

Stock Code: 6259



**BULL WILL CO LTD**

Annual Shareholders' Meeting 2023

# Handbook

Shareholder Meeting Time: June 28, 2023 (Wednesday) at 9:00 AM

Shareholders' Meeting Place: 114066 2F., No. 327, Sec. 1, Tiding Blvd., Neihu Dist., Taipei City 114, Taiwan

Meeting Method: In-person Meeting.

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## 2023 BULL WILL CO LTD Regular Shareholders' Meeting Agenda

- 1、Announcement of the Commencement of the Meeting
- 2、Chairperson's Remarks
- 3、Reports
- 4、Proposals
- 5、Elections
- 6、Discussion
- 7、Ad Hoc Motions
- 8、Adjournment

## BULL WILL CO LTD Agenda of the 2023 Annual Meeting of Shareholders

Meeting Time: June 28, 2023 (Wednesday) at 9:00 AM

Place: 114066 2F., No. 327, Sec. 1, Tiding Blvd., Neihu Dist., Taipei City 114, Taiwan

1. Reporting the Number of Shares Attended and Announcing the Commencement of the Meeting

2. Chairperson's Remarks:

3. Reports:

(1) 2022 annual business report.

(2) 2022 audit committee's review report.

(3) 2022 situation report on capital loans to others.

(4) 2022 overview report on investment in mainland China.

(5) 2022 report on the implementation of the private equity capital increase plan.

(6) 2022 report on the remuneration of directors and supervisors and the remuneration allocation of employees.

(7) 2022 director compensation report.

(8) 2022 report on the cash dividends from surplus allocation.

(9) Report on the amendment of the company's rules of procedure for board of directors' meetings".

4. Ratification:

(1) To ratify the Company's 2022 business report and financial statements

(2) To ratify the Company's 2022 case of earnings distributions.

5. Elections:

(1) Re-election of the board directors.

6. Discussion:

- (1) The Company's capital reserves to increase the capital issue of new shares.
- (2) To amend the Company's case of "Articles of Association".
- (3) 2023 annual private equity capital increase.
- (4) The new director of the Company is released from the prohibition of competition.

7. Ad Hoc Motions

8. Adjournment

1. Reporting the Number of Shares Attended and Announcing the Commencement of the Meeting

2. Chairperson's Remarks:

3. Reports:

(1) 2022 annual business report.

Explanation: Please refer to Pages 13 to 17 of this handbook for 2022 business report.

(2) 2022 audit committee's review report.

Explanation: Please refer to Page 18 of this handbook for audit committee review report.

(3) 2022 situation report on capital loans to others.

Explanation: In accordance with the Company and its subsidiaries' operation procedures on capital loans to others, the Company's situation on capital loans to others by the end of December 2021 is as follows:

Unit: NT\$ 1,000

Company Providing the Loan	Borrower	Transaction Items	A Related Party or Not	Current Maximum Balance	Ending Balance (Approved by the Board of Directors)	Actual Dealing Amount	Range of Interest Rates %	Capital Loan & Nature	Business Transaction Amount	Reasons Necessary for Short-Term Capital Financing	Itemized Allowance Amount for Bad Debts	Collaterals		Capital Loan and Ceiling to Each Individual	Capital Loan and Total Quota	Note
												Name	Value			
BULL WILL CO LTD	BULL WILL TRADING(S) PTE LTD	Other Accounts Receivable	Yes	10,745	10,745	10,745	6%	2	-	Operating Turnover	-	-	-	122,594	122,594	--
BULL WILL Co., Ltd.	SERIAL SYSTEM LTD	Other Accounts Receivable	Yes	30,700	30,700	30,700	6%	2	-	Operating Turnover	-	-	-	122,594	122,594	--

Note 1: For individual objects, the loan and limit shall not exceed 40% of the total net value of the Company. The loan and limit shall be limited to 40% of the total net value of the Company.

Note 2: The nature of capital loan shall be: 1. Is a business associate or; 2. It is necessary for short-term financing.

(4) 2022 overview report on investment in mainland China.

Explanation: Please refer to Page 19 of this handbook for the Company's 2022 investment in mainland China.

(5) 2022 report on the implementation of the private equity capital increase plan.

Explanation: The Company approved the capital increase and private offering of common shares at the shareholders' regular meeting on June 24, 2022. The offering term will expire on June 23, 2023. As no suitable strategic cooperative investor has been found up to now, the company decided at the board meeting on May 11, 2023 not to continue the process within the given timeframe.

(6) 2022 report on the remuneration of directors and supervisors and the remuneration allocation of employees.

Explanation: 1. According to Article 26 of the Articles of Association of the Company, if the company has profits in the year, the remuneration of employees and directors shall be allocated. The remuneration of directors and employees shall be allocated as follows:

(1) Employee remuneration: NT\$ 1,145,549.

(2) Director remuneration: NT\$ 687,329.

2. There is no difference between the above resolutions and the amount of costs recognized in the year 2022.

(7) 2022 director compensation report.

Explanation: 1. According to Article 22 of the Articles of Association of the Company, the remuneration of directors is at the usual level of the industry. The remuneration of directors is NT\$ 150,000 per person per year. Please refer to page 20-21 of this handbook.

(8) 2022 report on the cash dividends from surplus allocation.

Explanation: 1. In accordance with Article 27 of the Company's Articles of Incorporation, the Board of Directors is authorized to resolve to distribute the 2022 earnings in cash, and to propose a shareholders' bonus of NT\$ 14,093,594 to be distributed to shareholders in the form of an allotment of NT\$ 0.7 per share, estimated on the basis of the Company's 20,133,706 issued shares as of May 10, 2023.

The cash dividends are calculated on a pro rata basis up to the NTD, with the amount below the NTD being rounded off and the total amount of the deficient NTD being adjusted from the decimal point from the largest to the smallest and the account number from the front to the back in order to meet the total amount of cash dividends distributed.

2. Subsequently, if the number of shares of common stock in circulation of the Company changes and the shareholder dividend ratio is calculated based on the actual issued share capital, the Chairman of the Board is authorized to handle the relevant matters with full powers and on the base date of ex-dividend.
3. Please refer to page 22 of this manual for the allocation of earnings for 2022.

(9) Amendment to the "Rules of Procedure for Board of Directors Meetings" of the Company.

Submitted for approval.

Explanation: 1. In order to strengthen corporate governance and cooperate with the competent authorities to revise the "Rules of Procedure for Board of Directors Meetings" of the Company, please refer to Page 23-26 of this handbook for the comparison table of provisions before and after the revision.

#### 4. Ratification:

##### Agenda 1:

Cause of Action: To ratify the Company's 2022 business report and financial statements (Proposed by Board of Directors)

Explanation: 1. The Company's 2022 annual business report and individual and consolidated financial statements have been prepared.

2. The aforementioned financial statements, together with the audit conducted by Andrea Kuo and Ian Yang of Moore Stephens DaHua (Taiwan) CPAs, have been completed and signed off. In addition, the business report has been reviewed by the Audit Committee and an audit report has been issued. It is intended to submit these documents for ratification at the shareholders' meeting.

3. Please refer to Pages 13 to 17 and 27 to 42 of this handbook for 2022 business report and financial statements respectively.

4. Submitted for Ratification.

Resolution:

## Agenda 2:

Cause of Action: To ratify the Company's 2022 case of earnings distributions. (Proposed by Board of Directors)

Explanation: 1. The earnings distribution table for the fiscal year 2022 of the Company has been approved by the Audit Committee and has been adopted through a resolution by the Board of Directors. For details on the earnings distribution table for the fiscal year 2022, please refer to page 22 of this handbook.  
2. Submitted for ratification.

Resolution:

## 5. Elections:

Cause of Action: Re-election of the board directors.

Explanation: 1. In order to comply with corporate governance and strengthen the board mechanism, as well as to adhere to Article 16 of the Articles of Association of the Company, which stipulates the establishment of a board consisting of 7-9 directors, our current board consists of 8 directors (including 3 independent directors). It is proposed to elect one director to fill a vacancy, and the elected candidate will assume the position immediately upon election. The term of office will be from June 28, 2023, to June 23, 2025. The list of director candidates and their profiles are as follows:

Job Title	Shareholder Account Number or ID Number	Name of Director	Number of Shares	Education / Experience	Current Job
Director	5760	Lin Tsai-Po	33,258 Shares	Graduated from Department of Mechanical Engineering, National Taiwan Institute of Technology; MBA, National Taiwan University. Chief Executive Officer and Deputy General Manager of TPK; Vice General Manager, President's Office, Grace T.H.W. Group	Advisor, President's Office, Grace T.H.W. Group

2. Please vote.

Election Results:

## 6. Discussion:

### Agenda 1:

Cause of Action: Capital surplus to increase capital and issue new shares. (Proposed by Board of Directors)

- Explanation: 1. In order to enhance the capital base and strengthen the financial structure of the Company, it is proposed to allocate NT\$ 10,051,850 from the capital surplus account generated by issuing shares at a premium above par value. This allocation will be used for a capital increase by issuing 1,005,185 new shares at a par value of NT\$ 10 per share. According to the shareholding recorded on the shareholders' register on the issuance date, each shareholder will be entitled to a distribution of NT\$ 0.4999998 (equivalent to 0.04999998 shares) per share. This amounts to a gratuitous allocation of approximately 49.99998 shares (about 50 shares) per thousand shares. Shareholders are required to register the consolidation of fractional shares with the Company's share registrar within five days from the date of cessation of share transfer for the new shares. If the consolidation is not completed or the resulting number of shares is still less than one, according to Article 240 of the Company Act, the fractional portion will be rounded down to the nearest whole share, and the corresponding cash amount will be paid based on the par value, rounding down to the nearest dollar. The Chairman of the Board is authorized to negotiate with specific individuals for the purchase of the remaining fractional shares at par value.
2. This matter will be submitted to the shareholders' general meeting for approval and subsequently reported to the competent authority for approval. Upon the resolution and approval, the Board of Directors will be authorized to determine the record date for the capital increase, the issuance date, and other related matters. Further announcements will be made at that time.
  3. In the event that changes in the Company's share capital affect the number of shares in circulation and necessitate adjustments to the rights offering ratio, the Board of Directors is authorized to handle the matter in accordance with the Company Act or other relevant laws and regulations. The Board of Directors has full authority to make necessary adjustments in such cases.
  4. The newly issued shares in this offering will have the same rights and obligations as the existing shares.
  5. The impact of the stock dividends on the company's operating performance, earnings per share and return on investment of shareholders:  
According to the "Criteria Governing the Public Disclosure of Financial Forecast Information by Publicly Owned Corporation", the Company is not required to disclose financial forecast information for 2023. Therefore, the relevant information regarding changes in business performance, earnings per share, and return on investment for shareholders does not apply.
  6. The purpose of this capital increase: to enhance the capital base of the Company and strengthen its financial structure.
  7. Submitted for discussion.

Resolution:

### Agenda 2:

Cause of Action: To amend the Company's case of "Articles of Association". (Proposed by Board of Directors)

- Explanation: 1. Specify the definition of "current-year earnings" and adjust the dividend distribution ratio in a timely manner, the Company proposed to amend the "Articles of Association" and provide a comparison table of the articles before

and after the amendment. Please refer to page 43-45 of this handbook for more information.

2. Submitted for discussion.

Resolution:

### Agenda 3:

Cause of Action: 2023 annual private equity capital increase. (Proposed by Board of Directors)

Explanation: 1. In order to expand the business operations, introduce strategic partners, invest in or acquire new business ventures, ensure the long-term viability of the Company, and strengthen the working capital, repay loans to reduce interest expenses, and improve the financial structure to mitigate financial risks, the Company intends to raise funds through a private placement, in accordance with Article 43-6 of the Securities and Exchange Act. The proposed private placement will involve the issuance of new shares through a cash capital increase, with a par value of NT\$ 10 per share. The total number of shares issued will not exceed 8,000,000 shares, and the Board of Directors will be authorized to conduct up to three separate issuances within one year.

2. Pursuant to the provisions of Article 43-6 of the Securities and Exchange Act, the instructions for handling the private offering are as follows:

(1) Basis and rationality of setting the price of private offering ordinary shares:

The price of the private common stock is determined based on Chin Kuan Cheng Shen Tzu No. 0990046878, and the reference price of private common stock offering is calculated using either the arithmetic mean of normal closing price of one business day, three business days, or five business days before the pricing date less the ex-right and cash dividends of bonus shares plus the stock price after capital reduction and reverse ex-right or the arithmetic mean of the closing price of the common stock 30 business days before the pricing date less the ex-right and cash dividends of bonus shares plus the stock price after capital reduction and reverse ex-right, whichever is higher. The pricing of private offering shares should not be lower than 80% of the reference price, and the actual price shall be resolved at the shareholders' meeting so the Board of Directors can do pricing based on the price resolved at the shareholders' meeting. The above pricing method is in accordance with the laws and regulations of the competent authority and will be in line with the prevailing market conditions, and shall not be less than 80% of the reference price without affecting shareholders' equity. In addition, considering that the Securities and Exchange Act has a three-year restriction on the transfer of privately-placed securities, the comprehensive evaluation of the pricing method shall be reasonable.

(2) Specific personnel selection method:

The selection of specific individuals shall be determined by authorizing the Board of Directors, with the primary consideration being the ability to directly or indirectly benefit the company's future operations. The selection shall comply with the requirements of the relevant supervisory authorities and Article 43-6 of the Securities and Exchange Act concerning the selection of specific individuals. Furthermore, the selection process shall also adhere to the provisions stated in the "Directions for Public Companies Conducting Private Placements of Securities." benefit to the Company's future operations and meeting the regulations of the competent authority and the Article 43.6 of the Securities and Exchange Act.

Meanwhile, it is necessary to satisfy the regulations of Directions for Public Companies Conducting Private Placements of Securities. The company is in discussions to bring in strategic investors with the aim of leveraging their expertise and experience to benefit the company in areas such as technology research and development, capacity expansion, brand distribution channels, and increasing the marginal benefits of industry vertical or horizontal integration. The goal is to enhance the company's value, profitability, and overall performance. After conducting a thorough evaluation, the company has determined the necessity of such strategic investments.

expertise and experience for the Company's technology research and development enhancement, production capacity expansion, and brand distribution while boosting the marginal effect of the industry vertical and horizontal integration and improving the Company's value and profitability. The Company has done the evaluation and find it.

The Company's handling the private offering and introduction of strategic investors will consider the principle of maintaining the current management control ownership structure, and the applicant will also negotiate with the company's business philosophy of the same people to participate, so there will be no major changes in management.

As of today, the Company has not yet arranged any counterparty for this private equity offering.

(3) Reason the private equity offering is necessary:

I. Reason for not using public equity offering:

By measuring the current capital market situation and the timeliness of raising funds, the private placement method has the advantages of quick and easy financing timeliness and limited transfer, which can guarantee the long-term cooperative relationship of strategic alliance. However, if through the public issue of securities to raise funds, it may not be easy to obtain the necessary funds in a short period of time. In order to avoid affecting the normal operation of the company, it is proposed to issue new shares by private placement in accordance with Article 43-6 of the Securities and Exchange Act.

II. Use of funds for the private offering and expected benefits:

The total number of shares issued under the private offering quota shall not exceed 8,000,000 shares, which shall be handled in one or several times (no more than three times) within one year as of the date of the resolution of the shareholders' meeting.

Fund use and expected benefits achieved in each subdivision:

Capital Purpose: For the first time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity. For the second time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity. For the third time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the

working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity.

Expected Benefits Achieved: For the first time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity. For the second time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity. For the third time, to expand the operation scale, introduce strategic partners, invest or acquire new business development, to ensure the long-term operation of the company, and to enrich the working capital of the company, repayment of loans to save interest expenses, we had improved the financial structure to reduce the financial operational risk of the company. It is expected to be positive for shareholders' equity.

3. This case has been proposed and approved at the shareholders' meeting. The Board of Directors are authorized to set the capital increase base date and report the case to the competent authority in 15 days once the shares are paid up.
4. If the issuance conditions, amount, duration, and other matters related to this capital increase by this private equity offering become different from the content resolved at this meeting because of changes made by the competent authority, changes in the market, or other factors, the shareholders' meeting hereby authorizes the Board of Directors the full right to handle the case.
5. Whether the independent directors have objections or reservations: No.
6. Details of the Company's private negotiable security offering proposal are posted in according with Article 43.6 of the securities and exchange Act on the Market Observation Post System (Website: <http://mops.twse.com.tw>): Investors once entering into the website can click on Investment Zone -> Private Offering Zone -> Private Offering Data Query -> Enter the Company's code 6259 and the company website (<http://www.bullwill.com.tw/>), please click on the (Investor Services -> Shareholder Services -> Private Offering Zone).
7. Submitted for discussion.

Resolution:

#### Agenda 4:

Cause of Action: The new director of the Company is released from the prohibition of competition.  
(Proposed by Board of Directors)

- Explanation: 1. According to Article 209 of the Company Act, a Director acting on behalf of himself (herself) or another in matters within the business scope of the Company shall obtain approval at the shareholders meeting.
2. In order to draw on the expertise and relevant experience of the Company's directors, it is necessary for the directors to act for themselves or for others in the scope of the Company's business, and it is proposed to rescind.

Director	Company Name	Position
Lin Tsai-Po	Grace T.H.W. Group	President's Office, Grace T.H.W. Group

3. Submitted for discussion.

Resolution:

7. Ad Hoc Motions

8. Adjournment

# Attachments

## Business Report

In 2022, under the efforts of all colleagues, Bull Will was facing many challenges in the market environment, and continued to enhance competitiveness. In the magnetic components related application field, in addition to the business side of the active promotion and development, the cost control aspect of the company was also synchronous, and was committed to improve the efficiency of the factory and reduced material loss. In addition, in order to expand its business scope, the company acquired the electronic distributor Trustbond Technology Corp to contribute to the performance and profits of Bull Will and improve the overall performance. The operating results of 2022 are as follows:

The Company's revenue for 2022 was NT\$ 195,986 thousand, an increase of NT\$ 10,208 thousand, or 5.49%, compared to the revenue of NT\$ 185,778 thousand in 2021. For the consolidated revenue, the revenue in 2022 was NT\$ 604,527 thousand, an increase of NT\$ 233,345 thousand, or 62.87%, compared with the revenue in 2021 of NT\$ 371,182 thousand. The gross operating profit in 2022 was 57.01% higher than that in 2021. In 2022, the net profit after tax amounted to NT\$ 21,013 thousand, representing an increase of NT\$ 532 thousand compared to the net profit after tax of 2021. This indicates a substantial profit growth of approximately 3,849.81%. The significant increase in profit can be attributed to several factors, primarily including the growth in revenue for 2022, reduction in operating expenses, and the appreciation of the US dollar resulting in increased gains from foreign exchange transactions.

### 1. 2022 Annual Business Results

#### (1) Business Plan Implementation Results

\* Parent company only financial report

Unit: NTD 1,000

Item	2022 Amount	2021 Amount	% Increase or Decrease
Operating Income	195,986	185,778	5.49
Operating Cost	(181,811)	(164,244)	10.70
Realized (Unrealized) Gain From Sales	15	(18)	183.33
Operating Gross Profit	14,190	21,516	34.05
Operating Expenses	(47,764)	(42,370)	12.73
Operating Loss	(33,574)	(20,854)	61.00
Non-Operating Income Net (Loss) Income	55,216	21,754	153.82
Net Profit (Loss) Before Tax	21,642	900	2,304.67
Current Net Profit (Loss)	21,013	532	3,849.81
Current Other Comprehensive Income (Net Amount After Tax)	1,657	(1,843)	189.91
Current Total Comprehensive Profit and Loss	22,670	(1,311)	1,829.21

## \*Consolidated financial statements

Unit: NTD 1000

Item	2022 Amount	2021 Amount	% Increase or Decrease
Operating Income	604,527	371,182	62.87
Operating Cost	(492,688)	(299,953)	64.26
Operating Gross Profit	111,839	71,229	57.01
Operating Expenses	(90,067)	(67,773)	32.90
Operating Profit (Loss)	21,772	3,456	529.98
Non-Operating Income Net (Loss) Income	7,621	4	190,425.00
Net Profit (Loss) Before Tax	29,393	3,460	749.51
Current Net Profit (Loss)	23,610	2,092	1,028.59
Current Other Comprehensive Income (Net Amount After Tax)	1,657	(1,843)	189.91
Current Total Comprehensive Profit and Loss	25,267	249	10,047.39
Net Income (Loss) Attributed to: Owners of the Parent Company	21,013	532	3,849.81
Net Profit (Loss) Attributable to: Non-Controlling Interests	2,597	1,560	66.47
Total Comprehensive Income (Loss) Attributable to: Owners of the Parent Company	22,670	(1,311)	1,829.21
Total Comprehensive Income Attributable to: Non-Controlling Interests	2,597	1,560	66.47

1. The consolidated operating revenue for 2022 was NT\$ 604,527 thousand, an increase of NT\$ 233,345 thousand from the consolidated operating revenue of NT\$ 371,182 thousand in 2021, mainly due to the incorporation of Trustbond's performance, which resulted in the Company's revenue increasing by 62.87% compared to last year.
  2. In 2022, the consolidated operating profit was NT\$ 21,772 thousand, compared with the consolidated operating interest of NT\$ 3,456 thousand in 2021. The increase in operating profit of NT\$ 18,316 thousand was mainly due to the incorporation of Trustbond's performance and cost reduction, resulting in the overall profit increase.
  3. In 2022, the consolidated net amount of non-operating income and expenses totaled NT\$ 7,621 thousand, which is a significant increase of NT\$ 7,617 thousand compared to the consolidated net amount of non-operating income and expenses of NT\$ 4 thousand in 2021. The primary reason for this increase is the appreciation of the US dollar, resulting in higher gains from foreign exchange transactions in the non-operating income and expenses category.
- (2) Budget implementation: The Company does not need to announce the financial forecast in 2022.
- (3) Financial income and profitability analysis

\* Individual Financial Report

Analysis Items		Year		Financial Analysis	
				Year 2022	Year 2021
Financial Structure	Debt to Assets Ratio (%)		21.13	28.29	
	Ratio of Long-term Capital to Fixed Assets (%)		8,596.78	12,330.74	
Profitability Capacity	Rate of Return on Assets (%)		5.90	0.28	
	Rate of Return on Shareholder Equity (%)		7.62	0.23	
	Proportion of Ratio of Paid-In Capital (%)	Operating Profit	(17.19)	(12.94)	
		Net Profit Before Tax	11.08	0.56	
	Net Profit Margin (%)		10.72	0.29	
	After-Tax Earnings Per Share (\$)		1.14	0.03	

\*Consolidated Financial Statements

Analysis Items		Year		Financial Analysis	
				Year 2022	Year 2021
Financial Structure	Debt to Assets Ratio (%)		31.27	33.10	
	Ratio of Long-term Capital to Fixed Assets (%)		5,503.91	8,877.38	
Profitability Capacity	Rate of Return on Assets (%)		5.46	0.71	
	Rate of Return on Shareholder Equity (%)		7.77	0.84	
	Proportion of Ratio of Paid-In Capital (%)	Operating Profit	11.15	2.15	
		Net Profit Before Tax	15.05	2.15	
	Net Profit Margin (%)		3.91	0.56	
	After-Tax Earnings Per Share (\$)		1.14	0.03	

(4) Research and Development

Bull Will R&D unit continues to integrate the Company's engineering and technical resources, provide customized product design services as the goal, and continue to develop high reliability and high performance PFC Chokes.

2. Summary of 2023 Business Plan

(1) Business guidelines

1. The Company has actively searched for strategic partner: To expand the business scope, the Company, guided by experts from the industry and securities underwriters, actively looks for alliance with companies in the same industry or different industries to enlarge the Company's business scope.
2. According to the current financial status, the Company actively explores customers with millions of dollars of sales potential and develops non-Taiwanese clientele to reduce business risk while boosting the added value and profits.

3. According to market trends and customer requirements, the Company has set up a factory in Guangdong to control the delivery date, quality, cost, and other targets. The Company also works on developing its self-designed products production and self-manufacturing capacity.
4. The Company spurs business growth according to the following logo showing Company's four competitive advantages:
  - Comprehensive and complete product series for all domains of applications: Our products range from as small as SMD power inductors to as big as reactors providing tens of kilowatts and covers a wide range of frequency.
  - Fast research and development services: The research and development laboratory in Taiwan assists customers in developing new generation products, while the factories in mainland China produce samples and implement mass production.
  - Good employee stability at the production base: A high percentage of employees at the production base are local residents with a low turnover rate.
  - High cost-performance ratio-based product design: The Company rigorously controls the quality of the raw materials, establishes a strategic collaboration with core vendors, and ensures that the R&D engineers are familiar with the performance indicators of various magnetic materials so they can choose the most suitable materials at the best prices.

(2) Expected sales quantity and the references:

1. At present, the Company's main products are still electromagnetic wave suppression components, power magnetic components, this part of the product is based on electronic components. With the growth of the market and the stability of the customer base, we have maintained stable revenue and gross margin. This year, the Company will continue working on developing high-power, high-performance reactors made of composite materials, high-reliability power inductors for automobiles, and low-cost, high-performance PHD products.
2. The newly developed industrial measurement instruments and customers in the medical and e-sports industries are relatively less affected by economic cycles, and they have continued growth potential.
3. According to the Company's competitive advantages, the current monthly turnover and gross profit, and the adopted measures for organizational streamlining unnecessary expense cutting, the expected 2022 operating profit margin will increase compared to 2011's.

(3) Impact of market competition, the legal environment, and the overall business environment.

The Company has been facing challenges from external competition and impacts from laws and regulations as well as the overall operating environment. Facing external market competition, such as the increase of labor cost and raw material cost in mainland China, new laws and regulations issued by securities regulatory authorities, domestic and foreign environmental protection laws and regulations, as well as the ever-changing business environment around the world, the company's operating performance is indeed affected. To adapt to the above changes, the Company not only complies with new laws and regulations imposed by authorities-in-charge of securities but also ensures that products provided by vendors, as well as the company's products, meet the environmental laws and regulations

worldwide. The Company will strive to enhance cost control, improve production and manufacturing for better production efficiency, expand the production capacity to reduce the production cost, and make good raw material purchase plan according to customer orders in order to strengthen the company's overall competitiveness.

(4) Important production and sales policies and future company development strategies:

1. Maintaining the gross profit ratio is basically the primary consideration, and therefore, achieving comprehensive services and recognizing and introducing new machines are concrete measures for the operating department.
2. For expansion, the goal this year is continuous growth and attention on each customer.
3. For cost saving, the factories in China work on integrating cost saving and enhancing efficiency. They also put effort into increasing the gross rate continuously.
4. For setting the operating target, it is based on the current average monthly turnover and gross profit ratio, enhance self-owned PHD product production and sales, escalate the operating target each quarter, put good effort in developing the business, and increase operating personnel's performance ratio and planning.

The management team and all the employees of the Company have a deep understanding of the ardent expectations of shareholders and the public on the company, and continue to actively implement the plan to increase revenue and reduce expenditure, and streamline the management and sales expenses; mainland factories will be integrated to save money and improve efficiency. In the future, the Company will work actively on enhancing operating efficiency, developing the Company's patented PHD products, adjusting product combination, and elevating the revenue and profits. In addition, the Company will also conduct more product research to increase BULL WILL's core competitiveness. Aside from improving product quality and production efficiency, the Company will look for strategic investors for shareholding to take advantage of their expertise and experiences for BULL WILL's technology development, production capacity expansion, brand distribution expansion while boosting the marginal effect of vertical or horizontal integration and increasing the Company's value and profitability. The Company believes that the employees' effort and collaboration will create the optimal value for its customers, shareholders, and employees.

Chairman of the Board:

Manager:

Accounting Supervisor:

## Audit Committee's Review Report

The Audit Committee has approved and the Board of Directors has resolved the Company's Business Report, Financial Statements, and Surplus Allocation Proposal for the year 2022. The financial statements have been duly audited and certified by certified public accountants Andrea Kuo and Ian Yang from Moore Stephens DaHua (Taiwan) CPAs. The Business Report, Financial Statements and Surplus Allocation Proposal have been reviewed and determined to be correct and accurate by the Audit Committee. According to Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, I hereby submit this report on behalf of all members of the committee to the 2017 Annual General Shareholders' Meeting for ratifications.

Sincerely

2023 BULL WILL CO LTD Shareholders' General Meeting

Coordinator of the Audit Committee: Chu Li Teh

2 8 M a r c h 2 0 2 3

Notes (continue) to the Consolidated Financial Statements of BULL WILL CO LTD and Subsidiaries  
(all amounts are in NT\$ 1,000 unless otherwise indicated)

Table 6.: Investment Information on Mainland China

1. Name of the invested company in mainland China, main business items, paid-up capital, investment method, capital inward and outward remittance, investment profit and loss, book value of the ending investment, and investment profit and loss repatriated:

Unit: NT\$ 1,000

Name of Investee Company in Mainland China	Main Business Item	Paid-Up Capital	Investment Method	Accumulated Investment Amount Remitted from Taiwan at the Beginning of the Current Period	Amount of Investment Remitted or Recovered in the Current Period		Accumulated Investment Amount Remitted from Taiwan at the Ending of the Current Period	The Investee's Current Profit and Loss	Shareholding Ratio of the Company's Direct or Indirect Investments	Investment Profit or Loss Recognized at Current Period	Ending Book Value of Investments	Investment Income Remitted to Taiwan as of the Current Period	Note
					Remitted	Recovered							
Huizhou Chunchao Electronics CO LTD	Agent for the Company's Products and Manufacturing	\$51,403 ( HKD 13,000 )	(II)	47,151 ( HKD 12,050 )	-	-	47,151 ( HKD 12,050 )	28,601	100%	28,601	(81,409)	-	
Dongguan Zhao Kang Electronic CO LTD	Agent for the Company's Products and Manufacturing	35,738 ( HKD 9,000 )	(II)	35,738 ( HKD 9,000 )	-	-	35,738 ( HKD 9,000 )	(2,286)	100%	(2,286)	35,868	-	
Huizhou Bull Will Electronics	Agent for the Company's Products and Manufacturing	19,102 ( HKD 5,000 )	(II)	19,102 ( HKD 5,000 )	-	-	19,102 ( HKD 5,000 )	13,703	100%	13,703	47,566	-	

Note 1: The current investment profits and losses are recognized on the basis of financial statements verified by accountants.

Note 2: Investment methods can be divided into the following four categories, simply mark the category:

- (I) Through the third region remittance investment mainland company.
- (II) Reinvest in the mainland company by establishing a company through the third region investment.
- (III) Reinvest in mainland by reinvesting in existing companies in the third region.
- (IV) Other methods.

2. Investment Ceiling in Mainland China:

Aggregate Amount at the End of the Period Remitted from Taiwan Investment Amount in Mainland China	Investment Commission, MOEA Approved Investment Amount	In accordance with Investment Commission, MOEA Investment Ceiling in Mainland China
308,828 ( USD 700, HKD 72,910 )	308,828 ( USD 700, HKD 72,910 )	183,892

## 2022 Remuneration to Directors

Unit: NT\$ 1,000

Job Title	Name	Remuneration to Directors								Percentage of Total Net Profit After Tax of A, B, C, and D		Remuneration Paid to Part-Time Employees								Percentage of Total Net Profit After Tax of A, B, C, D, E, F, and G		Receive Reinvestment From Outside the Subsidiary Or the Parent Company's Remuneration
		Remuneration (A)		Pensions (B)		Director Compensation		Business Allowances (D)				Salary, Bonus and Special Expenses (E)		Pensions (B) (F) (Note 5)		Employee Compensation						
		The Company	All the Companies in the Financial Report	The Company	All the Companies in the Financial Report	The Company	All the Companies in the Financial Report	The Company	All the Companies in the Financial Report	The Company	Companies in the Consolidated Financial Statements	The Company	Companies in the Consolidated Financial Statements	The Company	All the Companies in the Financial Report	The Company		All the Companies in the Financial Report		The Company	Companies in the Consolidated Financial Statements	
Mega International Commercial Bank With the Custody of Investment Account in Serial System LTD Representative		450	450	0	0	243	243	0	0	693 3.30%	693 3.30%	0	0	0	0	0	0	0	0	693 3.30%	693 3.30%	None
Chairman of the Board	CHANG CHIEH MIN	0	0	0	0	0	0	30	30	30 0.14%	30 0.14%	1,649	1,649	0	0	73	0	73	0	1,752 8.34%	1,752 8.34%	None
Director (Note1)	GOH SI HUI	0	0	0	0	0	0	0	0	0.00%	0.00%	0	0	0	0	0	0	0	0	0.00%	0.00%	None

Director (Note1)	GOH SUE TENG	0	0	0	0	0	0	0	0	0.00%	0.00%	0	0	0	0	0	0	0	0	0.00%	0.00%	None
Director	Chin-Tai Cho	150	150	0	0	81	81	30	30	261	261	0	0	0	0	0	0	0	0	261	261	None
Director (Note2)	LO WEI CHAN G	150	150	0	0	41	41	20	20	211	211	2,653	2,653	108	108	122	0	122	0	3,094	3,094	None
Director (Note3)	CHIEN CHIH LANG	100	100	0	0	81	81	20	20	201	201	0	0	0	0	0	0	0	0	201	201	None
Independent Director	CHAN HUO LIEN	230	230	0	0	81	81	60	60	371	371	0	0	0	0	0	0	0	0	371	371	None
Independent Director	LEE SHI YANG	230	230	0	0	81	81	60	60	371	371	0	0	0	0	0	0	0	0	371	371	None
Independent Director (Note4)	Chu Li Teh	80	80	0	0	41	41	45	45	166	166	0	0	0	0	0	0	0	0	166	166	None

1. Please state the remuneration payment policy, system, standard and structure of independent directors, and the correlation between the remuneration amount and the responsibility, risk, investment time and other factors; according to the Articles of Association of the Company, if the company makes profits in the year, the board of directors shall decide to allocate no more than 5% as the remuneration for the director, and the remuneration shall be based on the annual individual attendance rate and performance evaluation results of the directors.

2. Remuneration received by directors of the company for services rendered in the most recent year (e.g., as consultants to the parent company/to all companies listed in the financial reports/to reinvestments other than employees) other than as disclosed in the table above: None.

Note 1: the legal representative of Serial System LTD.

Note 2: Term expires on June 24, 2022.

Note 3: The original supervisor was appointed as a director on June 24, 2022.

Note 4: New director appointed on June 24, 2022.

Note 5: This represents the amount allocated for the expense-based provision of retirement pension.

# BULL WILL CO LTD

## Disposition of Net Income

2022

Unit: NTD 1,000

Item	Amount	Note
Accumulated Earnings at the Beginning	4,277,767	
Plus: Capital Reduction to Cover Losses	0	
Plus: 2022 Net Profit After Tax	21,012,908	
Minus: To Make Provision of Appropriated as Legal Capital Reserve 10%	(2,101,291)	
Total Surplus Available for Distribution in the Current Period	23,189,384	
Distributable Items		
Shareholder Dividends	(14,093,594)	
Unappropriated retained earnings at the end of this period	9,095,790	

Note 1: The Board of Directors approved the profit distribution for the fiscal year 2022 on May 18, 2023. The Company intends to distribute dividends to shareholders, amounting to NT\$ 14,093,594. The dividend will be distributed at a rate of 0.7 NT dollars per share, based on the estimated total issued shares of 20,133,706 as of May 10, 2023. The cash dividends for this distribution will be calculated up to the nearest whole number. Any amount below one NT dollar will be disregarded. If there are fractional amounts that do not sum up to one NT dollar in total, they will be adjusted in descending order, starting from the decimal digits, and then from the earliest to the latest account numbers, until they match the total cash dividend distribution amount.

Chairman of the Board:

Manager:

Accounting Supervisor:

Amendment to the comparison table of the provisions of the Company's "Rules of Procedure for Shareholder Meetings"

Articles After Amendments	Current Articles	Explanation
<p>Article 3 (Convening of Meeting of Board of Directors and Notification)</p> <p>The Board of Directors shall convene at least once a quarter. A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. Notices called in the preceding paragraph may be sent by fax or E-mail.</p> <p>According to Article 12-1 of the Rules and Procedures, the matters specified in each item shall be listed in the agenda for the meeting and shall not be proposed as ad hoc motions.</p>	<p>Article 3 (Convening of Meeting of Board of Directors and Notification)</p> <p>The Board of Directors shall convene at least once a quarter. A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice. Notices called in the preceding paragraph may be sent by fax or E-mail.</p> <p>All items listed in Article 12-1 of Rules and Procedures shall be specified in the notice of the reasons for convening a meeting of the board of directors; none of the listed items may be proposed as ad hoc motions unless in case of emergency or for a legitimate reason.</p>	<p>Amendment is made in cooperation with the competent authority.</p>
<p>Article 5 (Preparation of attendance book and the commission of the directors) When convening a board meeting of the Company,.....</p> <p>A director may, appoint another director to attend on his behalf by proxy which specifies the scope of authorization.</p> <p>Any appointee shall not act as proxy for more than one director in the preceding two paragraphs.</p>	<p>Article 5 (Preparation of attendance book and the commission of the directors) When convening a board meeting of the Company,</p> <p>A director may, appoint another director to attend on his behalf by proxy which specifies the scope of authorization.</p> <p>Any appointee shall not act as proxy for more than one director in the preceding two paragraphs.</p>	<p>Added Texts</p>
<p>Article 7 (Chairman and agent of the Board)</p> <p>The Board of Directors of the Company shall be convened and chaired by the Chairman of the Board.....</p>	<p>Article 7 (Chairman and agent of the Board)</p> <p>The Board of Directors of the Company shall be convened and chaired by the Chairman of the Board. However, the first meeting of every term of the newly elected board of directors shall be convened and presided over by the director who has received the largest</p>	<p>To amend the provisions governing the election or removal of the Chairman of the Board of Directors where there is a</p>

<p>If the chairman of the board of directors is on leave or unable to exercise his/her powers for any cause, the vice chairman of the board of directors shall act on his/her behalf.....the chairman shall appoint a managing director to act on his/her behalf.</p> <p>The board of directors shall have a managing director, and the provisions of Articles 2 to 6 and Articles 8 to 10 shall apply to the proceedings of the executive board meetings. The appointment or removal of the chairman of the board shall be subject to the provisions of Article 3, Item 4. However, for meetings of board of managing directors within a period of seven days, notice may be given to each managing director at least two days in advance.</p>	<p>number of votes after such election; if there are two or more persons with such convening rights, they shall elect from amongst themselves one person to convene and preside over the meeting. If the board of directors is convened by more than half of the directors themselves in accordance with Paragraph 4 of Article 203 or Paragraph 3 of Article 203 of the Company Act, one of the directors shall be elected by each other to serve as chairman.</p> <p>If half of the directors convene by themselves, one of the directors elected by each other shall serve as chairman.</p> <p>If the chairman of the board of directors is on leave or unable to exercise his/her powers for any cause, the vice chairman of the board of directors shall act on his/her behalf. If the vice chairman is also on leave or unable to exercise his/her powers for any cause, the chairman shall appoint a managing director to act on his/her behalf. In the absence of such an appointee, the directors shall elect from amongst themselves one person to act on the behalf of the chairman.</p>	<p>managing director.</p>
<p>Article 12 (Subject to Discussion by the Board of Directors)</p> <p>The following items shall be discussed by the board of directors:</p> <ol style="list-style-type: none"> <li>1. Business plans of the Company.</li> <li>2. Annual financial report and second quarter financial report subject to audit and approval by an accountant.</li> <li>3. To establish or amend the internal control system and evaluate the effectiveness of the internal control system in accordance with the provisions of Article 14 of the act.</li> </ol>	<p>Article 12 (Subject to Discussion by the Board of Directors)</p> <p>The following items shall be discussed by the board of directors:</p> <ol style="list-style-type: none"> <li>1. Business plans of the Company.</li> <li>2. Annual financial report and second quarter financial report subject to audit and approval by an accountant.</li> <li>3. To establish or amend the internal control system and evaluate the effectiveness of the internal control system in accordance with the provisions of Article 14 of the act.</li> </ol>	<p>Addition is made in cooperation with the competent authority.</p>

<p>4. Pursuant to Article 36-1 of the act, setting or amending the procedures for acquisition or disposal assets, financial derivatives transactions, lending funds to other parties, and procedures for endorsements and guarantees.</p> <p>5. Raising, issuing, or privately placing equity-type securities.</p> <p>6. If the Board of Directors has no managing director, the election or removal of the chairman of the board.</p> <p>7. The appointment or discharge of any financial, accounting, or internal audit officer.</p> <p>8. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next board meeting.</p> <p>9. In accordance with Article 14-3 of the act, other matters which shall be decided by the shareholders' meeting or the board of directors according to the law or the articles of association or major matters stipulated by the competent authority..... As set out in the minute book of the board meeting.</p>	<p>4. Pursuant to Article 36-1 of the act, setting or amending the procedures for acquisition or disposal assets, financial derivatives transactions, lending funds to other parties, and procedures for endorsements and guarantees.</p> <p>5. Raising, issuing, or privately placing equity-type securities.</p> <p>6. The appointment or discharge of any financial, accounting, or internal audit officer.</p> <p>7. A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next board meeting.</p> <p>8. In accordance with Article 14-3 of the act, other matters which shall be decided by the shareholders' meeting or the board of directors according to the law or the articles of association or major matters stipulated by the competent authority..... As set out in the minute book of the board meeting.</p>	
<p>Article 16 (Meeting Minutes and Sign-in Matters) Proceedings of the Company's Board meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail: .....</p> <p>9. Other matters required to be recorded. In case of any of the following matters concerning the resolutions of the board of directors, a public announcement shall be made at the Market Observation Post System designated by the competent authority within two days from the date of the board meeting, except as stated in the proceedings:</p> <p>(1) An independent Director has a dissenting or qualified opinion which is on record or stated in a written statement.</p> <p><u>(2). Matters not approved by the Audit Committee of the Company shall be approved by more than two-thirds of all directors.</u></p>	<p>Article 16 (Meeting Minutes and Sign-in Matters) Proceedings of the Company's Board meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail: .....</p> <p>9. Other matters required to be recorded. In case of any of the following matters concerning the resolutions of the board of directors, a public announcement shall be made at the Market Observation Post System designated by the competent authority within two days from the date of the board meeting, except as stated in the proceedings:</p> <p>(1) An independent Director has a dissenting or qualified opinion which is on record or stated in a written statement.</p>	<p>Addition is made in cooperation with the competent authority.</p>

<p>The sign-in book of the board of directors shall be a part of the proceedings and shall be properly kept during the existence of the company. ....., it shall be made by electronic means.</p>	<p>The sign-in book of the board of directors shall be a part of the proceedings and shall be properly kept during the existence of the company. ....., it shall be made by electronic means.</p>	
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# Independent Accountant's Audit Report

TO: BULL WILL CO LTD

## **Audit Opinion**

The Consolidated Balance Statement of BULL WILL CO LTD on December 31, 2022 and 2021, and the Composite Income Statement, Statement of Changes in Equity, Statement of Cash Flow, and Notes to Individual Financial Report (including summary of major accounting policies) on January 1 to December 31, 2022 and 2021, has been audited and concluded by our CPA.

In the opinion of the CPA, and on the basis of the audit report of the CPA, the above individual financial statements have been prepared in all material respects in accordance with the criteria for the preparation of financial statements of securities issuers and are sufficient to give the financial position of the Company as of 31 December 2022 and 2021, as well as the financial performance and cash flow for 2022 and 2021 from 1 January to 31 December.

## **Basis of Audit Opinion**

Our CPA conducted the audit in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the generally accepted auditing standards. The accountant's responsibility under these standards will be further explained in the paragraph of responsibility of the accountant for examining the individual financial report. Personnel of our accounting firm subject to the independent requirements have complied with the code of professional ethics of certified public accountants, stayed fully independent of Bull Will Co., Ltd, and fulfilled other responsibilities in accordance with the code. Based on the audit report of our CPA, we believe that sufficient and appropriate verification evidence has been obtained to form the basis of our opinion.

## **Key Audit Items**

Key audit matters refer to the most significant matters, according to our professional judgment, in the 2022 and 2021 financial statements of Bull Will CO LTD. Such items have been taken into consideration in the process of auditing the overall financial reports and forming audit opinions. The accountant does not express opinions on such items separately. Our CPA determined to address the following key auditing matters in the accountant's report:

### Revenue Recognition

The main operating items of the BULL WILL CO LTD are the sales of electronic components related products and other businesses. Since the sales of goods are related to the ownership of material risks and rewards that have been transferred to the buyer, the amount of sales can be measured reliably and the future economic benefits are likely to flow into the enterprise, the impact on the financial statements is material. Therefore, the sales revenue of BULL WILL CO LTD is

recognized as one of the main risks for our CPA to conduct the audit of the company's financial report.

Our CPA's primary audit procedures for the above critical items include understanding and testing the effectiveness of the internal control and implementation related to the revenue and collection cycle; analyze the revenue trends of the top ten sales customers and compare the relative changes or differences to evaluate if there are any material anomalies; examine whether management has obtained external evidence that risks and rewards have been transferred to the buyer and sample sales transactions before and after the end of the year to evaluate the correctness of the revenue recognition period.

Please refer to Appendix IV and VI to the financial reports for accounting policies and disclosure of relevant information regarding the recognition of income.

### **Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Report**

The responsibility of the BULL WILL CO LTD management is to prepare individual financial reports in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers, and to maintain necessary internal controls related to the preparation of individual financial reports, so as to ensure that there is no material misrepresentation of individual financial reports due to fraud or error.

Management when preparing parent company only financial reports is also responsible for evaluating BULL WILL's ability to continue as a going concern, disclosing relevant matters, and using the going concern basis of accounting unless management intends to liquidate BULL WILL CO LTD to cease the operations, or to liquidate or to have no feasible alternatives but to do so.

Those charged with governance of BULL WILL CO LTD are responsible for supervising BULL WILL CO LTD's financial reporting procedure.

### **Account's Responsibilities for the Audit of Parent Company Only Financial Report**

The purpose of the accountant's audit of the individual financial reports is to obtain reasonable assurance of whether the individual financial reports as a whole are substantially misrepresented due to fraud or error, and to issue an audit report.

Reasonable assurance refers to a high level of assurance, but there is no guarantee that accountants performing in accordance with the generally accepted auditing standards can detect any material misstatement from the parent company only financial reports. Misrepresentation may be due to fraud or error. A misrepresentation of an individual amount or sum of transfers is considered significant if it is reasonably expected to affect the economic decisions made by individual users of financial reports.

In accordance with the generally accepted auditing standards, our CPA exercised professional judgment and maintained professional skepticism throughout the audit. Our CPA also performs the following tasks:

- 1、 To identify and assess the risk of material misrepresentation in individual financial reports due to fraud or error. Design and implement appropriate countermeasures against the assessed risks. Sufficient and appropriate verification evidence shall be obtained as the basis of the audit opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for the one resulting from error because fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- 2、 We obtained an understanding of internal control relevant to the audit in order to design audit procedures suitable for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of BULL WILL CO LTD's internal control.
- 3、 Assess the appropriateness of accounting policies adopted by management and the reasonableness of accounting estimates and related disclosures.
- 4、 We concluded on the appropriateness of management's use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on BULL WILL CO LTD's ability to continue as a going concern based on the audit evidence we have obtained. If the accountant considers that there is significant uncertainty in such events or circumstances, he/she shall, in the audit report, alert the users of the individual financial reports to the disclosure of the individual financial reports or amend the audit opinion if such disclosure is inappropriate. The accountant's conclusions are based on the evidence obtained as of the audit report date. However, future events or conditions may cause BULL WILL CO LTD, to cease to continue as a going concern.
- 5、 Evaluate the overall presentation, structure and content of the individual financial reports (including relevant notes), and whether the individual financial reports are adequate to express relevant transactions and events.
- 6、 Obtain sufficient and appropriate audit evidence regarding the financial information of entities within the BULL WILL CO LTD to express an opinion on the parent company only financial reports. Our CPA is responsible for guiding, supervising and executing the audit cases of the investee company, and for forming the audit opinions on individual financial reports.

Matters communicated between the accountant and the governing body, including the limits and time of the planned audit, and major audit findings (including significant deficiencies in internal control identified in the audit process).

The accountant also provides to the governing body that the persons' subject to the independence standard of the affiliated CPA firm have complied with the declaration of independence in the code of professional ethics of accountants, and communicates with the governing body all the relations and other matters that may be considered to affect the independence of the accountant (including relevant protective measures).

We determined the key audit matters of the financial reports of 2021 of BULL WILL CO LTD according to matters communicated with those charged with governance. Unless the disclosure of a particular matter is prohibited by statute or, in very rare circumstances, the accountant has decided not to communicate a particular matter in the audit report, as it is reasonably expected that the negative impact of such communication will be greater than the public interest.

Moore Stephens DaHua (Taiwan) CPAs

Guo Siqu

CPA:

Yang Chifen

Securities Authority

Approval certification document: Jin-Guan-Zheng-Shen-Zi-1040019693

28 March 2023

**BULL WILL CO LTD**  
**Balance Sheet**  
**December 31, 2022 and 2021**

Unit: NTD 1,000

	December 31, 2022		December 31, 2021			December 31, 2022		December 31, 2021	
	Amount	%	Amount	%		Amount	%	Amount	%
<b>Assets</b>					<b>Liability and Equity</b>				
<b>Current Asset:</b>					<b>Current Liability:</b>				
1100	\$ 80,696	21	65,529	19	2100	\$ 23,000	6	8,000	2
1110	5,919	1	6,478	2	2130	8	-	-	-
					2170	24,102	6	33,552	10
1150	328	-	809	-	2180	2	-	-	-
1170	92,165	24	85,123	25	2200	10,734	4	7,576	2
1180	32,174	8	47,771	14	2230	632	-	370	-
1200	2,609	1	1,673	-	2250	1,512	-	1,491	-
1210	42,391	11	39,312	12	2280	337	-	86	-
1310	6,497	2	4,088	1	2320	4,805	1	4,042	1
1410	33,352	9	44,545	13	2300	7,716	2	5,457	2
1476	150	-	150	-		72,848	19	60,574	17
	296,281	77	295,478	86					
<b>Non-Current Asset:</b>					<b>Non-Current Liabilities:</b>				
1550	67,222	17	22,440	7	2540	8,672	2	13,235	4
1600	3,666	1	2,092	1	2570	343	-	1,900	1
1755	418	-	84	-	2580	86	-	-	-
1760	20,605	5	20,743	6	2645	100	-	100	-
1920	410	-	411	-	2650	67	-	20,715	6
	92,321	23	45,770	14		9,268	2	35,950	11
						82,116	21	96,524	28
					<b>Total Liabilities</b>				
					<b>Equity (Note 6 (16)):</b>				
					3100	195,342	50	161,112	47
					3140	3,443	1	22,650	7
					3200	74,967	19	47,298	14
					3300				
					3310	875	-	822	-
					3350	25,291	7	7,931	3
						26,166	7	8,753	3
					3400	6,568	2	4,911	1
						306,486	79	244,724	72
					<b>Total Equity</b>				
<b>Total Asset</b>	<b>\$ 388,602</b>	<b>100</b>	<b>341,248</b>	<b>100</b>	<b>Total Liabilities and Equities</b>	<b>\$ 388,602</b>	<b>100</b>	<b>341,248</b>	<b>100</b>

(Please read the notes of the individual financial report in the end)

Chairman of the Board:

Manager:

Accounting Supervisor:

**BULL WILL CO LTD**  
**Composite Income Statement**  
**January 1 to December 31, 2022 and 2021**

Unit: NTD 1,000

	2022		2021	
	Amount	%	Amount	%
4000 <b>Operating Income (Note 6 (19) &amp; 7)</b>	\$ 195,986	100	185,778	100
5000 <b>Operating Cost (Note 6 (5) &amp; 7)</b>	(181,811)	(93)	(164,244)	(88)
5900 <b>Operating Gross Profit</b>	14,175	7	21,534	12
5910 Unrealized Loss From Sale	(852)	-	(867)	-
5920 Realized Profit From Sale	867	-	849	-
<b>Operating Gross Profit</b>	14,190	7	21,516	12
6000 <b>Operating Expenses (Note 6 (3), (14), (17) &amp; 7)</b>				
6100 Selling Expenses	(11,546)	(6)	(10,563)	(6)
6200 Administration Expenses	(33,818)	(17)	(31,292)	(17)
6300 Research and Development Expenses	(2,400)	(1)	(2,300)	(1)
6450 Expected Credit Impairment Reversal Profits	-	-	1,785	1
<b>Total Operating Expenses</b>	(47,764)	(24)	(42,370)	(23)
6900 <b>Net Operating Loss</b>	(33,574)	(17)	(20,854)	(11)
<b>Non-Operating Income and Expenditures (Note 6 (21) &amp; 7):</b>				
7100 Interest Revenue	2,327	1	2,307	1
7010 Other Revenue	6,512	3	2,789	1
7020 Other Profits and Losses	16,826	9	(9,205)	(5)
7050 Financial Cost	(651)	-	(491)	-
7060 Share of Profits and Losses of Subsidiaries and Affiliated Enterprises Recognized by the Equity Method (Note 6 (6))	30,202	15	26,354	14
<b>Total Non-Operating Income and Expenditure</b>	55,216	28	21,754	11
<b>Net Profit Before Tax on Continuing Operations</b>	21,642	11	900	-
7950 <b>Minus: Income Tax Expenses (Interest) (Note 6 (15))</b>	629	-	368	-
8000 <b>Current Net Profit</b>	21,013	11	532	-
8300 <b>Other Consolidated Profit or Loss (Note 6 (6) &amp; (15)):</b>				
8310 <b>Items Not to Be Reclassified Into Profit or Loss</b>				
8316 Measured at Fair Value Through Other Comprehensive Income for Unrealized Valuation of Profit or Loss	-	-	422	-
<b>Total Items Not to Be Reclassified Into Profit or Loss</b>	-	-	422	-
8360 <b>Items That May Be Subsequently Reclassified as Profit or Loss</b>				
8361 Exchange Differences on Conversion of the Financial Statements c	100	-	(2,265)	(1)
8399 And Income Tax Relating to Items Which May Be Reclassified as	1,557	1	-	-
<b>Total Items That May Be Subsequently Reclassified as I</b>	1,657	1	(2,265)	(1)
8300 <b>Current Other Consolidated Profit or Loss (Net Amount After Ta</b>	1,657	1	(1,843)	(1)
<b>Current Total Comprehensive Profit and Loss</b>	\$ <b>22,670</b>	<b>12</b>	<b>(1,311)</b>	<b>(1)</b>
<b>Earnings Per Share (Unit: NT\$ 1,000) (Note 6 (18))</b>				
9750 <b>Basic Earnings Per Share</b>	\$ <b>1.14</b>		<b>0.03</b>	
9850 <b>Diluted Earnings Per Share</b>	\$ <b>1.06</b>		<b>0.03</b>	

(Please read the notes of the individual financial report in the end)

Chairman of the Board:

Manager:

Accounting Supervisor:

**BULL WILL CO LTD**  
**Statement of Changes in Equity**  
**January 1 to December 31, 2022 and 2021**

**Unit: NTD 1,000**

	Share Capital	Advance Share Capital	Capital Surplus	Retained Earnings		Other Equity Items		Total Equity
				Legal Surplus Reserve	Undistributed Surplus Earnings (Or Accumulated Deficits to Be Covered)	Difference of Conversion of Financial Statements of Foreign Operating Institutions	Unrealized Profits (Losses) on Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	
<b>Balance as of January 1, 2021</b>	\$ 155,072	-	44,054	-	8,221	7,482	(728)	214,101
Distribution by Resolution of the Shareholders' Meeting								
Legal Surplus Reserve	-	-	-	822	(822)	-	-	-
Current Net Profit	-	-	-	-	532	-	-	532
Current Other Comprehensive Profit/Loss	-	-	-	-	-	(2,265)	422	(1,843)
Current Total Comprehensive Profit/Loss	-	-	-	-	532	(2,265)	422	(1,311)
Capital Reduction to Cover Losses								
Other Changes in Equity:								
Share-Based Payment	6,040	22,650	3,244	-	-	-	-	31,934
<b>Balance as of December 31, 2021</b>	\$ 161,112	22,650	47,298	822	7,931	5,217	(306)	244,724
<b>Balance as of January 1, 2022</b>	\$ 161,112	22,650	47,298	822	7,931	5,217	(306)	244,724
Distribution by Resolution of the Shareholders' Meeting								
Legal Surplus Reserve	-	-	-	53	(53)	-	-	-
Cash Dividends	-	-	-	-	(3,600)	-	-	(3,600)
Current Net Profit	-	-	-	-	21,013	-	-	21,013
Current Other Comprehensive Profit/Loss	-	-	-	-	-	1,657	-	1,657
Current Total Comprehensive Profit/Loss	-	-	-	-	21,013	1,657	-	22,670
Other Changes in Equity:								
Share-Based Payment	34,230	(19,207)	17,527	-	-	-	-	32,550
The Difference Between the Equity Price and Book Value of the Subsidiary Actually Acquired or Disposed of	-	-	10,142	-	-	-	-	10,142
<b>Balance as of December 31, 2022</b>	\$ 195,342	3,443	74,967	875	25,291	6,874	(306)	306,486

**(Please read the notes of the individual financial report in the end)**

**Chairman of the Board:**

**Manager:**

**Accounting Supervisor:**

**BULL WILL CO LTD**  
**Statements of Cash Flows**  
**January 1 to December 31, 2022 and 2021**

Unit: NTD 1,000

	2022	2021
Cash Flow from Operating Activities:		
Net Profit Before Tax	\$ 21,642	900
Profit/Loss Not Affecting Cash Flows		
Depreciation Expenses	1,178	1,533
Expected Credit Impairment Reversal Profits	-	(1,785)
Financial Asset Loss Measured at Fair Value Through Profit and Loss	1,496	372
Interest Expense	651	491
Interest Revenue	(2,327)	(2,307)
Dividend Revenue	(267)	(179)
Share-based remuneration cost	70	164
Share of interests of Subsidiaries and Affiliated Enterprises Recognized by	(30,202)	(26,354)
Disposal of Investment Interests Under the Equity Method	(253)	-
Unrealized Profit From Sale	852	867
Realized Profit From Sale	(867)	(849)
Total Earning Expense Items	(29,669)	(28,047)
Net Changes in Operating Assets and Liabilities		
And Net Changes in Assets Related to Operating Activities		
Decrease (Increase) in Notes Receivable	481	(554)
Decrease (Increase) in Accounts Receivable (Including Related Parties)	8,555	318
Decrease (Increase) in Accounts Receivable (Including Related Parties)	(3,963)	42,634
Decrease (Increase) in Inventories	(2,409)	318
Decrease (Increase) in Advance Payments	11,203	(44,439)
And Total Net Changes in Assets Related to Operating Activities	13,867	(1,723)
And Net Changes in Liabilities Related to Operating Activities		
Increase (Decrease) in Contractual Liabilities	8	(705)
Increase (Decrease) in Accounts Payable (Including Related Parties)	(9,448)	11,686
Increase in Other Payables (Including Affiliates)	3,151	356
Liability Reserve - Current Increased	21	290
Increase in Other Current Liabilities	2,259	2,546
And Total Net Changes in Liabilities Related to Operating Activities	(4,009)	14,173
And Total Net Changes in Assets and Liabilities Related to Operating Act	9,858	12,450
Total Adjusted Items	(19,811)	(15,597)
Cash Generated From Operations	1,831	(14,697)
Interest Received	2,275	2,564
Refund (Payment of) Income Tax	(377)	7
Net Cash Inflows (Outflows) From Operating Activities	3,729	(12,126)
Cash Flow from Investment Activities:		
Dispose of the Value of Financial Assets Measured at Fair Value Through Other	-	50,189
Obtain the Value of Financial Assets Measured at Fair Value Through Profit or	(98,876)	(22,016)
Dispose of the Value of Financial Assets Measured at Fair Value Through Profit	97,939	17,511
Investments Accounted for Using Equity Method Acquired	(26,978)	(16,704)
Dispose of Investments Using Equity Method	2,260	-
Purchase of Real Estate, Plant, and Equipment	(2,280)	(886)
Refundable Deposits Decreased (Increase)	1	(2)
Collect Other Dividends	267	179
Net Cash Inflows (Outflows) From Investment Activities	(27,667)	28,271
Cash Flow from Financing Activities:		
Short-Term Loan Increased	15,000	8,000
Short-Term Loan Decreased	-	(8,000)
Long-Term Loan Borrowed	-	12,000
Long-Term Loan Repaid	(3,800)	(3,334)
Lease Principal Repaid	(331)	(339)
Employee Stock Option	32,480	31,770
Interest Paid	(644)	(482)
Guarantee Deposits Received Increased	-	100
Distribution of Cash Dividend	(3,600)	-
Net Cash Inflow from Financing Activities	39,105	39,715
Current Cash and Cash Equivalents Increments (Reductions)	15,167	55,860
Beginning Cash and Cash Equivalents Balance	65,529	9,669
Ending Cash and Cash Equivalents Balance	\$ 80,696	65,529

(Please read the notes of the individual financial report in the end)

Chairman of the Board:

Manager:

Accounting Supervisor:

# Independent Accountant's Audit Report

TO: BULL WILL CO LTD and Subsidiaries

## **Audit Opinion**

We have audited the following financial statements of Bull Will CO., Ltd. and its subsidiaries: consolidated balance sheet at December 31, 2022 and 2021, the consolidated comprehensive income statement, the consolidated statement of changes in equity, the consolidated statement of cash flows, and the notes to the consolidated financial report, including a summary of material accounting policies from January 1 to December 31 of 2022 and 2021.

In the opinion of our CPA and on the basis of the audit report of our CPA, the Consolidated Financial Report has been prepared in all material respects in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, interpretation, and announcements of interpretations recognized by the Financial Supervisory Commission; they are sufficient to warrant the presentation of the consolidated financial status of BULL WILL CO LTD and its subsidiaries for 31 December of the years 2022 and 2021, and the consolidated financial performance and consolidated cash flows for 1 January to 31 December of the years 2022 and 2021.

## **Basis of Audit Opinion**

Our CPA conducted the audit in accordance with the Rules Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the generally accepted auditing standards. Our responsibilities under those rules and standards are described in the section of the responsibilities of accountants auditing consolidated financial reports. Personnel of our accounting firm subject to the independent requirements have complied with the code of professional ethics of certified public accountants, stayed fully independent of Bull Will CO LTD, and its subsidiaries and fulfilled other responsibilities in accordance with the code. Based on the audit report of our CPA, we believe that sufficient and appropriate verification evidence has been obtained to form the basis of our opinion.

## **Key Audit Items**

Key audit matters refer to the most significant matters, according to our professional judgment, in the 2022 financial statements of Bull Will CO LTD. Such items have been taken into consideration in the process of auditing the overall consolidated financial reports and forming audit opinions. The accountant does not express opinions on such items separately. The accounts determined to address the following key auditing matters in the accountant's report:

### Revenue Recognition

The main operating items of the BULL WILL CO LTD and its subsidiaries are the sales of electronic components related products and other businesses. Since the sales of goods are related to

the ownership of material risks and rewards that have been transferred to the buyer, the amount of sales can be measured reliably and the future economic benefits are likely to flow into the enterprise, the impact on the financial statements is material. Therefore, the sales revenue of BULL WILL CO LTD and its subsidiaries is recognized as one of the main risks for our CPA to conduct the audit of the company's financial report.

Our CPA's primary audit procedures for the above critical items include understanding and testing the effectiveness of the internal control and implementation related to the revenue and collection cycle; analyze the revenue trends of the top ten sales customers and compare the relative changes or differences to evaluate if there are any material anomalies; examine whether management has obtained external evidence that risks and rewards have been transferred to the buyer and sample sales transactions before and after the end of the year to evaluate the correctness of the revenue recognition period.

Please refer to Appendix IV and VI to the financial reports for accounting policies and disclosure of relevant information regarding the recognition of income.

### **Other Matters**

The Group has prepared the 2022 independent financial reports, and we have issued an audit report with unmodified opinion. That report is available for reference.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Report**

The responsibilities of the management of BULL WILL CO LTD and its subsidiaries is to prepare appropriately stated consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Standards (IFRS), the international Accounting Standards (IASs), and the related interpretations and interpretative bulletins endorsed by the Financial Supervisory Commission. Management is also responsible for maintaining necessary internal control relevant to the preparation of the consolidated financial reports to ensure that the consolidated financial reports are free from material misstatement by fraud or error.

In preparing the consolidated financial reports, the management's responsibility also includes the assessment of the consolidated company's ability to continue as a going concern, the disclosure of relevant matters, and the use of an accounting basis for going concern, unless management intends to liquidate the consolidated company or discontinue business, or there is no practical alternative to liquidation or discontinuation of business.

Those charged with governance of the Group are responsible for supervising BULL WILL Co., Ltd.'s financial reporting procedure.

### **Account's Responsibilities for Auditing Consolidated Financial Report**

The objectives of the accountants for auditing the consolidated financial reports are to obtain reasonable assurance about whether the consolidated financial reports as a whole are free from any

material misstatement due to fraud or errors and to issue an accountant's report accordingly. Reasonable assurance refers to a high level of assurance, but there is no guarantee that accountants performing in accordance with the generally accepted auditing standards can detect any material misstatement from the consolidated financial reports. Misstatements may arise from fraud or errors. A misstated dollar amount, individually or in the aggregate, that could be reasonably predicted to influence the economic decision of the user of the consolidated financial reports can be viewed as material.

In accordance with the generally accepted auditing standards, we exercised professional judgment and maintained professional skepticism throughout the audit. Our CPA also performs the following tasks:

- 7 ‧ To identify and assess the risk of material misrepresentation in consolidated financial report due to fraud or error. Design and implement appropriate countermeasures against the assessed risks. Sufficient and appropriate verification evidence shall be obtained as the basis of the audit opinion. Since fraud may involve collusion, forgery, intentional omission, misrepresentation, or violation of internal control, the risk of material misrepresentation due to fraud is higher than that due to error.
- 8 ‧ We obtained an understanding of internal control relevant to the audit in order to design audit procedures suitable for the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of BULL WILL CO LTD and its subsidiaries.
- 9 ‧ We evaluated the appropriateness of accounting policies adopted and the reasonableness of accounting estimates and related disclosures made by management.
- 10 ‧ We concluded on the appropriateness of management's use of the going concern basis of accounting and whether a material uncertainty exists related to events or conditions that may cast significant doubt on BULL WILL CO LTD and its subsidiaries' ability to continue as a going concern based on the audit evidence we have obtained. If the accountant considers that there is significant uncertainty in such events or circumstances, he/she shall, in the audit report, alert the users of the consolidated financial reports to the disclosure of the consolidated financial reports or amend the audit opinion if such disclosure is inappropriate. The accountant's conclusions are based on the evidence obtained as of the audit report date. However, future events or conditions may cause BULL WILL CO LTD and its subsidiaries to cease to continue as a going concern.
- 11 ‧ Evaluate the overall presentation, structure and content of the consolidated financial reports (including relevant notes), and whether the consolidated financial reports are adequate to express relevant transactions and events.
- 12 ‧ Obtain sufficient and appropriate audit evidence regarding the financial information of entities within the BULL WILL CO LTD to express an opinion on the consolidated financial reports. Our CPA is responsible for guiding, supervising and executing the audit cases of the investee company, and for forming the audit opinions on consolidated financial reports.

We have communicated with those charged with governance regarding the planned scope and the timing of the audit as well as material audit findings (including significant internal control shortcomings identified in the audit).

The accountant also provides to the governing body that the person's subject to the independence standard of the affiliated CPA firm have complied with the declaration of independence in the code of professional ethics of accountants, and communicates with the governing body all the relations and other matters that may be considered to affect the independence of the accountant (including relevant protective measures).

We determined the key audit matters of the consolidated financial reports of the 2022 BULL WILL CO LTD and its subsidiaries according to matters communicated with those charged with governance. Unless the disclosure of a particular matter is prohibited by statute or, in very rare circumstances, the accountant has decided not to communicate a particular matter in the audit report, as it is reasonably expected that the negative impact of such communication will be greater than the public interest.

Moore Stephens DaHua (Taiwan) CPAs

Andrea Kuo

CPA:

Ian Yang

Securities Authority

Approval certification document: Jin-Guan-Zheng-Shen-Zi-1040019693

28 March 2023



**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Statements of Consolidated Profit or Loss**  
**December 31, 2022 and 2021**

Unit: NT\$ 1,000

	2022		2021	
	Amount	%	Amount	%
4000 <b>Operating Income (Note 6 (21) &amp; 7)</b>	\$ 604,527	100	371,182	100
5000 <b>Operating Cost (Note 6 (5) &amp; 7)</b>	(492,688)	(81)	(299,953)	(81)
5900 <b>Operating Gross Profit</b>	111,839	19	71,229	19
6000 <b>Operating Expenses (Note 6 (3), (16), (19) &amp; 7):</b>				
6100 Selling Expenses	(25,515)	(5)	(17,009)	(4)
6200 Administration Expenses	(62,152)	(10)	(50,249)	(14)
6300 Research and Development Expenses	(2,400)	-	(2,300)	-
6450 Expected Credit Impairment Reversal Profits	-	-	1,785	-
<b>Total Operating Expenses</b>	<b>(90,067)</b>	<b>(15)</b>	<b>(67,773)</b>	<b>(18)</b>
6900 <b>Operating Net Profit</b>	21,772	4	3,456	1
<b>Non-Operating Income and Expenditures (Note 6 (23) &amp; 7)</b>				
7100 Interest Revenue	2,546	-	2,331	1
7010 Other Revenue	2,948	1	1,812	-
7020 Other Profits and Losses	6,584	1	(4,977)	(1)
7050 Financial Cost	(1,039)	-	(577)	-
7060 Share of Profits and Losses of Affiliated Enterprises Recognized by the Equity Method (Notes 6 (7))	(3,418)	(1)	1,415	-
<b>Total Non-operating Income and Expenses</b>	<b>7,621</b>	<b>1</b>	<b>4</b>	<b>-</b>
<b>Net Profit Before Tax on Continuing Operations</b>	29,393	5	3,460	1
7950 <b>Minus: Income Tax Expenses (Note 6 (17))</b>	5,783	1	1,368	-
8200 <b>Current Net Profit</b>	23,610	4	2,092	1
<b>8300 Other Consolidated Profit or Loss (Note 6 (6) &amp; (18)):</b>				
8310 <b>Items Not to Be Reclassified Into Profit or Loss</b>				
8316 Measured at Fair Value Through Other Comprehensive Income	-	-	422	-
Unrealized Valuation of Profit or Loss				
<b>Total Items Not to Be Reclassified Into Profit</b>	<b>-</b>	<b>-</b>	<b>422</b>	<b>-</b>
8360 <b>Items That May Be Subsequently Reclassified as Profit or Loss</b>				
8361 Exchange Differences on Conversion of the Financial Sta	100	-	(2,265)	(1)
8399 And Income Tax Relating to Items Which May Be Reclassifi	1,557	-	-	-
<b>Total Items That May Be Subsequently Reclassifi</b>	<b>1,657</b>	<b>-</b>	<b>(2,265)</b>	<b>(1)</b>
8300 <b>Current Other Consolidated Profit or Loss (Net Amount</b>	<b>1,657</b>	<b>-</b>	<b>(1,843)</b>	<b>-</b>
<b>Current Total Comprehensive Profit and Loss</b>	<b>\$ 25,267</b>	<b>4</b>	<b>249</b>	<b>-</b>
<b>Net Profit Attributable to:</b>				
8610 Owners of the Parent Company	\$ 21,013	3	532	-
8620 Non-Controlling Equity	2,597	1	1,560	1
	<b>\$ 23,610</b>	<b>4</b>	<b>2,092</b>	<b>1</b>
<b>Comprehensive Profit and Loss Attributable to:</b>				
8710 Owners of the Parent Company	\$ 22,670	3	(1,311)	-
8720 Non-Controlling Equity	2,597	1	1,560	-
	<b>\$ 25,267</b>	<b>4</b>	<b>249</b>	<b>-</b>
<b>Earnings Per Share (Unit: NT\$ 1,000) (Note 6 (20))</b>				
9750 <b>Basic Earnings Per Share</b>	<b>\$ 1.14</b>		<b>0.03</b>	
9850 <b>Diluted Earnings Per Share</b>	<b>\$ 1.06</b>		<b>0.03</b>	

(Please refer to notes of the consolidated financial reports attached)

Chairman of the Board:

Manager:

Accounting Supervisor:

**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Statements of Changes in Equity**  
**December 31, 2022 and 2021**

**Unit: NT\$ 1,000**

	Equity Attributable to Owners of Parent Company										
	Share Capital	Advance Share Capital	Capital Surplus	Retained Earnings		Difference of Conversion of Financial Statements of Foreign Operating Institutions	Other Equity Items		Total Owner's Equity Attributable Total Equity	Non-Controlling Equity	Total Equity
				Legal Surplus Reserve	Undistributed Earnings		Unrealized Profit or Loss on Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss Financial Assets Measured	Equities Directly Related to Groups Pending Equities			
<b>Balance as of January 1, 2021</b>	\$ 155,072	-	44,054	-	8,221	5,476	(728)	2,006	214,101	-	214,101
Distribution by Resolution of the Shareholders' Meeting											
Legal Surplus Reserve	-	-	-	822	(822)	-	-	-	-	-	-
Current Net Profit	-	-	-	-	532	-	-	-	532	1,560	2,092
Current Other Comprehensive Profit/Loss	-	-	-	-	-	(2,265)	422	-	(1,843)	-	(1,843)
Current Total Comprehensive Profit/Loss	-	-	-	-	532	(2,265)	422	-	(1,311)	1,560	249
Other Changes in Equity:											
Disposal of Equity Method Subsidiaries	-	-	-	-	-	2,006	-	(2,006)	-	-	-
Share-Based Payment	6,040	22,650	3,244	-	-	-	-	-	31,934	-	31,934
Non-Controlling Equity	-	-	-	-	-	-	-	-	-	38,977	38,977
<b>Balance as of December 31, 2021</b>	\$ 161,112	22,650	47,298	822	7,931	5,217	(306)	-	244,724	40,537	285,261
<b>Balance as of January 1, 2022</b>	\$ 161,112	22,650	47,298	822	7,931	5,217	(306)	-	244,724	40,537	285,261
Distribution by Resolution of the Shareholders' Meeting											
Legal Surplus Reserve	-	-	-	53	(53)	-	-	-	-	-	-
Cash Dividends	-	-	-	-	(3,600)	-	-	-	(3,600)	-	(3,600)
Current Net Profit	-	-	-	-	21,013	-	-	-	21,013	2,597	23,610
Current Other Comprehensive Profit/Loss	-	-	-	-	-	1,657	-	-	1,657	-	1,657
Current Total Comprehensive Profit/Loss	-	-	-	-	21,013	1,657	-	-	22,670	2,597	25,267
Other Changes in Equity:											
Share-Based Payment	34,230	(19,207)	17,527	-	-	-	-	-	32,550	-	32,550
The Difference Between the Equity Price and Book Value of the Subsidiary Actually Acquired or Disposed of	-	-	10,142	-	-	-	-	-	10,142	(10,142)	-
Non-Controlling Equity	-	-	-	-	-	-	-	-	-	(16,979)	(16,979)
<b>Balance as of December 31, 2022</b>	\$ 195,342	3,443	74,967	875	25,291	6,874	(306)	-	306,486	16,013	322,499

(Please refer to notes of the consolidated financial reports attached)

**Chairman of the Board:**

**Manager:**

**Accounting Supervisor:**

**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**December 31, 2022 and 2021**

Unit: NT\$ 1,000

	2022	2021
Cash Flow from Operating Activities:		
Net Profit Before Tax	\$ 29,393	3,460
Net Profit of Discontinued Units Before Tax	-	-
Current Net Profit Before Tax	29,393	3,460
Profit/Loss Not Affecting Cash Flows		
Depreciation Expenses	3,009	3,391
Amortization Expenses	2,052	513
Expected Credit Impairment Reversal Profits	-	(1,785)
Financial Asset Loss Measured at Fair Value Through Profit and Loss	1,496	372
Interest Expense	1,039	577
Interest Revenue	(2,546)	(2,331)
Dividend Revenue	(267)	(179)
Share-based remuneration cost	70	164
Share of Profit of Associates Accounted for Using the Equity Method	3,418	(1,415)
Disposal of Subsidiary Interest	(253)	-
Total Earning Expense Items	8,018	(693)
Net Changes in Operating Assets and Liabilities		
And Net Changes in Assets Related to Operating Activities		
Decrease (Increase) in Notes Receivable	4,583	(4,046)
Decrease (Increase) in Accounts Receivable (Including Affiliates)	18,558	(57,077)
Decrease (Increase) in Accounts Receivable (Including Related Parties)	(4,704)	43,071
Decrease (Increase) in Inventories	19,307	(23,360)
Decrease in Advance Payments	1,281	2,241
Decrease (Increase) in Other Current Assets	(17)	428
And Total Net Changes in Assets Related to Operating Activities	39,008	(38,743)
And Net Changes in Liabilities Related to Operating Activities		
Increase in Contractual Liabilities	(866)	(850)
Increase (Decrease) in Accounts Payable (Including Related Parties)	(17,494)	14,309
Increase in Other Payables (Including Affiliates)	5,419	1,879
Liability Reserve - Current Increased	223	286
Increase in Other Current Liabilities	2,368	2,572
And Total Net Changes in Liabilities Related to Operating Activities	(10,350)	18,196
And Total Net Changes in Assets and Liabilities Related to Operating Activities	28,658	(20,547)
Total Adjusted Items	36,676	(21,240)
Operating Cash Inflows (Outflows)	66,069	(17,780)
Interest Received	2,495	2,588
Income Tax Paid	(1,791)	(348)
Net Cash Inflows (Outflows) From Operating Activities	66,773	(15,540)
Cash Flow from Investment Activities:		
Dispose of the Value of Financial Assets Measured at Fair Value Through Profit and Loss	-	50,189
Obtain the Value of Financial Assets Measured at Fair Value Through Profit and Loss	(98,876)	(22,016)
Dispose of the Value of Financial Assets Measured at Fair Value Through Profit and Loss	97,939	17,511
Dispose of Investments Using Equity Method	2,259	-
Purchase of Real Estate, Plant, and Equipment	(3,797)	(2,012)
Increase in Guarantee Deposits Paid	(18)	(87)
Collect Other Dividends	267	179
Net Cash Inflows (Outflows) From Investment Activities	(2,226)	43,764
Cash Flow from Financing Activities:		
Short-Term Loan Increased	15,000	-
Long-Term Loan Borrowed	-	32,000
Long-Term Loan Repaid	(7,842)	(3,672)
Guarantee Deposits Received Increased	84	100
Lease Principal Repaid	(1,848)	(1,849)
Employee Stock Option	32,480	31,770
Distribution of Cash Dividend	(3,600)	-
Acquisition of Equity in Subsidiary	-	(11,884)
Interest Paid	(1,048)	(550)
Changes in Non-Controlling Interests	(16,979)	-
Net Cash Inflow from Financing Activities	16,247	45,915
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(274)	(2,030)
Current Cash and Cash Equivalents Increments	80,520	72,109
Beginning Cash and Cash Equivalents Balance	94,039	21,930
Ending Cash and Cash Equivalents Balance	<b>\$ 174,559</b>	<b>94,039</b>

(Please refer to notes of the consolidated financial reports attached)

Chairman of the Board:

Manager:

Accounting Supervisor:

Revision of the Company's Provision Comparison Table on “Articles of Association”

Articles After Amendments	Current Articles	Explanation
<p>Article 27: The Company's earnings distribution or loss allocation and compensation shall be made at the end of each half accounting year. Where the earnings distribution is made in cash, the board of directors shall make a resolution and report to the shareholders' meeting in accordance with Article 228-1 and Item 5 of Article 240 of the Company Act, without submitting it to the shareholders' meeting for recognition.</p> <p>If there is net profit after tax of the current period in the company's annual general accounts, the accumulated losses (including the adjustment of undistributed surplus amount) shall be made up first, and 10% shall be contributed as the legal surplus reserve according to law; except when the legal surplus accumulated has reached the total paid-in capital of the Company. Special reserve should be allocated or reversed according to laws, regulations, or the competent authority's stipulation. The remaining balance (hereinafter referred to as "current year earnings") will be added to the beginning balance of retained earnings as distributable earnings. The Board of Directors will prepare a proposal for distributing the earnings.</p> <p>The Company's dividend policy is based on the current and future development plans, the investment environment, funding needs, international competitions, and shareholders' interests. The total annual dividend distribution shall not be less than 20% of the current year's surplus to be distributed to shareholders as</p>	<p>Article 27: The Company's earnings distribution or loss allocation and compensation shall be made at the end of each accounting year. Where the earnings distribution is made in cash, the board of directors shall make a resolution and report to the shareholders' meeting in accordance with Article 228-1 and Item 5 of Article 240 of the Company Act, without submitting it to the shareholders' meeting for recognition.</p> <p>If there is net profit after tax of the current period in the company's annual general accounts, the accumulated losses (including the adjustment of undistributed surplus amount) shall be made up first, and 10% shall be contributed as the legal surplus reserve according to law; except when the legal surplus accumulated has reached the total paid-in capital of the Company. Special reserve should be allocated or reversed according to laws, regulations, or the competent authority's stipulation. The board of directors shall, together with the undistributed surplus earnings at the beginning of the period (including adjusting the amount of the undistributed earnings), draft a proposal for the surplus appropriation.</p> <p>The Company's dividend policy is based on the current and future development plans, the investment environment, funding needs, international competitions, and shareholders' interests. Each year, no less than 30% of the distributable earnings will be allocated for shareholders' dividends and bonuses, but if the distributable earnings are less than</p>	<p>Clarify the definition of "current year's earnings" and adjust the dividend ratio when appropriate.</p>

<p>dividends, but if the distributable earnings are less than 10% of the paid-up capital, then no earnings will be distributed. Shareholders' dividends and bonuses can be distributed in the form of cash or stock, but cash dividends should be no less than 10% of the total dividends.</p>	<p>10% of the paid-up capital, then no earnings will be distributed. Shareholders' dividends and bonuses can be distributed in the form of cash or stock, but cash dividends should be no less than <u>50%</u> of the total dividends.</p>	
<p>Article 30: These articles of association are made on December 14, 1993. Twenty-Second revision was made on June 24, 2022. And shall come Sincere as of the date of adoption by the shareholders' meeting. Twenty-third revision was made on June 28, 2023. And shall come into force as of the date of adoption by the shareholders' meeting.</p>	<p>Article 30: These articles of association are made on December 14, 1993. Twenty-Second revision was made on June 24, 2022. And shall come Sincere as of the date of adoption by the shareholders' meeting.</p>	<p>Add the number and date of this amendment to the articles of association.</p>

# Appendices

BULL WILL CO LTD  
Rules of Procedures for Board of Directors' Meeting  
(Before Amendment)

Article 1 (The Basis for the Establishment of This Regulation)

In order to establish a good governance system of the board of directors of the Company, improve the supervision function and strengthen the management function, we hereby formulate this regulation according to the rules of the procedure of the board of directors of the public offering corporation for the purpose of following it.

Article 2 (The Scope of This Regulation)

The rules for the discussion of the board of directors of the Company, the main contents of the discussion, the operating procedures, the matters to be stated in the minute book, the announcements and other matters to be followed shall be handled in accordance with these regulations.

Article 3 (Convening of Meeting of Board of Directors and Notification)

The Board of Directors shall convene at least once a quarter. A notice of the reasons for convening a board meeting shall be given to each director and supervisor before 7 days before the meeting is convened. In emergency circumstances, however, a board meeting may be called on shorter notice.

Notices called in the preceding paragraph may be sent by fax or E-mail.

All items listed in Article 12-1 of these Rules and Procedures shall be specified in the notice of the reasons for convening a meeting of the board of directors; none of the listed items may be proposed as ad hoc motions unless in case of emergency or for a legitimate reason.

Article 4 (Meeting Notice and Meeting Materials)

The board of directors of the company shall designate the financial accounting office as its deliberation unit.

The deliberation unit shall draw up the contents of the proceedings of the board of directors and provide sufficient materials for the board meeting to be sent together with the notice of convening.

If the director considers that the meeting material is insufficient, he/she may request the deliberation unit to make up for it. If the director thinks that the materials of the proposal are insufficient, he/she may postpone the consideration of the proposal after the resolution of the board of directors.

Article 5 (Preparation of Sign-In Book and Other Documents and Attendance of Directors)

A sign-in book shall be provided at every meeting of the board of directors for the attending directors to register their attendance.

The directors shall attend meetings of the board of directors in person. If unable to attend, a director may, in accordance with the Articles of Association of the Company, appoint another director to attend on his behalf by proxy; Any director attending the meeting via video conference shall be deemed to have attended the meeting in person.

A director may, appoint another director to attend on his behalf by proxy which specifies the scope of authorization.

Any appointee shall not act as proxy for more than one director in the preceding two paragraphs.

Article 6 (Principle of Meeting Place and Time of the Board Meeting)

Meetings of the board of directors shall be held at the head office and during the office hours of the Company or at any other appropriate place and time convenient for the directors to attend and suitable for holding such a meeting.

Article 7 (Chairman and Agent of the Board)

The Board of Directors of the Company shall be convened and chaired by the Chairman of the Board. However, the first meeting of every term of the newly elected board of directors shall be convened and presided over by the director who has received the largest

number of votes after such election; if there are two or more persons with such convening rights, they shall elect from amongst themselves one person to convene and preside over the meeting.

If the board of directors is convened by more than half of the directors themselves in accordance with Paragraph 4 of Article 203 or Paragraph 3 of Article 203 of the Company Act, one of the directors shall be elected by each other to serve as chairman.

If half of the directors convene by themselves, one of the directors elected by each other shall serve as chairman.

If the chairman of the board asks for leave or is unable to exercise the functions and powers for some reason, the vice chairman of the board shall act for him/her. If there is no vice chairman of the board or the vice chairman of the board also asks for leave or is unable to exercise the functions and powers for some reason, the chairman of the board shall appoint a managing director to act for him/her. If there is no managing director, one of the directors shall be appointed to act for him/her, or if the chairman of the board does not appoint an agent, the managing director or one of the directors shall appoint to act for him/her.

Article 8 (Reference Materials of the Board Meeting, Attending Personnel, and Convening of the Board Meeting)

When the board of directors of the Company convenes, the financial accounting office shall prepare relevant materials for the directors attending the meeting to check at any time. Depending on the subject matters of proposed resolutions, relevant managerial personnel may be invited to present at meetings of the board of directors. In addition, CPAs, legal counsel, or other professional personnel may be invited to the meetings as well.

However, they should leave during discussion and voting.

The chairman shall call the meeting to order at the time scheduled for the meeting when half or more of the directors are present. If half or more of the directors are not yet present at the scheduled time for a meeting of the board of directors, the chairman may postpone the Inter. The total time of postponements shall not exceed an hour, and shall be limited to twice at the most.

If after two postponements no quorum can yet be constituted, the chairman may reconvene the meeting.

The term "all directors" as mentioned in the preceding paragraphs and Subparagraph 2 of Paragraph 2 of Article 16 shall be calculated on the basis of the actual incumbents.

Article 9 (Tape Record or Videotape of Board Meetings)

The process of a meeting of the board of directors shall be fully tape-recorded or video-recorded and saved electronically for at least five years.

If litigation occurs regarding any matter resolved by the board of directors before the above mentioned period expires, the relevant recording tapes or videos shall continue to be retained until the litigation is concluded, and the above mentioned five-year rule shall not be applicable.

If a video meeting is held, the audio and video recording of the meeting shall be kept permanently as part of the meeting minutes.

Article 10 (Agenda of the Meeting)

The agenda of regular meetings of the board of directors shall include at least the following items:

1. Report items:

- (1) The meeting minutes of the preceding meeting and action items implementations;
- (2) Important business and financial reports.
- (3) Internal audit business reports.
- (4) Other important matters report.

2. Discussion items:

- (1) Discussion items reserved by the preceding meeting.
- (2) Discussion items of the current meeting.

3. Extempore motions.

Article 11 (Discussion of proposals)

The board of directors of the Company shall proceed according to the contents of the meeting as prescribed in the notice of the meeting, but them with the consent of more than half of the directors present.

Prior to the conclusion of the meeting, the chairman may not call off the meeting without the consent of a majority of the directors present.

In the process of a meeting of the board of directors, if the number of directors present at the meeting becomes fewer than half of the directors originally attending the meeting, chairman shall announce a temporary adjournment of the meeting upon a motion made by any director present at the meeting; Article 8 Section 3 of these Rules and Procedures applies mutatis mutandis to such cases.

Article 12 (Subject to discussion by the board of directors)

The following items shall be discussed by the board of directors:

- 1、Business plans of the Company.
- 2、Annual financial report and second quarter financial report subject to audit and approval by an accountant.
- 3、To establish or amend the internal control system and evaluate the effectiveness of the internal control system in accordance with the provisions of Article 14 of the act.
- 4、Pursuant to Article 36-1 of the act, setting or amending the procedures for acquisition or disposal assets, financial derivatives transactions, lending funds to other parties, and procedures for endorsements and guarantees.
- 5、Offering, issuance, or private placement of any equity-type securities.
- 6、The appointment or discharge of any financial, accounting, or internal audit officer.
- 7、A donation to an affiliate or a material donation to a non-affiliate. However, if the donation is made for the urgent relief due to a major natural disaster, it can be submitted for the next board meeting.
- 8、In accordance with Article 14-3 of the act, other matters which shall be decided by the shareholders' meeting or the board of directors according to the law or the articles of association or major matters stipulated by the competent authority.

The term "related party" in subparagraph 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 "substantial donation to a non-related party" means any donation or a series of donations within a one-year period to a single recipient that, on an individual basis or cumulatively, amount to NT\$ 100 million or more, or reach 1 percent of the net operating revenue or 5 percent of the paid-in capital as stated in the audited financial reports for the most recent fiscal year.

The term "within a one-year period" means the period between one year prior to the date of this Board meeting and the date of this Board meeting. Amount of the donations already approved by the Board should be excluded. Where there is no denomination of the shares of a foreign company or the denomination of each share is not NT\$10, the amount of 5% of the paid-in capital mentioned in Paragraph 2 shall be calculated on the basis of 2.5% of the shareholders' equity.

If the Company has any independent director, at least one independent director shall attend the board meeting in person. For the first paragraph that shall be referred to the resolution of the board of directors, all independent directors shall attend the board meeting. If the independent directors cannot attend in person, they shall appoint other independent directors to attend on their behalf. If the independent Director has any objection or reservation, it shall be stated in the minute book of the Board of Directors; if an independent Director is unable to attend the board meeting in person to express his/her objection or reservation, he/she shall, unless there is a valid reason, give a written opinion in advance and put it in the minute book of the board meeting.

Article 13 (Resolution 《1》 )

The chairman may, when he/she considers that the discussion of a proposal is sufficient for a vote, declare the discussion closed and put it to the vote.

When a motion is voted on, if there is no objection among the directors present after consultation by the chairman, it shall be deemed to be passed, and its effect shall be the same as that of voting. If there is any objection after consultation by the chairman, it shall be put to the vote.

The voting method shall be chosen by the chairman in respect of each of the following paragraphs, but if there is any objection, the majority shall be consulted to decide:

By a show of hands or by a voting machine.

By roll call voting.

By taking votes.

Voting at the company's option.

Article 14 (Resolution II and Methods for Vote Monitoring and Counting)

The resolution of the board of directors of the Company shall be attended by more than half of the directors, and the consent of more than half of the directors shall be obtained, except as otherwise provided by the Securities and Exchange Act and the Company Act.

When there is an amendment or a substitute to the same proposal, the chairman shall decide the order of votes with the original proposal. However, if one of the motions is passed, the other motion shall be deemed to have been rejected and no further vote shall be required.

If it is necessary for the voting of a motion to have a supervisor and counting personnel, the chairman shall appoint the supervisor, but the supervisor shall be a director.

The result of voting shall be announced at the meeting and placed on record.

Article 15 (Recusal system for directors)

If a director has an interest in the matters of the meeting with himself/herself or the legal person represented by him/her, he/she shall explain the important contents of his/her interest to the next board of directors. If it is harmful to the interests of the company, it shall not participate in the discussion and vote, and shall avoid the discussion and vote, and shall not exercise its voting rights on behalf of other directors.

If the director's spouse, second degree of kinship, or a controlling subordinate company has an interest in the matters at the meeting referred to in the paragraph, the director shall be deemed to have an interest in the matter.

The resolution of the board of directors of the Company with the directors who are not allowed to exercise their voting rights in accordance shall be made in accordance with Paragraph 2 of Article 180 of the Company Act in accordance with Paragraph 4 of Article 206.

Article 16 (Meeting Minutes and Sign-in Matters)

Proceedings of the Company's Board meetings shall be recorded in the meeting minutes, which shall specify the following matters in detail:

1、 The term (or year), place, and time of the meeting.

2、 Name of chairman.

3、 The attendance situation of the directors, including the names and numbers of those who are present, on leave, and absent.

4、 Names and titles of the other attendants.

5、 Name of the reporter.

6、 Reported matters.

7、 Matters discussed: Summary of the resolution methods and results of each motion, statements by directors, experts and others. The name of the directors involved in the interest in accordance with Paragraph 1 of the preceding article and the description of the important contents of the interest. Reasons, circumstances, objections or reservations for the avoidance or non-avoidance shall be recorded or stated in

writing and the written opinion of the independent director in accordance with Paragraph 2 of Article 12.

- 8、Special motions: the names of the persons proposing the special motions; the voting method and the result of each proposed resolution; the summary of opinions given by the directors, experts, and other personnel; any dissenting opinion or abstention with a written statement.
- 9、Other matters required to be recorded.

In case of any of the following matters concerning the resolutions of the board of directors, a public announcement shall be made at the Market Observation Post System designated by the competent authority within two days from the date of the board meeting, except as stated in the proceedings:

- (1) An independent Director has a dissenting or qualified opinion which is on record or stated in a written statement.

The sign-in book of the board of directors shall be a part of the proceedings and shall be properly kept during the existence of the company.

The minute book shall be signed or sealed by the chairman and the recorder, and shall be distributed to the directors within 20 days after the meeting. It shall be included in the company's important archives, which shall be properly kept during the company's existence.

Preparation and distribution of the minutes of the proceedings in the first paragraph may be done electronic transmission.

Article 17 (Principle of Authorization of the Board of Directors)

Except for the matters to be discussed by the board of directors in Paragraph 1 of Article 12, the level and content of execution authorized by the board of directors or the Articles of Association of the Company shall be specific and clear.

Article 18 (Supplementary Provisions)

The formulation and amendment of these rules shall be adopted by the resolution of the board of directors of the Company and shall be submitted to the shareholders' meeting.

BULL WILL CO LTD  
Articles of Incorporation  
(Before Amendment)

Chapter 1 General Provisions

Article 1: The Company is organized in accordance with the provisions of the Company Act and named as BULL WILL CO LTD.

Article 2: The scope of business of the Corporation:

1. CC01110 Manufacturing of computers and the peripheral equipment
2. CC01120 Manufacturing and reproduction of recorded media
3. CC01060 Manufacturing of wired communication equipment and apparatus
4. CC01070 Manufacturing of telecommunication equipment and apparatus
5. CC01080 Manufacturing of electronic components
6. F401010 International trading
7. F113050 Wholesale of computing and business machinery equipment
8. F113070 Wholesale of telecom instruments
9. F118010 Wholesale of computer software
10. F119010 Wholesale of electronic materials
11. I301010 Software design services
12. I301020 Data processing services
13. I301030 Digital information supply services
14. I501010 Product Designing
15. F401021 Telecom control RF equipment input
16. ZZ99999 All business items that are not prohibited or restricted by law

Article 3: The headquarters of the Corporation is set in Taipei City and may set a branch company domestically or overseas with approval from the Board of Directors in a resolution and from the government authorities.

Article 4: The corporation may provide external guarantees if needed for its business.

Article 5: The Corporation may reinvest if needed for its business, and for the re-invested business, the Corporation has to be its shareholder with limited liability, which has to be resolved in accordance with the resolution of the Board of Directors. The total amount of the re-investment should not exceed the amount stipulated in Article 13 of the Company Act regarding the limits of the amount of re-investment.

Chapter 2 Shares

Article 6: The total capital stock of the Corporation is NTD 2,150,000,000 divided into 205,000,000 ordinary shares of NTD 11 per share. The Board of Directors is authorized to issue these shares separately. Among these shares, one thousand six hundred and

seventy thousand shares are reserved for stock warrants, preferred shares with warrants, or corporate bonds with warrants.

The Corporation can issue new shares without printing share certificates but should contact a centralized securities depository enterprise for registering these shares.

For issuing employee stock option certificates, if the subscription price is lower than the closing price of the issuance date, it has to be resolved in the latest shareholders' meeting attended by shareholders representing more than one-half of the total shares issued and the resolution has to be approved by more than two-thirds of the attended shareholders. The shareholders' meeting held for such purpose should not be proposed as an extempore motion.

Article 7: The Company's shares are generally registered, signed or sealed by the directors representing the company, and issued by the issuing bank in accordance with the law. The shares are exempt from printing, provided that they shall be registered with the Centralized Securities Depository Enterprises.

Article 8: Share transfer registration should be suspended 16 days before a routine shareholders' meeting, 30 days before a special shareholders' meeting, or five (5) days before the base day scheduled by the Corporation for distributing dividends, bonuses, or other benefits.

Article 9: The Corporation handles transfer of stocks, pledge of rights, loss, succession, gift, loss of seal, amendment of seal, change of address or other matters related to the stock of the Corporation in accordance with the "Regulations Governing the Administration of Shareholder Services of Public Companies" of the Republic of China, unless unspecified otherwise by laws and securities regulations. The Corporation when determines to revoke the public offering should have this matter resolved in the shareholders' meeting, and this article should not be amended during the emerging listed period and the TWSE and TPEX listed period.

### Chapter 3 Board of Directors

Article 10: Shareholders' meetings can be divided into two types: routine meetings and special meetings. Routine shareholders' meetings are held once every year and should be convened within six months after the end of each fiscal year. Special shareholders' meetings are convened when needed according to relevant laws and regulations.

The shareholders' general meeting shall be called 30 days before, and the ad hoc shareholders' meeting shall be called 15 days before, and the date and place of the meeting and the cause of the meeting shall be notified and announced to each shareholder.

Notification of convening of a shareholders' meeting can be sent via e-mail if the recipients of such notification give their consent.

The shareholders' meeting shall be convened by resolution of the board of directors in the form of physical shareholders' meeting, video-assisted shareholders' meeting or video-conferencing shareholders' meeting, and shall be conducted in accordance with

the manner announced by the competent authority. Its operating procedures and other matters to be followed shall be governed by the competent authority.

Article 11: Shareholders who cannot attend a shareholders' meeting can provide the power of attorney provided by the Corporation to authorize a proxy to attend the meeting and to state the scope of authorization vested to the proxy. Designating a proxy to attending a shareholders' meeting by a shareholder should comply with Article 177 of the Company Act as well as the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings promulgated by the government.

Article 12: Shareholders of each share of the stock of the Corporation is entitled to one vote, excluding those entitled to no right to vote as listed in Section 2 of Article 79 of the Company Act.

Article 13: Unless required by laws and regulations, the resolution of shareholders' meetings will be adopted if the meeting is attended by shareholders in person or by their proxy representing more than one half of the total issued and outstanding shares of the Corporation and more than one half of the attended shareholders (or their proxies) approved it by vote. For the following matters, the shareholders or their proxies attending the shareholders' meeting should represent more than half of the total issued and outstanding shares of the Corporation and more than two-thirds of the shareholders or their proxies attending the shareholders' meeting vote to approve:

1. Purchase or merger with other domestic or foreign companies;
2. Dissolution, liquidation, or share split.

Article 14: Shareholders' meetings shall be convened by the Board, and the Chairperson of the Board shall preside shareholders' meetings. If the Chairperson of the Board is on leave or absent, the Chairperson of the Board shall designate one Board Director to act on behave of the Chairperson of the Board. For shareholders' meetings convened by others with the right to convene, the convener shall preside the meeting, and if there are more than two conveners, than they should one from themselves to preside the meeting.

Article 15: Resolutions made in a shareholders' meeting shall be made into meeting minutes. The meeting minutes shall be signed or stamped by the chairperson of the meeting and a copy distributed to each shareholder within 20 days after the meeting. The making and distribution of the aforementioned meeting minutes can be done electronically.

Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.

The meeting minutes shall be recorded in accordance with the year, month, day, venue, name of the chairman, method of resolution, main points of meeting minutes and voting results (including the statistical weight) of the meeting. When there is an election of directors, the number of votes received by each candidate shall be disclosed. It shall be kept in perpetuity during the existence of the Company.

Where the shareholders' meeting is held by video conference, the meeting minutes shall, in addition to the items to be recorded in accordance with the preceding paragraph,

record the beginning and end of the meetings of the shareholders' meeting, the manner of holding the meeting, the name of the chairman and the record, and the handling methods and situations when the video conference platform or participation in the video conference is obstructed due to natural disaster, incident, or other force majeure events. The Company shall, in addition to holding the shareholders' meeting via video conferencing in accordance with the provisions of the preceding paragraph, record the alternative measures provided by shareholders who have difficulty in participating in the shareholders' meeting via video conferencing.

#### Chapter 4 Director and Audit Committee

Article 16: The Company has seven to nine directors, a term of three years appointed by the competent persons of the board of shareholders, and they are eligible for re-election. After the Company publicly issues shares, the total shareholding ratio of all its directors shall be subject to the provisions of the securities regulatory authority. With effect from 2021, the Company shall adopt a candidate nomination system for the election of directors. Shareholders shall elect and appoint directors from a list of candidates.

The Company shall purchase liability insurance for the Directors to cover their liability of compensation asserted against them when they exercise their duty during their term.

Article 16-1: Among the above-mentioned directors, the number of independent directors shall not be less than two and shall not be less than one fifth of the directors' seats. A candidate nomination system shall be adopted and shall be selected by the board of shareholders from the list of independent director candidates.

The Corporation complies with regulations stipulated by the competent authority of securities for the professional qualification, shareholding, part-time restriction, nomination, election, and other regulations of its Independent Directors.

Article 16-2: The Company shall set up an Audit Committee and other functional committees as required.

The Audit Committee is composed of all Independent Directors, and one of them shall be the convener and at least one of them has to have accounting or financial expertise.

The exercise of the duty by members of the Audit Committee and other regulations are in compliance with the regulations of the competent authority of securities and the Corporation.

Article 17: The Board of Directors should be composed of Directors, and Directors shall elect from themselves a Chairperson of the Board, by a majority in a meeting attended by over two-thirds of the Directors.

Article 17-1: Article 17.1: The Board of Directors shall be convened by the Chairperson of the Board and the notification can be sent out by fax or email.

Article 18: The chairman of the board of directors represents the Company externally and carries out all the business of the Company in accordance with the laws and regulations and the resolutions of the shareholders' meeting and the board of directors. If the chairman asks

for leave or is unable to exercise his/her powers for some reason, his/her agency shall be handled in accordance with the provisions of Article 20 of the Company Act.

Article 19: The Board's resolutions should be approved by a majority vote at a meeting attended by more than half of the Directors. Directors who cannot attend the meeting can provide a power of attorney, list out the reasons for not attending the meeting, and the scope of power vested to the proxy, who should be a Director attending the meeting. A Director's proxy may act as a proxy for only one other Director.

Article 20: The matters decided by the general meeting shall be made into a record, which shall be signed or sealed by the Chairman and the recorder and distributed to the directors within twenty days after the meeting, and shall be included in the important records of the Company, which shall be kept properly during the existence of the Company. The making and distribution of the aforementioned meeting minutes can be done electronically.

Article 21: Deletion.

Article 22: All Directors shall receive salary for exercising the duty for the Corporation's business and meeting attendance fees. Aside from referring to Article 26 Compensation of Directors and the Board of Directors are authorized to determine the total amount of their compensation based on their level of involvement in the Corporation's operations, the value of their contributions, and the average level of compensation for Directors in this sector.

#### Chapter 5 Managers

Article 23: The Company shall have a Chief Executive Officer, one General Manager, one Deputy General Manager, and other officers, their designation, dismissal, and compensation shall be processed according to Article 29 of the Company Act.

#### Chapter 6 Accounting

Article 25: The Company shall, at the end of each fiscal year, prepare by the board of directors (1) business report (2) financial statements (3) proposals for the allocation of surplus or the recovery of losses, and other tables to be submitted to the general meeting of shareholders for approval by the Audit Committee 30 days before the meeting of the shareholders.

The Company's surplus allocation or loss compensation shall be made after the end of each half accounting year.

Proposals for the allocation of earnings or compensation of losses for the first half accounting year of the company shall be submitted together with the business report and financial statements to the Audit Committee for examination before being submitted to the board of directors for resolution.

When distributing the earnings according to the provisions of the preceding paragraph, the company shall first estimate and retain the tax payable, make up for the losses in

accordance with the law and set aside the legal surplus reserves. However, this restriction shall not apply when the legal surplus reserves have reached the paid-in capital.

Article 26: If the company makes profits in the year ("profit" refers to profit before deduction of the remuneration paid to employees and the remuneration paid to directors), the company shall allocate not more than 5% of the remuneration paid to employees and the remuneration paid to directors respectively, of which the remuneration of employees shall be allocated no less than 1%. If the Company has accumulated losses (including adjustment of non-distributed amount of surplus), the value to make up for the losses should be set aside first.

The said employee consideration can be paid in the form of stock or cash, and the recipient of the payment include employees of subordinate companies qualifying the conditions set by the Board of Directors. The aforementioned Directors can only be paid in the form of cash.

The two aforementioned items shall be determined by the Board in resolutions and be reported at the shareholders' meeting.

Article 27: The Company's earnings distribution or loss allocation and compensation shall be made at the end of each half fiscal year. Where the earnings distribution is made in cash, the board of directors shall make a resolution and report to the shareholders' meeting in accordance with Article 228-1 and Item 5 of Article 240 of the Company Act, without submitting it to the shareholders' meeting for recognition.

If there is net profit after tax of the current period in the company's annual general accounts, the accumulated losses (including the adjustment of undistributed surplus amount) shall be made up first, and 10% shall be contributed as the legal surplus reserve according to law; except when the legal surplus accumulated has reached the total paid-in capital of the Company. Secondly, special reserve should be allocated or reversed according to laws, regulations, or the competent authority's stipulation. The board of directors shall, together with the undistributed surplus earnings at the beginning of the period (including adjusting the amount of the undistributed earnings), draft a proposal for the surplus appropriation.

The Company's dividend policy is based on the current and future development plans, the investment environment, funding needs, international competitions, and shareholders' interests. Each year, no less than 30% of the distributable earnings will be allocated for shareholders' dividends and bonuses, but if the distributable earnings are less than 10% of the paid-up capital, then no earnings will be distributed. Shareholders' dividends and bonuses can be distributed in the form of cash or stock, but cash dividends should be no less than 50% of the total dividends.

## Chapter 7 Supplementary Provisions

Article 28: The Board of Directors will be set by the Company's organization regulations and operational regulations.

Article 29: Things not mentioned in this Chapter will be processed according to Company's Act and the regulated laws and regulations.

Article 30: These Articles of Association were made on December 14, 1993. First revision was made on June 29, 1997. Second revision was made on February 3, 1998. Third revision was made on January 14, 2000. Fourth revision was made on June 7, 2000. Fifth revision was made on July 14, 2000. Sixth revision was made on November 16, 2000. Seventh revision was made on June 8, 2001. Eighth revision was made on June 12, 2002. Ninth revision was made on October 30, 2002. Tenth revision was made on June 12, 2003. Eleventh revision was made on May 27, 2004. Twelfth revision was made on June 9, 2006. Thirteenth revision was made on 13 June 2007, except the provisions of Subparagraph 3 of Article 6 and Article 27 as amended shall apply as of January 1, 2008. Fourteen revision was made on June 13, 2008. Fifteenth revision was made on June 17, 2010. Sixteenth revision was made on June 5, 2013, and was enacted on the day it was passed at the shareholders' meeting. And shall come into force as of the date of adoption by the shareholders' meeting. Seventeenth revision was made on May 16, 2006, and was enacted on the day it was passed at the shareholders' meeting. And shall come into force as of the date of adoption by the shareholders' meeting. Eighteenth revision was made on June 16, 2007, and was enacted on the day it was passed at the shareholders' meeting. And shall come into force as of the date of adoption by the shareholders' meeting. Nineteenth revision was made on June 27, 2019. And shall come into force as of the date of adoption by the shareholders' meeting. Twentieth revision was made on June 18, 2020. And shall come into force as of the date of adoption by the shareholders' meeting. Twenty-First revision was made on August 30, 2021. And shall come into force as of the date of adoption by the shareholders' meeting. Twenty-Second revision was made on June 24, 2022. And shall come into force as of the date of adoption by the shareholders' meeting.

## BULL WILL CO LTD

### Rules of Procedure of Shareholders' Meeting

Article 1: Unless otherwise provided by the law, the meeting of shareholders of the Company shall be conducted in accordance with these Rules.

Article 2: The term "shareholder" as used in these Rules means the shareholder himself and the agent appointed by the shareholder to attend.

Article 3: The Company shall specify in the notice of meeting the reporting time, place and other matters needing attention of shareholders, solicitors, and entrusted agents (hereinafter referred to as shareholders). The reporting time of shareholders for the Meeting should begin at least 30 minutes before the Meeting. The meeting attendee reporting site should be clearly labeled and an adequate number of capable personnel should be at the site handling the reporting. Registration for the video conference of shareholders' meeting shall be accepted on the video conference platform 30 minutes prior to the beginning of the meeting. Shareholders who have completed the registration shall be deemed to have attended the meeting in person. Shareholders shall attend shareholders' meetings with their meeting pass, sign-in cards, or other certificates that validate the attendance. The Company may not arbitrarily add requirements demanding for other documents beyond those showing eligibility presented by shareholders. Solicitors for proxy forms shall also bring document(s) in proof of identity for verification.

The Company shall prepare a shareholder sign-in book for signing or request the shareholders to hand in a sign-in card in lieu of signing on the attendance book.

The Company shall provide each shareholder attending the meeting with a meeting agenda handbook, annual report, meeting pass, speaker's slips, voting slip, and other meeting materials. Where an election of Directors (including independent directors) is scheduled, ballots shall also be provided.

When a government agency or a legal person is attending the meeting as a shareholder, it may be represented by more than one representative. When a legal person is appointed to attend as a proxy, it may designate only one person for representation in the meeting.

If the shareholders' meeting is held by video conference, and the shareholders wish to attend the meeting by video conference, they shall register with the Company two days prior to the shareholders' meeting.

If the shareholders' meeting is held by video conference, the Company shall upload the agenda handbook, annual report and other relevant information to the video conference platform of the shareholders' meeting at least 30 minutes before the meeting begins, and continue to disclose the information until the end of the meeting.

Article 3-1: When the Company holds a video conference of the shareholders' meeting, the following items shall be stated in the notice of the convening of the shareholders' meeting:

1. Methods for shareholders to participate in video conference and exercise their rights.

2. The handling of obstacles to video conference platform or participation caused by natural disaster, incident, or other force majeure shall include at least the following:
  - (1) The time when the meeting must be postponed or adjourned due to the persistence of the obstacle before the occurrence, and the date when the meeting must be postponed or adjourned.
  - (2) Shareholders who have not registered to participate in the original shareholders' meeting by video conference shall not participate in the postponed or adjourned meeting.
  - (3) Holding a video-assisted shareholders meeting. If the video conference cannot be continued, after deducting the number of shares attending the shareholders meeting by video, the total number of shares attending the shareholders meeting reaches the statutory quota for the shareholders meeting. The shareholders meeting should continue and participate by video. Shareholders, whose number of shares present shall be included in the total number of shares attended by shareholders, shall be deemed to abstain from voting on all the resolutions of the shareholders' meeting.
  - (4) In the case that the results of all motions have been announced but no provisional motions have been moved, the manner in which they are handled.
3. The shareholders' meeting shall be held via video, and the appropriate alternative measures shall be provided for the shareholders who have difficulty in participating in the shareholders' meeting through video.

Article 4: The attendance of and the voting at the shareholders' meeting is determined by the shares. If a shareholder proposes to count the number of shareholders attending the meeting, the chairperson can reject this proposal. At the voting on resolutions, if the quorum is presented, then the resolution will still be passed.

Article 5: When a legal entity is entrusted to attend the Meeting, the legal entity can represent one person only. If a corporate shareholder appointed more than two people to represent the corporation to attend the Meeting, only one of them can speak up in the same Meeting.

Article 6: The venue where a shareholders' meeting is to be held shall be in the premises of the Company or a location accessible for the shareholders with appropriate means to ensure the success of the event. All shareholder meetings may not begin before 9:00 a.m. or after 3:00 p.m. The opinions of the independent Directors shall be fully taken into consideration in the decision-making process for the location and time of a shareholders' meeting.

The Company shall not be limited by the location of the video conference of shareholders.

Article 7: The Board of Directors shall be the convener of the Meeting, and the chairperson shall be the Chair of the Board. If the Chairperson of the Board is on leave of absence, He or she will appoint a proxy, and if the Board of Director does not appoint a proxy, the Board shall choose one from themselves to be the proxy. For shareholders' meetings

convened by others with the right to convene, the convener shall preside the meeting, and if there are more than two conveners, than they should choose one from themselves to preside the meeting.

Any change in the method of shareholders' meeting shall be decided by the board of directors and shall be made no later than before the notice of shareholders' meeting is sent.

This Company shall prepare the notice for shareholders' meeting 30 days prior to an annual general meeting of shareholders or 15 days prior to an ad hoc shareholders' meeting, along with the form for appointment of representation, matters to be recognized, matters to be discussed and information regarding appointment or dismissal of Directors (including independent directors) in the form of electronic files and upload them to the Market Observation Post System. And prepare the shareholders' meeting agenda 21 days prior to an annual general meeting of shareholders or 15 days prior to a provisional shareholders' meeting in the form of electronic files and upload them to the Market Observation Post System. However, if the paid-in capital of the Company at the end of the most recent fiscal year reaches more than NT\$ 10 billion or the total foreign and mainland shareholding ratio recorded in the shareholders' register of the company at the shareholders' meeting of the most recent fiscal year reaches more than 30%, the electronic file transmission shall be opened 30 days before the completion of the shareholders' meeting. This Company shall prepare the shareholders' meeting agenda 15 days prior to the day of the shareholders' meeting and made available to all shareholders, as well as displaying the agenda at the stock agent commissioned by the Company.

The Company shall, on the day of the shareholders' meeting, provide shareholders with the agenda handbook and supplementary materials referred to in the preceding paragraph:

1. When the physical shareholders' meeting is held, it shall be issued on the site of the shareholders' meeting.
2. When a video supplementary meeting is held, it shall be issued at the site of the shareholders' meeting and sent to the video conference platform an electronic file.
3. The video meeting of shareholders shall be sent to the video conference platform as an electronic file.

The notice and announcement shall contain the reasons for convening. If the notification is approved by the counterpart, it shall be made by electronic means.

Election or removal of directors (including independent directors), supervisors, alteration of articles of association, reduction of capital, application for suspension of public offering, director competition license, conversion of surplus to capital increase, conversion of reserve to capital increase, dissolution, merger, partition, or the matters of Paragraph 1, Article 185 of the Company Act, Article 26-1, Article 43-6 of the Securities and Exchange Act, and the matters of Article 56-1 and Article 60-2 of the guidelines for the handling of issuers' raising and issuing of securities, the main

contents shall be enumerated and explained in the reasons for convening, and shall not be put forward by ad hoc motion.

The reasons for convening the shareholders' meeting have stipulated the general election of directors (including independent directors), and the date of appointment. After the re-election of the shareholders' meeting is completed, the date of appointment shall not be changed by ad hoc motion or other means at the same meeting.

A shareholder holding more than one percent of the total number of shares issued may submit a proposal to the Company for the regular meeting of shareholders, with a limit of one proposal, and no proposal shall be included in the proposal if there is more than one.

For shareholders' motions related to Paragraph 4 of Article 172-1 of the Company Act, the Board cannot include these motions in the Meeting.

The shareholder may put forward a proposal to urge the company to promote public interests or fulfill social responsibilities, and the procedure shall be limited to one proposal in accordance with the relevant provisions of Article 172-1 of the Company Act. If more than one proposal is made, it shall not be included in the proposal.

The company shall, prior to the regular meeting of shareholders, announce the acceptance of shareholders' proposals, the way to accept them in writing or electronically, the place to accept them and the period for accepting them. The period of acceptance shall not be less than ten days.

Motions proposed by shareholders should be no more than 300 words; those with more than 300 words will not be presented in the meeting. A shareholder proposing a meeting should attend the Meeting in person or entrust a proxy to do so and participate in the discussion of the motion.

The company should notify shareholders proposing motions the Company's decision before convening the Meeting, and those motions meeting the requirements of this provision shall be listed in the meeting notice. For motions proposed by shareholders that are not included, the Board should provide reason of exclusion.

**Article 8:** Attendance of the Meeting is determined by the shares. The number of shares presented in the Meeting shall be calculated by hand or electronically using the sign-up book and the attendance cards. The number of shares in attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, and the number of shares registered on video conference platform, plus the number of shares whose voting rights are exercised by correspondence or electronically. At the time of a meeting, the chairman shall declare the meeting together with such information as the number of votes not voted and the number of shares present.

However, if the meeting has not been attended by shareholders representing more than half of the total number of shares issued, the chairman may announce the postponement of the meeting. The postponement shall be limited to two times and the total

postponement time shall not exceed one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of the issued shares, the chair shall declare the meeting adjourned. If the shareholders' meeting is held by video conference, the Company shall separately announce the meeting on the video conference platform.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of the issued shares, a tentative resolution may be adopted pursuant to Paragraph 1, Article 175 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. ; If the shareholders' meeting is held by video conference, and the shareholders wish to attend the meeting by video conference, they shall register with the Company in accordance with Article 6. When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of the issued shares, the chairperson may resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.

**Article 9:** If the Board is the convener of the Meeting, the meeting agenda shall be determined by the Board. Relevant motions (including provisional motions and amendments to original motions) shall be voted on a case-by-case basis, and the meeting should be conducted according to the agenda, which cannot be altered unless it is passed through a resolution in the Meeting.

The provisions of the preceding paragraph shall apply *mutatis mutandis* to the shareholders' meeting convened by a convener other than the Board of Directors.

The chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda stated in the preceding two paragraphs (including special motions), except by a resolution of the shareholders meeting. If the chairperson declares the meeting adjourned in violation of the rules and procedure, the other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson in accordance with the statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson shall allow ample opportunities for explanation and discussion of the proposals and of amendments or the special motions put forward by the shareholders during the meeting. When the chairperson deems that a proposal has been discussed sufficiently to put to a vote, the chairperson may announce the discussion closed and call for a vote, and arrange sufficient voting time.

**Article 10:** The number of shares acquired by the solicitor, the number of shares represented by the entrusted agent and the number of shares attended by shareholders in written or electronic form shall be clearly disclosed by the Company on the day of the shareholders' meeting in a statistical table prepared in a prescribed format. If the

shareholders' meeting is held by video conference, the Company shall upload the aforesaid information to the video conference platform of the shareholders' meeting at least 30 minutes prior to the beginning of the meeting and continue to disclose the information until the end of the meeting.

When the Company holds a video conference of shareholders' meeting and announces the meeting, the total number of shares of shareholders present shall be disclosed. The same applies if the total number of shares and voting rights of the shareholder's present are counted at the meeting.

When a resolution made in the shareholders' meeting involves material information that requires disclosure under applicable laws or regulations or directives of Taiwan Stock Exchange Corporation (or Taipei Exchange), the Company shall upload the content of such resolution to the MOPS within the prescribed time period.

If the shareholders' meeting is held by video conference, the Company shall disclose the voting results of all motions and election results on the video conference platform of the shareholders' meeting immediately after the voting ends, and shall continue to disclose the results for at least 15 minutes after the chairman adjourned the meeting.

The chairman and the recorder shall be at the same place in the country when the Company holds the video meeting of shareholders and the chairman shall announce the address of such place at the time of the meeting.

If the shareholders' meeting is held by video conference, the Company may provide a simple connection test for shareholders prior to the meeting and provide relevant services immediately before and during the meeting to assist in handling technical communication problems.

If the shareholders' meeting is held by video conference, the chairman shall, at the time of announcing the meeting, separately announce that, except for the circumstances specified in Article 44-24 of the Regulations Governing the Administration of Shareholder Services of Public Companies that do not require the adjournment or continuation of the meeting, if, before the chairman announces the adjournment of the meeting, an obstacle to participation on the video conference platform or by video message occurs due to a natural disaster, an event or other force majeure that lasts for more than 30 minutes, the date of the meeting shall be adjourned or renewed within five days, and the provisions of Article 182 of the Company Act shall not apply.

Any shareholder who has not registered to participate in the original shareholders' meeting via video conference shall not participate in the adjourned or renewed meeting. The meeting shall be adjourned or renewed in accordance with Paragraph 2. The number of shares, voting rights and voting rights exercised by shareholders who attended the adjourned or renewed meeting shall be counted into the total number of shares, voting rights and voting rights of shareholders who attended the adjourned or renewed meeting.

When the meeting is adjourned or resumed in accordance with Paragraph 2, there is no need to re-discuss and pass a vote when the votes are cast and the results of the vote are announced and the directors are elected fairly.

If the Company holds a video-assisted shareholders' meeting and the meeting cannot be renewed in accordance with Paragraph 2, if the total number of shares present at the shareholders' meeting still reaches the legal quota for the meeting after deducting the number of shares present by video, the shareholders' meeting shall continue without any postponement or extension of the meeting in accordance with Paragraph 2.

In the event that the meeting shall continue in the preceding paragraph, the number of shares attended by the shareholders who participate in the shareholders' meeting by video conference shall be counted as the total number of shares attended by the shareholders, but all motions of the shareholders' meeting shall be deemed as abstentions.

The Company shall, in accordance with the provisions of Article 2, execute the postponement or extension of the meeting of shareholders in accordance with the provisions of Article 44, Paragraph 27 of the Regulations Governing the Administration of Shareholder Services of Public Companies, and carry out the relevant pre-processing operations in accordance with the date of the original shareholders' meeting and the provisions of this article.

The latter paragraph of Article 12 and Paragraph 3 of Article 13 of the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies, and During the period specified in Paragraph 2 of Article 44-5, Article 44-10, and Paragraph 1 of Article 44-17 of the Regulations Governing the Administration of Shareholder Services of Public Companies, the Company shall postpone or renew the date of the shareholders' meeting in accordance with the provisions of Paragraph 2.

The Company shall provide appropriate alternative measures for shareholders who have difficulty in attending the shareholders' meeting via video conferencing.

Article 11: Before attending shareholders speak, the chairperson should request them to fill out a speech note to provide information on the key point of the speech, the account number of the shareholder (or the number on the attendance badge), and the name, and the chairperson should determine the sequence of their speeches.

A shareholder who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. If the contents of one's actual speech is different from the contents on the speech note, the actual speech contents shall prevail.

Shareholders may limit the authority of their proxies by the power of attorney or other approaches, but regardless whether the Company knows about it or not, the proxy's speech and voting shall of the proxy shall prevail.

Article 12: Each shareholder in the same meeting cannot speak more than twice and each time no more than five minutes unless it is approved by the chairperson. If a shareholder speaks

for more than the five minutes or discuss topic beyond the scope of the proposal, the chairperson shall stop the shareholder's speech.

When an attending shareholder speaks, other shareholders shall not interrupt the speech unless it is approved by the chairman the speaking shareholder. Those who violate the two aforementioned provision and refuse to obey the correction by the chairperson will be processed in accordance with Article 20 of this guidelines.

Article 13: Once an attending shareholder has delivered the speech, the chairperson shall respond either in person or designate a person to respond to the shareholder's concern.

If the shareholders' meeting is held by video conferencing, the shareholders who participate in the meeting by video conferencing may raise written questions on the platform of the shareholders' meeting after the chairman the meeting to be held and before the meeting is adjourned. The number of questions for each motion shall not exceed two times, and each time shall be limited to 200 words. The provisions of Paragraphs 1 to 5 are not applicable.

If the question mentioned in the preceding paragraph does not violate the provisions or exceed the scope of the motion, the question shall be disclosed on the video conference platform of the shareholders' meeting for public notice.

Article 14: Only motions will be discussed and voted for resolution. During the discussion of a motion, the chairperson can announce to stop the discussion and to vote if he/she thinks that the attendees are ready for voting. Motions that are announced to be ceased for discussion and to be put on for a vote by the chairperson can have the ballots casted together but to be voted on separately.

Article 15: Unless otherwise provided for in the Company Act and the Articles of Association, the voting on the motion shall be approved by more than half of the voting rights of the shareholders present. During voting, the chairperson or personnel designated by the chairperson shall announce the total votes represented by the attending shareholders before each round of voting. The results, agreed, disagreed or abstained, on each motion shall be uploaded to the Market Observation Post System on the same day of the shareholders' meeting.

For a proposal with an amendment or alternative, the chairperson shall determine their sequence of voting all together. If one of them is passed, the rest shall be deemed as negative.

Article 16: A shareholder shall be entitled to one vote for each share held, except when the shares are restricted shares or deemed non-voting shares under paragraph 2, article 179 of the Company Act.

The Company shall exercise its voting rights electronically and may exercise them in writing when convening a meeting of shareholders. When a shareholder exercises his or her right to vote in writing or electronically, the method of such exercise shall be set forth in the call notice of the shareholders' meeting. A shareholder exercising voting rights by correspondence or electronic means will be deemed to have attended the

meeting in person, but to have waived his/her rights with respect to the special motions and revisions to the original proposals of that meeting; it is therefore advisable that the Company shall avoid submission of special motions and revision to the original proposals.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company 2 days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail, except when a declaration is made to cancel the earlier declaration of intent.

After a shareholder has exercised voting rights by correspondence or electronic means, but later decides to attend the shareholders' meeting in person or by video conference, a written declaration of intent to retract the voting rights stated in the preceding paragraph shall be made known to the Company by the same means through which the voting rights were exercised no later than 2 business days before the date of the shareholders' meeting. If the notice to retract is submitted after that time, the voting rights exercised by correspondence or electronic means shall prevail. When a shareholder has exercised voting rights by correspondence or electronic means and simultaneously by proxy, the voting rights exercised by the proxy in the meeting shall prevail.

Article 17: The chairperson shall appoint ballot inspectors and calculation staff, and the ballot inspectors should be the Company's shareholders, too.

The counting of the ballots for the Meeting's voting or election should be done publicly at the site of the Meeting, and the counting result, including the number of the voting right, should be announced at the completion of the counting and be recorded. Election of Directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules of the Company, and the voting results shall be announced on-site immediately, including the names of those elected as Directors and the numbers of votes each of them received. And the list of the losing directors and supervisors and the number of elective rights they obtained.

Shareholders who participate in the shareholders' meeting via video conferencing shall vote on various motions and election motions through the video conferencing platform after the chairman declares the meeting to be held, and shall complete the voting before the chairman declares the end of voting. Any delay shall be deemed as abstention.

If the shareholders' meeting is held by video conference, the votes shall be counted once and the voting and election results shall be announced after the chairman announces the end of voting.

Shareholders who have registered to attend the shareholders' meeting by video conferencing in accordance with Article 6 and wish to attend the physical shareholders' meeting in person shall cancel their registration in the same manner as those registered

two days prior to the meeting of shareholders' meeting; if the cancellation is delayed, the shareholders' meeting can only be attended by video.

A person who exercises his/her voting right in writing or electronically, does not withdraw his/her expression of intention, and attends the shareholders' meeting by video, shall not exercise his/her voting right on the original motion or propose an amendment to the original motion or exercise his/her voting right on the amendment of the original motion, except on an Extempore Motion.

Article 18: The Company has to request its entrusted lawyer, accountant, and related personnel to attend the Meeting.

Article 19: The Company should have the entire process of the Meeting recorded, both audio and video recording, starting from shareholders reporting, to the meeting in process, and to the voting and calculating process nonstop.

The said audio-visual information should be kept for at least one year. However, for shareholders instituting a lawsuit in accordance with Article 189 of the Company Act, the said audio-visual information should be kept until the end of the lawsuit.

If the shareholders' meeting is held by video conferencing, the Company shall keep records of the shareholders' enrollment, registration, reporting, questioning, voting and the company's vote counting results, and continuously record and video the whole video conferencing.

The Company shall properly preserve the aforesaid materials and audio and video recordings during their existence, and provide the audio and video recordings to retention.

If the shareholders' meeting is held by video conference, the Company shall record and video the background operation interface of the video conference platform.

Article 20: The Chairperson shall command pickets or security guards to maintain the order at the Meeting. Those shareholders who use public address equipment different from the one supplied at the premises may be prevented from speaking by the chairman.

Shareholders should follow the command of the chairperson, pickets, or security guards for maintaining the order. Those who disturb the meeting and refuse to comply with the command will be expelled by the chairperson or pickets/security guards.

Article 21: When the meeting is in process, the chairperson can set time for intermission at his/her discretion.

Article 22: Matters not mentioned in this Chapter will be processed according to Company's Act and the regulated laws and regulations.

Article 23: The Rules and Procedures of Shareholders' Meeting becomes effective after it is approved by the Board and then approved at the Meeting. The same applies to amendment.

BULL WILL CO LTD  
Method for the Election of Directors

Article 1: The election of the Directors and Independent Director of the Company shall be conducted in accordance with the Guidelines unless otherwise stipulated by the Company Act and the Company's Articles of Incorporation.

Article 1-1 : The selection of directors and independent directors shall take into account the overall configuration of the board of directors. The board shall consider diversity in its membership and formulate appropriate diversity policies for its own operations, business style and development needs. The members of the board of directors shall possess all the knowledge, skills and qualities necessary for the performance of their functions. More than half of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director.

The Board of Directors of the Company shall adjust the composition of the Board of Directors according to the result of performance evaluation.

Article 2: The board of directors shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders meeting. Attendance card numbers printed on the ballots may be used instead of recording the names of voting shareholders.

Article 3: The cumulative voting method shall be used for election of the directors at this Corporation. Each share will have voting rights in number equal to the directors to be elected, and may be cast for a single candidate or split among multiple candidates.

Article 4: The directors and independent directors of the Company shall be elected in accordance with the number of seats prescribed in the Articles of Association of the company. The directors and independent directors shall be elected together and shall be counted separately according to the electoral votes obtained. The ones with more electoral votes shall be elected separately. If there are more than two people who have the same weight but more than the quota, it is decided by the person who has the same weight, and the chairman will draw lots for the person who does not attend.

Article 5: Prior to the commencement of the election, the Chairman shall designate a number of supervisors and calculation staff with shareholder status to perform the relevant functions.

Article 6: The ballot boxes shall be prepared by the board of directors or the competent convener and publicly checked by the vote monitoring personnel before voting commences.

Article 7: The ballot paper shall be invalid if one of the left side events occurs:

1. The ballot was not prepared by the competent convener.
2. A blank ballot is placed in the ballot box.
3. The writing is unclear and indecipherable or has been altered.

4. The list of the people to be elected filled in is inconsistent with the list of candidates for director after checking.

5. Writing other words besides the names of the number of electoral rights assigned to them.

Article 8: The election of directors of the Company shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act. If less than five directors are discharged for any reason, the Company shall hold a by-election at the latest shareholders' meeting. However, if the vacancy of directors is one third of the number of seats stipulated in the articles of association, the company shall, within 60 days from the date of occurrence, hold an extraordinary meeting of shareholders for a by-election.

When the number of independent directors falls below that required under the proviso of Article 14-2, Paragraph 1 of the Securities and Exchange Act, a by-election shall be held at the next shareholders meeting to fill the vacancy. When the independent directors are dismissed en masse, a special shareholders meeting shall be called within 60 days from the date of occurrence to hold a by-election to fill the vacancies.

Article 9: The voting rights shall be calculated on site immediately after the end of the poll, and the results of the calculation, including the list of persons elected as directors as well as the numbers of votes with which they were elected, shall be announced by the chair on the site.

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 custody for at least 1 year. However, for shareholders instituting a lawsuit in accordance with Article 189 of the Company Act, the said audio-visual information should be kept until the end of the lawsuit.

Article 10: The qualifications of the Company's independent directors shall comply with the provisions of Article 2, Article 3 and Article 4 of "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies".

The selection and appointment of independent directors of the Company shall be in accordance with Article 5, 6, 7, 8 and 9 of the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", and shall be conducted in accordance with Article 24 of the "Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies".

Article 11: The board of directors of the Company shall issue notifications to the persons elected as directors.

Article 12: Matters not mentioned in this Guidelines shall be processed according to Company's Act and the regulated laws and regulations.

Article 13: The Guidelines becomes effective after it is approved by the Shareholders' Meeting. The same applies to amendment.

## Shareholding of Directors at BULL WILL CO LTD

- 1、 The Company has a total paid-in capital of NTD 201,337,060 and 20,133,706 outstanding shares.
- 2、 According to Article 26 of the Securities and Exchange Act, the minimum number of shares held by all directors shall be 2,416,044 shares.
- 3、 The number of shares held by individual and all directors in the shareholders' name book as at the closing date of the shareholders' meeting (30 April 2022):

Job Title	Name	Shares Held	Shareholding Ratio
Chairman of the Board	Serial System Ltd. Representative: Chang Chieh-min	2,666,474 shares	13.24%
Director	Serial System Ltd. Representative: GOH SI HUI	2,666,474 shares	13.24%
Director	Serial System Ltd. Representative: GOH SUE TENG	2,666,474 shares	13.24%
Director	Chin-Tai Cho	0 shares	0.00%
Director	CHIEN CHIH LANG	19,720 shares	0.10%
Independent Director	CHAN HUO LIEN	0 shares	0.00%
Independent Director	LEE SHI YANG	0 shares	0.00%
Independent Director	Chu Li Teh	0 shares	0.00%
Total number of shares held by the entire body of director		2,686,194 shares	13.34%

- 4、 All directors and supervisors of the company have reached the statutory shareholding standard.