting in person.

Election or dismissal of directors, amendments to the articles of incorporation, capital reduction, application to halt public offering, director's business licenses, a capitalization of surplus, capital surplus transferred to common stock, the dissolution, merger or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities and Exchange Act, or Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion. Its main content may be placed on the website designated by the securities authority or by the Company and its website should be stated in the notice.

The convening of the shareholders' meeting shall state the full re-election of directors and the date of appointment. After the re-election at the shareholders'

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meeting is completed, the same meeting shall not change its appointment date by an extraordinary motion or other means.

A shareholder holding 1 percent or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders' meeting. Such proposals, however, are limited to one item only and no proposal containing more than one item will be included in the meeting agenda. However, if the shareholder submission is a proposal to urge the company to promote public interest or fulfill its social responsibilities, the board of directors must still include the proposal. In addition, when the circumstances of any sub-paragraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.


Prior to the book closure date before a regular shareholders' meeting is held, the Company shall publicly announce that it will receive shareholder proposals, whether or not it shall be via written or electronic acceptance and the location and time period for their submission; the period for submission of shareholder proposals may not be less than 10 days.

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

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

Article 4: For each shareholders' meeting, a shareholder may appoint a proxy to attend the meeting by providing the proxy form issued by this Corporation and stating the scope of the proxy's authorization.

A shareholder may issue only one proxy form and appoint only one proxy for any given shareholders' meeting, and shall deliver the proxy form to the registered office of the Company before five days before the date of the shareholders' meeting, or the place specified in the shareholders' meeting convening notice or the proxy form sent by the Company. When duplicate proxy

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forms are delivered, the one received earliest shall prevail. Unless a declaration is made to cancel the previous proxy appointment.

If, after a proxy form is delivered to the Company, a shareholder wishes to attend the shareholders' meeting in person or exercise voting rights in writing or electronically, a written notice of proxy cancellation shall be submitted to the Company no later than two business days before the shareholders' meeting. If the cancellation notice is submitted after that time, votes cast at the meeting by the proxy shall prevail.


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

Article 5: The shareholders' meetings shall be held at such time and place as designated by the Board of Directors. Except as otherwise provided by laws and regulations or the Articles of Incorporation, the shareholders' meeting shall be held within the territory of the Republic of China. If the shareholders' meeting is held outside the territory of the Republic of China, the relevant procedures and approvals shall be handled in accordance with the regulations of the relevant competent authorities of the Republic of China. When the shareholders' meeting is convened outside the Republic of China, the Company shall engage a professional shareholders' service agent in Taiwan to deal with the administrative affairs relating to administrative affairs of the shareholders' meeting (including but not limited to voting by proxy). The start time of the shareholders' meeting shall not be earlier than 9:00 AM or later than 3:00 PM, and the place and time of the meeting shall fully consider the opinions of independent directors.

The preceding paragraph's restrictions on the place of the meeting shall not apply when the Company convenes a virtual-only shareholders' meeting.

Article 6: The Company shall furnish the attending shareholders their appointed proxies (hereinafter referred to as "shareholders") with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in.

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

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Shareholders shall attend shareholders' meetings based on attendance cards, sign-in cards or other certificates of attendance. The Company may not arbitrarily add requirements for other documents beyond those showing eligibility to attend presented by shareholders. Solicitors soliciting proxy forms shall also bring identification documents for verification.

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

In the event of a virtual shareholders' meeting, shareholders wishing to attend the meeting online shall register with the Company two days before the meeting date. In the event of a virtual shareholders' meeting, this Corporation shall upload the meeting agenda book, annual report and other meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts, and keep this information disclosed until the end of the meeting.

Article 6-1: To convene a virtual shareholders' meeting, this Corporation shall include the following particulars in the shareholders' meeting notice:


I. How shareholders attend the virtual meeting and exercise their rights.

II. Actions to be taken in the event of disruption to the virtual meeting platform or participation in the meeting online due to natural disasters, accidents or other force majeure events shall include at least the following:

(I) To what time the meeting is postponed or from what time the meeting will resume if the above obstruction continues and cannot be removed and the date to which the meeting is postponed or on which the meeting will resume.

(II) Shareholders not having registered to attend the affected virtual shareholders' meeting shall not attend the postponed or resumed session.

(III) In case of a hybrid shareholders' meeting, when the virtual meeting cannot be continued, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue. The shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares represented by shareholders present at the

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meeting, and the shareholders attending the virtual meeting online shall be deemed abstaining from voting on all proposals on the meeting agenda of that shareholders' meeting.

(IV) Actions to be taken if the outcome of all proposals have been announced and extraordinary motion has not been carried out.

III. To convene a virtual-only shareholders' meeting, appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online shall be specified.

Article 7: If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the Chairperson of the Board. When the Chairperson of the Board is on leave or for any reason unable to exercise the powers of the Chairperson, the Vice-Chairperson shall act in place of the Chairperson. If there is no Vice-Chairperson or the Vice-Chairperson also is on leave or for any reason unable to exercise the powers of the Vice-Chairperson, the Chairperson shall appoint one of the managing directors to act a representative. If the Chairperson fails to designate a representative or the designated representative is unable to exercise the power a representative for any reason, the other directors present shall select one person from among themselves to serve as representative.


If the presiding chair in the preceding paragraph is represented by a director, this shall be a director who has served for more than six months and understands the Company's financial and business conditions. The same applies if the chair is a representative of a corporate director.

It is advisable that shareholders' meetings convened by the board of directors be chaired by the chairperson of the board in person and attended by a majority of the directors and at least one member of each functional committee. The attendance shall be recorded in the meeting minutes.

If the shareholders' meeting is convened by a convening party other than the Board of Directors, the convener shall be the presiding chair. When there are more than two conveners, they shall choose from among themselves.

The Company may appoint the designated counsel, CPAs or other related persons to attend the meeting.

Article 8: The Company shall have the entire sign-in process, the process of a general meeting and the voting and count of votes tape recorded or videotaped from the time of accepting the registration for attendance by shareholders and keep it for at least one year. However, if a shareholder institutes legal proceedings in

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accordance with Article 189 of the Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.

Where a shareholders' meeting is held online, the Company shall keep records of shareholder registration, sign-in, check-in, questions raised, votes cast and results of votes counted by this Corporation, and continuously audio and video record, without interruption, the proceedings of the virtual meeting from beginning to end. The information and audio and video recording in the preceding paragraph shall be properly kept by the Company during the entirety of its existence and copies of the audio and video recording shall be provided to and kept by the party appointed to handle matters of the virtual meeting.

Article 9: Attendance at a shareholders' meeting shall be calculated based on the number of shares. The number of shares in attendance shall be calculated according to the shares indicated by the attendance book and sign-in cards handed in, and the shares checked in on the virtual meeting platform, plus the number of shares whose voting rights are exercised by correspondence or electronically.

Unless otherwise expressly stipulated in the Articles of Incorporation, if the number of shareholder representatives attending the meeting does not reach the required number of shares at the beginning of the time designated as the shareholders' meeting, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the shareholders' meeting is postponed for a second time after the chair's announcement but the number of shareholder representatives present is still less than the statutory number of shares present, the chair shall declare an adjournment of the shareholders' meeting. In the event of a virtual shareholders meeting, the Company shall also declare the meeting adjourned at the virtual meeting platform. If it is still necessary to convene a shareholders' meeting, a new shareholders' meeting shall be convened in accordance with the provisions of the Articles of Incorporation. In the event of a virtual shareholders' meeting, shareholders intending to attend the meeting online shall re-register to the Company in accordance with Article 6-1.

Article 10: If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. Votes shall be cast on each separate proposal in the agenda (including extraordinary motions and amendments to the original proposals set out in the agenda). The meeting shall

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proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

If the shareholders' meeting is convened by a convening party other than the Board of Directors, the provisions of the preceding paragraph shall apply.

The agenda scheduled for the first two items (including temporary motions) is not to be resolved until the discussion is over, and the Chairman shall not act to announce the adjournment. If the Chairman violates the rules and Procedures and announces the adjournment of the meeting, the other members of the board of directors shall promptly assist the attending shareholders in accordance with legal procedures, With the consent of more than half of the voting rights of the shareholders present, one person shall be elected as the chairman and the meeting shall continue.

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


Article 11: Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the presiding chair. A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the contents of the speech do not correspond to the subject given on the speaker's slip, the content of the speech shall prevail.

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

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

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

After an attending shareholder has spoken, the presiding chair may respond in

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person or direct relevant personnel to make a response.

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

Article 12: Voting at a shareholders' meeting shall be calculated based on the number of shares.

The shares held by any shareholder without voting rights shall not be included in the total number of outstanding shares while voting on resolutions at the shareholders' meeting.


A shareholder shall abstain from exercise of voting rights for himself/herself or on behalf of another shareholder with respect to any proposed matter for consideration at a general meeting if he/she bears personal interest therein that may conflict with and impair the interest of the Company.

The shares represented by the voting rights contained in the preceding paragraph shall not be counted in the number of votes of the shareholders present at the said meeting.

With the exception of a trust enterprise organized under the laws of the Republic of China or a shareholder services agent approved under the laws governing public companies, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed three percent of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13: 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.

When the Company holds a shareholders' 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. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the meeting in person. However, he or she is deemed to have waived his/her rights with respect to the

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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.


In the preceding paragraph, an intention to exercise voting rights by correspondence or electronic means shall see delivery of 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 thereby be revoked.

After a shareholder has exercised voting rights by correspondence or electronic means, in the event the shareholder intends to attend the shareholders' meeting in person or online, a written declaration of intent to retract the voting rights already exercised under the preceding paragraph shall be made known to the Company, by the same means by which the voting rights were exercised, before two business days before the date of the shareholders' meeting at the latest. If the notice of retraction is submitted after that time, the voting rights already exercised by correspondence or electronic means shall prevail. In the event of such exercise of his/her votes by way of a written ballot or by way of electronic transmission, and attendance of a general meeting by proxy, the votes exercised by the proxy during the general meeting shall prevail.

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

Outside of the proposals listed in the agenda, other proposals proposed by shareholders or amendments or substitutions to the original proposals shall be seconded by other shareholders.

When there is an amendment or alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among

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them is passed, the other proposals will then be deemed rejected and no further voting shall be required.

The examiners and counting staff of votes on motions shall be appointed by the presiding chair, but the examiners should have shareholder status.

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

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


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

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

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

Article 14: The election of directors or supervisors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by the Company, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper

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custody for at least one year. However, if a shareholder institutes legal proceedings in accordance with Article 189 of the Company Act, the relevant audio or video recordings shall be retained until the legal proceedings are concluded.

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.


The Company may distribute the meeting minutes of the preceding paragraph by means of the information reporting website designated by the FSC.

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 existence of the Company.

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

When convening a virtual-only shareholders' meeting, other than compliance with the requirements in the preceding paragraph, the Company shall specify in the meeting minutes alternative measures available to shareholders with difficulties in attending a virtual-only shareholders' meeting online.

Article 16: On the day of a shareholders' meeting, the Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation, the number of shares represented by proxies and the number of shares represented by shareholders attending the meeting by correspondence or electronic means, and shall make an express disclosure of the same at the place of the shareholders' meeting. In the event of a virtual shareholders' meeting, the Company shall upload the above meeting materials to the virtual meeting platform at least 30 minutes before the meeting starts,

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and keep this information disclosed until the end of the meeting.

During the Company's virtual shareholders' meeting, when the meeting is called to order, the total number of shares represented at the meeting shall be disclosed on the virtual meeting platform. The same shall apply whenever the total number of shares represented at the meeting and a new tally of votes is released during the meeting.

In respect to a resolution matter of the shareholders' meeting, if required by law or if it constitutes material information as stipulated by the Taiwan Stock Exchange Corporation, the Company shall transmit such content to the information reporting website designated by the FSC within the specified time.

Article 17: Staff handling the administrative affairs of a shareholders' meeting shall wear identification cards or arm bands.

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

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


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

Article 18: When a meeting is in progress, the chair may announce a break based on time considerations. If a force majeure event occurs, the chair may rule the meeting temporarily suspended and announce a time when, in view of the circumstances, the meeting will be resumed.

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

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

Article 19: In the event of a virtual shareholders' meeting, the Company shall disclose real-time results of votes and election immediately after the end of the voting session on the virtual meeting platform according to the regulations, and this

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disclosure shall continue at least 15 minutes after the chair has announced the meeting adjourned.

Article 20: When the Company convenes a virtual-only shareholders' meeting, both the chair and secretary shall be in the same domestic location and the chair shall declare the address of their location when the meeting is called to order.


Article 21: Where a virtual shareholders' meeting is convened, if the virtual meeting platform or participation in the virtual meeting is obstructed due to natural disasters, accidents or other force majeure events before the chair has announced the meeting adjourned, and the obstruction continues for more than 30 minutes, the meeting shall be postponed to or resumed on another date within five days, in which case Article 182 of the Company Act shall not apply. For a meeting to be postponed or resumed as described in the preceding paragraph, shareholders who have not registered to participate in the affected shareholders' meeting online shall not attend the postponed or resumed session.

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

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

When the Company convenes a hybrid shareholders' meeting, and the virtual meeting cannot continue, if the total number of shares represented at the meeting, after deducting those represented by shareholders attending the virtual shareholders' meeting online, still meets the minimum legal requirement for a shareholders' meeting, then the shareholders' meeting shall continue and no postponement or resumption thereof under the first paragraph is required.

Under the circumstances where a meeting should continue as in the preceding paragraph, the shares represented by shareholders attending the virtual meeting online shall be counted towards the total number of shares

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represented by shareholders present at the meeting, provided these shareholders shall be deemed abstaining from voting on all proposals on meeting agenda of that shareholders meeting.

When postponing or resuming a meeting according to the first paragraph, the Company shall handle the preparatory work based on the date of the original shareholders' meeting in accordance with the requirements listed under Article 44-20, paragraph 7 of the Regulations Governing the Administration of Shareholder Services of Public Companies.

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

Article 22: When convening a virtual-only shareholders' meeting, the Company shall provide appropriate alternative measures available to shareholders with difficulties in attending a virtual shareholders' meeting online.

Article 23: These Rules of Procedure shall be implemented after being approved by the shareholders the Board of Directors and the shareholders' meeting. The same shall hold true of amendments.

Article 24: These Rules and Procedures were established on April 15, 2013.

The first amendment was made on March 29, 2016.

The second amendment was made was on June 19, 2020.

The third amendment was made on June 23, 2022.

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

NINTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

WW Holding Inc.

- Incorporated on the November 27, 2009

(as adopted by a Special Resolution dated June 23, 2022)

**THE COMPANIES ACT (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**NINTH AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION
OF
WW Holding Inc.**

(as adopted by a Special Resolution dated June 23, 2022)

- 1 The name of the Company is WW Holding Inc.
- 2 The registered office of the Company shall be at the offices of Vista (Cayman) Limited, P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 - 1205 Cayman Islands, or at such other place as the Directors may from time to time decide.
- 3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act (As Revised) or as the same may be revised from time to time, or any other law of the Cayman Islands.
- 4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
- 5 The authorised capital of the Company is New Taiwan Dollars 800,000,000 divided into 80,000,000 ordinary shares of New Taiwan Dollars 10.00 each provided always that subject to the provisions of the Companies Act (As Revised) as amended and the Articles of Association, the Company shall have power to redeem or purchase any or all of such shares and to issue all or any part of its capital with priority or subject to any conditions or restrictions whatsoever and every issue of shares whether stated to be Ordinary, Preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.
- 6 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 7 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company.

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THE COMPANIES Act (As Revised)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

NINTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
WW Holding Inc.

(as adopted by a Special Resolution dated June 23, 2022)

1 Interpretation

1.1 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:

“Acquisition”	means a transaction of acquiring shares, business or assets of another company and the consideration for the transaction being the shares, cash or other assets, as defined and interpreted pursuant to the Enterprise Mergers and Acquisitions Law.
“Applicable Public Company Rules”	means the R.O.C. laws, rules and regulations stipulating public reporting companies or companies listed on any R.O.C. stock exchange or securities market, including, without limitation, the relevant provisions of the Company Law, Securities and Exchange Law, the Enterprise Mergers and Acquisitions Law, the rules and regulations promulgated by the Ministry of Economic Affairs, the rules and regulations promulgated by the Financial Supervisory Commission (“ FSC ”), the rules and regulations promulgated by the Taiwan Stock Exchange (“ TWSE ”) and the Acts Governing Relations Between Peoples of the Taiwan Area and the Mainland Area and its relevant regulations.
“Annual Net Income”	means the audited annual net profit of the Company in respect of the applicable year.
"Articles"	means these articles of association of the Company.
“Capital Reserve”	means the income derived from the issuance of new shares at a premium, or from endowments received by the Company.
"Company"	means the above named company.

"Directors"	means the directors for the time being of the Company (includes any and all Independent Director(s)).
"Electronic Record"	has the same meaning as in the Electronic Transactions Act.
"Electronic Transactions Act"	means the Electronic Transactions Act (As Revised) of the Cayman Islands.
"Independent Directors"	means the Directors who are elected by the Members at a general meeting and designated as "Independent Directors" for the purpose of the Applicable Public Company Rules which are in force from time to time.
"Legal Reserve"	means after the company has covered its losses and all taxes have been paid and at the time of distributing surplus profits, a certain percent of such profits that the Company shall first be set aside as Legal Reserve in accordance with the Applicable Public Company Rules. However when the accumulated Legal Reserve has reached the total paid-in capital of the Company, this requirement shall not apply.
"Market Observation Post System"	means the internet information reporting system designated by the FSC.
"M&A"	means Merger, Acquisition and Spin-off.
"Member"	has the same meaning as in the Statute.
"Memorandum"	means the memorandum of association of the Company.
"Merger"	means a transaction whereby (i) all of the companies participating in such transaction are dissolved, and a new company is incorporated to generally assume all rights and obligations of the dissolved companies or (ii) all but one company participating in such transaction are dissolved, and the surviving company generally assumes all rights and obligations of the dissolved companies, and in each case the consideration for the transaction being the shares of the surviving or newly incorporated company or any other company, cash or other assets.
"Short-form Merger"	means (i) a Merger in which one of the merging companies holds issued shares that together represent at least 90% of the voting power of the outstanding shares of the other merging company or (ii) that subsidiaries of the same parent company holding 90% or more of the issued and outstanding shares of such respective subsidiaries merge with one another.
"Ordinary Resolution"	means a resolution passed by a simple majority of votes cast by the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting.

"Private Placement"	means obtaining subscriptions for, or the sale of, Shares, options, warrants, rights of holders of debt or equity securities which enable those holders to subscribe further securities (including Shares), or other securities of the Company, either by the Company itself or a person authorized by the Company, primarily from or to specific investors or approved by the Company or such authorized person, but excluding any employee incentive programme or subscription agreement, warrant, option or issuance of Shares under Articles 11.1 to 11.4 of these Articles.
"Register of Members"	means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.
"Registered Office"	means the registered office for the time being of the Company.
"R.O.C."	means the Republic of China.
"Seal"	means the common seal of the Company and includes every duplicate seal.
"Share" and "Shares"	means a share or shares in the Company and includes a fraction of a share.
"Share Certificate" and "Share Certificates"	means a certificate or certificates representing a Share or Shares.
"Simple Majority"	means more than one-half.
"Share Exchange"	means a company transferring all its issued shares to another company in exchange for shares, cash or other assets in that company as the consideration for shareholders of the transferring company.
"Short-form Share Exchange"	means a parent company effects a Share Exchange with its subsidiary whose 90% or more of the total number of the issued and outstanding shares is held by the parent company.
"Solicitor"	means any Member, a trust enterprise or a securities agent mandated by Member(s) who solicits an instrument of proxy from any other Member to appoint him/her/it as a proxy to attend and vote at a general meeting instead of the appointing Member pursuant to the Applicable Public Company Rules.
"Special Resolution"	Subject to the Statue, means a resolution passed at a general meeting of the Company by at least two-third majority of votes cast by such Members who, being entitled to do so, vote in person or by their proxies, or in the case of Members that are corporations or other non-natural person, by their duly authorised

representatives by computing the number of votes to which each Member is entitled.

- “Spin-off”** refers to an act wherein a transferor company transfers all of its independently operated business or any single independently operated business to an existing or a newly incorporated company as consideration for that existing transferee company or newly incorporated transferee company to give shares, cash or other assets to the transferor company or to shareholders of the transferor company.
- “Short-form Spin-off”** means a parent company effects a Spin-off with its subsidiary whose 90% or more of the total number of the issued and outstanding shares is held by the parent company and that the parent company is the transferee company assuming the business of the subsidiary, and such subsidiary acquires the total amount of consideration for the business transferred.
- “Statute”** means the Companies Act (As Revised) of the Cayman Islands, as amended, and every statutory modification or re-enactment thereof for the time being in force.
- “Subsidiary” and “Subsidiaries”** means (i) a subordinate company in which the total number of voting shares or total share equity held by the Company represents more than one half of the total number of issued voting shares or the total share equity of such subordinate company; or (ii) a company in which the total number of shares or total share equity of that company held by the Company, its subordinate companies and its controlled companies, directly or indirectly, represents more than one half of the total number of issued voting shares or the total share equity of such company.
- “Supermajority Resolution”** means (i) a resolution adopted by a majority vote of the Members present and entitled to vote on such resolution at a general meeting by Members (including Members who attends in person, by proxy or in the case of Members that are corporation or other non-natural person, by their duly authorised representatives) who represent two-thirds or more of the total outstanding Shares of the Company or, (ii) if the total number of Shares represented by the Members present at the general meeting is less than two-thirds of the total issued, outstanding Shares of the Company, but more than half of the total outstanding Shares of the Company, a resolution adopted at such general meeting by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution.
- “TDCC”** means the Taiwan Depository & Clearing Corporation.

“Treasury Shares”	means a Share purchased and held in the name of the Company as a treasury share in accordance with the Statute and the Applicable Public Company Rules.
“TWSE”	means the Taiwan Stock Exchange
“Non TWSE-Listed or TPEX-Listed Company”	refers to a company whose shares are neither listed on the TWSE or the Taipei Exchange.

1.2 In the Articles:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender;
- (c) words importing persons include corporations;
- (d) "written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record;
- (e) references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time;
- (f) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;
- (g) headings are inserted for reference only and shall be ignored in construing the Articles; and
- (h) Section 8 of the Electronic Transactions Act shall not apply.
- (i) Applicable Public Company Rules shall not apply until the Company has become a public company pursuant to Applicable Public Company Rules.

2 Commencement of Business

- 2.1 After incorporation, the Company may operate its business at the time the board of Directors deems fit. The Company shall operate its business in compliance with the Applicable Public Company Rules and business ethics, and may perform actions that promote the public interest to fulfil the social responsibility of the Company.
- 2.2 The Directors may pay, out of the capital or any other monies of the Company, all expenses incurred in or about the formation and establishment of the Company, including the expenses of registration.

3 Issue of Shares

- 3.1 Subject to the provisions, if any, in the Statute, the Memorandum, the Articles and Applicable Public Company Rules (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the board of Directors may allot, issue, grant options over or otherwise dispose of Shares with or without preferred, deferred or other

rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper, and the Company shall have power to redeem, purchase, spin-off or consolidate any or all of such Shares and to issue all or any part of its capital whether priority or special privilege or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise expressly provide, every issue of Shares whether stated to be Ordinary, Preference or otherwise, shall be subject to the powers on the part of the Company hereinbefore provided.

3.2 The Company shall not issue Shares to bearer.

3.3 The Company shall not issue any unpaid Shares or partly paid-up Shares.

4 Register of Members

4.1 The board of Directors shall keep, or cause to be kept, the Register of Members at such place as the board of Directors may from time to time determine and, in the absence of any such determination, the Register of Members shall be kept at the Registered Office.

4.2 If the board of Directors consider it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the board of Directors think fit. The principal register and the branch register(s) shall together be treated as the Register of Members for the purposes of the Articles.

4.3 For so long as any Shares are listed on the TWSE, title to such listed Shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares and the Register of Members maintained by the Company in respect of such listed Shares may be kept by recording the particulars required by section 40 of the Statute in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the TWSE that are or shall be applicable to such listed Shares.

5 Closing Register of Members or Fixing Record Date

5.1 For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other purpose, the board of Directors shall determine the period that the Register of Members shall be closed for transfers and after the Company has acquired public company status such period shall not be less than the minimum period of time prescribed by the Applicable Public Company Rules.

5.2 Subject to Article 5.1 hereof, in lieu of, or apart from, closing the Register of Members, the board of Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other purpose. In the event the board of Directors designates a record date in accordance with this Article 5.2, the board of Directors shall make a public announcement of such record date via the Market Observation Post System in accordance with the Applicable Public Company Rules.

5.3 The rules and procedures governing the implementation of book closed periods of the Register of Members, including notices to Members in regard to book closed periods of the Register of

Members, shall be in accordance with policies adopted by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.

6 Share Certificates

- 6.1 Subject to the provisions of the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company shall issue Shares without printing Share Certificates for the Shares issued and the Shares shall be delivered by book-entry transfer, and in accordance with the Applicable Public Company Rules, the issuance, transfer or cancellation of the Shares be handled in accordance with the relevant rules of the central securities depository. A Member shall only be entitled to a Share Certificate if the board of Directors resolves that Share Certificates shall be issued. Share Certificates, if any, shall be in such form as the board of Directors may determine. Share Certificates shall be signed by one or more Directors authorised by the board of Directors. The board of Directors may authorise Share Certificates to be issued with the authorised signature(s) affixed by mechanical process. All Share Certificates shall be consecutively numbered or otherwise identified and shall specify the Shares to which they relate. All Share Certificates surrendered to the Company for transfer shall be cancelled and subject to the Articles. No new Share Certificate shall be issued until the former Share Certificate representing a like number of relevant Shares shall have been surrendered and cancelled.
- 6.2 The Company shall deliver the Share Certificates to the subscribers within thirty days from the date such Share Certificates may be issued pursuant to the Statute, the Memorandum, the Articles and the Applicable Public Company Rules, and shall make a public announcement prior to the delivery of such Share Certificates pursuant to the Applicable Public Company Rules.
- 6.3 No Shares may be registered in the name of more than one Member.
- 6.4 If a Share Certificate is defaced, worn out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and on the payment of such expenses reasonably incurred by the Company in investigating evidence, as the board of Directors may prescribe, and (in the case of defacement or wearing out) upon delivery of the old Share Certificate.

7 Preferred Shares

- 7.1 The Company may issue Shares with rights which are preferential to those of ordinary Shares issued by the Company ("**Preferred Shares**") with the approval of a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and with the approval of a Special Resolution.
- 7.2 Prior to the issuance of any Preferred Shares approved pursuant to Article 7.1 hereof, the Articles shall be amended to set forth the rights and obligations of the Preferred Shares, including but not limited to the following terms, and provided that such rights and obligations of the Preferred Shares shall not contradict the mandatory provisions of Applicable Public Company Rules regarding the rights and obligations of such Preferred Shares, and the same shall apply to any variation of rights of Preferred Shares:
 - (a) The total number of Preferred Shares that have been authorised to be issued and the numbers of the Preferred Shares already issued;
 - (b) Order, fixed amount or fixed ratio of allocation of Dividends and bonus on Preferred Shares;

- (c) Order, fixed amount or fixed ratio of allocation of surplus assets of the Company;
- (d) Order of or restriction on the voting right(s) (including declaring no voting rights whatsoever) of preferred Members;
- (e) Other matters concerning rights and obligations incidental to Preferred Shares; and
- (f) The method by which the Company is authorized or compelled to redeem the Preferred Shares, or relevant regulations that redemption rights shall not apply.

In case of any amendment to these Articles which is prejudicial to the rights of preferred Members, the amendment shall be adopted by a resolution of the preferred Members.

8 Issuance of New Shares

- 8.1 The issue of new Shares of the Company shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors. The issue of new Shares shall at all times be subject to the sufficiency of the authorised capital of the Company.
- 8.2 Unless otherwise resolved by the Members in general meeting by Ordinary Resolution, where the Company increases its capital by issuing new Shares for cash, the Company shall, after reserving Shares for Public Offering (defined below) and Shares for Employees' Subscription (defined below) in accordance with Article 8.3, make a public announcement and notify each Member that he/she/it is entitled to exercise a pre-emptive right to purchase his/her/its pro rata portion of any new Shares issued in the capital increase in cash. A waiver of such pre-emptive right may be approved at the same general meeting where the subject issuance of new Shares is approved by the Members. The Company shall state in such announcement and notices to the Members that if any Member fails to purchase his/her/its pro rata portion of the newly-issued Shares within the prescribed period, such Member shall be deemed to forfeit his/her/its pre-emptive right to purchase the newly-issued Shares. Subject to Article 6.3, in the event that Shares held by a Member are insufficient for such Member to exercise the pre-emptive right to purchase one newly-issued Share, Shares held by several Members may be calculated together for joint purchase of newly-issued Shares or for purchase of newly-issued Shares in the name of a single Member pursuant to the Applicable Public Company Rules. If the total number of the new Shares to be issued has not been fully subscribed by the Members within the prescribed period, the Company may offer any un-subscribed new Shares to be issued to the public in Taiwan or to specific person or persons according to the Applicable Public Company Rules.
- 8.3 Where the Company increases its capital in cash by issuing new Shares in Taiwan, the Company shall allocate 10% of the total amount of the new Shares to be issued, for offering in Taiwan to the public unless it is not necessary or appropriate, as determined by the board of Directors according to the Applicable Public Company Rules and/or the instruction of the FSC or TWSE for the Company to conduct the aforementioned public offering. Provided however, if a percentage higher than the aforementioned 10% is resolved by a general meeting to be offered, the percentage determined by such resolution shall prevail ("**Shares for Public Offering**"). The Company may reserve 10% to 15% of the total amount of the new Shares to be issued for the subscription by the employees of the Company and its Subsidiaries ("**Shares for Employees' Subscription**"). The Company may restrain the shares subscribed by the aforementioned employees from being transferred or assigned to others within a specific period of time which shall in no case be longer than two years.

- 8.4 Members' rights to subscribe for newly-issued Shares may be transferred independently from the Shares from which such rights are derived. The rules and procedures governing the transfer of rights to subscribe for newly-issued Shares shall be in accordance with policies established by the Company from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.5 The pre-emptive right of Members provided under Article 8.2 shall not apply in the event that new Shares are issued due to the following reasons or for the following purposes: (a) in connection with a Merger with another company, or the Spin-off of the Company, or pursuant to any reorganization of the Company; (b) in connection with meeting the Company's obligations under Share subscription warrants and/or options, including those referenced in Article 11.1 to 11.4; (c) in connection with meeting the Company's obligations under convertible bonds or corporate bonds vested with rights to acquire Shares; (d) in connection with meeting the Company's obligations under Preferred Shares vested with rights to acquire Shares; (e) in connection with a Private Placement; (f) in connection with the issue of Restricted Shares in accordance with Article 8.7; or (g) other matters in accordance with the Applicable Public Company Rules.
- 8.6 The periods of notice and other rules and procedures for notifying Members and implementing the exercise of the Members' pre-emptive rights shall be in accordance with policies established by the board of Directors from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 8.7 Subject to the provisions of the Statute, and the Applicable Public Company Rules, the Company may, with the approval of a Supermajority Resolution in a general meeting, issue new Shares with restricted rights to the employees of the Company and its Subsidiaries ("**Restricted Shares**") and the provision of Article 8.2 shall not apply to any such issue of Restricted Shares. The terms of issue of Restricted Shares, including, but not limited to the number, issue price and other relevant conditions shall comply with the Applicable Public Company Rules.
- 8.8 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company may, by resolutions of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, conduct Private Placements, and shall comply with the Applicable Public Company Rules to determine, *inter alia*, the purchaser(s), the types of securities, the determination of the offer price, and the restrictions on transfer of securities of such Private Placement.
- 8.9 Subject to the provisions of the Applicable Public Company Rules, when the total number of new Shares in issue has been subscribed to in full, the Company shall immediately send a call notice to the subscribers for unpaid Shares. Where Shares are issued at a price higher than par value, the premium and the par value shall be collected at the same time. Where the subscriber delays payment for subscribing to the Shares, the Company shall designate a cure period of not less than one month by serving a notice on him/her/it requiring such payment. The Company shall also declare in the notice that in case of default of payment within the said cure period, the subscriber's right to subscribe to new Shares shall be forfeited. After the Company has made such request, the subscribers who fail to settle the outstanding payment accordingly shall forfeit their rights to subscribe to the Shares and the Shares subscribed by them in the first place shall be otherwise offered by the Company.

9 Transfer of Shares

- 9.1 Subject to the Statute and the Applicable Public Company Rules, Shares issued by the Company may be freely transferable.
- 9.2 Subject to these Articles and the Applicable Public Company Rules, any Member may transfer all or any of his Shares by an instrument of transfer.
- 9.3 The transferor shall be deemed to remain the holder of a Share until the name of the transferee is entered in the Register of Members.
- 9.4 The board of Directors may approve to effect transfers of Shares which are not issued physically through relevant systems (including systems of TDCC) without executing share transfer documents. With respect to non-physically issued shares, the Company shall notify holders of these shares to provide (or have a third party designated by such holders to provide) instruction(s) necessary for transfers of shares through relevant systems according to the requirement, equipment and demand of those systems, provided however, that such instructions shall not violate these Articles, Statute and the Applicable Public Companies Rules.

10 Redemption and Repurchase of Shares

- 10.1 Subject to the provisions of the Statute, the Memorandum, and the Articles, the Company may purchase its own Shares in the manner and terms to be resolved by the board of Directors from time to time. Notwithstanding the foregoing, for so long as any Shares are listed on the TWSE, the Company may purchase its own shares on such terms as are approved by resolutions of the Directors passed at a meeting of the board of Directors attended by more than two-thirds of members of the board and approved by a majority of the Directors present at such meeting, provided that any such repurchase shall be in accordance with the Applicable Public Company Rules. In the event that the Company proposes to purchase any Shares listed on the TWSE pursuant to this Article, the approval of the board of Directors and the implementation thereof shall be reported to the Members at the next general meeting in accordance with the Applicable Public Company Rules. Such reporting obligation shall apply even if the Company does not implement the repurchase proposal for any reason.
- 10.2 Subject to the provisions of Cayman Islands law, the Statute, the Memorandum, and the Articles, the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares. The Company may make a payment in respect of the redemption of its own Shares in any manner (including out of capital). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 10.3 The board of Directors may, upon the purchase or redemption of any Share under Articles 10.1 to 10.7, determine that such Share shall be held as Treasury Share ("**Repurchased Treasury Shares**"). For Treasury Shares, no dividends shall be distributed or paid, nor shall any distribution of the Company's assets be made (whether in cash or by other means) (including any assets distribution to the Members when the Company is winding up).
- 10.4 Subject to the provisions of the Statute, the Memorandum and the Articles, the board of Directors may determine to cancel a Treasury Share or transfer a Treasury Share to the employees on

such terms as they think proper (including, without limitation, for nil consideration). After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

- 10.5 If the Company repurchases any Shares traded on the TWSE and proposes to transfer the Repurchased Treasury Shares to any employees of the Company or its Subsidiaries at the price below the average repurchase price paid by the Company for Repurchased Treasury Shares (the "**Average Purchase Price**") the Company shall require the approval of a resolution of the Members passed at a general meeting attended by Members who represent a majority of the issued, outstanding Shares and approved by the Members who represent two-thirds or more of the Shares present and entitled to vote on such resolution, and shall specify such motion in the meeting notice of that general meeting in accordance with the Applicable Public Company Rules which shall not be brought up as an ad hoc motion:
- (a) The transfer price, discount rate, calculation basis and reasonability;
 - (b) Number of shares transferred, purpose and reasonability;
 - (c) Qualification of employees' subscription and number of shares employees may subscribe; and
 - (d) Matters affecting equity of the Members:
 - (i) Amounts that may become expenditures, and the dilution of earnings per share of the Company; and
 - (ii) Explain the financial burden caused to the Company by transfer of shares to employees at a price lower than the Average Purchase Price.
- 10.6 The aggregate number of Treasury Shares to be transferred to employees pursuant to Article 10.4 and the aggregate number of Treasury Shares transferred to any individual employee shall be subject to the Applicable Public Company Rules as applied to the Company and shall not exceed the stipulated percent of the Company's total outstanding Shares as at the date of transfer of any Treasury Shares to the employee. The Company may impose restrictions on the transfer of such Shares by the employee for a period of no more than two years.
- 10.7 Notwithstanding anything to the contrary contained in Articles 10.1 to 10.6, and subject to the Statute, the Memorandum and Articles and the Applicable Public Company Rules, the Company may, with the approval of an Ordinary Resolution, compulsorily redeem or repurchase Shares, provided that such Shares shall be cancelled upon redemption or repurchase and such redemption or repurchase will be effected pro rata based on the percentage of shareholdings of the Members. Payments in respect of any such redemption or repurchase, if any, may be made either in cash or by distribution of specific assets of the Company, as specified in the Ordinary Resolution approving the redemption or repurchase, provided that (a) the relevant Shares will be cancelled upon such redemption or repurchase and will not be held by the Company as Treasury Shares, and (b) where assets other than cash are distributed to the Members, the type of assets, the value of the assets and the corresponding amount of such substitutive distribution shall be (i) assessed by an R.O.C. certified public account and before being submitted to the Members for approval and (ii) agreed to by the Member who will receive such assets. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.

11 Employee Incentive Programme

- 11.1 Notwithstanding the provision of Article 8.7 Restricted Shares, the Company may, upon approval by a majority of the Directors at a meeting attended by two-thirds or more of the total number of the Directors, adopt incentive programmes and may issue Shares or options, warrants or other similar instruments, to employees of the Company and its Subsidiaries. The rules and procedures governing such incentive programme(s) shall be in accordance with policies established by the board of Directors from time to time in accordance with the Statute, the Memorandum and the Articles. After the Company has acquired public company status, the foregoing matter shall be made in accordance with the Applicable Public Company Rules as applied to the Company.
- 11.2 Options, warrants or other similar instruments issued in accordance with Article 11.1 above are not transferable save by inheritance.
- 11.3 The Company may enter into relevant agreements with employees of the Company and the employees of its Subsidiaries in relation to the incentive programme approved pursuant to Article 11.1 above, whereby employees may subscribe, within a specific period of time, a specific number of the Shares. The terms and conditions of such agreements shall be no less restrictive on the relevant employee than the terms specified in the applicable incentive programme.
- 11.4 Directors of the Company and its Subsidiaries shall not be eligible for the employee incentive programmes under Article 8.7 or this Article 11.1, provided that directors who are also employees of the Company or its Subsidiaries may participate in an employee incentive programme in their capacity as an employee (and not as a director of the Company or its Subsidiaries).

12 Variation of Rights of Shares

- 12.1 If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class, unless otherwise provided by the terms of issue of the Shares of that class, may, whether or not the Company is being wound up, be varied with the sanction of a Special Resolution passed at a general meeting of the holders of the Shares of that class. Notwithstanding the foregoing, if any modification or alteration in the Articles is prejudicial to the preferential rights of any class of Shares, such modification or alteration shall be adopted by a Special Resolution and shall also be adopted by a Special Resolution passed at a separate meeting of Members of that class of Shares.
- 12.2 The relevant provisions of the Articles relating to general meetings shall apply to every class meeting of the holders of the same class of the Shares.
- 12.3 The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith.

13 Transmission of Shares

- 13.1 If a Member dies, the survivor or survivors where he/she was a joint holder, or his/her legal personal representatives where he/she was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share which had been jointly held by him/her.

13.2 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any way other than by transfer) shall give written notice to the Company and, upon such evidence being produced as may from time to time be required by the board of Directors, may elect, by a notice in writing sent by him/her/it, either to become the holder of such Share or to have some person nominated by him/her/it become the holder of such Share.

14 Amendments of Memorandum and Articles of Association and Alteration of Capital

14.1 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules, the Company may by Special Resolution:

- (a) change its name;
- (b) alter or add to these Articles;
- (c) alter or add to the Memorandum with respect to any objects, powers or other matters specified therein;
- (d) reduce its share capital and any capital redemption reserve fund; and
- (e) increase its authorised share capital or cancel any Shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person, provided that in the event of any change to its authorised share capital, the Company shall also procure the amendment of its Memorandum by Members at a general meeting to reflect such change.

14.2 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules and unless otherwise provided under Article 14.5, the Company shall by a Supermajority Resolution:

- (a) sell, transfer or lease of whole business of the Company or other matters which has a material effect on the Members' rights and interests;
- (b) discharge or remove any Director;
- (c) approve any action by any Director(s) who is engaging in business for him/her/itself or on behalf of another person that is within the scope of the Company's business;
- (d) effect any capitalization of distributable Dividends and/or bonuses and/or any other amount prescribed under Article 35 hereof;
- (e) distribute its Legal Reserve, in whole or in part, by issuing new shares which shall be distributable as dividend shares to its original shareholders in proportion to the number of shares being held by each of them or by cash.
- (f) effect any Merger (other than a Short-form Merger) or Spin-off (other than a Short-form Spin-off), provided that any Merger which falls within the definition of "merger and/or consolidation" under the Statute shall also be subject to the requirements of the Statute;
- (g) enter into, amend, or terminate any agreement for lease of the Company's whole business, or for entrusted business, or for frequent joint operation with others;

- (h) transfer its business or assets, in whole or in any essential part, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
 - (i) acquire or assume the whole business or assets of another person, which has material effect on the Company's operation; and
 - (j) Share Exchange.
- 14.3 Subject to the provisions of the Statute, the Articles, and the Applicable Public Company Rules, with regard to the dissolution procedures of the Company, the Company shall pass
- (a) a Supermajority Resolution, if the Company resolves that it be wound up voluntarily because it is unable to pay its debts as they fall due; or
 - (b) a Special Resolution, if the Company resolves that it be wound up voluntarily for reasons other than the reason stated in Article 14.3(a) above.
- 14.4 When the Company returns share capital according to the Statute, and the Articles, the share capital shall be returned in proportion to the shareholdings of the Members.
- 14.5 Subject to the provisions of the Statute and the Applicable Public Company Rules, the Company shall not, without passing a resolution adopted by not less than two-thirds of votes cast by such Members representing the total number of issued Shares at a general meeting:
- (a) enter into a Merger, in which the Company is not the surviving company and is proposed to be struck-off and thereby dissolved, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated company is a Non TWSE-Listed or TPEX-Listed Company;
 - (b) make a general transfer of all the business and assets of the Company, which results in a delisting of the Shares on the TWSE, and the assigned company is a Non TWSE-Listed or TPEX-Listed Company;
 - (c) be acquired by another company as its wholly-owned subsidiary by means of a Share Exchange, which results in a delisting of the Shares on the TWSE, and the acquirer is a Non TWSE-Listed or TPEX-Listed Company; or
 - (d) carry out a Spin-off, which results in a delisting of the Shares on the TWSE, and the surviving or newly incorporated spun-off company is a Non TWSE-Listed or TPEX-Listed Company.

15 Registered Office

Subject to the provisions of the Statute, the Company may by resolution of the board of Directors change the location of its Registered Office.

16 General Meetings

- 16.1 All general meetings other than annual general meetings are extraordinary general meetings.
- 16.2 The Company shall hold a general meeting as its annual general meeting within six months following the end of each fiscal year, and shall specify the meeting as such in the notices calling it. At these meetings, the report of the Directors (if any) shall be presented.

- 16.3 The Company shall hold an annual general meeting every year.
- 16.4 The general meetings shall be held at such time and place as the Directors shall appoint, or by video conference or in any manner prescribed by the Applicable Public Company Rules, 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 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). Where a general meeting is held through video conference, it shall be convened in accordance with the regulations of the Applicable Public Company Rules.
- 16.5 The board of Directors may call general meetings, and they shall on a Member's requisition forthwith proceed to convene an extraordinary general meeting of the Company.
- 16.6 Member(s) who are entitled to submit a Member's requisition as provided in the preceding Article 16.5 are Member(s) of the Company holding at the date of deposit of the requisition not less than 3% of the total number of the outstanding Shares at the time of requisition and whose Shares shall have been held by such Member(s) for at least one year.
- 16.7 The requisition must state in writing the matters to be discussed at the extraordinary general meeting and the reason therefor and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.
- 16.8 If the board of Directors do not within fifteen days from the date of the deposit of the requisition dispatch the notice of an extraordinary general meeting, the requisitionists may themselves convene an extraordinary general meeting in accordance with the Applicable Public Company Rules.
- 16.9 Member(s) holding more than 50% of the total issued and outstanding Shares for at least three consecutive months may call to convene an extraordinary general meeting on their own. The period and the number of Shares held by a Member shall be determined based on the shareholding on the book closing date.

17 Notice of General Meetings

- 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 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, the manner in which the meeting shall be convened, the general nature of the business and other relevant matters, 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.

- 17.2 Before the Company has acquired public company status, the accidental omission to give notice of a general meeting to, or the non-receipt of a notice of a general meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that general meeting.
- 17.3 After the Company has acquired public company 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. If the Company has more than NT\$10 billion dollars paid-in capital at the end of the accounting period, or the 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.
- 17.4 The Company shall prepare a meeting handbook of the relevant general meeting and supplemental materials available for inspection by the Members, which will be placed at the office of the Company and the Company's securities agent, distributed at the meeting venue, and transmitted to the Market Observation Post System within the period required by the Applicable Public Company Rules.
- 17.5 Matters pertaining to (a) election or discharge of Directors, (b) alteration of the Articles, (c) reduction of capital, (d) application to suspend public offering, (e) (i) dissolution, Merger (other than a Short-form Merger), Share Exchange (other than a Short-form Share Exchange), or Spin-off (other than a Short-form Spin-off), (ii) entering into, amending, or terminating any contract for lease of the Company's business in whole, or the delegation of management of the Company's business to others or the regular joint operation of the Company with others, (iii) transfer of the whole or any material part of the business or assets of the Company, (iv) acceptance of the transfer of the whole business or assets of another person, which has a material effect on the business operation of the Company, and (f) ratification of an action by Director(s) who engage(s) in business for him/her/itself or on behalf of another person that is within the scope of the Company's business, (g) distribution of the whole or a part of the dividend and bonus of the Company in the form of new Shares, (h) capitalization of the whole or a part of the Legal Reserve and/or any other amount in accordance with Article 35 in the form of new Shares, and (i) the Private Placement of any equity-type securities issued by the Company, shall be indicated in the

notice of general meeting, with a summary of the material content to be discussed, and shall not be brought up as an ad hoc motion, and the material content may be placed on the website designated by the R.O.C. securities competent authorities or by the Company, and the web address shall be indicated in the notice.

- 17.6 The board of Directors shall keep the Articles, minutes of general meetings, financial statements, the Register of Members, and the counterfoil of any corporate bonds issued by the Company at the office of the Company's registrar (if applicable) and the Company's securities agent located in Taiwan. The Members may request, from time to time, by submitting document(s) evidencing his/her/its interests involved and indicating the designated scope of the inspection, access to inspect, review or make handwritten or mechanical copies of the foregoing documents, and the Company shall request its securities agent to provide the foregoing documents. If a general meeting is called by the board of Directors or any authorized person(s) other than the board of Directors, the board of Directors or the person(s) who has called the meeting may request the Company or the securities agent to provide the Register of Members.
- 17.7 The Company shall make all statements and records prepared by the board of Directors and the report prepared by the audit committee, if any, available at the office of its registrar (if applicable) and its securities agent located in Taiwan in accordance with the Statute and the Applicable Public Company Rules. Members may inspect and review the foregoing documents from time to time and may be accompanied by their lawyers or certified public accountants for the purpose of such an inspection and review.

18 Proceedings at General Meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise provided in the Statute, the Articles and the Applicable Public Company Rules, Members present in person or by proxy, representing more than one-half of the total outstanding Shares, shall constitute a quorum for any general meeting.
- 18.2 The board of Directors shall submit business reports, financial statements and proposals for distribution of profits or covering of losses prepared by it for the purposes of annual general meetings of the Company for ratification or approval by the Members as required by the Applicable Public Company Rules. After ratification or approval by the Members as required by the Statute, the Articles and the Applicable Public Company Rules, the board of Directors shall distribute or make publicly available on the Market Observation Post System the copies of the ratified financial statements and the Company's resolutions on the allocation and distribution of profits or covering of loss, to each Member.
- 18.3 Subject to the Statute, the Articles, and the Applicable Public Company Rules, if a quorum is not present at the time appointed for the general meeting the chairman may postpone the general meeting to a later time, provided, however, that the maximum number of times a general meeting may be postponed shall be no more than two and the total time postponed shall not exceed one hour. If the general meeting has been postponed for two times, but at the postponed general meeting a quorum is still not present, the chairman shall declare the general meeting is dissolved, and if it is still necessary to convene a general meeting, it shall be reconvened as a new general meeting in accordance with the Articles.
- 18.4 If a general meeting is called by the board of Directors, the chairman of the board of Directors shall preside as the chair of such general meeting. In the event that the chairman is on a leave of absence, or is unable to exercise his powers and authorities, the vice chairman of the board of

Directors shall act in lieu of the chairman. If there is no vice chairman of the board of Directors, or if the vice chairman of the board of Directors is also on leave of absence, or cannot exercise his powers and authorities, the chairman shall designate a Director to chair such general meeting. If the chairman does not designate a proxy or if such chairman's proxy cannot exercise his powers and authorities, the Directors who are present at the general meeting shall elect one from among themselves to act as the chair at such general meeting in lieu of the chairman. If a general meeting is called by any person(s) other than the board of Directors, the person(s) who has called the meeting shall preside as the chair of such general meeting; and if there is more than one person who has called a general meeting, such persons shall elect one from among themselves to act as the chair of such general meeting.

- 18.5 A resolution put to the vote of the meeting shall be decided on a poll. In computing the required majority when a poll is demanded regard should be had to the number of votes to which each Member is entitled by the Articles.
- 18.6 In the case of an equality of votes, the chairman shall not be entitled to a second or casting vote.
- 18.7 Nothing in the Articles shall prevent any Member from issuing proceedings in a court of competent jurisdiction for an appropriate remedy in connection with the improper convening of any general meeting or the improper passage of any resolution. The Taipei District Court, R.O.C., shall be the court of the first instance for adjudicating any disputes arising out of the foregoing.
- 18.8 Unless otherwise expressly required by the Statute, the Articles or the Applicable Public Company Rules, any matter which has been presented for resolution, approval, confirmation or adoption by the Members at any general meeting may be passed by an Ordinary Resolution.
- 18.9 Subject to the Applicable Public Company Rules, Member(s) holding 1% or more of the total number of issued, allotted, outstanding Shares immediately prior to the relevant book closed period may propose to the Company proposal(s) for discussion at an annual general meeting in writing or by means of electronic transmission to the extent and in accordance with the rules and procedures of general meetings proposed by the Directors and approved by an Ordinary Resolution. Other than the following situation, proposals proposed by Member(s) shall be included in the agenda by the board of Directors where (a) the proposing Member(s) holds less than 1% of the total number of outstanding Shares, (b) where the matter of such proposal may not be resolved by a general meeting, (c) the proposing Member has proposed more than one proposal, (d) such proposal contains more than 300 words, or (e) such proposal is submitted on a day beyond the deadline announced by the Company for accepting the Member's proposals. The proposal(s) proposed by Member(s) that is intended to improve the public interest or fulfil its social responsibilities of the Company, the board of Director may include such proposal(s) in the agenda.
- 18.10 Unless the Company has acquired public company status in accordance with the Applicable Public Company Rules, a resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held.

19 Votes of Members

- 19.1 Subject to any rights or restrictions attached to any Shares, every Member who is present in person or by proxy shall have one vote for every Share of which he is the holder.

- 19.2 No person shall be entitled to vote at any general meeting or at any separate meeting of the holders of a class of Shares unless he is registered as a Member on the record date for such meeting nor unless all calls or other monies then payable by him in respect of Shares have been paid.
- 19.3 Any objection raised to the qualification of any voter by a Member having voting rights shall be referred to the chairman who shall decide in accordance with the applicable laws.
- 19.4 Votes may be cast either personally or by proxy. A Member may appoint only one proxy under one instrument to attend and vote at a meeting.
- 19.5 A Member holding more than one Share is required to cast the votes in respect of his Shares in the same way on any resolution; provided that a Member who holds Shares for the benefit of others may, to the extent permissible by the provisions of the Statute, cast the votes of the Shares in different ways in accordance with the Applicable Public Company Rules.
- 19.6 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 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.
- 19.7 A Member who has submitted a vote by written ballot or electronic transmission pursuant to Article 19.6 may, at least two days prior to the date of the relevant general meeting, revoke such vote in the same manner previously used in submitting the vote and such revocation shall constitute a revocation of the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6. If a Member who has submitted a written ballot or electronic transmission pursuant to Article 19.6 does not submit such a revocation before the prescribed time, the proxy deemed to be given to the chairman of the general meeting pursuant to Article 19.6 shall not be revoked and the chairman of the general meeting shall exercise the voting right of such Member in accordance with that proxy.
- 19.8 If, subsequent to submitting a written ballot or electronic transmission pursuant to Article 19.6, a Member submits a proxy appointing a person of the general meeting as his proxy to attend the relevant general meeting on his behalf, then the subsequent appointment of that person as his

proxy shall be deemed to be a revocation of such Member's deemed appointment of the chairman of the general meeting as his proxy pursuant to Article 19.6.

20 Proxies

- 20.1 An instrument of proxy shall be in writing, and be personally signed or sealed under the hand of the appointor, or, if the appointor is a corporation under the hand of an officer or attorney duly authorised for that purpose. A proxy need not be a Member of the Company.
- 20.2 In addition to any restrictions provided by the Statute, the Articles and the Applicable Public Company Rules, obtaining an instrument of proxy for attendance of general meetings shall be subject to the following conditions:
- (a) the instrument of proxy shall not be obtained in exchange for money or any other interest, provided that this provision shall not apply to souvenirs for a general meeting distributed on behalf of the Company or reasonable fees paid by the Solicitor to any person mandated to handle proxy solicitation matters;
 - (b) the instrument of proxy shall not be obtained in the name of others; and
 - (c) an instrument of proxy obtained through solicitation shall not be used as a non-solicited instrument of proxy for attendance of a general meeting.
- 20.3 Except for the securities agent, a person shall not act as the proxy for more than thirty Members. Any person acting as proxy for three or more Members shall submit to the Company or its securities agent (a) a statement of declaration declaring that the instruments of proxy are not obtained for the purpose of soliciting on behalf of himself/herself/itself or others; (b) a schedule showing details of such instruments of proxy; and (c) the signed or sealed instruments of proxy, in each case, five days prior to the date of the general meeting.
- 20.4 The Company may mandate a securities agent to act as the proxy for the Members for any general meeting provided that no resolution in respect of the election of Directors is proposed to be voted upon at such meeting. Matters authorized under the mandate shall be stated in the instructions of the instruments of proxy for the general meeting concerned. A securities agent acting as the proxy shall not accept general authorisation from any Member, and shall, within five days after each general meeting of the Company, prepare a compilation report of general meeting attendance by proxy comprising the details of proxy attendance at the general meeting, the status of exercise of voting rights under the instrument of proxy, a copy of the contract, and other matters as required by the R.O.C. securities competent authorities, and maintain the compilation report available at the offices of the securities agent.
- 20.5 Except for a Member appointing the chairman of a general meeting as his proxy through written ballot or electronic transmission in the exercise of voting power pursuant to Article 19.6, or for trust enterprises organized under the laws of the R.O.C. or a securities agent approved pursuant to the Applicable Public Company Rules, in the event a person acts as the proxy for two or more Members, the sum of Shares entitled to be voted as represented by such proxy shall be no more than 3% of the total outstanding voting Shares immediately prior to the relevant book closed period; any vote in respect of the portion in excess of such 3% threshold shall not be counted. For the avoidance of doubt, the number of the Shares to be represented by a securities agent mandated by the Company in accordance with Article 20.4 shall not be subject to the limit of 3% of the total number of the outstanding voting Shares set forth herein.

- 20.6 The Shares represented by a person acting as the non-solicited proxy for three or more Members shall not be more than four times of the number of Shares held by such person and shall not exceed 3% of the total number of the outstanding Shares.
- 20.7 In the event that a Member exercises his/her/its voting power by means of a written ballot or by means of electronic transmission and has also authorized a proxy to attend a general meeting, then the voting power exercised by the proxy at the general meeting shall prevail. In the event that any Member who has authorized a proxy to attend a general meeting later intends to attend the general meeting in person or to exercise his voting power by way of a written ballot or electronic transmission, he/she/it shall, at least two days prior to such general meeting, serve the Company with a separate notice revoking his/her/its previous appointment of proxy. Votes by way of proxy shall remain valid if the relevant Member fails to revoke his appointment of such proxy before the prescribed time.
- 20.8 Each Member is only entitled to execute one instrument of proxy to appoint one proxy. The instrument of proxy shall be deposited at the Registered Office or at such other place as is specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company not less than five days before the time for holding the general meeting or adjourned general meeting at which the person named in the instrument proposes to vote. In case that there are duplicate instruments of proxy received from the same Member by the Company, the first instrument of proxy received by the Company shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous instrument of proxy in the later-received instrument of proxy.
- 20.9 The instrument of proxy shall be in the form approved by the Company and be expressed to be for a particular general meeting only. The form of proxy shall include at least the following information: (a) instructions on how to complete such proxy, (b) the matters to be voted upon pursuant to such proxy, and (c) basic identification information relating to the relevant Member, proxy and the Solicitor (if any). The form of proxy shall be provided to the Members together with the relevant notice for the relevant general meeting, and such notice and proxy materials shall be distributed to all Members on the same day.
- 20.10 At a general meeting, each instrument of proxy for such meeting shall be tallied and verified by the Company's securities agent or any other mandated securities agent prior to the time for holding the general meeting. The following matters should be verified:
- (a) whether the instrument of proxy is printed under the authority of the Company;
 - (b) whether the instrument of proxy is signed or sealed by the appointing Member; and
 - (c) whether the Solicitor or proxy (as the case may be) is named in the instrument of proxy and whether the name is correct.
- 20.11 The material contents required to be stated in the instruments of proxy, the meeting handbook or other supplemental materials of such general meeting, the written documents and advertisement of the Solicitor for proxy solicitation, the schedule of the instruments of proxy, the proxy form and other documents printed and published under the authority of the Company shall not contain any false statement or omission.
- 20.12 Votes given in accordance with the terms of an instrument of proxy shall be valid unless notice in writing was received by the Company at the Registered Office or at such other place as is

specified for that purpose in the notice convening the general meeting, or in any instrument of proxy sent out by the Company at least two days prior to the commencement of the general meeting, or adjourned general meeting at which it is sought to use the proxy. The notice must set out expressly the reason for the revocation of the proxy, whether due to the incapacity or the lack in authority of the principal at the time issuing the proxy or otherwise.

20.13 A Member who has appointed a proxy shall be entitled to make a request to the Company or its securities agent for examining the way in which his instrument of proxy has been used, within seven days after the relevant general meeting.

20.14 If a general meeting is to be held outside of the R.O.C. after the Company has acquired public company status, the Company shall engage a professional securities agent within the R.O.C. to handle the voting by the Members.

21 Proxy Solicitation

Subject to the provisions of the Statute and the Articles, matters regarding the solicitation of proxies shall be handled in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies of the R.O.C.

22 Dissenting Member's Appraisal Right

22.1 In the event any of the following resolutions is adopted at a general meeting, any Member who has expressed his/her/its objection therefor in writing or verbally with a record before or during the general meeting, and has forfeited his/her/its voting right may request the Company to buy back all of his/her/its Shares at the then prevailing fair price:

- (a) The Company enters into, amends, or terminates any agreement for lease of the Company's business in whole, or the delegation of management of the Company's business to other or the regular joint operation of the Company with others;
- (b) The Company transfers the whole or a material part of its business or assets, provided that, the foregoing does not apply where such transfer is pursuant to the dissolution of the Company;
- (c) The Company accepts the transfer of the whole business or assets of another person, which has a material impact on the Company's business operations;
- (d) Spin-Off (other than a Short-form Spin-off);
- (e) Merger (other than a Short-form Merger);
- (f) Acquisition; or
- (g) Share Exchange (other than a Short-form Share Exchange).

22.2 Unless otherwise provided by the Applicable Public Company Rules and the Statute, in the event of a Short-form Merger, a Short-form Spin-off or Short-form Share Exchange, where at least 90% of the voting power of the outstanding shares of the Company are held by the other company participating in such Merger or Spin-off, the Company shall deliver a notice to each of the Member immediately after the resolution of board of directors approving such Short-form Merger, Short-

form Spin-off or Share Exchange and such notice shall state that any Member who expressed his/her/its objection against the Short-form Merger, Short-form Spin-off or Share Exchange within the specified period may submit a written objection requesting the Company to buy back all of his/her/its Shares at the then prevailing fair price.

- 22.3 Subject to the Statute, the request prescribed Articles 22.1 and 22.2 shall be delivered to the Company in writing, stating therein the types, numbers and the repurchase price of Shares requested to be repurchased, within twenty days after the date of the relevant resolutions. In the event the requesting Member and the Company have reached an agreement in regard to the repurchase price of the Shares held by such Member, the Company shall pay such price within ninety days after the date on which the resolution was adopted. In the event that no agreement is reached with the dissenting Member, the Company shall pay the fair price it has recognized to such dissenting Member within ninety days since the resolution was made. If the Company fails to pay, the Company shall be considered to be agreeable to the price requested by the dissenting Member.
- 22.4 Subject to the Statute, in the event that any Member requests the Company to buy back his/her/its Shares pursuant to Article 22.3, and the Company and the requesting Member fail to reach the agreement in regard to the repurchase price of the Shares held by such Member within sixty days after the resolution date, the Company shall apply to any competent R.O.C. court against all the dissenting Members as the opposing party within thirty days after the expiry of the sixty-day period for a ruling on the price of the repurchased Shares, and the Taipei District Court, R.O.C., may be the court of the first instance. Such ruling by such R.O.C. court shall be binding and conclusive as between the Company and the dissenting Members solely with respect to the price of the repurchased Shares.
- 22.5 The payment of price of the repurchased Shares and the delivery of Share Certificates shall comply with the Applicable Public Company Rules.

23 Corporate Members

A Member, who is a corporation, organization or non-natural person entity, may in accordance with its constitutional documents, or in the absence of relevant provision in its constitutional documents by resolution of its board of directors or other governing body, authorise a person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of such corporate Member which he represents as the corporation could exercise if it were an individual Member.

24 Shares that May Not be Voted

- 24.1 Shares in the Company that are held by such Company (including held through such Company's Subsidiaries) shall not vote, directly or indirectly, at any general meeting and shall not be counted in determining the total number of outstanding Shares at any given time.
- 24.2 A Member who has a personal interest in any matter discussed at a general meeting, which interest may be in conflict with those of the Company, shall abstain from voting such Member's Shares in regard to such matter but such Shares shall be counted in for calculating the number of Shares of the Members present at such general meeting for the purposes of determining the quorum. The aforementioned Member shall also not vote on behalf of any other Member.

- 24.3 If a Director creates or has created security over any Shares held by such Director, such Director shall notify the Company of such security. If at any time the number of the pledged Shares held by a Director exceeds half of the Shares held by such Director at the time of his appointment, then the voting rights attached to the Shares held by such Director at such time shall be reduced, such that the Shares over which security has been created which are in excess of half of the Shares held by such Director at the date of his appointment shall not carry voting rights and shall not be counted in the number of votes casted by the Member at a general meeting.

25 Directors

- 25.1 There shall be a board of Directors consisting of no less than seven (7) persons and no more than nine (9) persons, including Independent Directors, each of whom shall be appointed to a term of office of three (3) years and is eligible for re-election. If no re-election is effected after expiry of the given time limit, the out-going directors shall be discharged ipso facto from such expiration date. The Company may from time to time by resolution of the board of Directors increase or reduce the number of Directors subject to the above number limitation provided that the requirements by relevant laws and regulations (including but not limited to any listing requirements) are met. In the event of any vacancy in the board of Directors or an increase in the number of Directors of the Company, the new Director elected at the general meeting shall fill the vacancy for the residual term of office.
- 25.2 Unless otherwise approved by the Competent Authority, not more than half of the total number of Directors can have a spousal relationship or familial relationship within the second degree of kinship with any other Directors.
- 25.3 In the event that the Company convenes a general meeting for the election of Directors and any of the Directors elected does not meet the requirements provided in Article 25.2 hereof, the non-qualifying Director(s) who was elected with the fewest number of votes shall be deemed not to have been elected, to the extent necessary to meet the requirements provided in Article 25.2 hereof. Any person who has already served as Director but is in violation of the aforementioned requirements shall be removed from the position of Director automatically.
- 25.4 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 two (2) 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.
- 25.5 Independent Directors shall have professional knowledge and shall maintain independence in discharging their directorial duties, and shall not have any direct or indirect interests in the Company. The professional qualifications, restrictions on shareholdings and concurrent positions, and assessment of independence with respect to Independent Directors shall be governed by the Applicable Public Company Rules.
- 25.6 Any Member(s) holding 1% or more of the Company's issued Shares for at least six consecutive months may in writing request the Independent Directors of the audit committee to bring action against the Directors on behalf of the Company in a court of competent jurisdiction as the court of first instance. If the Independent Directors fail to bring such action within thirty days after the request by the Member, such Member may bring the action in a court of competent jurisdiction as the court of first instance in the name of the Company.

26 Powers of Directors

- 26.1 Subject to the provisions of the Statute, the Articles, the Applicable Public Company Rules and to any directions given by Ordinary Resolution, Special Resolution or Supermajority Resolution, the business of the Company shall be managed by the board of Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the board of Directors which would have been valid if that alteration had not been made or that direction had not been given. A duly convened meeting of the board of Directors at which a quorum is present may exercise all powers exercisable by the board of Directors.
- 26.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the board of Directors shall determine by resolution.
- 26.3 The board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 26.4 The Company may purchase liability insurance for Directors; the board of Directors shall determine the terms of such insurance by resolution, taking into account the standards of the industry in the R.O.C. and overseas.
- 26.5 The Directors shall faithfully carry out their duties with care, and may be held liable for the damages suffered by the Company for any violation of such duty. The Company may by Ordinary Resolution of any general meeting demand the Directors, who violate such duties, to disgorge any profit realised from such violation and regard the profits realised as the profits of the Company as if such violation was made for the benefit of the Company. The Directors shall indemnify the Company for any losses or damages incurred by the Company if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The Directors and the Company shall jointly and severally indemnify the third party for any losses or damages incurred by such third party if such loss or damage is incurred as a result of a Director's breach of laws or regulations in the course of performing his duties. The aforementioned duties of the Directors shall also apply to the managers of the Company.

27 Appointment and Removal of Directors

- 27.1 The Company may by a majority or, if less than a majority, the most number of votes, at any general meeting elect a Director. The Company may by Supermajority Resolution remove any Director. Members present in person or by proxy, representing more than one-half of the total outstanding Shares shall constitute a quorum for any general meeting to elect Director(s).
- 27.2 After the Company has acquired public company status, Directors shall be elected pursuant to a cumulative voting mechanism pursuant to a poll vote, the procedures for which has been approved and adopted by the board of Directors and also by an Ordinary Resolution, where the number of votes exercisable by any Member shall be the same as the product of the number of Shares held by such Member and the number of Directors to be elected ("**Special Ballot Votes**"), and the total number of Special Ballot Votes casted by any Member may be consolidated for election of one Director candidate or may be split for election amongst multiple Director candidates, as specified by the Member pursuant to the poll vote ballot. There shall not be votes

which are limited to class, party or sector, and any Member shall have the freedom to specify whether to consolidate all of its votes on one or any number of candidate(s) without restriction. A candidate to whom the ballots cast represent a prevailing number of votes shall be deemed a Director elect, and where more than one Director is being elected, the top candidates to whom the votes cast represent a prevailing number of votes relative to the other candidates shall be deemed directors elect. The rule and procedures for such cumulative voting mechanism shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Memorandum, the Articles and the Applicable Public Company Rules.

- 27.3 In the event the Company has acquired public company status in accordance with the Applicable Public Company Rules, a candidate nomination mechanism shall be adopted for an election of the Directors (including Independent Directors). The rules and procedures for such candidate nomination shall be in accordance with policies proposed by the board of Directors and approved by an Ordinary Resolution from time to time, which policies shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules.
- 27.4 If a Member is judicial person, the authorised representative of such Member may be elected as Director. If such Member has more than one authorised representative, each of the authorised representatives of such Member may be elected as Directors respectively.
- 27.5 Notwithstanding anything to the contrary in Article 27.1 to 27.4, unless the Company has acquired public company status in accordance with Applicable Public Company Rules, the Company may by Ordinary Resolution appoint any person to be a Director or may by Ordinary Resolution remove any Director.

28 Vacation of Office of Director

- 28.1 Notwithstanding anything in the Articles to the contrary, the Company may from time to time remove all Directors from office before the expiration of their term of office and may elect new Directors in accordance with Article 27.1. and unless a resolution of a shareholders' meeting provides otherwise, all the Directors shall be deemed to have been removed upon such election of new Directors prior to the expiration of such Director's applicable term of office.
- 28.2 In the event of any of the following events having occurred in relation to any Director, such Director shall be vacated automatically:
- (a) he/she/it gives notice in writing to the Company to resign the office of Director;
 - (b) he/she/it dies, becomes bankrupt or makes any arrangement or composition with his/her/its creditors generally;
 - (c) an order is made by any competent court or official on the grounds that he/she is or will be suffering from mental disorder or is otherwise incapable of managing his/her affairs, or his/her legal capacity is restricted according to the applicable laws;
 - (d) he/she/it commits an offence as specified in the Organized Crime Prevention Act and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of the sentence, the expiration of probation period, or the pardon of such punishment is less than five years;

- (e) he/she/it commits any criminal offence of fraud, breach of trust or misappropriation and is subsequently punished with imprisonment for a term of more than one year, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
- (f) he/she/it commits an offence as specified in the Anti-Corruption Act and is subsequently adjudicated guilty by a final judgment, and the sentence has not been executed, the execution of the sentence has not been completed, or the time elapsed since he/she/it has served the full term of such sentence, the expiration of probation period, or the pardon of such punishment is less than two years;
- (g) he/she/it is dishonoured for use of credit instruments, and the term of such sanction has not expired yet;
- (h) he/she/it is declared bankrupt or is subject to liquidation procedure by a court, and the rights have not been resumed yet;
- (i) he/she has limited legal capacity or is legally incompetent;
- (j) he/she is subject to the assistantship declared by the court and those orders have not yet been revoked;
- (k) the Members resolve by a Supermajority Resolution that he/she/it should be removed as a Director;
- (l) during the term of office as a Director (excluding Independent Directors), he/she/it has transferred more than one half of the company's shares being held by him/her/it at the time he/she is elected; or
- (m) subject to the provisions of the Statute, and the Articles or the Applicable Public Company Rules, in the event that he/she/it has, in the course of performing his/her/its duties, committed any act resulting in material damage to the Company or in serious violation of applicable laws and/or regulations or the Memorandum and the Articles, but has not been removed by the Company pursuant to a Supermajority Resolution vote, then any Member(s) holding 3% or more of the total number of, outstanding Shares shall have the right, within thirty days after that general meeting, to petition any competent court for the removal of such Director, at the Company's expense and such Director shall be removed upon the final judgement by such court. For clarification, if a relevant court has competent jurisdiction to adjudicate all of the foregoing matters in a single or a series of proceedings, then, for the purpose of this paragraph (i), final judgement shall be given by such competent court.

In the event that the foregoing events described in any of clauses (b), (c), (d), (e), (f), (g), (h), (i) or (j) has occurred in relation to a Director elect, such Director elect shall be disqualified from being elected as a Director.

If any director (excluding Independent Directors) after having been elected and before his/her/its inauguration of the office of Director, has transferred more than one half of the total number of shares of the company he/she/it holds at the time of his/her/its election as such; or had transferred more than one half of the total number of shares he/she/it held within the book closed period prior

to the convention of a shareholders' meeting, then his/her/its election as a Director shall become invalid.

29 Proceedings of Directors

- 29.1 The quorum for the transaction of the business of the board of Directors may be fixed by the board of Directors and unless so fixed shall be over one half of the total number of Directors elected. If the number of Directors is less than five (5) persons due to the vacation of Director(s) for any reason, the Company shall hold an election of Director(s) to fill the vacancies at the next following general meeting. When the number of vacancies in the board of Directors of the Company is equal to one third of the total number of Directors elected, the board of Directors shall hold, within sixty days, a general meeting of Members to elect succeeding Directors to fill the vacancies.
- 29.2 Unless otherwise provided by the Statute, the Articles, or the Applicable Public Company Rules, if the number of Independent Directors is less than three due to the vacation of Independent Directors for any reason, the Company shall hold an election of Independent Directors to fill the vacancies at the next following general meeting. Unless otherwise permitted by the Applicable Public Company Rules, if all of the Independent Directors are vacated, the board of Directors shall hold, within sixty days, a general meeting to elect succeeding Independent Directors to fill the vacancies.
- 29.3 Subject to the provisions of the Statute, the Articles and the Applicable Public Company Rules, the Directors may regulate their proceedings as they think fit. Any motions shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 29.4 A person may participate in a meeting of the board of Directors or committee of Directors by video conference. Participation by a person in a meeting in this manner is treated as presence in person at that meeting. The time and place for a meeting of the Directors or committee of Directors shall be at the office of the Company and during business hours or at a place and time convenient to the Directors and suitable for holding such meeting.
- 29.5 The chairman may call a meeting of the board of Directors by at least one day's notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director which notice shall set forth the general nature of the business to be considered. In the event the Company becomes a public reporting company in accordance with the Applicable Public Company Rules, unless otherwise permitted by the Applicable Public Company Rules, the chairman of the board shall call a meeting of the board of Director by at least seven days' notice in writing (which may be a notice delivered by facsimile transmission or electronic mail) to every Director. In the event of an urgent situation, a meeting of the board of Directors may be held at any time after notice has been given in accordance with the Applicable Public Company Rules.
- 29.6 The continuing Directors may act notwithstanding any vacancy in other Directors' office , but if and so long as the number of continuing Directors is below the minimum number of Directors fixed by or pursuant to the Articles, the continuing Directors or Director may act only for the purpose of summoning a general meeting of the Company, but for no other purpose.
- 29.7 The board of Directors shall, by a resolution, establish rules governing the procedure of meeting(s) of the board of Directors and report such rules to a meeting of Members, and such rules shall be in accordance with the Articles and the Applicable Public Company Rules.

- 29.8 Subject to the Statute, all acts done by any meeting of the board of Directors or of a committee of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election of any Director, or that they or any of them were disqualified, the effectiveness of the acts shall be determined in accordance with the applicable laws.
- 29.9 A Director may be represented at any meetings of the board of Directors by a proxy appointed the other director in writing by him/her/it. The proxy shall count towards the quorum and the vote of the proxy shall for all purposes be deemed to be that of the appointing Director.

30 Directors' Interests

- 30.1 A Director (except for Independent Directors) may hold any other office or place of profit under the Company in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the compensation committee shall present its recommendations to the board of Directors for discussion and approval.
- 30.2 The Directors may be paid remuneration only in cash. The amount of such remuneration shall be recommended by the compensation committee and determined by the board of Directors, and take into account the extent and value of the services provided for the management of the Company and the standards of the industry in the R.O.C. and overseas. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the board of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of Shares or debentures of the Company, or otherwise in connection with the business of the Company, or to receive salaries in respect of their service as Directors as may be recommended by the compensation committee and determined by the board of Directors, or a combination partly of one such method and partly another, provided that any such determination shall be in accordance with the Applicable Public Company Rules.
- 30.3 Unless prohibited by the Statute, the Articles or by the Applicable Public Company Rules, a Director may act on behalf of the Company to the extent authorized by the Company. Such Director or his/her/its firm shall be entitled to such remuneration for professional services as if he were not a Director.
- 30.4 A Director who engages in conduct either for himself/herself/itself or on behalf of another person within the scope of the Company's business, shall disclose to Members, at a general meeting prior to such conduct, a summary of the major elements of such interest and obtain the ratification of the Members at such general meeting by a Supermajority Resolution vote. In case a Director engages in business conduct for himself/herself/itself or on behalf of another person in violation of this provision, the Members may, by an Ordinary Resolution, require the disgorgement of any and all earnings derived from such act, except when at least one year has lapsed since the realization of such associated earnings.
- 30.5 A Director who has a personal interest in the matter under discussion at a meeting of the Directors shall disclose to the meeting the material information of such interest; provided that in the event a Director's spouse or any second degree relatives, or company(s) with controlling and subordinating relationship with a Director, has a personal interest in the matter under discussion at a meeting, the said Director shall be deemed to have a personal interest in such matter. A Director who has conflict of interest which may impair the interest of the Company shall not vote nor exercise voting rights on behalf of another Director; the voting right of such Director who cannot vote or exercise any voting right as prescribed above shall not be counted in the number

of votes of Directors present at the board meeting. In the event of a merger and acquisition by the Company, the Director who has a personal interest in the transaction of such merger and acquisition shall explain to the board of Directors meeting and the shareholders meeting the material contents of such personal interest and the reason(s) of approval or objection to the resolution of such merger or acquisition.

31 Minutes

The Directors shall cause minutes to be made in books kept for the purpose of all appointments of officers made by the Directors, all proceedings at meetings of the Company or the holders of any class of Shares and of the Directors, and of committees of Directors including the names of the Directors present at each meeting.

32 Delegation of Directors' Powers

- 32.1 Subject to the Applicable Public Company Rules, the Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him/her/it provided that the appointment of a managing director shall be revoked forthwith if he/she/it ceases to be a Director. Any such delegation may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of a committee of Directors shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.2 The Directors may establish any committees or appoint any person to be a general manager or agent for managing the affairs of the Company and may appoint any person to be a member of such committees. Any such appointment may be made subject to any conditions the Directors may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Unless otherwise provided by the Statute or the Applicable Public Company Rules, the proceedings of any such committee shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying.
- 32.3 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company on such conditions as the Directors may determine, provided that the delegation is not to the exclusion of their own powers and may be revoked by the Directors at any time.
- 32.4 The Directors may by power of attorney or otherwise appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or authorised signatory of the Company for such purpose and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under the Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney or other appointment may contain such provisions for the protection and convenience of persons dealing with any such attorneys or authorised signatories as the Directors may think fit and may also authorise any such attorney or authorised signatory to delegate all or any of the powers, authorities and discretions vested in him.
- 32.5 The Directors shall appoint a chairman and when they consider necessary, elect a vice chairman in the same manner. The vice chairman shall assist the chairman with the Company's operation, management and other relevant matters..

- 32.6 Notwithstanding anything to the contrary contained in Articles 32.1 to 32.11, unless otherwise permitted by the Applicable Public Company Rules, the Directors shall establish an audit committee comprised of all of the Independent Directors, one of whom shall be the chairman, and at least one of whom shall have accounting or financial expertise. A resolution of the audit committee shall be passed by one-half or more of all members of such committee. The rules and procedures of the audit committee shall be in accordance with policies proposed by the members of the audit committee and passed by the Directors from time to time, which shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and the instruction of the FSC, or TWSE, if any. The Directors shall, by a resolution, adopt a charter for the audit committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.7 Any of the following matters of the Company shall require the consent of one-half or more of all audit committee members and be submitted to the board of Directors for resolution:
- (a) Adoption or amendment of an internal control system of the Company;
 - (b) Assessment of the effectiveness of the internal control system;
 - (c) Adoption or amendment of handling procedures for significant financial or operational actions, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees on behalf of others;
 - (d) A matter where a Director has a personal interest;
 - (e) A material asset or derivatives transaction;
 - (f) A material monetary loan, endorsement, or provision of guarantee;
 - (g) The offering, issuance, or Private Placement of any equity-type securities;
 - (h) The hiring or dismissal of an attesting certified public accountant, or the compensation given thereto;
 - (i) The appointment or removal of a financial, accounting, or internal auditing officer;
 - (j) Annual and semi-annual financial reports;
 - (k) Any other matters so determined by the Company from time to time or required by any competent authority overseeing the Company; and
 - (l) Any other matters in accordance with the Applicable Public Companies Rules.

Except for item (j) above, any matter under subparagraphs (a) through (k) of the preceding paragraph that has not been approved with the consent of one-half or more of the audit committee members may be undertaken only upon the approval of two-thirds or more of all Directors, without regard to the restrictions of the preceding paragraph, and the resolution of the audit committee shall be recorded in the minutes of the Directors meeting.

- 32.8 Prior to the commencement of the meeting of Board of Directors to adopt any resolution of M&A, the Company shall have the audit committee review the fairness and reasonableness of the plan

and transaction of the M&A, and then report the results of the review to the Board of Directors and the general meeting unless the resolution by the general meeting is not required by the Statute. During the review, the audit committee shall seek opinions from an independent expert on the justification of the share exchange ratio or distribution of cash or other assets. The results of the review of audit committee and opinions of independent experts shall be sent to the Members together with the notice of the general meeting. In the event that the resolution by the general meeting is not required by the Statute, the Board of Directors shall report the foregoing at the next closest general meeting.

- 32.9 With respect to the documents that need to be sent to the Members as provided in the preceding Article, in the event that the Company posts the same documents on the website designated by the R.O.C. securities competent authorities, and also prepares and places such documents at the venue of the general meeting for the Members' review, then those documents shall be deemed as having been sent to the Members.
- 32.10 The Directors shall establish a compensation committee in accordance with the Applicable Public Company Rules. The number of members of the compensation committee, professional qualifications, restrictions on shareholdings and position that a member of the compensation committee may concurrently hold, and assessment of independence with respect to the members of the compensation committee shall comply with the Applicable Public Company Rules. The compensation committee shall comprise of no less than three members, one of which shall be appointed as chairman of the compensation committee. The rules and procedures for convening any meeting of the compensation committee shall comply with policies proposed by the members of the compensation committee and approved by the Directors from time to time, provided that the rules and procedures approved by the Directors shall be in accordance with the Statute, the Memorandum, the Articles and the Applicable Public Company Rules and any directions of the FSC or TWSE. The Directors shall, by a resolution, adopt a charter for the compensation committee in accordance with these Articles and the Applicable Public Company Rules.
- 32.11 The remuneration referred in the preceding Article shall include the compensation, salary, stock options and other incentive payment to the Directors and managers of the Company. Unless otherwise specified by the Applicable Public Company Rules, the managers of the Company for the purposes of this Article 32.11 shall mean executive officers as defined by the rules and procedures governing the compensation committee.

33 Seal

- 33.1 The Company may, if the Directors so determine, have a Seal. The making and use of the Seal shall be in accordance with the Seal policy adopted by the Directors from time to time.
- 33.2 The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals, each of which shall be a facsimile of the common Seal of the Company and kept under the custody in accordance with the Seal policy adopted by the Directors, and if the Directors so determine, with the addition on its face of the name of every place where it is to be used.
- 33.3 A person authorized in accordance with the Seal policy adopted by the Directors may affix the Seal over his signature alone to any document of the Company required to be authenticated by him/her/it under seal or to be filed with the Registrar of Companies in the Cayman Islands or elsewhere wheresoever.

34 Dividends, Distributions and Reserve

- 34.1 The Company shall set aside no more than 1% of its annual profits as bonus to employees of the Company and set side no more than 2% of its annual profits as bonus to Directors, provided however that the Company shall first offset its losses in previous years that have not been previously offset. The distribution of bonus to employees may be made by way of cash or Shares, which may be distributed under an incentive programme approved pursuant to Article 11.1 above. The employees under Article 34.1 may include certain employees of the Subsidiaries who meet the conditions prescribed by the Company. The distribution of bonus to employees shall be approved by a majority of the Directors present at a meeting attended by two-thirds or more of the total number of the Directors and shall be reported to the Members at the general meeting. A Director who also serves as an executive officer of the Company and/or its Subsidiaries may receive a bonus in his capacity as a Director and a bonus in his capacity as an employee.
- 34.2 As the Company is in the growing stage, the dividend distribution may take the form of a cash dividend and/or stock dividends and shall take into consideration the Company's capital expenditures, future expansion plans, and financial structure and funds requirement for sustainable development needs etc. Unless otherwise required by the Statute and the Applicable Public Company Rules, the distribution of profits may be proposed at the close of each fiscal half year. The Company shall prepare a proposal for distribution of profits in accordance with the procedures and sequence set out below and submit such proposal together with business reports and financial statements audited or reviewed by certified public accountant for audit committee's review and then to the Directors for resolution to submit for Members' approval approved by an Ordinary Resolution at any general meeting:
- (a) the proposal shall begin with the Company's Annual Net Income after tax;
 - (b) offset its losses, if any, that have not been previously offset;
 - (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
 - (d) after deducting the aforementioned amounts listed in subsection (a) to (c) from the profits of the current fiscal half 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 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 fiscal half 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.
- 34.3 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may declare Dividends and distributions on Shares in issue and authorise payment of the Dividends or distributions out of the funds of the Company lawfully available therefor. No Dividend or distribution shall be paid except out of the realised or unrealised profits of the Company, or out of the share premium account or as otherwise permitted by the Statute.
- 34.4 Except as otherwise provided by the rights attached to Shares, all Dividends shall be declared and paid in proportion to the number of Shares that a Member holds. If any Share is issued on

terms providing that it shall rank for Dividend as from a particular date that Share shall rank for Dividend accordingly.

- 34.5 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may deduct from any Dividend or distribution payable to any Member all sums of money (if any) then payable by him to the Company on any account.
- 34.6 Subject to the Statute, the Articles and the Applicable Public Company Rules, the Directors may, after obtaining an Ordinary Resolution, declare that any distribution other than a Dividend be paid wholly or partly by the distribution of specific assets and in particular of shares, debentures, or securities of any other company or in any one or more of such ways and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the basis of the value so fixed in order to adjust the rights of all Members and may vest any such specific assets in trustees as may seem expedient to the Directors.
- 34.7 Any Dividend, distribution, interest or other monies payable in cash in respect of Shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 34.8 No Dividend or distribution shall bear interest against the Company.
- 34.9 Subject to the Statute, the Articles and the Applicable Public Company Rules, any Dividend which cannot be paid to a Member and/or which remains unclaimed after six months from the date of declaration of such Dividend may, in the discretion of the Directors, be paid into a separate account in the Company's name, provided that the Company shall not be constituted as a trustee in respect of that account and the Dividend shall remain as a debt due to the Member. Any Dividend which remains unclaimed after a period of six years from the date of declaration of such Dividend shall be forfeited and shall revert to the Company.
- 34.10 The Company may, by a resolution adopted by a majority of the Directors who represent two-thirds or more of the total number of Directors, distribute to the Members, in the form of cash, all or a portion of its dividends and bonuses and/or legal reserve and capital reserve derived from issuance of new shares at a premium or from endowments received by the Company, and shall subsequently report such distribution to a shareholders' meeting.

35 Capitalisation

Subject to Article 14.2(d), the Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit such that Shares shall not become distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members concerned). The Directors may authorise any person

to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

36 Tender Offer

After the receipt of the copy of a tender offer application form, the prospectus and relevant documents by the Company or its litigation or non-litigation agent appointed, the board of the Directors shall handle the relevant matters pursuant to the Applicable Public Company Rules.

37 Books of Account

- 37.1 The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 37.2 The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Statute or authorised by the Directors or by the Company in general meeting.
- 37.3 The Directors may from time to time cause to be prepared and to be laid before the Company in general meeting profit and loss accounts, balance sheets, group accounts (if any) and such other reports and accounts as may be required by the Statute, the Articles and the Applicable Public Company Rules.
- 37.4 Subject to applicable law, after the Company becomes a public reporting company, minutes and written records of all meetings of Directors, any committees of Directors, and any general meeting shall be made in the Chinese language and an English translation may be attached. In the event of any inconsistency between the Chinese language version and the relevant English translation, the Chinese language version shall prevail, except in the case where a resolution is required to be filed with the Registrar of Companies of Cayman Islands, in which case the English language version shall prevail.
- 37.5 Subject to the Statute, the instruments of proxy, documents, forms/statements and information in electronic media prepared in accordance with the Articles and relevant rules and regulations shall be kept for at least one year. However, if a Member initiates a lawsuit with respect to such instruments of proxy, documents, forms/statements and/or information mentioned herein, they shall be kept until the conclusion of the litigation if longer than one year.

38 Notices

- 38.1 Notices shall be in writing and may be given by the Company to any Member either personally or by sending it by courier, post, cable, telex, or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address

provided by such Member). Any notice, if posted from one country to another, is to be sent by airmail.

- 38.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays) following the day on which the notice was posted. Where a notice is sent by cable, or telex, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient.
- 38.3 A notice may be given by the Company to the person or persons which the Company has been advised are entitled to a Share or Shares in consequence of the death or bankruptcy of a Member in the same manner as other notices which are required to be given under the Articles and shall be addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description at the address supplied for that purpose by the persons claiming to be so entitled, or at the option of the Company by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- 38.4 Notice of every general meeting shall be given in any manner hereinbefore authorised to every person shown as a Member in the Register of Members on the record date for such meeting and every person upon whom the ownership of a Share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a Member of record where the Member of record but for his death or bankruptcy would be entitled to receive notice of the meeting, and no other person shall be entitled to receive notices of general meetings.

39 Winding Up

- 39.1 If the Company shall be wound up, and the assets available for distribution amongst the Members shall be insufficient to repay the whole of the share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the number of the Shares held by them. If in a winding up the assets available for distribution amongst the Members shall be more than sufficient to repay the whole of the share capital at the commencement of the winding up, the surplus shall be distributed amongst the Members in proportion to the number of the Shares held by them at the commencement of the winding up subject to a deduction from those Shares in respect of which there are monies due, of all monies payable to the Company. This Article is without prejudice to the rights of the holders of Shares issued upon special terms and conditions.
- 39.2 If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Statute and in compliance with the Applicable Public Company Rules, divide amongst the Members in proportion to the number of Shares they hold the whole or any part of the assets of the Company in kind (whether they shall consist of property of the same kind or not) and may for that purpose value any assets and determine how the division shall be carried out as between the Members or different classes of

Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Members as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any asset upon which there is a liability.

40 Financial Year

Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31st December in each year and, following the year of incorporation, shall begin on 1st January in each year.

41 Transfer by way of Continuation

If the Company is exempted as defined in the Statute, it shall, subject to the provisions of the Statute and with the approval of a Special Resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

42 Litigation and Non-Litigation Agent in the R.O.C.

Subject to the provisions of the Statute, the Company shall, by a resolution of the Directors, appoint or remove a natural person domiciled or resident in the territory of the R.O.C. to be its litigation and non-litigation agent in the R.O.C., pursuant to the Applicable Public Company Rules, and under which the litigation and non-litigation agent shall be the responsible person of the Company in the R.O.C. The Company shall report such appointment and any change thereof to the competent authorities in the R.O.C. pursuant to the Applicable Public Company Rules.

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WW Holding Inc.

Shareholdings of All Directors

1. Shareholding status of all directors as of April 11, 2023:

Title	Name	Number of shares registered in the Shareholders' Roster (share)
Chairman	ETERNAL SUMMIT LTD. Representative: Yung-Yuh Hong	3,634,716
Director	BROADWAY OCEAN INTERNATIONAL CORP. Representative: Jong-Chu Hsiao	3,289,754
Director	TOTAL BOOM CORP. Representative: Shing-Jiu Sheu	3,963,424
Director	WOOD TREASURE LIMITED Representative: Hung-Ta Teng	6,356,463
Director	Ta-Jen Chiu	318,424
Director	Yung-Hung Hsu	705,400
Independent Director	Hsing-Chu Wu	0
Independent Director	Chun-Kai Huang	37,000
Independent Director	Pu-Yang Liu	30,000