

Stock code: 6259



BULL WILL Co., Ltd.

BULL WILL Co., Ltd.

The 2022 Shareholders' Meeting

# Handbook

Date: June 24, 2022 (Friday) at 9:00 AM

Location: No. 327, Sec. 1, Tiding Blvd., Neihu Dist., Taipei City.  
(Lily Conference - Wei-Mei Hall)

For environmental friendliness, this handbook uses recycled paper.

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## BULL WILL CO LTD Procedure for the 2022 Annual Meeting of Shareholders

1. Announcement of the Commencement of the Meeting
2. Chairperson's Remarks
3. Reports
4. Ratification
5. Discussion (1)
6. Election
7. Discussion (2)
8. Ad Hoc Motions
9. Meeting Adjourned

BULL WILL CO LTD Agenda of the 2022 Annual Meeting of Shareholders

Time: 9:00 am on June 24, 2022 (Friday)

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) 2021 annual business report.

(2) Report on examination of final accounting list by the supervisor in 2021.

(3) Situation report on capital loans to others in 2021.

(4) Overview report on investment in mainland China in 2021.

(5) Report on the implementation of the private equity capital increase plan in 2021.

(6) Report on the remuneration of directors and supervisors and the remuneration allocation of employees in 2021.

(7) Report on the amendment of the Company's "Rules of Procedure for Shareholder Meetings".

(8) Report on the amendment of the Company "Guidelines of Ethical Conduct for Executives and Senior Specialists".

(9) Report on the amendment of the Company "Ethical Corporate Management Best Practice Principles".

(10) Report on the amendment of the Company "Procedures and Guidelines for Ethical Corporate Management".

(11) Report on the amendment of the Company “Guidelines of Ethical Conduct for Directors and Supervisors” and change its name to “Guidelines of Ethical Conduct for Directors”

(12) Report on the cash dividends from surplus allocation in 2021.

#### 4. Ratification:

(1) To ratify the Company's 2021 case of business report and final statements.

(2) To ratify the Company's 2021 case of earnings distributions.

#### 5. Discussion (1):

( 1 ) To amend the Company’s case of “Articles of Association”.

( 2 ) To amend the Company’s “Operational Procedures of Acquisition or Disposal of Assets”

( 3 ) To amend the Company’s case of “Rules of Shareholders' Meetings”.

( 4 ) To amend the Company’s case of “Operation Procedure of Endorsement Guarantee”.

( 5 ) To amend the Company’s case of “Operational Procedures of Engaging in Derivatives Trading”.

( 6 ) To amend the Company’s case of “Procedure for Loaning Funds to Others”.

( 7 ) To amend the Company’s case of “Election Rules for Directors and Supervisors” and change its name to “Election Rules for Directors”.

( 8 ) 2022 annual private equity capital increase.

#### 6. Election:

(1) Re-election of the board directors.

#### 7. Discussion (2):



(1) Removal of the non-competition on new directors (including representative natural persons and independent directors) of the Company

8. Ad hoc motions

9. Adjournment

1. Reporting the number of shares attended and announcing the commencement of the meeting
2. Chairperson's Remarks:
3. Reports:

(1) 2021 annual business report.

Explanation: Please refer to Pages 18 to 23 of this handbook for 2018 business report.

(2) Report on examination of final accounting list by the supervisor in 2021.

Explanation: Please refer to Page 24 of this handbook for supervisor review report.

(3) Situation report on capital loans to others in 2021.

Explanation: In accordance with the Company's 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:

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

Schedule 1: Capital Loan to Others

Unit: NT\$ 1,000

Number	Company Providing the Loan	Loan Object	Current Items	A Related Party or Not	Current Maximum Balance	Ending Balance (Credits Approved by the Board of Directors)	Actual Dealing Amount	Interest Rate Collars %	Capital Loan and Total Quota	Business Transaction Amount	Reasons Necessary for Short-Term Capital Financing	Itemized Allowance Amount for Bad Debts	Collaterals Name	Capital Loan and Ceiling to Each Individual	Capital Loan and Total Ceiling	Note
0	BULL WILL CO LTD	BULL WILL TRADING(S) PTE LTD	Other Receivables	Yes	14,265	9,685	9,685	6.0%	2	-	Operating Turnover	-	-	97,890	97,890	
0	BULL WILL CO LTD	SERIAL SYSTEM LTD	Other Receivables	Yes	57,060	27,670	27,670	4.8%	2	-	Operating Turnover	-	-	97,890	97,890	

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) Overview report on investment in mainland China in 2021.

Explanation: Please refer to Page 25 of this handbook for the Company's 2021 investment in mainland China.

(5) Report on the implementation of the private equity capital increase plan in 2021.

Explanation: The Company approved the capital increase and private offering of common shares at the shareholders' regular meeting on August 30, 2021. The offering term will expire on June 28, 2022. Since no suitable strategic cooperative investor has been found up to now, the Company has decided not to continue the process within the period of this board meeting.

- (6) Report on the remuneration of directors and supervisors and the remuneration allocation of employees in 2021.

Explanation: 1. According to Article 26 of the Company's Articles of Association, if the company has a profit in the year (the so-called profit refers to the profit before tax deducting the profit before the allocation of employee consideration and director and supervisor's considerations), it should be proposed separately within the range of no more than 5% of employee consideration and director and supervisor considerations.

2. As approved by the Compensation Committee of the Company, the proposed allocation of employee consideration and director and supervisor considerations in accordance with the company's Articles of Association is as follows:

(1) Employee consideration: NT\$ 48,930.

(2) Director and supervisor considerations: NT\$ 29,358.

3. There is no difference between the above resolutions and the amount of costs recognized in the year 2021.

- (7) Report on the amendment of the Company's "Rules of Procedure for Shareholder Meetings".

Explanation: In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Rules of Procedure for Board of Directors Meetings", and the comparison table of the provisions before and after the revision, please refer to page 38-41 of this handbook.

- (8) Report on the amendment of the Company "Guidelines of Ethical Conduct for Executives and Senior Specialists".

Explanation: In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Guidelines of Ethical Conduct for Executives and Senior Specialists", and the comparison table of the provisions before and after the revision, please refer to page 30 of this handbook.

- (9) Report on the amendment of the Company "Ethical Corporate Management Best Practice Principles".

Explanation: In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical

operation and laws, the company intends to amend the “Ethical Corporate Management Best Practice Principles”, and the comparison table of the provisions before and after the revision, please refer to page 31-35 of this handbook.

- (10) Report on the amendment of the Company “Procedures and Guidelines for Ethical Corporate Management”.

Explanation: In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the “Procedures and Guidelines for Ethical Corporate Management”, and the comparison table of the provisions before and after the revision, please refer to page 36-37 of this handbook.

- (11) Report on the amendment of the Company “Guidelines of Ethical Conduct for Directors and Supervisors” and change its name to “Guidelines of Ethical Conduct for Directors”.

Explanation: In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the “Guidelines of Ethical Conduct for Directors and Supervisors” and change its name to “Guidelines of Ethical Conduct for Directors”, and the comparison table of the provisions before and after the revision, please refer to page 38-41 of this handbook.

- (12) Report on the cash dividends from surplus allocation in 2021.

Explanation: 1. In accordance with Article 27 of the Articles of Association of the Company, the Board of Directors is authorized to make a resolution in cash and report to the Shareholders' Meeting for surplus appropriation in 2021, and the proposed dividend of NT\$ 3,600,000 will be distributed to shareholders in cash based on 17,997,206 shares issued by the Company as of March 21, 2022, at NT\$ 0.20 per share. 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. As a result of the change in the number of shares entitled to participate in the distribution due to the exercise of

employee stock option warrants, the Board of Directors resolved to authorize the Chairman of the Board to adjust the distribution rate of cash dividends proportionately, based on the number of shares entitled to participate in the distribution of 18,517,206 shares, and the adjusted cash dividend of NT\$ 3,600,000 (NT\$ 0.19441377 per share) will be paid on May 27, 2022.

#### 4. Ratification:

##### Agenda 1:

Cause of Action: To ratify the Company's 2021 case of business report and final statements. (Proposed by Board of Directors)

Explanation: 1. The Company's 2021 annual business report and individual and consolidated financial statements have been prepared.

2. The above-mentioned financial statements shall be audited with the draft of the unqualified opinion prepared by the accountants Andrea Kuo and Ian Yang of Moore Stephens DaHua (Taiwan) CPAs and shall be submitted to the supervisor for examination and to the shareholders' meeting for ratification.

3. Please refer to pages 18-23 and 42-57 of this handbook for 2021 business report and final statements respectively.

4. Submitted for Ratification.

##### Resolution:

##### Agenda 2:

Cause of Action: To ratify the Company's 2021 case of earnings distributions. (Proposed by Board of Directors)

Explanation: 1. In accordance with Article 27 of the Articles of Association of the Company, the Board of Directors is authorized to make a resolution in cash and report to the Shareholders' Meeting for surplus appropriation in 2021, and the proposed dividend of NT\$ 3,600,000 will be distributed to shareholders in cash based on 17,997,206 shares issued by the Company as of March 21, 2022, at NT\$ 0.20 per share. 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. Please refer to page 58 of this handbook for the Company's Disposition of Net Income for 2021.

3. Submitted for ratification.

##### Resolution:

## 5. Discussion (1):

### Agenda 1:

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

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Articles of Association", and the comparison table of the provisions before and after the revision, please refer to page 59-68 of this handbook.

2. Submitted for discussion.

Resolution:

### Agenda 2:

Cause of Action: To amend the Company's case of "Operational Procedures of Acquisition or Disposal of Assets". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Operational Procedures of Acquisition or Disposal of Assets", and the comparison table of the provisions before and after the revision, please refer to page 69-72 of this handbook.

2. Submitted for discussion.

Resolution:

### Agenda 3:

Cause of Action: To amend the Company's case of "Rules of Shareholders' Meetings". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Rules of Shareholders' Meetings", and the comparison table of the provisions before and after the revision, please refer to page 73-99 of this handbook.

2. Submitted for discussion.

Resolution:

### Agenda 4:

Cause of Action: To amend the Company's case of "Operation Procedure of Endorsement Guarantee". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Operation Procedure of Endorsement Guarantee", and the comparison table of the provisions before and after the revision, please refer to page 100-102 of this handbook.

2. Submitted for discussion.

Resolution:

#### Agenda 5:

Cause of Action: To amend the Company's case of "Operational Procedures of Engaging in Derivatives Trading". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Operational Procedures of Engaging in Derivatives Trading", and the comparison table of the provisions before and after the revision, please refer to page 103-104 of this handbook.

2. Submitted for discussion.

Resolution:

#### Agenda 6:

Cause of Action: To amend the Company's case of "Procedure for Loaning Funds to Others". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical operation and laws, the company intends to amend the "Procedure for Loaning Funds to Others", and the comparison table of the provisions before and after the revision, please refer to page 105-108 of this handbook.

2. Submitted for discussion.

Resolution:

#### Agenda 7:

Cause of Action: To amend the Company's case of "Election Rules for Directors and Supervisors" and change its name to "Election Rules for Directors". (Proposed by Board of Directors)

Explanation: 1. In accordance with the Company's planned establishment of the Audit Committee and amendments to the company's practical

operation and laws, the company intends to amend the Election Rules for Directors and Supervisors” and change its name to “Election Rules for Directors”, and the comparison table of the provisions before and after the revision, please refer to page 109-115 of this handbook.

2. Submitted for discussion.

Resolution:

Agenda 8:

Cause of Action : 2022 annual private equity capital increase. (Proposed by Board of Directors)

Explanation: 1. To expand the operation scale, ensure the long-term operation of the company, increase the working capital of the company, repay the loan, save the interest expense, and improve the financial structure, so as to reduce the financial operation risk of the company. By measuring the current capital market situation and the timeliness of raising funds and other factors, it is proposed to raise funds by private offering in accordance with Article 43-6 of the Securities and Exchange Act. The private offering will issue new shares with a face value of NT\$ 10 per share, with the total number of shares issued not exceeding 8,000,000 shares, and authorize the board of directors to issue shares in a maximum of three installments 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:

For the method of selection of specific personnel, the Board of Directors is authorized to select specific personnel based on the primary consideration of bringing direct or indirect 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 negotiates the introduction of strategic investors, hoping to use his professional and experience, for the company's technology research and development, capacity expansion, brand channels, increase the marginal benefits of vertical or horizontal industrial integration, enhance the value of the company and profit purposes, after the company evaluation, to determine the necessity.

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:

(1) 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.

(2) 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. 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).

6. Submitted for discussion.

Resolution:

#### 6. Election:

Cause of Action: Re-election of the board directors. (Proposed by Board of Directors)

Explanation: 1. As the eleventh term of directors and supervisors of the Company is about to expire, the twelfth term of directors will be fully re-elected at this ordinary meeting of shareholders and shall take office immediately after being elected in accordance with the Company Law.

2. The Company has set up an Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act, so there will be no supervisors in accordance with the law. After the election of the independent directors, all independent directors will form an Audit Committee to replace the supervisors.

3. According to the Articles of Association of the Company, nine directors (including three independent directors) are proposed to be elected for a term of three years from June 24, 2022 to June 23, 2025. Please refer to pages 116-119 of this handbook for the list of directors' candidates and their resumes.

4. Please vote.

Election Results:

#### 7. Discussion (2):

Cause of Action: Removal of the non-competition on new directors (including representative natural persons and independent directors) of the Company, submitted for approval. (Proposed by Board of Directors)

Description : 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. Please refer to page 120 of this handbook for details of rescission of non-competition by directors.
3. Submitted for discussion.

Resolution:

8. Ad Hoc Motions

9. Adjournment

# Appendixes

## 2021 Business Report

In 2021, 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 2021, the gross profit grew substantially. In addition, in order to expand its business scope, the company acquired the electronic distributor Trustbond Technology Corp in 2021 to contribute to the performance and profits of Bull Will and improve the overall performance. The operating results of 2021 are as follows:

The Company's revenue for 2021 was NT\$ 185,778 thousand, an increase of NT\$ 46,204 thousand, or 33.10%, compared to the revenue of NT\$ 139,574 thousand in 2020. For the consolidated revenue, the revenue in 2021 was NT\$ 371,182 thousand, an increase of NT\$ 183,678 thousand, or 97.96%, compared with the revenue in 2020 of NT\$ 187,504 thousand. The gross operating profit in 2021 was 51.47% higher than that in 2020. In 2021, the net profit after tax was NT\$ 532 thousand, which is NT\$ 7,689 thousand less than the net profit after tax of NT\$ 8,221 thousand in 2020, which is a decrease of about 93.53%. The main reason for the decrease in profit is that there is no non-operating income in 2021, such as receiving NT\$ 13,409 thousand of dividends from the investment in Thailand in 2020.

### 1. 2021 Annual Business Results

#### (1) Business plan implementation outcome

\* Parent company only financial report

Unit: NTD 1,000

Item	2021 Amount	2020 Amount	% Increase or Decrease
Operating revenue	185,778	139,574	33.10
Operating cost	(164,244)	(106,203)	54.65
Realized (Unrealized) Gain from Sales	(18)	(1)	1,700.00
Operating Gross Profit	21,516	33,370	(35.52)
Operating Expenses	(42,370)	(43,211)	(1.95)
Operating Loss	(20,854)	(9,841)	111.91
Non-Operating Income Net (Loss)	21,754	18,055	20.49
Income			
Net Profit (Loss) Before Tax	900	8,214	(89.04)
Current Net Profit (Loss)	532	8,221	(93.53)
Other Comprehensive Income (After-Tax Net Amount)	(1,843)	(1,450)	(27.10)
Current Total Comprehensive Profit and Loss	(1,311)	6,771	(119.36)

\* Consolidated financial statements

Unit: NTD 1000

Account	2021 Amount	2020 Amount	% Increase or Decrease
Operating revenue	371,182	187,504	97.96
Operating cost	(299,953)	(140,479)	113.52
Operating Gross Profit	71,229	47,025	51.47
Operating Expenses	(67,773)	(57,421)	18.03
Operating Profit (Loss)	3,456	(10,396)	133.24
Non-Operating Income Net (Loss)	4	18,510	99.98
Net Profit (Loss) Before Tax	3,460	8,114	(57.36)
Profit and loss of suspended operations	-	154	(100.00)
Current Net Profit (Loss)	2,092	8,221	(74.55)
Other Comprehensive Income (After-Tax Net Amount)	(1,843)	(1,450)	(27.10)
Current Total Comprehensive Profit and Loss	249	6,771	(96.32)
Net income (loss) attributed to: Owners of the parent company	532	8,221	(93.53)
Net Profit (Loss) Attributable to Non-Controlling Interests	1,560	--	--
Total comprehensive income (loss) attributable to: Owners of the parent company	(1,311)	6,771	(119.36)
Total Comprehensive Income Attributable to Non-Controlling Interests	1,560	--	--

1. The consolidated operating revenue for 2021 was NT\$ 371,182 thousand, an increase of NT\$ 183,678 thousand from the consolidated operating revenue of NT\$ 187,504 thousand in 2020, mainly due to the incorporation of Trustbond's performance, which resulted in the Company's revenue increasing by 97.96% compared to last year.
2. In 2021, the consolidated operating profit was NT\$ 3,456 thousand, compared with the consolidated operating loss of NT\$ 10,396 thousand in 2020. The increase in operating profit was mainly due to the incorporation of Trustbond's performance and cost reduction, resulting in the overall profit increase.
3. In 2021, the net consolidated non-business income and expenditure was NT\$ 4 thousand, a decrease of NT\$ 18,506 thousand compared with the net consolidated non-business income and expenditure of NT\$ 18,510 thousand in 2020, mainly due to the dividend income of NT\$ 13,409 thousand from the investment in Thailand in 2020, the income of NT\$ 2,003 thousand from the court execution of customer's creditor's rights and the income of NT\$ 1,902 thousand from the sale of waste products, etc., but there was no such situation in 2021.



(2) Budget implementation: The Company does not need to announce the financial forecast in 2021.

(3) Financial income and profitability analysis

\* Parent company only financial statements

2018			Financial analysis	
Analysis Items			2021	2020
Financial structure	Debt to assets ratio (%)		28.29	30.91
	Long-term funds to fixed assets (%)		12,330.74	9,689.89
Profitability	Return on assets (%)		0.28	2.59
	Rate of Return on Shareholder Equity (%)		0.23	3.90
	Proportion of Ratio of Paid-In Capital (%)	Operating Profit	(12.94)	(6.35)
		Net Profit Before Tax	0.56	5.30
	Net Profit Margin (%)		0.29	5.89
	After-Tax Earnings Per Share (\$)		0.03	0.53

\* Consolidated financial statements

Year			Financial analysis	
Analysis Items			2021	2020
Financial structure	Debt to assets ratio (%)		33.10	25.98
	Long-term funds to fixed assets (%)		8,877.38	7,505.40
Profitability	Return on assets (%)		0.71	3.02
	Rate of Return on Shareholder Equity (%)		0.84	3.90
	Proportion of Ratio of Paid-In Capital (%)	Operating Profit	2.15	(6.70)
		Net Profit Before Tax	2.15	5.33
	Net Profit Margin (%)		0.56	4.38
	After-Tax Earnings Per Share (\$)		0.03	0.53

(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 2022 Business Plan

(1) Business guidelines

1. The Company has actively searched for strategic partners: To expand the business scope, the Company, guided by experts from the industry and securities underwriters, actively seeks alliance with companies in the same industry or different industries to enlarge the Company's business scope.
2. Considering the current financial status, the Company actively explores customers with millions-dollars sales potentials and develops non-Taiwanese clienteles 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 performance targets. The Company also works on developing the production and self-manufacturing capacity of its self-designed products.
4. The Company spurs business growth according to the following logos symbolizing the Company's four key 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 covering 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. Currently, the Company's primary products are electromagnetic wave suppression components and power-type magnetic components. These products are basic components that continuously provide stable revenue and gross margin with the growth of market and a stable customer base. 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. To adapt to system vendors' and customers' moving of their factories to China and to develop the huge market there, the Company has set up production and sales and marketing units in Boluo County in Huizhou, Guangdong to have easy access to the customers there for service and business development.
3. Based on the Company's competitive advantages, the current sales target is set based on the average monthly turnover and gross margin. With the implementation of a lean organization and reduction of unnecessary expenditures, the 2022 gross profit is expected to be higher than that of 2021's.

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

The Company has been facing challenges of market competition and impacts of laws and regulations as well as the overall business environment ever since its foundation. Operating performance is indeed affected by external competitions and factors such as increasing labor cost in China, increasing raw material price, new laws and regulations imposed by authorities-in-charge of securities, domestic and international environmental protection regulations, and the dynamic and rapidly changing global business environment. To cope with these changes, the Company not only complies with new laws and regulations imposed by authorities-in-charge of securities and ensures its manufacturing environment, suppliers, and products are in compliance with domestic and international environmental protection regulations, we also strive to enforce cost control, improve the manufacturing process to increase efficiency, expand our capacity to lower the production cost, and closely monitor our customers' demands to better plan our purchase of raw materials, with the aim to increase 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. In terms of business development, the goal this year is continuous growth and better serving each customer.
3. In terms of cost saving, integration of the factories will help reduce costs and enhance efficiency. As a result, gross margin is expected to continuously increase.
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.

Chairperson:

Manager:

Accounting Supervisor:

## Supervisors' Review Report

The Board the business report, final statements, and deficit compensation statement of 2021. Among the financial statements, the board of directors appointed Andrea Kuo from Moore Stephens DaHua (Taiwan) CPAs and accountant Ian Yang to complete the audit and issue the audit report.

The above-mentioned business report, financial statements, and earnings distribution table have been reviewed by the supervisors and no discrepancy found. Therefore, a supervisor review report is issued in accordance with Article 219 of the Company Act, please check.

Sincerely

The 2022 Shareholders' Meeting of BULL WILL CO LTD

Supervisor: Huang Ko-kun  
Chien Chih-lang

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

Schedule VIII: 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 Company Name	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 or Loss	Shareholding Ratio of the Company's Direct or Indirect Investments	Investment Profit or Loss Recognized at Current Period	Ending Investment Book Value	Investment Income Remitted to Taiwan as of the Current Period remitted back	Note
					Remitted	Recovered							
Huizhou Chunchao Electronics CO., LTD	Agent for the Company's Products and Manufacturing	51,403 ( 13,000 )	(II)	47,151 ( 12,050 )	0	0	47,151 ( 12,050 )	6,767	1	6,767	(108,619)	0	
Dongguan Zhao Kang Electronic CO LTD	Agent for the Company's Products and Manufacturing	35,738 ( 9,000 )	(II)	35,738 ( 9,000 )	0	0	35,738 ( 9,000 )	41	1	41	37,617	0	
Huizhou Bullwill Electronic CO LTD	Company's Products and Manufacturing	19,102 ( 5,000 )	(II)	19,102 ( 5,000 )	0	0	19,102 ( 5,000 )	15,605	1	15,605	33,273	0	

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 Amount of Investment in Mainland China	The MOEAIC Approved Investment Amount	According to the Regulations of the MOEAIC Investment Ceiling in Mainland China
278,272 ( USD 700, HKD 72,910 )	278,272 ( USD 700, HKD 72,910 )	146,834

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

Clause after amendment	Current Articles	Description
<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>Omitted...</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 <u>supervisor</u> 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>Omitted...</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 16 (Meeting Minutes and Sign-in Matters)</p> <p>...</p> <p>7. Discussion :</p> <p>The resolution method and result of each motion, summaries of speeches made by directors, experts and other persons, names of directors with interests involved in accordance with Paragraph 1 of the preceding article, and explanations of important contents of</p>	<p>Article 16 (Meeting Minutes and Sign-in Matters)</p> <p>...</p> <p>7. Discussion :</p> <p>The resolution method and result of each motion, summaries of speeches made by directors, supervisors, experts and other persons, names of directors with interests involved in accordance with Paragraph 1 of the</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>interests, etc.</p> <p>8. Ad Hoc Motions :</p> <p>Name of proposer, method and result of motion, summary of speeches made by directors, experts and others, etc.</p> <p>9. Other matters required to be recorded.</p> <p>The resolutions of the board of directors, etc.</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.</p> <p>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.</p> <p>Preparation and distribution of the minutes of the proceedings in the first</p>	<p>preceding article, and explanations of important contents of interests, etc.</p> <p>8. Ad Hoc Motions :</p> <p>Name of proposer, method and result of motion, summary of speeches made by directors, <u>supervisors</u>, experts and others, etc.</p> <p>9. Other matters required to be recorded.</p> <p>The resolutions of the board of directors, etc.</p> <p><u>(2) Where the Company has an audit committee, matters that are not approved by the audit committee of the Company, but approved by more than two-thirds of all directors.</u></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.</p> <p>The minute book shall be signed or sealed by the chairman and the recorder and shall be distributed to the directors and <u>supervisors</u> within 20</p>	
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<p>paragraph may be done electronic transmission.</p>	<p>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.</p>	
<p>Article 17 (Principle of Authorization of the Board of Directors)</p> <p>Except for the matters to be discussed by the board of directors in Paragraph 1 of Article 12, <u>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.</u></p>	<p>Article 17 (Principle of Authorization of the Board of Directors)</p> <p>Except for the matters to be discussed by the board of directors in Paragraph 1 of Article 12, <u>the board of directors of the Company may, in accordance with the articles of association, authorize the chairman of the board of directors to exercise the functions and powers of the board of directors during the recess of the board of directors.</u> The authorization is as follows:</p> <p><u>1. Pursuant to the table of company approval authority.</u></p> <p><u>2. Pursuant to the</u></p>	<p>Adjustment according to practical operation.</p>

	<p><u>company management rules, system, and regulations.</u></p> <p><u>3.Appointment of directors and supervisors of the reinvestment company.</u></p> <p><u>4. Approval of base date of capital increase or capital reduction and base date of cash dividend distribution.</u></p>	
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Amendment to the comparison table of the provisions of the Company's "Guidelines of Ethical Conduct for Executives and Senior Specialists"

Clause after amendment	Current Articles	Description
3. This standard shall be implemented after being approved by the board of directors, and <u>shall be submitted to shareholders' meeting for report</u> , and the same for amendment.	3. This standard shall be implemented after being approved by the board of directors and shall be submitted to each <u>supervisor</u> and the shareholders' meeting for report, and the same for amendment.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
5. Standards of Ethical Conduct: ... 5.9 Encourage the reporting of any illegal or violation of the code of ethics: ...report to the manager, head of internal auditing or other appropriate person. To encourage employees to report violations, the company has established specific whistleblowing policies and let employees know that the company will do its best to protect the whistleblower from retaliation.	5. Standards of Ethical Conduct: ... 5.9 Encourage the reporting of any illegal or violation of the code of ethics: ...report to the <u>supervisor</u> , manager, head of internal auditing or other appropriate person. To encourage employees to report violations, the company has established specific whistleblowing policies and let employees know that the company will do its best to protect the whistleblower from retaliation.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.

Amendment to the comparison table of the provisions of the Company's "Ethical Corporate Management Best Practice Principles"

Clause after amendment	Current Articles	Description
Article 2 (Prohibition of Dishonest Conduct) Directors, managers, employees of the Company...etc., its directors (members of council), managers, employees, substantive controllers or other stakeholders.	Article 2 (Prohibition of Dishonest Conduct) Directors, <u>supervisors</u> , managers, employees of the Company...etc., its directors (members of council), <u>supervisors</u> , managers, employees, substantive controllers or other stakeholders.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 10 (Prohibition of Bribery and Accepting Bribes) The Company and its directors, managers, etc.	Article 10 (Prohibition of Bribery and Accepting Bribes) The Company and its directors, <u>supervisors</u> , managers, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 11 (Prohibition of Illegal Political Donations) The Company and its directors, managers, etc.	Article 11 (Prohibition of Illegal Political Donations) The Company and its directors, supervisors, managers, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 12 (Prohibition of Improper Charitable Donations or Sponsorship) The Company and its directors, managers, etc.	Article 12 (Prohibition of Improper Charitable Donations or Sponsorship) The Company and its directors, <u>supervisors</u> , managers, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 13(Prohibition of Improper Gifts, Entertainment or Other Improper Benefits)  The Company and its directors, managers, etc.	Article 13( Prohibition of Improper Gifts, Entertainment or Other Improper Benefits) The Company and its directors, <u>supervisors</u> , managers, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.

Article 14 (Prohibition of Infringement of Intellectual Property Rights) The Company and its directors, managers, employees, appointees and substantive controllers, etc.	Article 14 (Prohibition of Infringement of Intellectual Property Rights) The Company and its directors, <u>supervisors</u> , managers, employees, appointees and substantive controllers, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 16 (Preventive Products or Services That Harm Stakeholders) The Company and its directors, managers, employees, etc.	Article 16 (Preventive Products or Services That Harm Stakeholders) The Company and its directors, <u>supervisors</u> , managers, employees, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 17 (Organization and Responsibility) The Company's directors, managers, employees, etc.	Article 17 (Organization and Responsibility) The Company's directors, <u>supervisors</u> , managers, employees, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 18 (Compliance with the Law of Business Execution) The Company's directors, managers, employees, etc.	Article 18 (Compliance with the Law of Business Execution) The Company's directors, <u>supervisors</u> , managers, employees, etc.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 19 (Interest Avoidance) The Company... and provides appropriate channels for directors, managers and other stakeholders attending or not attending the board of directors to voluntarily	Article 19 (Interest Avoidance) The Company... and provides appropriate channels for directors, <u>supervisors</u> , managers and other stakeholders attending or not attending the board of	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.

<p>state whether they have potential conflicts of interest with the company. The Company's directors, managers and others attending or...</p> <p>The Company's directors, managers, employees, etc.</p>	<p>directors to voluntarily state whether they have potential conflicts of interest with the company.</p> <p>The Company's directors, <u>supervisors</u>, managers and others attending or...</p> <p>The Company's directors, <u>supervisors</u>, managers, employees, etc.</p>	
<p>Article 21 (Operating Procedures and Behavioral Guidelines)</p> <p>The Company shall, in accordance with the provisions of Article 6, establish operating procedures and conduct behavioral guidelines to specifically regulate the matters needing attention of directors, managers, employees and substantive controllers in carrying out the business, which shall include at least the following: ...the following is omitted.</p>	<p>Article 21 (Operating Procedures and Behavioral Guidelines)</p> <p>The Company shall, in accordance with the provisions of Article 6, establish operating procedures and conduct behavioral guidelines to specifically regulate the matters needing attention of directors, <u>supervisors</u>, managers, employees and substantive controllers in carrying out the business, which shall include at least the following: ...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 22 (Education Training and Assessment)</p> <p>The Chairman of the Board of the Company</p>	<p>Article 22 (Education Training and Assessment)</p> <p>The Chairman of the Board of the Company</p>	<p>The Company will set up an Audit Committee and delete the relevant</p>

shall, from time to time, ...to the directors, managers, employees, appointees.	shall, from time to time, ...to the directors, <u>supervisors</u> , managers, employees, appointees.	provisions on supervisors.
<p>Article 23 (Reporting System)</p> <p>The Company shall establish a specific whistleblowing system...</p> <p>2. To appoint special persons or units for reporting and handling cases. If a director or senior supervisor is involved in a complaint, the complaint shall be reported to the independent director or Audit Committee, and the classification of the complaint and the standard operating procedure for investigation shall be established.</p> <p>7. Incentives for whistleblowers... notify the independent director or <u>Audit Committee</u> in writing.</p>	<p>Article 23 (Reporting System)</p> <p>The Company shall establish a specific whistleblowing system...</p> <p>2. To appoint special persons or units for reporting and handling cases. If a director or senior <u>supervisor</u> is involved in a complaint, the complaint shall be reported to the independent director or <u>supervisor</u>, and the classification of the complaint and the standard operating procedure for investigation shall be established...</p> <p>7. Incentives for whistleblowers... notify the independent director or <u>supervisor</u> in writing.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 26 (Review and Amendment of the Policy and Practice of Ethical Corporate Management)</p> <p>The Company shall keep abreast of the development of ethical corporate management practices at home and</p>	<p>Article 26 (Review and Amendment of the Policy and Practice of Ethical Corporate Management)</p> <p>The Company shall keep abreast of the development of ethical corporate management</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

abroad and encourage directors, managers, and employees to make suggestions, etc.	practices at home and abroad and encourage directors, <u>supervisors</u> , managers, and employees to make suggestions, etc.	
<p>Article 27 (Implementation)</p> <p>The code of ethical corporate management of the Company shall be implemented after being approved by the board of directors and submitted to the shareholders' meeting.</p> <p>In accordance with the provisions... of the preceding paragraph, the Company shall issue written opinions in advance and record them in the minute book of the board meeting, except for justified reasons.</p>	<p>Article 27 (Implementation)</p> <p>Each of the code of ethical corporate management of the Company shall be implemented after being approved by the board of directors and submitted to each <u>supervisor</u> and the board of shareholders, and the same for the amendment.</p> <p>....</p> <p>Where the Company establishes an audit committee, the provisions of this code for supervisors shall be applicable to the audit committee.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors; revise the text of this article accordingly.</p>



Amendment to the comparison table of the provisions of the Company's "Procedures and Guidelines for Ethical Corporate Management"

Clause after amendment	Current Articles	Description
<p>Article 2 (Applicable Objects)</p> <p>The term "Company's personnel, as used in these procedures and guidelines refers to the directors, managers, employees, appointees and persons with substantial control over the company and the group enterprises and organizations.</p> <p>...the following is omitted.</p>	<p>Article 2 (Applicable Objects)</p> <p>The term "Company's personnel, as used in these procedures and guidelines refers to the directors, <u>supervisors</u>, managers, employees, appointees and persons with substantial control over the company and the group enterprises and organizations...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 3 (Dishonest Conduct)</p> <p>This operating procedure and behavioral guidelines... , private enterprises or institutions and their directors (member of council), managers, employees, persons with substantive control or other stakeholders.</p>	<p>Article 3 (Dishonest Conduct)</p> <p>This operating procedure and behavioral guidelines... , private enterprises or institutions and their directors (member of council), <u>supervisors (member of the supervising board)</u>, managers, employees, persons with substantive control or other stakeholders.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 11 (Interest Avoidance)</p> <p>The directors, managers and other stakeholders of the Company who attend or sit on the board of directors have an interest in the matters of the board of directors' meetings and in themselves or the legal persons they represent, ...the following is</p>	<p>Article 11 (Interest Avoidance)</p> <p>The directors, <u>supervisors</u>, managers and other stakeholders of the Company who attend or sit on the board of directors have an interest in the matters of the board of directors' meetings and in themselves or the legal persons they</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

omitted.	represent, ...the following is omitted.	
<p>Article 21 (Handling of Unethical Conduct by Personnel of This Corporation)...</p> <p>1. Reporting cases involving general employees shall be reported to the department head; reporting cases involving directors or senior supervisors shall be reported to the independent director or <u>Audit Committee</u>.</p> <p>2. ...the following is omitted.</p>	<p>Article 21 (Handling of Unethical Conduct by Personnel of This Corporation)...</p> <p>1. Reporting cases involving general employees shall be reported to the department head, reporting cases involving directors or senior supervisors shall be reported to the independent director or <u>supervisor</u>.</p> <p>2. ...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 24 (Enforcement)</p> <p>This operating procedure and behavioral guideline shall be adopted and implemented by the resolution of the board of directors, and shall be reported to the shareholders' meeting. The same for the amendment.</p> <p>...the following is omitted.</p>	<p>Article 24 (Enforcement)</p> <p>This operating procedure and behavioral guideline shall be adopted and implemented by the resolution of the board of directors, and shall be sent to each <u>supervisor</u> and reported to the shareholders' meeting. The same for the amendment.</p> <p>...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

Amendment to the comparison table of the provisions of the Company's “Guidelines of Ethical Conduct for Directors and Supervisors”

Clause after amendment	Current Articles	Description
Standards of Ethical Conduct for Directors	Standards of Ethical Conduct for Directors, <u>Supervisors</u>	The Company will set up an Audit Committee, delete the relevant provisions on supervisors, and revise the name of these measures.
1. Objective: to establish this standard in order to promote the honest and ethical conduct of directors and improve corporate governance,	1. Objective: to establish this standard in order to promote the honest and ethical conduct of directors and supervisors and improve corporate governance,	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
2. Scope of application : this standard applies to all directors of the Company.	2. Scope of application : this standard applies to all directors and <u>supervisors</u> of the Company.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
5.1 Directors shall observe the following basic principles in performing their duties: ... 5.2 Directors and supervisors shall perform their duties with the aim of pursuing the overall interests of the Company, and shall not damage the interests of the Company for the benefit of specific persons or specific groups, and shall treat all shareholders fairly when	5.1 Directors and <u>supervisors</u> shall observe the following basic principles in performing their duties: ... 5.2 Directors and <u>supervisors</u> shall perform their duties with the aim of pursuing the overall interests of the Company, and shall not damage the interests of the Company for the benefit of specific persons or specific groups, and shall treat all shareholders fairly when	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.

<p>performing their duties.</p> <p>5.3 The directors and supervisors shall, when exercising their functions and powers, fulfill the duty of care of the kind manager, pay attention to the principle of good faith and fairness, uphold a high degree of self-discipline and abide by the Articles of Association of the Company and the resolutions of the shareholders' meeting.</p> <p>5.4 Directors shall faithfully perform their duties for the benefit of all shareholders. In case of...</p> <p>5.5 Procurements related to the business of the Company which come to the knowledge of the directors in the performance of their duties...</p> <p>5.6...</p> <p>If a director engages in any act of competition with the Company, he/she shall report to the shareholders' meeting in advance and obtain permission in accordance with Paragraph 1 in Article 209 of the Company Act.</p>	<p>performing their duties.</p> <p>5.3 Directors and <u>supervisors</u> shall, when exercising their functions and powers, fulfill the duty of care of the kind manager, pay attention to the principle of good faith and fairness, uphold a high degree of self-discipline and abide by the Articles of Association of the Company and the resolutions of the shareholders' meeting.</p> <p>5.4 Directors and <u>supervisors</u> shall faithfully perform their duties for the benefit of all shareholders. In case of...</p> <p>5.5 Procurements related to the business of the Company which come to the knowledge of the directors and <u>supervisors</u> in the performance of their duties...</p> <p>5.6 If a director engages in any act of competition with the Company, he/she shall report to the shareholders' meeting in advance and obtain permission in accordance with Paragraph 1 in Article 209 of the Company Act.</p> <p><u>If a supervisor engages in any act of competition with the Company, he/she shall act in accordance with the provisions of the preceding paragraph and apply the special resolution prescribed in Paragraphs 2 and 3 in Article 209 of the</u></p>	
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<p>5.7 Directors shall disclose confidential information of the company, except as authorized or required by law, ...</p> <p>5.8 Directors shall ensure shareholders' equity, ...</p> <p>5.9 Directors shall comply and prevent...the following is omitted.</p>	<p><u>Company Act.</u></p> <p>5.7 Directors and <u>supervisors</u> shall disclose confidential information of the company, except as authorized or required by law, ...</p> <p>5.8 Directors and <u>supervisors</u> shall ensure shareholders' equity, ...</p> <p>5.9 Directors and <u>supervisors</u> shall comply and prevent...the following is omitted.</p>	
<p>6. Supplementary Provisions</p> <p>6.1 Any natural person appointed by the director of a legal person to perform his/her duties shall comply with this standard. The provisions of this standard shall be applicable to corporate shareholders represented by corporate shareholders representing directors.</p> <p>6.2 Applicable exemption procedures:</p> <p>6.2.1 Where a director wishes to waive the application of Article 5.4, ... and approved by resolution of the board of directors.</p> <p>6.2.2 Directors wishing to waive</p>	<p>6. Supplementary Provisions</p> <p>6.1 Any natural person appointed by the director of the legal person or the <u>supervisor</u> to perform his/her duties shall comply with this standard. The provisions of this standard shall be applicable to legal persons represented by legal persons representing directors or <u>supervisors</u>.</p> <p>6.2 Applicable exemption procedures:</p> <p>6.2.1 Where a director or <u>supervisor</u> wishes to waive the application of Article 5.4, ...and approved by resolution of the board of directors. <u>However, if it is a legal act between the director and the company as stipulated in Article 223 of the Company Act, the supervisor shall be the representative of the company.</u></p> <p>6.2.2 If directors and <u>supervisors</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>Article...</p> <p>6.2.3...</p> <p>6.3 Disciplinary measures:</p> <p>Where a director or manager violates the code of ethical conduct, ...the following is omitted.</p>	<p>wishing to waive Article...</p> <p>6.2.3...</p> <p>6.3 Disciplinary measures:</p> <p>Where a director, <u>supervisor</u>, or manager violates the code of ethical conduct, ...the following is omitted.</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, 2021 and 2020, 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, 2021 and 2020, 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 2021 and 2020, as well as the financial performance and cash flow for 2021 and 2020 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 2021 and 2020 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 (including the supervisors) 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. We also perform 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. We described these matters in the accountant's report, unless the laws and regulations prohibit such disclosure or under rare condition that we decide not to communicate a given matter because the negative impact from such communication may override its public benefits under reasonable assumption.

Moore Stephens DaHua (Taiwan)

Andrea Kuo

CPA:

Jessie Young

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

29 March 2022

**BULL WILL CO LTD**  
**Balance Sheet**  
**December 31, 2021 and 2020**

Unit: NT\$ 1,000

		2021.12.31		2020.12.31				2021.12.31		2020.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Assets</b>						<b>Liability and Equity</b>					
<b>Current Asset:</b>						<b>Current Liability:</b>					
1100	Cash and Cash Equivalents (Note VI (1))	\$ 65,529	19	9,669	3	2100	Short-Term Loans (Note VI (10))	\$ 8,000	2	8,000	3
1110	Financial Assets at Fair Value Through Profit or Loss - Current (Note VI (2))	6,478	2	2,345	1	2130	Contractual Liabilities - Current (Note VI (19))	-	-	705	-
1120	Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss Equity Instrument Investment - Current (Note VI (2))	-	-	49,767	16	2170	Accounts Payable	33,552	10	21,866	7
1150	Net Bills Receivable (Note VI (3))	809	-	255	-	2200	Other Payables	7,576	2	7,111	2
1170	Net Accounts Receivable (Note VI (3))	85,123	25	55,826	18	2220	Other Payables - Related Party (Note VII)	-	-	100	-
1180	Accounts Receivable - Receivable-Net Value of Related Parties (Note VI (3) & VII)	47,771	14	75,601	24	2230	Current Income Tax Liabilities (Note VI (15))	370	-	-	-
1200	Other Accounts Receivable (Note VI (4))	1,673	-	11,273	4	2250	Liability Reserve - Current (Note VI (11))	1,491	-	1,201	-
1210	Other Accounts Receivable - Affiliate (Note VI (5))	39,312	12	72,608	24	2280	Lease Liability - Current (Note VI (12))	86	-	339	-
1310	Inventory (Note VI (5))	4,088	1	4,406	1	2320	Long-Term Liabilities Due Within One Year (Note VI (13))	4,042	1	3,333	1
1410	Prepayments (Note VII)	44,545	13	106	-	2300	Other Current Liabilities	5,457	2	2,911	1
1476	Other Financial Assets - Current (Note VIII)	150	-	150	-			60,574	17	45,566	14
		295,478	86	282,006	91	<b>Non-Current Liability:</b>					
	<b>Non-Current Asset:</b>					2540	Long-Term Loans (Note VI (13))	13,235	4	5,278	2
1550	Investments Using Equity Method (Note VI (6))	22,440	7	3,891	1	2570	Deferred Income Tax Liabilities (Note VI (15))	1,900	1	1,900	1
1600	Real Estate, Plant, and Equipment (Note VI (7))	2,092	1	2,264	1	2580	Lease Liability - Non-Current (Note VI (12))	-	-	86	-
1755	Right-of-Use Assets (Note VI (8))	84	-	421	-	2645	Refundable Deposits (Note VII)	100	-	-	-
1760	Investment Real Estate - Net Amount (Note VI (9))	20,743	6	20,881	7	2650	Credit Balance of Investments Using Equity Method (Note VI (6))	20,715	6	42,941	14
1920	Refundable Deposits (Note VII)	411	-	409	-			35,950	11	50,205	17
		45,770	14	27,866	9	<b>Total Liabilities</b>					
								96,524	28	95,771	31
<b>Total Assets</b>						<b>Equity (Note VI (16)):</b>					
		\$ 341,248	100	309,872	100	3100	Share Capital	161,112	47	155,072	50
						3140	Advance Share Capital	22,650	7	-	-
						3200	Capital Surplus	47,298	14	44,054	14
						3300	Retained Earnings:				
						3310	Legal Surplus Reserve	822	-	-	-
						3350	Retained Earnings	7,931	3	8,221	3
								8,753	3	8,221	3
						3400	Other Equities	4,911	1	6,754	2
							<b>Total Equity</b>	244,724	72	214,101	69
							<b>Total Liabilities and Equities</b>	\$ 341,248	100	309,872	100

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

Chairman of the Board:

Manager:

Accounting Supervisor:

**Composite Income Statement**  
January 1 to December 31, 2021 and 2020

Unit: NT\$ 1,000

		2021		2020	
		Amount	%	Amount	%
4000	Operating Income (Note VI (19) & VII)	\$ 185,778	100	139,574	100
5000	Operating Cost (Note VI (5) & VII)	(164,244)	(88)	(106,203)	(76)
5900	<b>Operating Margin</b>	<u>21,534</u>	<u>12</u>	<u>33,371</u>	<u>24</u>
5910	Unrealized Loss From Sale	(867)	-	(849)	(1)
5920	Realized Profit From Sale	849	-	848	1
	<b>Operating Margin</b>	<u>21,516</u>	<u>12</u>	<u>33,370</u>	<u>24</u>
6000	Operating Expenses (Note VI (3), (14), (17) & VII)				
6100	Selling Expenses	(10,563)	(6)	(10,941)	(8)
6200	Administration Expenses	(31,292)	(17)	(30,039)	(22)
6300	Research and Development Expenses	(2,300)	(1)	(2,231)	(2)
6450	Expected Credit Impairment Reversal Interest	1,785	1	-	-
	<b>Total Operating Expenses</b>	<u>(42,370)</u>	<u>(23)</u>	<u>(43,211)</u>	<u>(32)</u>
6900	<b>Operating Net Loss</b>	<u>(20,854)</u>	<u>(11)</u>	<u>(9,841)</u>	<u>(8)</u>
	Non-Operating Income and Expenditures (Note VI (21) & VII):				
7100	Interest Income	2,307	1	3,759	3
7010	Other Revenue	2,789	1	16,929	12
7020	Other Profits and Losses	(9,205)	(5)	(12,417)	(9)
7050	Financial Cost	(491)	-	(130)	-
7060	Share of Profits and Losses of Subsidiaries and Affiliated Enterprises Recognized by the Equity Method (Note VI (6))	26,354	14	9,914	7
	<b>Total Non-Operating Income and Expenditure</b>	<u>21,754</u>	<u>11</u>	<u>18,055</u>	<u>13</u>
	<b>Net Profit Before Tax on Continuing Operations</b>	<u>900</u>	<u>-</u>	<u>8,214</u>	<u>5</u>
7950	Less: Income Tax Expenses (Interest) (Note VI (15))	368	-	(7)	-
8000	<b>Current Net Profit</b>	<u>532</u>	<u>-</u>	<u>8,221</u>	<u>5</u>
8300	Other Consolidated Profit or Loss (Note VI (6) & (15)):				
8310	<b>Items Not to Be Reclassified Into Profit or Loss</b>				
8316	Unrealized Valuation of Profit or Loss on Equity	422	-	(422)	-
	Unrealized Valuation of Profit or Loss				
	<b>Total Items Not to Be Reclassified Into Profit or Loss</b>	<u>422</u>	<u>-</u>	<u>(422)</u>	<u>-</u>
8360	<b>Items That May Be Subsequently Reclassified as Profit or Loss</b>				
8361	Exchange Differences on Conversion of the Financial Statements of Foreign Operation	(2,265)	(1)	(1,256)	(1)
8399	Income Tax Relating to Items Which May Be Reclassified as Profit or Loss	-	-	228	-
	<b>Total Items That May Be Subsequently Reclassified as Profit or Loss</b>	<u>(2,265)</u>	<u>(1)</u>	<u>(1,028)</u>	<u>(1)</u>
8300	Current Other Consolidated Profit or Loss (Net Amount After 1	<u>(1,843)</u>	<u>(1)</u>	<u>(1,450)</u>	<u>(1)</u>
	<b>Current Total Comprehensive Profit or Loss</b>	<u><u>\$ (1,311)</u></u>	<u><u>(1)</u></u>	<u><u>6,771</u></u>	<u><u>4</u></u>
Earnings Per Share (Unit: NT\$ 1,000) (Note VI (18))					
9750	<b>Basic Earnings Per Share</b>	<u><u>\$ 0.03</u></u>		<u><u>0.53</u></u>	
9850	<b>Diluted Earnings Per Share</b>	<u><u>\$ 0.03</u></u>		<u><u>0.53</u></u>	

(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, 2021 and 2020**

Unit: NT\$ 1,000

	Retained Earnings					Other Equity Items		
	Share Capital	Advance Share Capital	Capital Surplus	Statutory Special Surplus Reserve	Undistributed Surplus Earnings (Or Accumulated Deficits to Be Covered or to cover losses))	Difference of Conversion of Financial Statements of Foreign Operating Institutions Foreign Operations	Unrealized Profits (Losses) on Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	Total Equity
<b>Balance as of January 1, 2020</b>	\$ 1,113,364	-	43,702	-	(958,292)	8,510	(306)	206,978
Current Net Profit	-	-	-	-	8,221	-	-	8,221
Current Other Comprehensive Profit or Loss	-	-	-	-	-	(1,028)	(422)	(1,450)
Current Total Comprehensive Profit or Loss	-	-	-	-	8,221	(1,028)	(422)	6,771
Capital Reduction to Cover Losses	(958,292)	-	-	-	958,292	-	-	-
Other Changes in Equity:								
Share-Based Payment	-	-	352	-	-	-	-	352
<b>Balance as of December 31, 2020</b>	\$ 155,072	-	44,054	-	8,221	7,482	(728)	214,101
<b>Balance as of January 1, 2021</b>	\$ 155,072	-	44,054	-	8,221	7,482	(728)	214,101
Distribution by Resolution of the Regular Shareholders' Meeting:								
Legal Surplus Reserve	-	-	-	822	(822)	-	-	-
Current Net Profit	-	-	-	-	532	-	-	532
Current Other Comprehensive Profit or Loss	-	-	-	-	-	(2,265)	422	(1,843)
Current Total Comprehensive Profit or Loss	-	-	-	-	532	(2,265)	422	(1,311)
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

(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 Cash Flow**  
**January 1 to December 31, 2021 and 2020**

Unit: NT\$ 1,000

	2021	2020
Cash Flow from Operating Activities:		
Net Profit Before Tax	\$ 900	8,214
Earning Expense Items That Do Not Affect Cash Flow		
Depreciation Expense	1,533	1,551
Expected Credit Impairment Reversal Interest	(1,785)	-
Financial Asset Loss Measured at Fair Value Through Profit and Loss	372	398
Interest Expense	491	130
Interest Income	(2,307)	(3,759)
Dividend Revenue	(179)	(13,409)
Share-based remuneration cost	164	352
Share of interests of Subsidiaries and Affiliated Enterprises Recognized by the Equity	(26,354)	(9,914)
Disposal of Investment Interests Under the Equity Method	-	(251)
Unrealized Profit From Sale	867	849
Realized Profit From Sale	(849)	(848)
Total Earning Expense Items	(28,047)	(24,901)
Net Changes in Operating Assets and Liabilities		
And Net Changes in Assets Related to Operating Activities		
Decrease (Increase) in Notes Receivable	(554)	650
Decrease (Increase) in Accounts Receivable (Including Related Parties)	318	37,577
Decrease in Accounts Receivable (Including Related Parties)	42,634	2,224
Decrease (Increase) in Inventories	318	(3,084)
Decrease (Increase) in Advance Payments	(44,439)	57
And Total Net Changes in Assets Related to Operating Activities	(1,723)	37,424
And Net Changes in Liabilities Related to Operating Activities		
Increase (Decrease) in Contractual Liabilities	(705)	696
Increase in Accounts Payable (Including Related Parties)	11,686	248
Increase (Decrease) in Other Accounts Payable (Including Related Part	356	(2,395)
Liability Reserve - Current Increased	290	107
Increase (Decrease) in Other Current Liabilities	2,546	(94)
And Total Net Changes in Liabilities Related to Operating Activities:	14,173	(1,438)
And Total Net Changes in Assets and Liabilities Related to Operating	12,450	35,986
Total Adjusted Items	(15,597)	11,085
Cash Generated From Operations	(14,697)	19,299
Interest Received	2,564	3,759
Refund of Income Tax	7	7
Net Cash Inflows (Outflows) From Operating Activities	(12,126)	23,065
Cash Flow from Investment Activities:		
Obtain the Value of Financial Assets Measured at Fair Value Through	-	(50,189)
Other Consolidated Profit or Loss	-	-
Dispose of the Value of Financial Assets Measured at Fair Value Through	50,189	-
Profit or Loss	-	-
Obtain the Value of Financial Assets Measured at Fair Value Through	(22,016)	(19,039)
Profit or Loss	-	-
Dispose of the Value of Financial Assets Measured at Fair Value Through	17,511	25,329
Profit or Loss	-	-
Dispose of Financial Assets Measured at Amortized Cost	-	30,080
Investments Accounted for Using Equity Method Acquired	(16,704)	(37,371)
Dispose of Investments Using Equity Method	-	1,790
Purchase of Real Estate, Plant, and Equipment	(886)	-
Decrease in guarantee deposits paid	(2)	-
Collect Other Dividends	179	2,177
Net Cash Inflow (Outflow) From Investment Activities	28,271	(47,223)
Cash Flow from Financing Activities:		
Short-Term Loan Increased	8,000	18,000
Short-Term Loan Decreased	(8,000)	(10,000)
Long-Term Loan Borrowed	12,000	10,000
Long-Term Loan Repaid	(3,334)	(1,389)
Lease Principal Repaid	(339)	(335)
Employee Execution of Stock Options	31,770	-
Interest Paid	(482)	(128)
Increased Guarantee Deposits Received	100	-
Net Cash Inflows From Financing Activities	39,715	16,148
Current Cash and Cash Equivalents Increments (Reductions)	55,860	(8,010)
Beginning Cash and Cash Equivalents Balance	9,669	17,679
Ending Cash and Cash Equivalents Balance	<u>\$ 65,529</u>	<u>9,669</u>

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

Chairman of the Board:

Manager:

Accounting Supervisor:

## **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 on December 31, 2021 and 2020, 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 2021 and 2020.

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 2021 and 2020, and the consolidated financial performance and consolidated cash flows for 1 January to 31 December of the years 2021 and 2020.

### **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 2021 and 2020 consolidated financial statements of Bull Will CO LTD and the subsidiaries. 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 2021 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 (including the supervisors) 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. We also perform the following tasks:

7. To identify and assess the risk of material misrepresentation in consolidated 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. 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 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 consolidated financial reports of 2021 of BULL WILL CO LTD and its subsidiaries according to matters communicated with those charged with governance. We described these matters in the accountant's report, unless the laws and regulations prohibit such disclosure or under rare condition that we decide not to communicate a given matter because the negative impact from such communication may override its public benefits under reasonable assumption.

Moore Stephens DaHua (Taiwan)

Andrea Kuo

CPA:

Jessie Young

Securities Authority

Approved Certified Letter No: FSC Audit No. 1040019693

29 March 2022

**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Balance Statement**  
**December 31, 2021 and 2020**

Unit: NT\$ 1,000

		2021.12.31		2020.12.31				2021.12.31		2020.12.31	
		Amount	%	Amount	%			Amount	%	Amount	%
<b>Assets</b>						<b>Liability and Equity</b>					
<b>Current Asset:</b>						<b>Current Liability:</b>					
1100	Cash and Cash Equivalents (Note VI (1))	\$ 94,039	21	21,930	7	2100	Short-Term Loans (Note VI(12) and VIII)	\$ 8,000	2	8,000	3
1110	Financial Assets at Fair Value Through Profit or Loss -	6,478	2	2,345	1	2130	Contractual Liabilities - Current (Note VI(21))	1,440	-	705	-
	Current (Note VI (2))					2170	Accounts Payable	65,490	16	37,745	13
1120	Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	-	-	49,767	17	2200	Other Payables	16,838	4	10,709	3
	Equity Instrument Investment - Current (Note VI (2))					2230	Current Income Tax Liabilities(Note VI(17))	1,916	1	-	-
1150	Net Bills Receivable (Note VI (3))	5,845	1	255	-	2250	Liability Reserve - Current (Note VI (13))	1,751	-	1,465	1
1170	Net Accounts Receivable (Note VI (3))	153,963	36	78,282	27	2280	Lease Liability - Current (Note VI (14))	1,246	-	1,861	1
1180	Accounts Receivable - Net Amount of Related Parties (Note VI (3)) and VII)	8,444	2	-	-	2320	Long-Term Liabilities Due Within One Year (Note VI (15))	7,899	2	3,333	1
						2300	Other Current Liabilities	5,495	1	2,910	1
1200	Other Accounts Receivable (Note VI (2), (4))	2,005	1	11,274	4			110,075	26	66,728	23
1210	Other Accounts Receivable - Affiliate (Note VI (4) & 7)	37,779	9	71,843	25						
1310	Inventory (Note VI (5))	52,031	12	19,723	7						
1410	Prepayments	2,818	1	2,176	1	2540	Long-Term Loans (Note VI (15))	29,040	7	5,278	2
1476	Other Financial Assets - Current (Note VIII)	150	-	150	-	2570	Deferred Income Tax Liabilities (Note VI (17))	1,900	-	1,900	1
1470	Other Current Asset	123	-	170	-	2580	Lease Liability - Non-Current (Note VI (14))	-	-	1,256	-
		363,675	85	257,915	89	2645	Refundable Deposits (Note VII)	100	-	-	-
								31,040	7	8,434	3
								141,115	33	75,162	26
<b>Non-Current Asset:</b>						<b>Total Liabilities</b>					
1550	Investments Using Equity Method (Note VI (7))	5,068	1	3,891	2						
1600	Real Estate, Plant, and Equipment (Note VI (8))	3,563	1	2,965	1						
1755	Right-of-Use Assets (Note VI (9))	1,209	-	3,067	1	3100	Share Capital	161,112	38	155,072	53
1760	Real Estate Investment (Note VI (10))	20,743	5	20,881	7	3140	Advance Share Capital	22,650	5	-	-
1780	Intangible Assets (Note VI (11))	31,487	8	-	-	3200	Capital Surplus	47,298	11	44,054	16
1920	Refundable Deposits (Note VII)	631	-	544	-	3300	Retained Earnings:				
		62,701	15	31,348	11	3310	Legal Surplus Reserve	822	-	-	-
						3350	Retained Earnings	7,931	2	8,221	3
								8,753	2	8,221	3
						3400	Other Equities	4,911	1	6,754	2
								244,724	57	214,101	74
						36xx	<b>The Company's Net Owners' Equity</b>				
							Non-Controlling Equity	40,537	10	-	-
							<b>to the Parent Company</b>	285,261	67	214,101	74
<b>Total Assets</b>						<b>Total Liabilities and Equities</b>					
		\$ 426,376	100	289,263	100			\$ 426,376	100	289,263	100

(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 Consolidated Profit or Loss**  
**January 1 to December 31, 2021 and 2020**

Unit: NT\$ 1,000

	2021		2020	
	Amount	%	Amount	%
4000 <b>Operating Income (Note VI (21) &amp; VII)</b>	\$ 371,182	100	187,504	100
5000 Operating Cost (Note VI (5) & VII)	(299,953)	(81)	(140,479)	(75)
5900 <b>Operating Margin</b>	71,229	19	47,025	25
6000 <b>Operating Expenses (Note VI (3), (16), (19) &amp; VII):</b>				
6100 Selling Expenses	(17,009)	(4)	(12,092)	(6)
6200 Administration Expenses	(50,249)	(14)	(43,098)	(23)
6300 Research and Development Expenses	(2,300)	-	(2,231)	(1)
6450 Expected Credit Impairment Reversal Interest	1,785	-	-	-
<b>Total Operating Expenses</b>	(67,773)	(18)	(57,421)	(30)
6900 <b>Operating Net Profit</b>	3,456	1	(10,396)	(5)
<b>Non-Operating Income and Expenditures (Note VI (23) &amp; VII)</b>				
7100 Interest Income	2,331	1	3,802	1
7010 Other Revenue	1,812	-	19,809	11
7020 Other Profits and Losses	(4,977)	(1)	(6,104)	(3)
7050 Financial Cost	(577)	-	(225)	-
7060 Share of Profit or Loss of Affiliated Enterprises Accounted for Using the Equity Method (Note VI (7))	1,415	-	1,228	1
<b>Total Non-Operating Income and Expenditure</b>	4	-	18,510	10
<b>Net Profit Before Tax on Continuing Operations</b>	3,460	1	8,114	5
7950 <b>Less: Income Tax Expenses (Note VI (17))</b>	1,368	-	47	-
8000 <b>Continuing Operations Net Income for the Current Year</b>	2,092	1	8,067	5
8100 <b>Interest of Suspended Operations</b>	-	-	154	-
8200 <b>Current Net Profit</b>	2,092	1	8,221	5
8300 <b>Other Consolidated Profit or Loss (Note VI (6) &amp; (18)):</b>				
8310 <b>Items Not to Be Reclassified Into Profit or Loss</b>				
8316 Unrealized Valuation of Profit or Loss on Equity Instrument Investments Measured at Fair Value Through Other Comprehensive Income	422	-	(422)	-
<b>Total Items Not to Be Reclassified Into Profit or Loss</b>	422	-	(422)	-
8360 <b>Items That May Be Subsequently Reclassified as Profit or Loss</b>				
8361 Exchange Differences on Conversion of the Financial Statements of Foreign Operation	(2,265)	(1)	(1,255)	(1)
8365 Equity Directly Related to the Group Pending Disposal	-	-	(1)	-
8399 Income Tax Relating to Items Which May Be Reclassified as Profit or Loss	-	-	228	-
<b>Total Items That May Be Subsequently Reclassified as Profit or Loss</b>	(2,265)	(1)	(1,028)	(1)
8300 <b>Current Other Consolidated Profit or Loss (Net Amount After Tax)</b>	(1,843)	-	(1,450)	(1)
<b>Current Total Comprehensive Profit or Loss</b>	\$ 249	-	6,771	4
<b>Net Profit Attributable to:</b>				
8610 Owners of the Parent Company	\$ 532	-	8,221	5
8620 Non-Controlling Equity	1,560	1	-	-
	\$ 2,092	1	8,221	5
<b>Consolidated Profit or Loss Attributable To:</b>				
8710 Owners of the Parent Company	\$ (1,311)	-	6,771	4
8720 Non-Controlling Equity	1,560	-	-	-
	\$ 249	-	6,771	4
<b>Earnings Per Share (Unit: NT\$ 1,000) (Note VI (20))</b>				
9710 <b>Net Profit of Continuing Business Units</b>	\$ 0.03		0.52	
9720 <b>Net Profit of Discontinued Units</b>	\$ -		0.01	
9750 <b>Basic Earnings Per Share</b>	\$ 0.03		0.53	
9810 <b>Net Profit of Continuing Business Units</b>	\$ 0.03		0.52	
9820 <b>Net Profit of Discontinued Units</b>	\$ -		0.01	
9850 <b>Diluted Earnings Per Share</b>	\$ 0.03		0.53	

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

Chairman of the Board:

Manager:

Accounting Supervisor:

**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Statement of Changes in Equity**  
**January 1 to December 31, 2021 and 2020**

Unit: NT\$ 1,000

	Equity Attributable to Owners of Parent Company										
						Other Equity Items					
						Difference of Conversion of Financial Statements of Foreign Operating Institutions Foreign Operations	Unrealized Profits (Losses) on Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	Equities Directly Related to Groups Pending Disposal	Total Owner's Equity Attributable Total Equity	Non-Controlling Equity	Total Equity
	Share Capital	Advance Share Capital	Capital Surplus	Statutory Special Surplus Reserve	Undistribut ed Surplus Earnings						
Balance as of January 1, 2020	\$ 1,113,364	-	43,702	-	(958,292)	6,503	(306)	2,007	206,978	-	206,978
Current Net Profit	-	-	-	-	8,221	-	-	-	8,221	-	8,221
Current Other Comprehensive Profit or Loss	-	-	-	-	-	(1,027)	(422)	(1)	(1,450)	-	(1,450)
Current Total Comprehensive Profit or Loss	-	-	-	-	8,221	(1,027)	(422)	(1)	6,771	-	6,771
Capital Reduction to Cover Losses	(958,292)	-	-	-	958,292	-	-	-	-	-	-
Share-Based Payment	-	-	352	-	-	-	-	-	352	-	352
Balance as of December 31, 2020	\$ 155,072	-	44,054	-	8,221	5,476	(728)	2,006	214,101	-	214,101
Balance as of January 1, 2021	\$ 155,072	-	44,054	-	8,221	5,476	(728)	2,006	214,101	-	214,101
Distribution by Resolution of the Regular Shareholders' Meeting:											
Legal Surplus Reserve	-	-	-	822	(822)	-	-	-	-	-	-
Current Net Profit	-	-	-	-	532	-	-	-	532	1,560	2,092
Current Other Comprehensive Profit or Loss	-	-	-	-	-	(2,265)	422	-	(1,843)	-	(1,843)
Current Total Comprehensive Profit or 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
Balance as of December 31, 2021	\$ 161,112	22,650	47,298	822	7,931	5,217	(306)	-	244,724	40,537	285,261

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

Chairman of the Board:

Manager:

Accounting Supervisor:

**BULL WILL CO LTD and Subsidiaries**  
**Consolidated Statement of Cash Flows**  
**January 1 to December 31, 2021 and 2020**

Unit: NT\$ 1,000

	2021	2020
Cash Flow from Operating Activities:		
Net Profit Before Tax	\$ 3,460	8,114
Net Profit of Discontinued Units Before Tax	-	154
Current Net Profit Before Tax	3,460	8,268
Earning Expense Items That Do Not Affect Cash Flow		
Depreciation Expense	3,391	3,907
Amortization Expense	513	-
Expected Credit Impairment Reversal Interest	(1,785)	-
Financial Asset Loss Measured at Fair Value Through Profit and Loss	372	398
Interest Expense	577	225
Interest Income	(2,331)	(3,802)
Dividend Revenue	(179)	(13,409)
Share-based remuneration cost	164	352
Share of Profit of Associates Accounted for Using the Equity Method	(1,415)	(1,228)
Disposal of Subsidiary Interest	-	(251)
Total Earning Expense Items	(693)	(13,808)
Net Changes in Operating Assets and Liabilities		
And Net Changes in Assets Related to Operating Activities		
Decrease (Increase) in Notes Receivable	(4,046)	650
Decrease (Increase) in Accounts Receivable (Including Affiliates)	(57,077)	601
Decrease (Increase) in Accounts Receivable (Including Related Parties)	43,071	(2,395)
Increase in Inventories	(23,360)	(8,409)
Decrease (Increase) in Advance Payments	2,241	359
Decrease (Increase) in Other Current Assets	428	(170)
And Total Net Changes in Assets Related to Operating Activities	(38,743)	(9,364)
And Net Changes in Liabilities Related to Operating Activities		
Increase in Contractual Liabilities	(850)	696
Increase in Accounts Payable (Including Related Parties)	14,309	4,139
Increase (Decrease) in Other Accounts Payable (Including Related Parties)	1,879	(4,397)
Liability Reserve - Current Increased	286	120
Increase (Decrease) in Other Current Liabilities	2,572	(65)
And Total Net Changes in Liabilities Related to Operating Activities	18,196	493
And Total Net Changes in Assets and Liabilities Related to Operating Activities	(20,547)	(8,871)
Total Adjusted Items	(21,240)	(22,679)
Cash Outflow From Operations	(17,780)	(14,411)
Interest Received	2,588	3,802
Income Tax Paid	(348)	(52)
Net Cash Outflows From Operating Activities	(15,540)	(10,661)
Cash Flow from Investment Activities:		
Obtain the Value of Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	-	(50,189)
Dispose of the Value of Financial Assets Measured at Fair Value Through Profit or Loss	50,189	-
Obtain the Value of Financial Assets Measured at Fair Value Through Other Consolidated Profit or Loss	(22,016)	(19,039)
Dispose of the Value of Financial Assets Measured at Fair Value Through Profit or Loss	17,511	25,329
Dispose of Financial Assets Measured at Amortized Cost	-	30,080
Dispose of Investments Using Equity Method	-	1,790
Purchase of Real Estate, Plant, and Equipment	(2,012)	(53)
Refundable Deposits Increased	(87)	(2)
Collect Other Dividends	179	2,177
Net Cash Inflow (Outflow) From Investment Activities	43,764	(9,907)
Cash Flow from Financing Activities:		
Short-Term Loan Increased	-	18,000
Short-Term Loan Decreased	-	(10,000)
Long-Term Loan Borrowed	32,000	10,000
Long-Term Loan Repaid	(3,672)	(1,389)
Increased Guarantee Deposits Received	100	-
Lease Principal Repaid	(1,849)	(1,816)
Employee Execution of Stock Options	31,770	-
Acquisition of Subsidiary Stock Options	(11,884)	-
Interest Paid	(550)	(223)
Net Cash Inflows From Financing Activities	45,915	14,572
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(2,030)	(1,144)
Current Cash and Cash Equivalents Increments (Reductions)	72,109	(7,140)
Beginning Cash and Cash Equivalents Balance	21,930	29,070
Ending Cash and Cash Equivalents Balance	\$ 94,039	21,930
Balance of Cash and Cash Equivalents Recorded in Balance Sheet	\$ 94,039	21,930

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

Chairman of the Board:

Manager:

Accounting Supervisor:

BULL WILL CO LTD  
Disposition of Net Income  
2021

Unit: NT\$

Item	Amount	Note
Accumulated Earnings at the Beginning	7,398,452	
Plus: Capital Reduction to Cover Losses	0	
Plus: 2021 Net Profit After Tax	532,572	
Minus: To Make Provision of Appropriated as Legal Capital Reserve 10%	(53,257)	
Total Surplus Available for Distribution in the Current Period:	7,877,767	
Distributable Items		
Shareholder Dividends	(3,600,000)	Cash dividends (NT\$ 0.2 per share)
Unappropriated retained earnings	4,277,767	

1. In accordance with Article 27 of the Articles of Association of the Company, the Board of Directors is authorized to make a resolution in cash and report to the Shareholders' Meeting for surplus appropriation in 2021, and the proposed dividend of NT\$ 3,600,000 will be distributed to shareholders in cash based on 17,997,206 shares issued by the Company as of March 29, 2022, at NT\$ 0.20 per share.
2. As a result of the change in the number of shares entitled to participate in the distribution due to the exercise of employee stock option warrants, the Board of Directors resolved to authorize the Chairman of the Board to adjust the distribution rate of cash dividends proportionately, based on the number of shares entitled to participate in the distribution of 18,517,206 shares, and the adjusted cash dividend of NT\$ 3,600,000 (NT\$ 0.19441377 per share).

Chairperson:

Manager:

Accounting Supervisor:



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

Clause after amendment	Current Articles	Description
<p>Article 10</p> <p>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. Shareholders should be notified about the date, location, and purposes of a shareholders’ meeting thirty (30) days before convening a routine shareholders’ meeting or fifteen (15) days before convening a special shareholders’ meeting, and such information should be publicly announced too. Notification of convening of a shareholders’ meeting can be sent via e-mail if the recipients of such notification give their consent.</p> <p><u>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</u></p>	<p>Article 10</p> <p>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. Shareholders should be notified about the date, location, and purposes of a shareholders’ meeting thirty (30) days before convening a routine shareholders’ meeting or fifteen (15) days before convening a special shareholders’ meeting, and such information should be publicly announced too. Notification of convening of a shareholders’ meeting can be sent via e-mail if the recipients of such notification give their consent.</p>	<p>Cooperate with the competent authority to promote the policy of video shareholders' meeting.</p>

<p><u>procedures and other matters to be followed shall be governed by the competent authority.</u></p>		
<p>Article 15</p> <p>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.</p> <p>Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.</p> <p>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</p>	<p>Article 15</p> <p>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.</p> <p>Distribution of the meeting minutes as described in the preceding paragraph may be conducted by uploading them to the Market Observation Post System.</p> <p>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</p>	<p>Cooperate with the establishment of the audit committee, replace the powers of the supervisor, amend this provision and cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p>disclosed. It shall be kept in perpetuity during the existence of the Company.</p> <p><u>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.</u></p> <p><u>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.</u></p>	<p>and <u>supervisors</u>, the number of votes received by each candidate shall be disclosed. It shall be kept in perpetuity during the existence of the Company.</p>	
Chapter 4 Director and <u>Audit</u>	Chapter 4 Directors and	Cooperate with the

<u>Committee</u>	<u>Supervisors</u>	establishment of Audit Committee, replace the supervisor functional authority, and amend the title of this chapter.
<p>Article 16</p> <p>The Corporation shall have seven to nine Directors. The Board shall select people with capacity to be the Directors and Supervisors of a term of office of three years, 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.</p> <p>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.</p>	<p>Article 16</p> <p>The Corporation shall have seven to nine Directors and <u>two Supervisors</u>. The Board shall select people with capacity to be the Directors and <u>Supervisors</u> of a term of office of three years, and they are eligible for re-election. Once the Corporation issues shares to the public, the shareholding percentages of the Directors and <u>Supervisors</u> overall shall comply with the regulations of the securities management agency. With effect from 2021, the Company shall adopt a candidate nomination system for the election of directors and <u>supervisors</u>. Shareholders shall elect and appoint directors and supervisors from a list of candidates.</p> <p>The Company shall purchase liability insurance for the Directors</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend this provision.</p>

	and the Supervisors to cover their liability of compensation asserted against them when they exercise their duty during their term.	
<p>Article 16-2</p> <p>The Company may establish an audit committee and other functional committees in accordance <u>with regulations</u>.</p> <p>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.</p> <p>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.</p>	<p>Article 16-2</p> <p>The Company <u>may</u> establish an audit committee and other functional committees.</p> <p>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.</p> <p>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. <u>Starting from the day the Audit Committee is established, the authority of Supervisors of the Corporation shall be transferred to the Audit Committee, and the</u></p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend this provision.</p>

	<u>Corporations' regulations on Supervisors shall be ceased to apply.</u>	
<p>Article 20</p> <p>Board's resolution should be recorded in the meeting minutes, which should have the signature/seal of the chairperson of the meeting and the person taking the minutes and be sent out to all Directors within 20 days, be filed as an important file of the Corporation, and be well kept during the existence of the Corporation. The making and distribution of the aforementioned meeting minutes can be done electronically.</p>	<p>Article 20</p> <p>Board's resolution should be recorded in the meeting minutes, which should have the signature/seal of the chairperson of the meeting and the person taking the minutes and be sent out to all Directors and <u>Supervisors</u> within 20 days, be filed as an important file of the Corporation, and be well kept during the existence of the Corporation. The making and distribution of the aforementioned meeting minutes can be done electronically.</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend this provision.</p>
<p>Article 21 (Deletion)</p>	<p>Article 21</p> <p>Aside from exercising their duty according to law, Supervisors shall attend board meetings and express their opinions, but they do not have the right to vote on resolutions.</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and delete this provision.</p>
<p>Article 22</p> <p>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</p>	<p>Article 22</p> <p>All Directors and <u>Supervisors</u> shall receive salary for exercising the duty for the Corporation's business and meeting attendance fees. Aside from referring to Article</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend this provision.</p>

<p>and the Board of Directors are authorized to determined 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.</p>	<p>26 Compensation of Directors and <u>Supervisors</u> in this Chapter, the Board of Directors are authorized to determined 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 and Supervisors in this sector.</p>	
<p>Article 25</p> <p>In the end of each accounting year of the Company, the Board of Directors shall prepare</p> <p>(1) Business Reports</p> <p>(2) Financial Statements</p> <p>(3) The financial statements of the surplus allocation or loss compensation are to be submitted to the <u>Audit Committee</u> for review and approval at the shareholders' meeting 30 days prior to the shareholders' meeting.</p> <p>The Company's surplus allocation or loss compensation shall be made after the end of each half accounting year.</p>	<p>Article 25</p> <p>In the end of each accounting year of the Company, the Board of Directors shall prepare</p> <p>(1) Business Reports</p> <p>(2) Financial Statements</p> <p>(3) The financial statements of the surplus allocation or loss compensation are to be submitted to the supervisors for review. The <u>supervisor shall issue a report and submit it to the regular meeting of shareholders in accordance with the law</u> to request recognition.</p> <p>The Company's surplus allocation or loss</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend this provision.</p>

<p>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 <u>Audit Committee</u> for examination before being submitted to the board of directors for resolution.</p> <p>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.</p>	<p>compensation shall be made after the end of each half accounting year.</p> <p>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 <u>supervisor</u> for examination before being submitted to the board of directors for resolution.</p> <p>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.</p>	
<p>Article 26</p> <p>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</p>	<p>Article 26</p> <p>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</p>	<p>Cooperate with the establishment of Audit Committee, replace the supervisor functional authority and adjust staff remuneration rates, and amend this</p>



<p>directors), the company shall allocate not more than 5% of the remuneration paid to employees and the remuneration paid to directors respectively, <u>of which the remuneration of employees shall be allocated no less than 1%.</u> However, if the Company has accumulated deficit, the priority is to allocate an amount to offset the deficit first.</p> <p>The said employee compensation 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.</p> <p>The two aforementioned items shall be determined by the Board in resolutions and be reported at the shareholders' meeting.</p>	<p>directors and supervisors), the company shall allocate not more than 5% of the remuneration paid to employees and the remuneration paid to directors and supervisors respectively. However, if the Company has accumulated deficit, the priority is to allocate an amount to offset the deficit first.</p> <p>The said employee compensation 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/Supervisors can only be paid in the form of cash.</p> <p>The two aforementioned items shall be determined by the Board in resolutions and be reported at the shareholders' meeting.</p>	<p>provision.</p>
<p>Article 30</p> <p>These articles of association are made on December 14, 1993. First revision was made on June 29,1997... Twenty-First</p>	<p>Article 30</p> <p>These articles of association are made on December 14, 1993. First revision was made on June 29,1997... Twenty-First</p>	<p>Add the number and date of this amendment to the articles of association.</p>

<p>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.</p>	<p>revision was made on August 30, 2021. And shall come into force as of the date of adoption by the shareholders' meeting.</p>	
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Amendment to the comparison table of the provisions of the Company's "Operational Procedures of Acquisition or Disposal of Assets"

Clause after amendment	Current Articles	Description
<p>Article 16: The Company has acquired or disposed of real estate or its right-of-use assets from or with related parties... the following information shall be submitted for approval by more than half of all the members of the Audit Committee and <u>approved by the Board of Directors</u> before the transaction contract and payment shall be made:</p> <p>1. Acquire...</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction</p> <p>The amount of the transaction referred to in the preceding paragraph shall be calculated in accordance with Article 8, and the said one-year period shall be calculated on the basis of the date on which the transaction actually occurred, and calculated one year in advance, which <u>has been approved by the Audit Committee and approved by the Board of Directors</u> in accordance with the provisions of this procedure without further counting.</p> <p>The Company shall fully consider the opinions of each independent director... If the</p>	<p>Article 16: The Company has acquired or disposed of real estate or its right-of-use assets from or with related parties... The following information shall be submitted to the Board of Directors for approval by the <u>supervisor</u> before the transaction contract and payment shall be made:</p> <p>1. Acquire...</p> <p>7. Restrictive covenants and other important stipulations associated with the transaction</p> <p>The calculation of the preceding transaction amount should be done based on Article 8, and the term "within the preceding year" refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount.</p> <p>The Company shall fully consider the opinions of each independent director... If the</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>independent directors have any objection or reservation, it shall be stated in the minute book of the Board of Directors.</p>	<p>independent directors have any objection or reservation, it shall be stated in the minute book of the Board of Directors.</p> <p><u>Because the Company has set up an auditing committee, according to the first regulation, matters recognized by the supervisors in accordance with the first regulation should be first approved by more than the majority of the auditing committee members and resolved by the Board of Directors. Paragraphs 4 and 5 of Article 6 apply.</u></p>	
<p>Article 18: The Company evaluates the results in accordance with the provisions of the preceding article lower than the transaction price, ...</p> <p>2, The Audit Committee shall act in accordance with Article 218 of the Company Act.</p> <p>3. It should be ...the following is omitted.</p>	<p>Article 18: The Company evaluates the results in accordance with the provisions of the preceding article lower than the transaction price, ...</p> <p>2. <u>Supervisors shall comply with Article 218 of the Company Act. The Company has set the Audit Committee according to regulations, and therefore the preceding regulations regarding Audit Committee members can be applied on independent directors.</u></p> <p>3. It should be ...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>Article 19-1: For the Company engaging in derivatives transactions, the Board of Directors should implement supervision and management faithfully based on the following principles:...</p> <p>The Company's internal auditors... The <u>Audit Committee</u> shall be notified in writing of material violations.</p>	<p>Article 19-1: For the Company engaging in derivatives transactions, the Board of Directors should implement supervision and management faithfully based on the following principles:...</p> <p>The Company's internal auditors... The <u>supervisors</u> shall be notified in writing of material violations.</p> <p><u>The Company has set independent directors, and therefore, the preceding matters for noticing supervisors shall also for noticing independent director in writing.</u></p> <p><u>The Company has set the Audit Committee, and for regulations on supervisors shall be applied on the Audit Committee members.</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 25: Date of implementation</p> <p>This procedure <u>shall first be approved by more than half of all members of the Audit Committee, then approved by the board of directors</u> and submitted to the shareholders' meeting for approval, and the same shall be applied to the amendment. The company shall also send the directors' objection information to the <u>Audit Committee</u> if there is</p>	<p>Article 25: Date of implementation</p> <p>Once <u>approved by the Board of Directors</u>, these regulations should <u>be submitted to supervisors</u> and to the shareholders' meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company should submit the disagreement to the <u>supervisor</u> and to the</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>any objection expressed by the directors and there is a record or written statement.</p> <p>To acquire or dispose of assets in accordance with the preceding paragraph... All members of the Audit Committee and all directors referred to in the preceding paragraph shall be counted as actual incumbents.</p>	<p>shareholders' meeting for discussion.</p> <p>To acquire or dispose of assets in accordance with the preceding paragraph... All members of the Audit Committee and all directors referred to in the preceding paragraph shall be counted as actual incumbents.</p> <p><u>After setting up the audit committee, regulations on supervision of Paragraph 3 of Article 14.4 of the Securities and Exchange Act can be applied on the audit committee, and regulations of Paragraph 4 of Article 14.4 can be applied on audit committee members who are independent directors.</u></p>	
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Amendment to the comparison table of the provisions of the Company's "Rules and Procedures of Shareholders' Meeting"

Clause after amendment	Current Articles	Description
<p>Article 3: The Company shall specify in the notice of meeting the reporting time, place and other matters needing attention of <u>shareholders, solicitors, and entrusted agents (hereinafter referred to as shareholders)</u>.</p> <p>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. <u>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.</u> 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</p>	<p>Article 3: The Company shall specify the time and location of the reporting time and location for the Meeting as well as matters to be noted on the meeting notice. 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. The shareholder or the agent entrusted by the shareholder (hereinafter referred to as the shareholder) shall present the meeting pass, sign-in cards or other attendance certificates to attend the shareholders' meeting; the solicitor who is a solicitation of power of attorney should also bring the identity document for verification. <u>Shareholders</u></p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p>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.</p> <p><u>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.</u></p> <p>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.</p> <p><u>If the shareholders' meeting is held by video conference,</u></p>	<p><u>attending the meeting should wear the attendance badge and submit their attendance card in lieu of signing the attendance sheet. A shareholder or his/her proxy submitting the attendance card with the name of the shareholder will be deemed as the shareholder presenting the meeting in person. The Company is not responsible for verification.</u></p>	
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<p><u>and the shareholders wish to attend the meeting by video conference, they shall register with the Company two days prior to the shareholders' meeting.</u></p> <p><u>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.</u></p>		
<p>Article 3-1 :</p> <p><u>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:</u></p> <p><u>1. Methods for shareholders to participate in video conference and exercise their rights.</u></p> <p><u>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</u></p>		<p>New additions in this article; cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p><u>following:</u></p> <p><u>(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.</u></p> <p><u>(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.</u></p> <p><u>(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</u></p>		
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<p><u>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.</u></p> <p><u>(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.</u></p> <p><u>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.</u></p>		
<p>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</p>	<p>Article 6: The location for convening the meeting shall be at the premise of the Company or at a site convenient for shareholders to attend the meeting and suitable for convening the meeting. The meeting should start no earlier than 9:00 AM or 3:00 PM.</p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p>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.</p> <p><u>The Company shall not be limited by the location of the video conference of shareholders.</u></p>		
<p>Article 7: If the shareholders' meeting is convened by the Board of Directors, the Chairperson of the Board shall act as the Chairman. If the Chairperson of the Board asks for leave or cannot exercise his/her power for some reason, the Chairperson of the Board shall appoint a director to act for him/her. Where the Chairperson of the Board has not appointed an agent, one of the directors shall elect one person to act for him/her. 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</p>	<p>Article 7: If the shareholders' meeting is convened by the Board of Directors, the Chairperson of the Board shall act as the Chairman. If the Chairperson of the Board asks for leave or cannot exercise his/her power for some reason, the Chairperson of the Board shall appoint a director to act for him/her. Where the Chairperson of the Board has not appointed an agent, one of the directors shall elect one person to act for him/her. For shareholders' meetings convened by others with the right to convene, the convener shall preside the meeting, and if there are more than two</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors. Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p>meeting.</p> <p><u>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.</u></p> <p><u>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 an provisional shareholders' meeting in the form of electronic files and upload them to the</u></p>	<p>conveners, than they should choose one from themselves to preside the meeting.</p> <p><u>To convene a routine shareholders' meeting, the Company should prepare the meeting handbook and notice all shareholders 30 days before the meeting. For shareholders with fewer than 1,000 registered shares, the notice should be announced through the Market Observation Post System 30 days prior to the Meeting. For the Meeting that is ad hoc, shareholders should be notified 15 days prior to the meeting. For shareholders holding fewer than 1,000 registered shares, the Company should announce it through the Market Observation Post System.</u></p> <p><u>Reasons for convening the Meeting should be included in the meeting notice and announcement.</u></p> <p><u>Notification of convening of a shareholders' meeting can be sent via e-mail if</u></p>	
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<p><u>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.</u></p> <p><u>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:</u></p>	<p><u>the recipients of such notification give their consent.</u></p> <p><u>Election or removal of 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 temporary motion.</u></p> <p><u>The reasons for convening the shareholders' meeting have stipulated the</u></p>	
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<p>1. <u>When the physical shareholders' meeting is held, it shall be issued on the site of the shareholders' meeting.</u></p> <p>2. <u>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 as an electronic file.</u></p> <p>3. <u>The video meeting of shareholders shall be sent to the video conference platform as an electronic file.</u></p> <p><u>Reasons for convening the Meeting should be included in the meeting notice and announcement.</u></p> <p><u>Notification of convening of a shareholders' meeting can be sent via e-mail if the recipients of such notification give their consent.</u></p> <p><u>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,</u></p>	<p><u>general election of directors and supervisors, and the date of appointment. After the re-election of the shareholders' meeting is completed, the date of appointment shall not be changed by temporary 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. However, if the shareholder's proposal is to urge the company to promote the public interest or fulfill its social responsibility, the board of directors may still include the proposal.</u></p> <p><u>When any of the circumstances provided in the subparagraphs of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the</u></p>
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<p><u>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 temporary motion.</u></p> <p><u>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 temporary motion or other means at the same meeting.</u></p> <p><u>A shareholder holding more than one percent of the total number of shares issued may submit a</u></p>	<p><u>agenda.</u></p> <p><u>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.</u></p> <p><u>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</u></p>	
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<p><u>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.</u></p> <p><u>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.</u></p> <p><u>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</u></p>	<p><u>shareholders that are not included, the Board should provide reason of exclusion.</u></p>	
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<p><u>of acceptance shall not be less than ten days.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>		
<p>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</p>	<p>Article 8: Attendance at the shareholders' meeting shall be calculated on the basis of shares. The number of shares attending shall be calculated by adding the number of shares exercising their voting</p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p>attendance shall be calculated according to the shares indicated by the sign-in book and sign-in cards, and the number of shares <u>registered on video conference platform</u>, 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</p>	<p>rights in writing or electronically based on the sign-in book or sign-in card submitted. 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.</p> <p>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. Delaying twice is still not enough.</p> <p>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.</p> <p>If the quorum is not met after two postponements as referred to in the</p>	
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<p>adjourned. <u>If the shareholders' meeting is held by video conference, the Company shall separately announce the meeting on the video conference platform.</u></p> <p>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 1 month. If the shareholders' meeting is held by video conferencing or <u>the shareholders wish to attend by video conferencing, they shall re-register with the Company in accordance with Article 6.</u></p> <p>When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of the issued shares, the chairperson may</p>	<p>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 1 month. 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.</p>	
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resubmit the tentative resolution for a vote by the shareholders meeting pursuant to Article 174 of the Company Act.		
<p>Article 10: <u>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.</u></p> <p><u>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 on the video conference platform. The</u></p>	Article 10: Original Deletion	<p>Added clause after amendment:</p> <p>cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p><u>same applies if the total number of shares and voting rights of the shareholders present are counted at the meeting.</u></p> <p><u>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.</u></p> <p><u>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.</u></p> <p><u>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</u></p>		
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<p><u>chairman shall announce the address of such place at the time of the meeting.</u></p> <p><u>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.</u></p> <p><u>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</u></p>		
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<p><u>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.</u></p> <p><u>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.</u></p> <p><u>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</u></p>		
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<p><u>directors are elected fairly.</u></p> <p><u>If the Company holds a video-assisted</u></p> <p><u>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.</u></p> <p><u>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.</u></p> <p><u>The Company shall, in accordance with the provisions of Article 2, execute the postponement</u></p>		
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<p><u>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.</u></p> <p><u>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</u></p>		
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<p><u>appropriate alternative measures for shareholders who have difficulty in attending the shareholders' meeting via video conferencing.</u></p>		
<p>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. <u>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.</u></p> <p><u>If the question mentioned in the preceding paragraph does not violate the provisions or exceed the</u></p>	<p>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.</p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p><u>scope of the motion, the question shall be disclosed on the video conference platform of the shareholders' meeting for public notice.</u></p>		
<p>Article 16: One share for one voting right for shareholders ; ... If a shareholder wishes to attend the shareholders' meeting in person or by <u>video conferencing</u> after exercising the voting right in writing or electronically, ...</p>	<p>Article 16: One share for one voting right for shareholders ; ... If a shareholder wishes to attend the shareholders' meeting in person after exercising the voting right in writing or electronically, ...</p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>
<p>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</p>	<p>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. For the election of Directors and <u>Supervisors</u> at the Meeting, it should be</p>	<p>As a result, the Company will set up an Audit Committee, delete the relevant provisions on supervisors and cooperate with the competent authority to revise the relevant provisions on holding shareholders' meetings by video conference.</p>

<p>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 the number of elective rights they obtained.</p> <p><u>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</u></p>	<p>held in accordance with the Company's election related rules and specifications, and the election result, including the list of the elected Directors and <u>Supervisors</u> as well as the number of voting rights they have received, should be announced on the spot. And the list of the losing directors and supervisors and the number of elective rights they obtained.</p>	
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<p><u>announced after the chairman announces the end of voting.</u></p> <p>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.</p> <p><u>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.</u></p>		
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<p>Article 18: The Company has to request its entrusted lawyer, accountant, and related personnel to attend the Meeting.</p>	<p>Article 18: The Company has to request its entrusted lawyer, accountant, and related personnel to attend the Meeting. <u>The meeting staff members for the Meeting shall wear an ID badge or an armband badge.</u></p>	<p>Adjustment according to practical operation.</p>
<p>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. <u>If the shareholders' meeting is held by video conferencing, the Company shall keep records of the shareholders' enrollment, registration, reporting,</u></p>	<p>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.</p>	<p>Cooperate with the competent authority to amend the relevant provisions on holding shareholders' meetings by video conferencing.</p>

<p><u>questioning, voting and the company's vote counting results, and continuously record and video the whole video conferencing.</u></p> <p><u>The Company shall properly preserve the aforesaid materials and audio and video recordings during their existence, and provide the audio and video recordings to the person entrusted to handle video conference affairs for retention.</u></p> <p><u>If the shareholders' meeting is held by video conference, the Company shall record and video the background operation interface of the video conference platform.</u></p>		
<p>Article 20: The Chairperson shall command pickets or security guards to maintain the order at the Meeting.</p> <p><u>When a shareholder attempts to speak through any device other than the equipment set up by the Company during a shareholders' meeting, the chairperson may act to stop the shareholder from so doing.</u></p>	<p>Article 20: The Chairperson shall command pickets or security guards to maintain the order at the Meeting. <u>A picket or security guard shall wear identification cards when assisting in maintaining order.</u></p>	<p>Adjustment according to practical operation.</p>



<p>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.</p>	<p>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.</p>	
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Amendment to the comparison table of the provisions of the Company's "Operation Procedure of Endorsement Guarantee"

Clause after amendment	Current Articles	Description
<p>Article 11: Other matters for notice</p> <p>1. For the entity for which the endorsement/guarantee... Related improvement plans should be submitted to <u>Audit Committee</u> to the Board of Directors.</p> <p>...</p> <p>3. The internal auditors of the Company should audit the Operational Procedures for Endorsements/Guarantees and the implementation each quarter and if any major violation is detected, the auditors should immediately notify <u>supervisors</u> in writing. If the manager or the person in charge violates the procedure, then the persons...the following is omitted.</p>	<p>Article 11: Other matters for notice</p> <p>1. For the entity for which the endorsement/guarantee... Related improvement plans should be submitted to each <u>supervisor</u> and reported to the Board of Directors.</p> <p>...</p> <p>3. The internal auditors of the Company should audit the Operational Procedures for Endorsements/Guarantees and the implementation each quarter and if any major violation is detected, the auditors should immediately notify <u>supervisors</u> in writing. If the manager or the person in charge violates the procedure, then the persons...the following is omitted.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 12: <u>This procedure shall be approved by more than half of all the members of the Audit Committee and submitted to the Board of Directors for approval after the resolution is passed by the Board of Directors. If any director expresses an objection and there is a record or written statement, the Company shall submit the objection to the Audit Committee for future reference and to the board of shareholders for</u></p>	<p>Article 12: Once approved by the Board of Directors, these regulations should be submitted to <u>supervisors</u> and to the shareholders' meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company should submit the disagreement too to the supervisor and to the shareholders' meeting for discussion. Same applies to amendment.</p> <p><u>When submitting the endorsements/guarantees procedure to the Board of Directors for discussion according to the</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors; revise the text of this article accordingly.</p>

<p><u>discussion, and the same shall be applied for amendment.</u></p> <p><u>If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee should be recorded in the meeting minutes of the Board of Directors.</u></p> <p>The Company has independent directors, and when submitting the procedure of making of endorsements/guarantees to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information should be recorded in the minutes of the Board of Directors.</p> <p>The Company has no plan to make endorsements/guarantees for others, and once it is approved by the Board of Directors, there is no need for the Company to set up</p>	<p><u>aforementioned regulation, it is important to take each independent director's comment into good consideration and record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors.</u></p> <p>The Company has independent directors, and when submitting the procedure of making of endorsements/guarantees to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information should be recorded in the minutes of the Board of Directors.</p> <p>The Company has no plan to make endorsements/guarantees for others, and once it is approved by the Board of Directors, there is no need for the Company to set up the procedure for providing loans to others. If later the Company plans to make</p>	
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<p>the procedure for providing loans to others. If later the Company plans to make endorsements/guarantees for others, the two aforementioned regulations shall apply.</p>	<p>endorsements/guarantees for others, the two aforementioned regulations shall apply.</p> <p><u>If the Company has set a auditing committee, then to set up/revise the procedure of making of endorsements/guarantees, it has to be approved by the majority of the auditing committee members, and the case should be resolved by the Board of Directors, and in this case, Paragraph 2 does not apply.</u></p> <p><u>If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee should be recorded in the meeting minutes of the Board of Directors.</u></p> <p>The number of “all auditing committee members” as mentioned in Paragraph 4 and of “all directors” as mentioned in the preceding paragraph shall be the actual number of persons holding the position.</p>	
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Amendment to the comparison table of the provisions of the Company's "Operational Procedures of Engaging in Derivatives Trading"

Clause after amendment	Current Articles	Description
<p>Article 14: Internal Auditing</p> <p>The internal auditors shall periodically understand the flexibility of the internal controls for derivatives trading, check the compliance of the trading department with the "Operational Procedures of Engaging in Derivatives Trading" on a monthly basis, analyze the trading cycle and prepare an audit report, and notify the <u>Audit Committee</u> in writing of any significant violations found.</p>	<p>Article 14: Internal Auditing</p> <p>The internal auditors shall periodically understand the flexibility of the internal controls for derivatives trading, check the compliance of the trading department with the "Operational Procedures of Engaging in Derivatives Trading" on a monthly basis, analyze the trading cycle and prepare an audit report, and notify each <u>supervisor</u> in writing of any significant violations found.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 15: These Procedures shall be implemented after adoption by resolution of the board of directors, and shall be reported to the shareholders meeting. The company shall also send the directors' objection information to the <u>Audit Committee</u> if there is any objection expressed by the directors and there is</p>	<p>Article 15: These Procedures shall be implemented after adoption by resolution of the board of directors, and shall be reported to the shareholders meeting. If a director expresses disagreement, which is recorded or stated in writing, then the Company should submit the</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>a record or written statement.</p> <p>When this procedure is submitted to the board of directors for discussion in accordance with the preceding paragraph, the opinions of the independent directors shall be taken into full consideration and their opinions and reasons for agreeing or opposing shall be recorded in the meeting minutes of the meeting.</p>	<p>disagreement to the <u>supervisor</u> and to the shareholders' meeting for discussion.</p> <p>When this procedure is submitted to the board of directors for discussion in accordance with the preceding paragraph, the opinions of the independent directors shall be taken into full consideration and their opinions and reasons for agreeing or opposing shall be recorded in the meeting minutes of the meeting.</p>	
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Amendment to the comparison table of the provisions of the Company's "Procedure for Loaning Funds to Others"

Clause after amendment	Current Articles	Description
<p>Article 4: The Accumulated Amount of Loans and the Maximum Amount Permitted to a Single Borrower</p> <p>1...</p> <p>4. Foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, or foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, the capital loans and individual loans shall not exceed 80% of the net value of the Company in total amount and amount accumulated, and <u>the maximum amount shall not exceed the net value of the foreign subsidiaries from which the loans were made.</u></p>	<p>Article 4: The Accumulated Amount of Loans and the Maximum Amount Permitted to a Single Borrower</p> <p>1...</p> <p>4. Foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, or foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, the capital loans and individual loans shall not exceed <u>40%</u> of the net value of the Company in total amount and amount accumulated.</p>	<p>The total amount and the ceiling of individual objects will be adjusted according to the actual operational requirements.</p>
<p>Article 7: Subsequent Control Measures of Loaned Funds and Procedure for Handling Overdue Rights of Claim</p> <p>1.....the following is omitted.</p> <p>3. The audit unit each quarter should check and evaluate the implementation of this procedure and set up a writing record. If there is</p>	<p>Article 7: Subsequent Control Measures of Loaned Funds and Procedure for Handling Overdue Rights of Claim</p> <p>1.....the following is omitted.</p> <p>3. The audit unit each quarter should check and evaluate the implementation of this procedure and set up a writing record. If there is</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors and some amendments.</p>

<p>any violation and the condition is serious, notify the <u>Audit Committee</u> in writing.</p> <p>5. If because of changes in situation that a borrower of the Company no longer satisfying these regulations or if the balance has exceeded the limit, then an improvement plan should be set up and be submitted to the <u>Audit Committee</u> for implementing improvement.</p> <p>6. Borrower ...the following is omitted.</p>	<p>any violation and the condition is serious, notify the supervisors in writing and have <u>the supervisors notify the Securities and Futures Commission, Ministry of Finance...</u></p> <p>5. If because of changes in situation that a borrower of the Company no longer satisfying these regulations or if the balance has exceeded the limit, then an improvement plan should be set up and be submitted to the <u>supervisors</u> for implementing improvement.</p> <p>6. Borrower ...the following is omitted.</p>	
<p>Article 13: Taking effect and amendment  <u>This procedure shall be approved by more than half of all the members of the Audit Committee and submitted to the Board of Directors for approval after the resolution is passed by the Board of Directors. If any director expresses an objection and there is a record or written statement, the Company shall submit the objection to the Audit Committee for future reference and to the board of shareholders for discussion, and the same</u></p>	<p>Article 13: Taking effect and amendment  <u>If the Company plans to provide loans to others, it should follow the procedure for providing loan to other, and once approved by the Board of Directors, the case should be submitted to supervisors and to the shareholders' meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company should submit the disagreement too to the supervisor and to the shareholders' meeting for discussion. Same</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors; revise the text of this article accordingly.</p>



<p><u>shall be applied for amendment.</u></p> <p><u>If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee should be recorded in the meeting minutes of the Board of Directors.</u></p> <p><u>The Company has independent directors, and when submitting the loan provision procedure to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information should be recorded in the minutes of the Board of Directors.</u></p> <p><u>The Company has no plan to provide loans to others, and once it is approved by the Board</u></p>	<p><u>applies to amendment.</u></p> <p><u>The Company has independent directors, and when submitting the loan provision procedure to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information should be recorded in the minutes of the Board of Directors.</u></p> <p><u>The Company has no plan to provide loans to others, and once it is approved by the Board of Directors, there is no need for the Company to set up the procedure for providing loans to others. If later the Company plans to provide loans to others, the two aforementioned regulations shall apply.</u></p> <p><u>If the Company has set set a auditing committee, then to set up/revise the procedure of providing loans to others, it has to be approved by the</u></p>	
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<p><u>of Directors, there is no need for the Company to set up the procedure for providing loans to others. If later the Company plans to provide loans to others, the two aforementioned regulations shall apply.</u></p>	<p>majority of the auditing committee members, and the case should be resolved by the Board of Directors, and in this case, No. 2 does not apply.</p> <p><u>If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee should be recorded in the meeting minutes of the Board of Directors.</u></p> <p><u>The number of “all auditing committee members” as mentioned in Paragraph 4 and of “all directors” as mentioned in the preceding paragraph shall be the actual number of persons holding the position.</u></p>	
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Amendment to the comparison table of the provisions of the Company's "Election Rules for Directors and Supervisors"

Clause after amendment	Current Articles	Description
Method for the Election of Directors	Board Directors and Supervisors Election Guidelines	Cooperate with the establishment of Audit Committee, replace the supervisor functional authority, and amend the name of these measures.
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: The election of the Directors and <u>Supervisors</u> 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.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.
Article 1-1 : <u>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.</u> <u>The Board of Directors of the Company shall adjust the</u>		This Article is added.

<p><u>composition of the Board of Directors according to the result of performance evaluation.</u></p>		
<p>Article 2:</p> <p><u>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.</u></p>	<p>Article 2:</p> <p><u>The Company's election of directors and supervisors can be held jointly or separately at the shareholders' meeting. The Company will prepare distinguishable ballots for directors and supervisors and specify the number of voting right.</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
<p>Article 3:</p> <p>The <u>cumulative voting</u> 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.</p>	<p>Article 3:</p> <p>For the election of the Company's directors or <u>supervisors</u>, each share should have the number of voting right equal to the number of people to be elected, and the votes can be all casted for one candidate or among several candidates.</p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>

<p>Article 4:</p> <p><u>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.</u></p>	<p>Article 4:</p> <p>The Company's directors consist of <u>independent directors and non-independent directors. The election can be held jointly, but the counting of the votes should be done separately, and each director is elected separately.</u> In the election of the Company's directors and supervisors, candidates receiving ballots representing the highest voting rights are elected in sequence as independent directors according to their respective number of votes. If more than two people receiving the same number of votes and exceeding the number of positions available, they shall draw lots to determine who take the position. <u>If the person is absent, the chairperson will draw lots on behave of this person. A person who is elected to be both a director and a supervisor shall decide, on his/her discretion, to assume one of the positions. An elected director or supervisor whose election is invalid because of either incorrect personal information or related laws and regulations found from the cross-check, the vacancy shall be filled by the</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>
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	<u>candidate with the next highest number of votes in the original election, and the replacement shall be announced at the Meeting.</u>	
Article 5: <u>Prior</u> to the commencement of the election, the Chairman shall designate a <u>number of</u> supervisors and calculation staff with <u>shareholder status</u> to perform the relevant functions.	Article 5: At the beginning of the election, the chairperson shall appoint a number of people to be the ballot inspectors and the calculation staff, who shall perform their respective duty. Ballot inspectors can be chosen from the attending shareholders.	Revise the text of this Article as appropriate.
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 convenor.  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 7:  The ballot paper shall be invalid if one of the left side events occurs:  (1) The ballot was not prepared by the board of directors or the competent convenor.  (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 <u>names of the people to be elected and the number of electoral rights assigned to them.</u>	Revise the text of this Article as appropriate.
Article 8: <u>The election of directors of</u>	Article 8: <u>After the Company setting</u>	Revise the text of this Article as

<p><u>the Company shall be conducted in accordance with the candidate nomination system prescribed in Article 192-1 of the Company Act.</u></p> <p><u>If less than five directors are discharged for any reason, the Company shall hold a by-election at the latest shareholders' meeting.</u></p> <p><u>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.</u></p> <p><u>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.</u></p>	<p><u>up an audit committee, no election of supervisors will be held.</u></p>	<p>appropriate.</p>
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<p>Article 9:</p> <p>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.</p> <p><u>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.</u></p>	<p>Article 9:</p> <p>The voting rights should be calculated right after the voting, and the result of the voting shall be announced on site by the chairperson.</p>	<p>Revise the text of this Article as appropriate.</p>
<p>Article 10:</p> <p><u>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".</u></p> <p><u>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</u></p>	<p>Article 10:</p> <p><u>Those nonconforming to Paragraphs 3 and 4 of Article 26 of the Securities and Exchange Act shall be disqualified from being elected.</u></p>	<p>The Company will set up an Audit Committee and delete the relevant provisions on supervisors.</p>



<u>Listed Companies".</u>		
Article 11: The board of directors of the Company shall issue notifications to the persons elected as <u>directors</u> .	Article 11: Each elected directors and <u>supervisors</u> will receive an elected certificate from the Company.	The Company will set up an Audit Committee and delete the relevant provisions on supervisors.

### Director Candidate List and Resume

Title	Shareholder Account Number or ID Number	Name of Director	Number of Shares	Education / Experience	Current Job	Used to Work Number of Terms of Independent Directors
Director	4014	Legal (Judicial) Person Representative for Serial System Ltd.: CHANG CHIEH MIN	2,666,474 shares	Graduated from Law Department of National Taiwan University; Chief of Department of Credit Management, PROTON Electronic Industrial Co., Ltd.; Assistant Manager, Wealth Management Department, Standard Chartered, Chairman of the Board of the Company	Chairperson of the Board	None
Director	4014	Legal (Judicial) Person Representative for Serial System Ltd.: GOH SI HUI	2,666,474 shares	Bachelor of Business degree from the Nanyang Technological University , Executive Director and Vice President, Business Development	Executive Director and Vice President, Business Development & Marketing of Serial System Ltd	None

				and Marketing, Serial System		
Director	4014	Legal (Judicial) Person Representative for Serial System Ltd.: GOH SUE TENG	2,666,474 shares	Bachelor of Engineering degree with Honours from the Nanyang Technological University, Singapore; Executive Director and Operating Director of Serial System	Executive Director and Group Chief Operating Officer of Serial System Ltd	None
Director	653	LO WEI CHANG	150,000 shares	Graduated from Accounting Department, Soochow University; KPMG Taiwan, CFO of the Company	CFO of the Company	None
Director	F10251****	Chin-Tai Cho	0 shares	Master, Chinese Literature, Huafan University; Chairman of the Board, Xiangde Industry CO LTD; General Manager, Jinchen Enterprise CO LTD	Honorary President, National Jinhua Trade Tendon Health Association	None
Director	3513	CHIEN CHIH LANG	19,720 shares	Master of Management, Tunghai University;	Chairperson, Chang-Hua Investment CO LTD	None

				Chairperson, Chang-Hua Investment CO LTD		
Independent Director	N10313****	CHAN HUO LIEN	0 shares	Taichung Municipal Taichung First Senior High School; Consultant, Novena Holdings	Consultant, Novena Holdings	Reasons for reappointment for 3 terms: In view of his professional experience in business and corporate governance, which would be of significant benefit to the Company, he will continue to be nominated as an independent director so that he can contribute to his expertise and to the supervision and advice of the board while exercising his duties as an independent director.
Independent Director	A10264****	LEE SHI YANG	0 shares	Graduated from Sanno University, Japan; General Manager of	General Manager of Chia-Ho Metal Industrial Co., Ltd.;	2-Term

				Chia-Ho Metal Industrial Co., Ltd.; Representative of Chia-Ching Stainless Steel Co., Ltd.	Representative of Chia-Ching Stainless Steel Co., Ltd.	
Independent Director	H12130****	Chu Li Teh	0 shares	Department of Accounting, Tunghai University; EMBA, National Chiao Tung University; President, Metal & Taiwan Supreme Metal Packaging Co., Ltd.	President, Metal & Taiwan Supreme Metal Packaging Co., Ltd.	None

### Director Rescinds Non-Compete List

Director	Company name	Position
Legal (Judicial) Person Representative for Serial System Ltd.: GOH SI HUI	Serial System LTD Serial System LTD Group	Executive Director Vice President, Director, Business Development and Marketing
Legal (Judicial) Person Representative for Serial System Ltd.: GOH SUE TENG	Serial System LTD Serial System LTD Group	Executive Director Executive Director, Director

# Appendixes

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 raised by extemporary 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 Attendance Book and the Commission of the 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)

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 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.

#### Article 8 (Reference Materials, Person Attending the Meeting and Convening of the Board of Directors' 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 shall 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 time

of the meeting. 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 Recording or Video Recording of the Process of the Board Meeting)

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 may change 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, the 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. Raising, issuing, or privately placing 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 shall 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:

1. By a show of hands or by a voting machine.
2. By roll call voting.
3. By taking votes.
4. Voting at the company's option.

#### Article 14 (Resolution (2) 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 or in the legal person he or she represents, he or she shall explain to the board of directors at the next meeting the important contents of his or her interest. If it is harmful to the interests of the company, it shall not participate in the discussion and voting, and shall withdraw from the discussion and voting, 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, supervisors, 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, supervisors, 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.
- (2) Where the Company has an audit committee, matters that are not approved by the audit committee of the Company, but approved by more than two-thirds of all directors.

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 and supervisors 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 board of directors of the Company may, in accordance with the articles of association, authorize the chairman of the board of directors to exercise the functions and powers of the board of directors during the recess of the board of directors. The authorization is as follows:

1. Pursuant to the table of company approval authority.
2. Pursuant to the company management rules, system, and regulations.
3. Appointment of directors and supervisors of the reinvestment company.
4. Approval of base date of capital increase or capital reduction and base date of cash dividend distribution.

#### 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.

Standards of Ethical Conduct for Supervisors and Senior Professionals

(Before amendment)

1. Objective: To guide the behavior of the company's executive staff to conform to the ethical standards, prevent the violation of law and order, and make the company's stakeholders better understand the code of ethical conduct, this standard is hereby formulated.
2. Scope of application: The term "executive staff" as used in this standard refers to the chief executive officer, general manager, deputy general manager, associate manager, manager, and professional consultant or above.
3. This standard shall be implemented after being approved by the board of directors, and shall be submitted to each supervisor and the shareholders' meeting for report, and the same for amendment.
4. The manager of this standard is the head of the general management office.
5. Standards of Ethical Conduct:
  - 5.1 Honest and ethical conduct :

Executive staff shall perform their duties in an honest manner and in compliance with professional standards, including handling in an impartial manner any factual or apparent conflict of interest between individuals and their positions.
  - 5.2 Preventing conflicts of interest:

Executive staff shall conduct their business in an objective and efficient manner, and shall refrain from using their positions in the company to benefit the following persons or enterprises:

    - 5.2.1 Self, spouse, parents, children or relatives within the third degree of kinship.
    - 5.2.2 An enterprise in which the persons mentioned in the preceding paragraph enjoy a considerable financial interest directly or indirectly.
    - 5.2.3 An enterprise that concurrently holds the post of chairman of the board, executive director, or senior manager.

The Company shall pay special attention to the loan of funds, the transaction of material assets, the purchase (sale) of goods or the provision of guarantee for the persons or enterprises listed in the preceding paragraph.
  - 5.3 Avoiding opportunities for personal gain:

When there are profit opportunities for the company, it is the responsibility of the executive staff to safeguard and increase the legitimate and legal interests available to the company and to avoid the following acts:

    - 5.3.1 Opportunities to benefit oneself or others through the use of company property, information or position.
    - 5.3.2 To use the company's property, information or position for personal gain of oneself or others.

### 5.3.3 Competing with the company.

### 5.4 Keep business secrets:

The executive staff shall be obligated to keep confidential information not disclosed by the company or its suppliers of purchase (sale) of goods or customers unless authorized or required by law. Information to be kept confidential includes all non-public information that may be used by a competitor or that may cause damage to the company or customers after disclosure.

### 5.5 Engaging in fair transaction:

Company business is not to use illegal or unethical means to obtain results. The executive staff shall be fair to the company or its suppliers of purchase (sale) of goods or customers, competitors and practitioners, not through manipulation, concealment, abuse its position information obtained, and misrepresentation of material matters or other unfair means of dealing to obtain improper benefits.

### 5.6 Protection and fair use of the company's assets:

The assets of the company shall be protected and used only for the legitimate business purposes of the company. It is the responsibility of all executive staff to protect the assets of the company and to ensure that they are effectively and lawfully used in the business and that the company's profitability is not directly affected by theft, negligence or waste.

### 5.7 Compliance with Laws and Regulations

The executive staff shall comply with and publicize the Securities and Exchange Act and other laws and regulations governing the company's activities, and shall not knowingly violate any laws or regulations, or intentionally mislead, manipulate, or unfairly obtain the interests of suppliers of purchase (sale) of goods or customers, or misrepresent the company's products or services.

### 5.8 Comply with the regulations on the prevention of insider trading:

Executive staff shall comply with the laws relating to the prevention of insider trading and other securities laws relating to stock trading and the handling of confidential business information, If there is material information that is not publicly available, one shall not engage in the relevant securities trading. Insider trading is both illegal and unethical, and the company will firmly intervene.

### 5.9 Encourage the reporting of any illegal or violation of the code of ethics:

Ethics shall be promoted within the company and executive staff shall be encouraged to report suspected or detected violations of laws, regulations, or codes of ethical conduct to supervisors, managers, internal audit supervisors, or other appropriate personnel. To encourage employees to report violations, the company has established specific whistleblowing policies and let employees know that the company will do its best to protect the whistleblower from retaliation.

## 6. Supplementary Provisions

### 6.1 Applicable exemption procedures:



- 6.1.1 If an executive staff wishes to waive the application of Article 5.2, he/she shall fully disclose to the board of directors the interests of the persons or enterprises listed in Article 5.2 in relation to each of the legal acts and the reasons that are not in the sole interest of the company and in accordance with the business practices, and shall obtain the approval of the board of directors.
- 6.1.2 If the executive staff wishes to waive the application of Article 5.3, he/she shall explain to the board of directors the specific contents of the opportunity, information or competition with the company, and the reasons that do not conflict with or affect the interests of the company, and shall be approved by the board of directors.
- 6.1.3 After the Board of Directors has resolved to exempt the application of the preceding two paragraphs, it shall immediately disclose on the Market Observation Post System the date of the Board of Directors' approval of the exemption, the objections or reservations of the independent directors, the duration of the exemption, the reasons for the exemption and the criteria for the exemption, so that shareholders can evaluate the appropriateness of the Board of Directors' resolution to discourage arbitrary or questionable compliance with the exemption, and ensure that any exemption from compliance with the code has appropriate control mechanisms in place to protect the company.
- 6.2 Disciplinary measures:
- In case of any violation of the code of ethics by the executive staff, the company shall deal with it in accordance with the disciplinary measures prescribed in the code of ethics, and promptly disclose the date, reason, criteria and disposition of the violation of the code of ethics to the Market Observation Post System. The company will also provide remedies for those who violate the code of ethical conduct.
- 6.3 In addition to the provisions of this standard, other relevant regulations of the Company shall apply to the code of ethical conduct that the executive staff shall follow.
- 6.4 This standard shall be disclosed on the company's website, annual report, investment prospectus and open information website, as amended.

BULL WILL Co., Ltd.  
Ethical Corporate Management Best Practice Principles  
(Before amendment)

Article 1 (Define the Purpose and Scope of Application)

This code is formulated by the Company for the purpose of establishing an ethical corporate management and sound development, and providing a reference framework for the establishment of sound business operations.

This code applies to group enterprises and organizations (hereinafter referred to as "group enterprises and organizations") whose subsidiaries, direct or indirect endowments have accumulated more than 50% of the total amount of corporate foundations and other institutions or corporations with substantial control.

Article 2 (Prohibition of Dishonest Conduct)

The Company's directors, supervisors, managers, employees, appointees, or those who have substantial control capacity (hereinafter referred to as substantive control), to engage in business activities of the process, may not directly or indirectly, provide, promise, request, or accept any improper benefit, or other violation of good faith, make illegal or against the trustee obligation dishonest behavior, in order to obtain or maintain interest (hereinafter referred to as the dishonest conduct).

The objects of the acts referred to in the preceding paragraph include public officials, candidates for participation in politics, political parties or party officials, and any public or private enterprises or institutions and their directors (member of council), supervisors (member of council), managers, employees, substantive controllers or other stakeholders.

Article 3 (The State of Interest)

The term "interest" as used in this code means anything of value, including money, gifts, commissions, positions, services, preferential treatment, kickbacks, etc., in any form or name. Except when it is a normal social custom and is incidental and not in danger of affecting a particular right or obligation.

Article 4 (Compliance of Rules and Regulations)

The Company shall comply with the Company Act, the Securities and Exchange Act, the Business Entity Accounting Act, the Political Donations Act, the Anti-Corruption Act, the Government Procurement Act, and the Public Officer Conflict of Interest Avoidance Act, these regulations or other business acts shall be the basic premise for the implementation of ethical corporate management.

Article 5 (Policies)

The Company shall, based on the business philosophy of integrity, transparency and

responsibility, formulate policies based on integrity, which shall be approved by the board of directors, and establish good corporate governance and risk control mechanisms to create a sustainable business environment.

#### Article 6 (Preventive Plans)

The Company's policy on ethical corporate management shall clearly and in detail specify the specific practices of ethical corporate management and the preventive plans against dishonest conducts (hereinafter referred to as the preventive plan), including operating procedures, behavioral guidelines, education and training.

The Company's preventive plan shall comply with the relevant laws and regulations of the company and its group enterprises and organizations and the place where the organization operates.

The Company shall communicate with employees, trade unions, important business partners or other interested parties in the course of formulating the preventive plan.

#### Article 7 (Scope of Preventive Plans)

The Company shall establish a risk assessment mechanism for dishonest conduct to analyze and evaluate business activities within the business scope with high risk of dishonest conduct when formulating the prevention plan, so as to formulate the prevention plan and periodically review the appropriateness and effectiveness of the prevention plan.

The Company shall draw up the prevention plan according to the general standards or guidelines at home and abroad, and shall at least cover the prevention measures of the following behaviors:

1. Bribery and acceptance of bribes.
2. Illegal political donations.
3. Improper charitable donation or sponsorship.
4. Offering or receiving improper gifts, entertainment or other improper benefits.
5. Infringement of trade secrets, trademarks, patents, copyrights and other intellectual property rights.
6. Engaging in unfair competition.
7. When products and services are developed, purchased, manufactured, provided or sold, direct or indirect damage to the interests, health and safety of consumers or other interested parties.

#### Article 8 (Commitment and Implementation)

The Company shall require the directors and senior executive to issue a declaration of adherence to the ethical corporate management policy and shall require the employees

to comply with the ethical corporate management policy in the conditions of employment.

The Company and its group enterprises and organizations shall state in their regulations, external documents, and company website the policy of ethical corporate management, and the commitment of the board of directors and senior management to actively implement the policy of ethical corporate management, and to implement it in their internal management and business activities. The Company shall prepare and properly keep documented information regarding the first and second policies, statements, commitments and implementation of ethical corporate management.

#### Article 9 (Ethical Corporate Management & Business Activities)

The Company shall conduct its business in a fair and transparent manner, based on the ethical corporate management.

The Company shall, prior to business dealings, consider the legality of its agents, suppliers, customers or other business dealings and whether they are involved in dishonest conduct, and shall refrain from dealing with those involved in dishonest conduct.

Contracts entered into between the Company and its agents, suppliers, customers or other business partners shall contain provisions regarding compliance with the ethical corporate management and the trading counterpart. In case of dishonest conduct, the terms of the contract may be terminated at any time.

#### Article 10 (Prohibition of Bribery and Accepting Bribes)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall not, in the performance of their business, provide, promise, demand or accept any form of improper advantage directly or indirectly to customers, agents, contractors, suppliers, public officials or other interested parties.

#### Article 11 (Prohibition of Illegal Political Donations)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers, when making direct or indirect donations to political parties or organizations or individuals involved in political activities, shall comply with the Political Donations Act and the relevant internal operating procedures of the company, and shall not seek commercial benefits or trading advantages.

#### Article 12 (Prohibition of Improper Charitable Donations or Sponsorship)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall comply with the relevant laws and internal operating procedures for charitable donations or sponsorship, and shall not offer bribes in disguised form.

#### Article 13 (Prohibition of Improper Gifts, Entertainment or Other Improper Benefits)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall not, directly or indirectly, provide or accept any unreasonable gifts, treats or other improper benefits for the purpose of establishing business relations or affecting business transactions.

#### Article 14 (Prohibition of Infringement of Intellectual Property Rights)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall comply with relevant intellectual property regulations, internal company procedures, and contractual provisions. Without the consent of the intellectual property owner, it is prohibited to use, leak, dispose of, damage or otherwise infringe upon intellectual property rights.

#### Article 15 (Prohibition of Engaging in Unfair Competition)

The Company shall conduct its business activities in accordance with the relevant competition regulations, and shall not fix prices, manipulate bids, limit production and quotas, or share or segment markets by assigning customers, suppliers, operating areas or business types, etc.

#### Article 16 (Preventive Products or Services That Harm Stakeholders)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall comply with relevant regulations and international standards in the development, purchase, manufacture, supply or sale of products and services to ensure transparency and security of information about the products and services, and formulate and disclose policies for the protection of the rights and interests of consumers or other stakeholders, and to implement them in operational activities, so as to prevent products or services from directly or indirectly harming the rights and interests, health and safety of consumers or other stakeholders. In principle, the goods or services shall be recalled or the services shall be discontinued when the goods or services are deemed to be in danger of endangering the safety and health of consumers or other stakeholders.

#### Article 17 (Organization and Responsibility)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall perform the duty of care of a kind manager to urge the company to prevent dishonest conduct, and review its implementation effect and continuous improvement at any time to ensure the implementation of the ethical corporate management. In order to improve the management of ethical corporate management, the Company shall set up a dedicated unit subordinate to the board of directors, with sufficient resources and qualified personnel, to be responsible for the

formulation, supervision and implementation of ethical corporate management policies and preventive plans, mainly in charge of the following matters and report to the board of directors:

1. To assist in the incorporation of honest and ethical values into the company's business strategy, and in the formulation of anti-fraud measures to ensure ethical corporate management in accordance with laws and regulations.
2. To analyze and assess the risks of dishonest conduct in the business area, and to develop strategies to prevent dishonest conduct based on these strategies, as well as standard operating procedures and conduct guidelines related to the business.
3. To plan the internal organization, the establishment and the management, and to arrange the mutual supervision and check mechanism for the business activities with high risk of dishonest conduct within the business scope.
4. To promote and coordinate the training of integrity policy promotion.
5. To plan the reporting system to ensure the effectiveness of the implementation.
6. To assist the board of directors and managers to check and evaluate whether the preventive measures established by the ethical corporate management have been implemented, and regularly assess compliance with relevant business processes and prepare reports.

#### Article 18 (Compliance with the Law of Business Execution)

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall, in executing their business, comply with laws and regulations and preventive plans.

#### Article 19 (Interest Avoidance)

The Company shall establish policies to prevent conflicts of interest, so as to identify, monitor and manage the risks of dishonest conduct caused by conflicts of interest, and shall provide appropriate channels for directors, supervisors, managers and other stakeholders who are present on the board of directors to voluntarily indicate whether there is a potential conflict of interest with the company.

The Company's directors, supervisors, managers and other stakeholders present or sitting on the board of directors who have an interest in the proposals listed by the board of directors and the judicial persons represented by them shall explain the important contents of their interests to the board of directors. If it is harmful to the interests of the company, they shall not participate in the discussion and vote, and shall avoid the discussion and vote, and shall not exercise their voting rights on behalf of other directors. Directors shall also be self-disciplined and not to support each other unethically.

The Company and its directors, supervisors, managers, employees, appointees and substantial controllers shall not, by virtue of their positions or influence in the company, give undue advantage to themselves, their spouses, parents, children or any other person.

#### Article 20 (Accounting and Internal Control)

TWSE/Taipei Exchange listed companies shall establish an effective accounting system and internal control system for business activities with a high risk of dishonest conduct, and shall not have external accounts or keep secret accounts, and shall review from time to time to ensure that the design and implementation of the system remain effective.

The Company's internal audit unit shall, based on the assessment result of the risk of dishonest behavior, draw up relevant audit plans, including audit objects, scope, items, frequency, etc., and check the compliance status of the prevention plan on the basis of which, and may appoint an accountant to carry out the audit and, if necessary, invite professional assistance.

The results of the inspection mentioned in the preceding paragraph shall be reported to the senior executive and the unit responsible for ethical corporate management, and an audit report shall be prepared and submitted to the board of directors.

#### Article 21 (Operating Procedures and Behavioral Guidelines)

The Company shall, in accordance with the provisions of Article 6, establish operating procedures and conduct behavioral guidelines to specifically regulate the matters needing attention of directors, supervisors, managers, employees and substantive controllers in carrying out the business, which shall include at least the following:

1. To provide or accept a standard for the determination of an undue advantage.
2. To provide procedures for the disposal of legal political donations.
3. To provide proper procedures and standards for handling charitable donations or sponsorship.
4. Regulations on the avoidance of conflicts of interest related to duties, and procedures for reporting and handling them.
5. Confidentiality stipulations for confidential and commercially sensitive business information obtained in business operations.
6. Standards and procedures for dealing with suppliers, customers and business transactions involving dishonest conduct.
7. Procedures for handling violations of the Code of Ethical Corporate Management.
8. Disciplinary action against violators.

#### Article 22 (Education Training and Assessment)

The chairman of the board, general manager or senior executives of the Company shall regularly convey the importance of integrity to the directors, employees and appointees. The Company shall regularly conduct educational training and publicity to the directors, supervisors, managers, employees, appointees and substantial controllers, and invite the counterparts engaged in business activities of the company to participate, so that they can fully understand the determination, policies, preventive plans and consequences of the violation of dishonest conducts of the company.

The Company shall combine the policy of ethical corporate management with the policy of employee performance assessment and human resources, and establish a clear and effective reward and punishment system.

#### Article 23 (Reporting System)

The Company shall establish and enforce a specific reporting system which shall cover at least the following:

1. To establish and announce internal independent reporting mailbox, dedicated line or entrust other external independent agencies to provide the dedicated line for internal and external personnel to use.
2. To appoint special persons or units for reporting and handling cases. If a director or senior supervisor is involved in a complaint, the complaint shall be reported to the independent director or supervisor, and the classification of the complaint and the standard operating procedure for investigation shall be established.
3. After the investigation of the case is completed, the follow-up measures to be taken according to the seriousness of the case shall be reported to the competent authority or transferred to the judicial authority for investigation if necessary.
4. To accept reporting cases, record and keep the investigation process, investigation results and related documents.
5. The identity and contents of the informant shall be kept confidential, and anonymous informant shall be allowed.
6. A measure to protect the informant against improper handling in connection with a complaint.
7. Incentives for whistleblowers. The Company accepts the dedicated persons or units who are responsible for the reporting. If major irregularities are found or there is a risk of major damage to the company, the Company shall immediately prepare a report and notify the independent director or supervisor in writing.

#### Article 24 (Disciplinary and Grievance System)

The Company shall specify and publish the punishment and grievance system for the violation of the regulations on ethical corporate management, and immediately



disclose the title, name, date of violation, content of violation and handling situation of the violator on the company's internal website.

#### Article 25 (Information Disclosure)

The Company shall establish quantitative data to promote ethical corporate management, continuously analyze and evaluate the effectiveness of ethical policy promotion, disclose its ethical corporate management practices, performance and disclosure of aforementioned quantitative data and promotion effectiveness on the company's website, annual report and public statement, and disclose the contents of the code of ethical management at the market observation post system.

#### Article 26 (Review and Amendment of the Policy and Practice of Ethical Corporate Management)

The Company shall, from time to time, pay attention to the development of domestic and international ethical corporate management standards and encourage directors, supervisors, managers and employees to make suggestions to review and improve the company's ethical corporate management policies and measures, so as to enhance the effectiveness of the company's ethical corporate management.

#### Article 27 (Implementation)

Each of the code of ethical corporate management of the Company shall be implemented after being approved by the board of directors and submitted to each supervisor and the board of shareholders, and the same for the amendment.

If the Company shall submit the code of ethical corporate management to the board of directors for discussion in accordance with the preceding paragraph, the opinions of the independent directors shall be fully considered and their objections or reservations shall be recorded in the minute book of the board meeting. If the independent director is unable to attend the board meeting in person to express his/her objection or reserve opinions, he/she shall, except for justified reasons, issue a written opinion in advance, which shall be recorded in the minute book of the board meeting.

Where the Company establishes an audit committee, the provisions of this code for supervisors shall be applicable to the audit committee.

BULL WILL Co., Ltd.

Operating Procedures of Ethical Corporate Management and Behavioral Guidelines

(Before amendment)

Article 1 (Define the Purpose and Scope of Application)

The company is engaged in commercial activities based on the principles of fairness, honesty, trustworthiness and transparency. In order to implement the ethical management policy and actively guard against dishonesty, it is based on the “Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies” and related laws and regulations in the location which the Company and the Group are operating to set out the operating procedures and behavioral guidelines, and specifies the matters that shall be noted by the personnel of the company when performing business.

These procedures and guidelines are applicable to subsidiaries of the Company, and syndicates with cumulative direct or indirect contributions of more than 50% of the total amount of funds, and other entities and organizations with substantial control.

Article 2 (Applicable Objects)

The term "Company's personnel, as used in these procedures and guidelines refers to the directors, supervisors, managers, employees, appointees and persons with substantial control over the company and the group enterprises and organizations.

The personnel of the company are presumed to be the employees of the company by providing, pledge, requesting or accepting any illegitimate interests by a third party.

Article 3 (Dishonest Conduct)

The term "dishonest conduct" as used in these procedures and guidelines refers to the engaging in the execution of business, the personnel of company directly or indirectly offer, promise to offer, request or accept any improper benefits, or commit unethical acts including breach of ethics, illegal acts, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The objects of the acts referred to in the preceding paragraph include public officials, candidates for participation in politics, political parties or party officials, and any public or private enterprises or institutions and their directors (member of council), supervisors (member of council), managers, employees, substantive controllers or other stakeholders.

Article 4 (Types of Benefit)

The term "benefit" as used in these procedures and guidelines refers to money, presents, gifts, commissions, positions, services, privileges, kickbacks, facilitating payment, treats, social engagements, and other things of value in any form or name.

Article 5 (Dedicated Unit)

The Auditing Office designated by the Company as a dedicated unit (hereinafter referred to as the dedicated unit of the Company) is subordinate to the board of directors and has adequate resources and qualified personnel. It is responsible for the revision,

implementation, interpretation, registration and filing of advisory services and notification contents of this operation procedure and behavioral guidelines and the related operations and the supervision and implementation. It is responsible for the following matters and shall report to the board of directors on a regular basis:

1. To assist in the incorporation of honest and ethical values into the company's business strategy, and in the formulation of anti-fraud measures to ensure ethical corporate management in accordance with laws and regulations.
2. To analyze and assess the risks of dishonest conduct in the business area regularly, and to develop strategies to prevent dishonest conduct based on these strategies, as well as standard operating procedures and conduct guidelines related to the business.
3. To plan the internal organization, the establishment and the management, and to arrange the mutual supervision and check mechanism for the business activities with high risk of dishonest conduct within the business scope.
4. To promote and coordinate the training of integrity policy promotion.
5. To plan the reporting system to ensure the effectiveness of the implementation.
6. To assist the board of directors and managers to check and evaluate whether the preventive measures established by the ethical corporate management have been implemented, and regularly assess compliance with relevant business processes and prepare reports.
7. To make and properly keep the ethical corporate management policy and its compliance statement, implementation of commitments and implementation of the relevant documentation information.

#### Article 6 (Prohibition of the Provision or Acceptance of Undue Advantage)

When the Company personnel directly or indirectly offer, accept, promise or request the benefits stipulated in Article 4, except for the following circumstances, they shall comply with the provisions of the "Ethical Corporate Management Best Practice Principles for TWSE & TPEx Listed Companies" and this operation procedure and behavioral guidelines, and shall not do so until the relevant procedures are followed:

1. Based on business needs, in terms of local (outside) visits, reception of foreign guests, promotion of business and communication and coordination, according to local courtesy, convention or custom.
2. Social activities based on normal social etiquette, business purposes, or facilitating relationships to participate or invite others to hold.
3. Due to business needs, inviting customers or being invited to participate in specific business activities, factory visits, etc., and the cost burden, number of participants, accommodation level and period of the pre-opening activities have been specified clearly.
4. Participation in folk festivals that are held in public and invite the general public to participate.
5. Reward, assistance, condolences or consolation of the supervisor.
6. For social etiquette customs or other compliance with company regulations.

#### Article 7 (Procedures for Receiving Undue Advantages)

In the event that any person of the Company directly or indirectly offers or promises to offer the benefits prescribed in Article 4, the following procedures shall be followed, except as provided in the preceding subparagraphs:

1. The person who provides or promises has no interest in the position shall report to the immediate supervisor of the company and, if necessary, notify the company's special unit within three days from the date of acceptance.
2. The person who provides or promises has interest in the position shall return or reject and report to the immediate supervisor and the company's special unit; if it cannot be returned, it shall be submitted to the company's special unit within three days from the date of acceptance.

The term "having an interest in his/her functions" as mentioned in the preceding paragraph means one of the following circumstances:

1. Those who have business contacts, command supervision or expense supplement (award) assistance.
2. A person who is seeking, conducting or has entered into a contract, sale or other contractual relationship.
3. Others who will be adversely or favorably affected by the decision, execution or non-execution of the business of the Company.

The dedicated unit of the Company shall propose to return, pay, receive, return to the public, transfer charity or other appropriate advice depending on the nature and value of the interest in Paragraph 1, reporting to the chairman of the board for approval and then execute.

#### Article 8 (Procedures of Prohibition of Facilitating Payment)

The company may not provide or promise any facilitation payment.

If the company's personnel provide or promise to pay for the fee due to threats or intimidation, they shall record the process and report directly to the supervisor and notify the company's special unit.

The company's specialized units shall immediately deal with the above notice and review the relevant circumstances to reduce the risk of recurrence. If it is found to be involved in an illegal situation, it shall immediately notify the judicial unit.

#### Article 9 (Procedures for Handling the Political Donations)

Political Donations provided by the Company shall follow the following provisions, and shall be reported to the senior staff for approval and inform the Company's special unit. If the amount reaches NT\$ or more, it shall be reported to the board of directors for approval and executed.

1. It shall be confirmed that it is in compliance with the relevant laws and regulations of political donations of the countries, including the upper limit and form of political contributions.
2. Decisions shall be made into a written record.
3. Political contributions shall be accounted in accordance with regulations and

accounting related processing procedures.

4. When providing political contributions, one shall avoid doing business with government-related units, applying for permits, or handling other matters involving the company's interests.

#### Article 10 (Procedures for Handling the Charitable Donation or Sponsorship)

Charitable donations or sponsorship provided by the Company shall follow the following items, and shall be reported to the senior staff for approval and inform the Company's dedicated unit. If the amount reaches NT\$ or more, it shall be reported to the board of directors for approval and executed.

1. It shall be in accordance with the laws and regulations of the place of operation.
2. Decisions shall be made into a written record.
3. Charitable donations shall be charity groups and must not be bribed in disguise.
4. The feedback that can be obtained from sponsorship shall be clear and reasonable, and may not be the subject of business dealings with the company or those who have interests in the company.
5. After charitable donation or sponsorship, it shall be confirmed that the purpose of money flow is consistent with the purpose of the donation.

#### Article 11 (Interest Avoidance)

The Company's directors, supervisors, managers and other stakeholders present or sitting on the board of directors who have an interest in the proposals listed by the board of directors and the judicial persons represented by them shall explain the important contents of their interests to the board of directors. If it is harmful to the interests of the company, they shall not participate in the discussion and vote, and shall avoid the discussion and vote, and shall not exercise their voting rights on behalf of other directors. Directors shall also be self-disciplined and not to support each other unethically.

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 preceding paragraph, the director shall be deemed to have an interest in the matter.

When perform business, the company's personnel may find situations that conflict with their own or the legal person they represent, or may cause their own, spouse, parents, children or their interested parties to obtain illegitimate interests. The relevant matters shall be reported directly to the supervisor and the company's special unit, and the immediate supervisor shall provide appropriate guidance.

The company's personnel may not use resources of company for commercial activities outside the company, and may not affect their performance due to participation in business activities other than the company.

#### Article 12 (Organization and Responsibility of the Confidentiality Mechanism)

The company shall set up a special unit responsible for formulating and implementing the management, preservation and confidentiality procedures of the company's business secrets, trademarks, patents, works and other intellectual property, and shall

regularly review the implementation results to ensure that its procedures are continuous and effective.

The personnel of the company shall comply with the provisions of the operation of intellectual property mentioned in the preceding paragraph, and shall not make the intellectual property such as company secrets, trademarks, patents, and works known to others, and may not inquire or collect non-job related business secrets, trademarks, patents, works, or any intellectual property.

#### Article 13 (Prohibition of Engaging in Unfair Competition)

The Company is engaged in business activities and shall not fix prices, manipulate bids, limit production and quotas, or share or segment markets by assigning customers, suppliers, operating areas or business types, etc., in accordance with the Fair Trade Law and relevant laws and regulations of competition.

#### Article 14 (Preventive Products or Services That Harm Stakeholders)

The Company shall collect and understand the relevant laws and international standards to be followed for the products and services provided, and shall announce the matters that shall be noted, so as to promote the research and development, procurement, manufacture and supply and sales process to ensure the transparency and security of the products and services.

The company shall formulate and publicize policies on the protection of consumers or other interested parties on the company's website to prevent products or services from directly or indirectly harming the rights, health and safety of consumers or other interested parties.

After media reports or facts confirm that the Company's goods and services are harmful to the safety and health of consumers or other interested parties, the Company shall immediately recycle the batch of products or stop its services within the shortest possible time, and investigate whether the facts are true and propose a review improvement plan.

The Company's specialist unit shall report to the board of directors on the foregoing incident regarding its handling and subsequent review of improvement measures.

#### Article 15 (No Insider Trading and Non-Disclosure Agreement)

The officers of the Company shall abide by the provisions of the Securities and Exchange Act. and shall not use the undisclosed information known to engage in insider trading or disclose to others so as to prevent others from using the undisclosed information to engage in insider trading.

Other institutions or personnel involved in the merger, division, acquisition and share transfer, important memorandum, strategic alliance, other business cooperation plan or important contract of the company shall sign a confidentiality agreement with the company and promise not to disclose the trade secrets or other material information they know to others, and may not use the information without the consent of the company.

#### Article 16 (Adhere to and Proclaim Ethical Corporate Management Policy)

The Company shall require the directors and senior executive to issue a declaration of adherence to the ethical corporate management policy and shall require the employees to comply with the ethical corporate management policy in the conditions of employment.

The company shall disclose its ethical management policies on internal regulations, annual reports, company websites or other publications, and announce it at external activities such as product presentations and corporate briefings, etc., to make its suppliers, customers or other business-related institutions and personnel can clearly understand their ethical management philosophy and regulations.

#### Article 17 (Evaluation of Ethical Corporate Management Before Establishing Business Relations)

Before establishing a business relationship with others, the company shall first assess the legality, ethical management policies of agents, suppliers, customers or other business contacts, and whether there have been records of dishonesty to ensure that its business operations are fair, transparent, and does not require, provide or accept bribes.

When conducting the assessment of the preceding paragraph, the Company may adopt an appropriate check procedure to examine the business contacts of the following matters to understand the status of its ethical management:

1. The country, location, organization structure, operating policy and payment location of the enterprise.
2. Whether the enterprise have a policy of ethical corporate management and its situation of implementation.
3. Whether the location the enterprise operates is a country with high risk of corruption.
4. Whether the business of the enterprise is a industry with high risk of bribery.
5. The long-term operating status and goodwill of the enterprise.
6. Consultation with their business partners for their opinions on the enterprise.
7. Whether the enterprise has been involved in records of acts of dishonest conducts such as bribery or illegal political donations.

#### Article 18 (Declaration of Ethical Corporate Management with Business Objects)

In the course of engaging in business conduct, the personnel of the company shall explain to the transaction object the company's ethical management policies and related regulations, and expressly refuse to provide, promise, demand or accept any form or nominal illegitimate interests directly or indirectly.

#### Article 19 (Avoidance of Dealing with Unethical Operators)

The company's personnel shall avoid engaging in commercial transactions with agents, suppliers, customers or other business contacts involved in unethical conduct. If it is found that business contacts or partners have unethical behavior, they shall immediately stop doing business with them and prohibit them from participating again to carry out the company's ethical management policy.

#### Article 20 (Well-Defined Contracts with Ethical Corporate Management)

When signing a contract with others, the company shall fully understand the other party's ethical management status and incorporate the company's ethical management policy into the contract terms. At least the following items shall be clearly stated in the contract:

1. Any party who knows that a person has violated the contractual terms of prohibition of receiving commission, rebate or other improper benefits shall immediately inform the other party of the identity, offer, promise, request or acceptance, amount or other improper benefits, providing relevant evidence and cooperate with other parties to investigate. If a party suffers damage as a result, it may attach a claim for damages, which may be deducted from the contract price payable.
2. If either party engages in unethical conduct in a business activity, it may terminate or rescind the contract at any time and without conditions.
3. Clear and reasonable payment contents, including payment location, method, and relevant tax regulations to be complied with.

#### Article 21 (Handling of Unethical Conduct by Personnel of The Company) Reward will be given according to the seriousness of the case reported.

The company encourages insiders and outsiders to report unethical or unseemly conduct, and will grant a reward depending on the seriousness of the circumstance concerned, insiders having made a false report or malicious accusation shall be subject to disciplinary action and be removed from office if the circumstance concerned is material.

The Company establishes and announces the internal independent reporting mailbox and dedicated line on the Company website and internal website or entrusting other external independent organizations to provide the reporting mailbox and dedicated line for internal and external personnel of the Company to use.

A whistleblower shall at least furnish the following information:

1. The name and ID card number of the whistleblower can also be anonymously reported, and the address, telephone number and E-mail address of the informant can be reached.
2. The name of the accused or other information sufficient to identify the accused.
3. Specific evidence for investigation.

Company personnel handling whistle-blowing matters shall represent in writing they will keep the whistleblowers' identity and contents of information confidential. The Company also undertakes to protect the whistleblowers from improper treatment due to their whistleblowing.

The responsible unit of the Company shall handle the reports according to the following procedures:

1. Reporting cases involving general employees shall be reported to the department head, reporting cases involving directors or senior supervisors shall be reported to



the independent director or supervisor.

2. The dedicated units of the Company and the supervisors or personnel notified in the preceding paragraph shall immediately ascertain the relevant facts and shall be assisted by compliance or other relevant departments if necessary.
3. If a person being informed of is confirmed to have indeed violated the applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, report to the competent authority, transferred to judicial organs prosecuted or the Company will institute legal proceedings and seek damages to safeguard its reputation and its rights and interests.
4. Documentation of case acceptance, investigation processes and investigation results shall be retained for five years and may be retained electronically. In the event of a suit in respect of the whistleblowing case before the retention period expires, the relevant information shall continue to be retained until the conclusion of the litigation.
5. With respect to a confirmed information, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.
6. The Company's dedicated unit shall report to the board of directors the circumstances of the report, the manner in which it was handled, and the subsequent review of the improvement measures.

#### Article 22 (Handling of Dishonest Conduct by Others Against the Company)

The Company shall inform the judiciary and prosecutors authorities of the relevant facts in case that any person of the Company engages in dishonest conducts against the company. In case of involvement with a public institution or public servant, the government anti-corruption authority shall be notified.

#### Article 23 (Internal Publicity, Establishment of Reward/Punishment, Appeal System, and Disciplinary Action)

The responsible unit of the Company shall organize awareness sessions from time to time and arrange for the chairperson, general manager, or senior management to communicate the importance of ethics to its directors, employees, and mandataries.

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of the Company seriously violate ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

The Company shall disclose on its intranet information the name and title of the violator, the date and details of the violation, and the actions taken in response.

#### Article 24 (Enforcement)

This operating procedure and behavioral guideline shall be adopted and implemented by the resolution of the board of directors, and shall be sent to each supervisor and reported to the shareholders' meeting. The same for the amendment.

The procedure and behavioral guideline shall be submitted to the board meeting for discussion with due consideration given by the opinions of the independent directors, and their objections or reservations shall be recorded in the minute book of the board meeting. If the independent director is unable to attend the board meeting in person to express his/her objection or reserve opinions, he/she shall, except for justified reasons, issue a written opinion in advance, which shall be recorded in the minute book of the board meeting.

BULL WILL Co., Ltd.  
Standards of Ethical Conduct for Directors and Supervisors  
(Before amendment)

1. Objective: to establish this standard in order to promote the honest and ethical conduct of directors and supervisors and improve corporate governance,
2. Scope of application: this standard applies to all directors and supervisors of the Company.
3. This standard shall be implemented after being approved by the board of directors, and shall be submitted to each supervisor and the shareholders' meeting for report, and the same for amendment.
4. The manager of this standard is the head of the general management office.
5. Standards of Ethical Conduct:
  - 5.1 Directors and supervisors shall observe the following basic principles in performing their duties:
    - 5.1.1 Protecting shareholders' equity.
    - 5.1.2 Strengthening the authority of the board of directors.
    - 5.1.3 Giving play to supervisor function.
    - 5.1.4 Respecting the rights and interests of stakeholders.
    - 5.1.5 Improving information transparency.
  - 5.2 Directors and supervisors shall perform their duties with the aim of pursuing the overall interests of the Company, and shall not damage the interests of the Company for the benefit of specific persons or specific groups, and shall treat all shareholders fairly when performing their duties.
  - 5.3 Directors and supervisors shall, when exercising their functions and powers, fulfill the duty of care of the kind manager, pay attention to the principle of good faith and fairness, uphold a high degree of self-discipline and abide by the Articles of Association of the Company and the resolutions of the shareholders' meeting.
  - 5.4 Directors and supervisors shall faithfully perform their duties for the benefit of all shareholders. In case of any conflict between its own interests and the interests of the Company, it shall give priority to the interests of the Company and avoid taking advantage of its director's or supervisor's authority to cause the following persons or enterprises to gain improper benefits:
    - 5.4.1 Self, spouse, parents, children or relatives within the third degree of kinship.
    - 5.4.2 An enterprise in which the persons mentioned in the preceding paragraph enjoy a considerable financial interest directly or indirectly.
    - 5.4.3 An enterprise that concurrently holds the post of chairman of the board, executive director, or senior manager.

The Company shall pay special attention to the loan of funds, the transaction of material assets, the purchase (sale) of goods or the provision of guarantee for the persons or enterprises listed in the preceding paragraph.
  - 5.5 Any purchase, supply, cooperation, strategic alliance, merger or acquisition or other business opportunities or opportunities for profit that the directors or supervisors may come to know in

connection with the business of the Company, shall be provided to the Company in the first instance for the benefit of the Company, and shall not be used for personal gain by themselves or any third party.

5.6 If a director engages in any act of competition with the Company, he/she shall report to the shareholders' meeting in advance and obtain permission in accordance with Paragraph 1 in Article 209 of the Company Act.

If a supervisor engages in any act of competition with the Company, he/she shall act in accordance with the provisions of the preceding paragraph and apply the special resolution prescribed in Paragraphs 2 and 3 in Article 209 of the Company Act.

5.7 Directors and supervisors shall be obliged to keep the confidential information of the company except as authorized or required by law, and shall not use such confidential information for own or any third party's personal gain.

5.8 Directors and supervisors shall ensure shareholders' equity and shall respect the rights and interests of banks, creditors, practitioners, consumers, suppliers, affiliate companies and communities.

5.9 Directors and supervisors shall comply with the laws relating to the prevention of insider trading and other securities laws relating to stock trading and the handling of confidential business information. If there is material information that is not publicly available, one shall not engage in the relevant securities trading.

5.10 If any motion of the board of directors involves the interests of the directors themselves or the interests set forth in Article 5.4 and Article 5.5 which may harm the interests of the company, the directors shall withdraw by themselves, shall not join in the voting, and shall not exercise their voting rights on behalf of other directors.

## 6. Supplementary Provisions

6.1 Any natural person appointed by the director of the legal person or the supervisor to perform his/her duties shall comply with this standard.

The provisions of this standard shall be applicable to legal persons represented by legal persons representing directors or supervisors.

6.2 Applicable exemption procedures:

6.2.1 If a director or supervisor wishes to waive the application of Article 5.4, he/she shall fully disclose to the board of directors the interests of the persons or enterprises listed in Article 5.4 in relation to each of the legal acts and the reasons that are not in the sole interest of the company and in accordance with the business practices, and shall obtain the approval of the board of directors. However, if it is a legal act between the director and the company as stipulated in Article 223 of the Company Act, the supervisor shall be the representative of the company.

6.2.2 If a director or supervisor wishes to waive the application of Article 5.5, he/she shall explain to the board of directors the specific contents of the opportunity, and the reasons that do not conflict with or affect the interests of the company, and shall be approved by the board of directors.

6.2.3 After the Board of Directors has resolved to exempt the application of the preceding two

paragraphs, it shall immediately disclose on the Market Observation Post System the date of the Board of Directors' approval of the exemption, the objections or reservations of the independent directors, the duration of the exemption, the reasons for the exemption and the criteria for the exemption, so that shareholders can evaluate the appropriateness of the Board of Directors' resolution to discourage arbitrary or questionable compliance with the exemption, and ensure that any exemption from compliance with the code has appropriate control mechanisms in place to protect the company.

#### 6.3 Disciplinary measures:

In case of any violation of the code of ethics by the director, supervisor, or manager, the company shall deal with it in accordance with the disciplinary measures prescribed in the code of ethics, and promptly disclose the date, reason, criteria and disposition of the violation of the code of ethics to the Market Observation Post System. The company will also provide remedies for those who violate the code of ethical conduct.

#### 6.4 This standard shall be disclosed on the company's website, annual report, investment prospectus and open information website, as amended.

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 shall 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 shall 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 shall 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 shall 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 shall have this matter resolved in the shareholders' meeting, and this article shall 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 shall 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. Shareholders shall be notified about the date, location, and purposes of a shareholders' meeting thirty (30) days before convening a routine shareholders' meeting or fifteen (15) days before convening a special shareholders' meeting, and such information shall be publicly announced too.

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

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 shall 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 shall 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 shall provide 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 and supervisors, the number of votes received by each candidate shall be disclosed. It shall be kept in perpetuity during the existence of the Company.

#### Chapter 4 Directors and Supervisors

Article 16: The Corporation shall have seven to nine Directors and two Supervisors. The Board shall select people with capacity to be the Directors and Supervisors of a term of office of three years, and they are eligible for re-election. Once the Corporation issues shares to the public, the shareholding percentages of the Directors and Supervisors overall shall comply with the regulations of the securities management agency. With effect from 2021, the Company shall adopt a candidate nomination system for the election of directors and supervisors. Shareholders shall elect and appoint directors and supervisors from a list of candidates.

The Company shall purchase liability insurance for the Directors and the Supervisors to cover their liability of compensation asserted against them when they exercise their



duty during their term.

Article 16.1: For the number of Directors of the Corporation, the number of Independent Directors shall be no fewer than two and no fewer than one-fifth of the number of Directors in total. The candidate's nomination system shall be adopted for electing the Independent Directors, and in the shareholders' meeting, Independent Directors will be elected from the list of candidates of Independent Directors. 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 Corporation shall set up an Audit Committee and other functional committees. 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. Starting from the day the Audit Committee is established, the authority of Supervisors of the Corporation shall be transferred to the Audit Committee, and the Corporations' regulations on Supervisors shall be ceased to apply.

Article 17: The Board of Directors shall 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: 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 Chairperson of the Board represents the Corporation and execute all businesses of the Corporation according to the laws and regulations and resolutions from the shareholders' meetings and Board of Directors. If the Chairperson of the Board is on leave or absent or cannot exercise his/her duty, a proxy shall be designated according to Article 208 of the Company Act.

Article 19: The Board's resolutions shall 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 shall be a Director attending the meeting. A Director's proxy may act as a proxy for only one other Director.

Article 20: Board's resolution shall be recorded in the meeting minutes, which shall have the signature/seal of the chairperson of the meeting and the person taking the minutes and be sent out to all Directors and Supervisors within 20 days, be filed as an important file of the Corporation, and be well kept during the existence of the Corporation. The making and distribution of the aforementioned meeting minutes can be done electronically.

Article 21: Aside from exercising their duty according to law, Supervisors shall attend board meetings and express their opinions, but they do not have the right to vote on

resolutions.

Article 22: All Directors and Supervisors 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 Supervisors in this Chapter, 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 and Supervisors in this sector.

#### Chapter 25 Managers

Article 23: The Corporation 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.

Article 24: Deletion.

#### Chapter 6 Accounting

Article 25: At the end of each fiscal year, the board of directors shall prepare a (1) business report (2) financial statement (3) the financial statements of the surplus allocation or loss compensation are to be submitted to the supervisors for review. The supervisor shall issue a report and submit it to the regular meeting of shareholders in accordance with the law to request recognition.

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 supervisor 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 and supervisors), the company shall allocate not more than 5% of the remuneration paid to employees and the remuneration paid to directors and supervisors respectively. However, if the Company has accumulated deficit, the priority is to allocate an amount to offset the deficit first.

The said employee compensation 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/Supervisors 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 shall 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 shall 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: Things not mentioned in this Chapter will be processed according to Company's Act and the regulated laws and regulations. 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. Fourteenth 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.

BULL WILL Co., Ltd.  
Regulations Governing the Acquisition and Disposal of Assets  
(Before amendment)

Article 1: Objectives

To protect investment and information disclosure, the acquired or disposed assets of the Company shall be processed according to this procedure.

Article 2: References

This procedure is processed according to Article 36.1 of the Securities and Exchange Act, but if there is another act or regulation that provides otherwise, the provisions of such act shall prevail.

Article 3: The term "assets" as used in these Regulations covers the following scope:

1. Investments in stocks, government bonds, corporate bonds, financial bonds, securities representing interest in a fund, depositary receipts, call (put) warrants, beneficial interest securities, and asset-backed securities
2. Real property (including land, houses and buildings, investment property, and construction enterprise inventory) and equipment
3. Memberships
4. Patents, copyrights, trademarks, franchise rights, and other intangible assets
5. Right-of-use asset.
6. Derivatives
7. Assets acquired or disposed of in connection with mergers, demergers, acquisitions, or transfer of shares in accordance with law
8. Other important financial assets

Article 3-1: Terms used in these procedures are defined below:

1. Derivative product: a forward contract, option contract, futures contract, leverage margin contract, swap contract whose value is derived from a specific interest rate, price of a financial instrument, price of a product, exchange rate, price, or rate index, credit rating, or credit index, or other variables. A combination of the above contracts, or a contract combined of embedded derivative product or structured product, etc. The so-called long-term contracts does not include insurance contracts, performance contracts, post-sale service contracts, long-term lease contracts, and long-term purchase (sale) contracts.
2. In accordance with the legal merger, spin-off, or the transferee of shares acquisition or disposition of assets: refers to the method according to the Business Mergers and Acquisitions Act, Financial Holding Company Act, Financial Institutions Merger Act, or other legal merger, spin-off, or assets acquired or disposed of through acquisition, or the issuance of new shares pursuant to Article 156-3 of the Company Act to transfer shares of other companies (hereinafter referred to as "transferee").
3. The terms "subsidiaries" and "parent companies" shall be defined according to the Regulations Governing the Preparation of Financial Reports by Securities Issuer.

4. Professional appraisers: It refers to a real property appraiser or other persons duly authorized by law to engage in the value appraisal of real property or equipment.
5. Date of occurrence refers to the date of contract signing, date of payment, date of consignment trade, date of transfer, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever date is earlier. For investment for which approval of the competent authority is required, the earlier of the above date or the date of receipt of approval by the competent authority shall apply.
6. Mainland China area investment: Refers to investments in the mainland China area approved by the Ministry of Economic Affairs Investment Commission or conducted in accordance with the provisions of the Regulations Governing Permission for Investment or Technical Cooperation in the Mainland Area.
7. Investment professionals: refers to financial holding companies, banks, insurance companies, bill finance companies, trust sectors, securities firms operating proprietary trading or underwriting business, futures commission merchants operating proprietary trading business, securities investment trust businesses, securities investment consulting businesses, and fund management companies, that are lawfully incorporated and are regulated by the competent financial authorities of the jurisdiction where they are located.
8. Stock Exchange: "Domestic securities exchange" refers to the Taiwan Stock Exchange Corporation; "foreign securities exchange" refers to any organized securities exchange market that is regulated by the competent securities authorities of the jurisdiction where it is located.
9. Over-the-counter venue ("OTC venue", "OTC"): "Domestic OTC venue" refers to a venue for OTC trading provided by a securities firm in accordance with the Regulations Governing Securities Trading on the Taipei Exchange; "foreign OTC venue" refers to a venue at a financial institution that is regulated by the foreign competent authority and that is permitted to conduct securities business.

#### Article 4: Evaluation procedure

1. For the acquisition or disposition of negotiable securities from a non-stock exchange market or over-the-counter venue, the net value per share, profitability, future development potential, market interest rates, transaction value of the bonds, the credit of the debtor, and the transaction price at the time shall be taken into consideration.
2. For the acquisition or disposition of negotiable securities from a stock exchange market or over-the-counter venue, they are determined by the equity or the bond price at that time.
3. For the acquisition or disposition of other assets of the preceding paragraphs, use price comparison, price negotiation, or invitation to tender and refer to the assessed present value, appraised present value, the actual transaction price of neighboring property assets for evaluation. Those satisfying the announcing and reporting standards of this procedure shall also have a appraisal report done by professional

appraisers.

Article 5: Asset acquisition or disposition procedure

1. For acquired or disposed assets, the responsible department shall evaluate the the reason for the acquisition/disposition, the underlying asset, the transaction counterparty, the transfer price, the receipt and payment conditions, and the reference price and then submit the result to the authority department for decision-making and then for the management department for implementation. Related matters shall be processed according to the Company's internal control system regulations and the regulations of this procedure.
2. Investment related departments are responsible for implementing the trading of the Company's long- and short-term negotiable securities. For the acquisition or disposition of property assets and other fixed assets, the department using these assets and the related authority departments are responsible.
3. Regarding operations related to the acquisition or disposition of assets, they shall be processed according to the Company's internal control system and related regulations. If any major violations are found, the responsible personnel will be disposed according to the situation of the violation.

Article 6: Decision-making authority

1. For the acquisition or disposition of negotiable securities for long-term investment, they shall be first approved by the Chairperson and then consent from the Board of Directors shall be obtained before the acquisition or disposition is carried out. For short-term investment purposes, they shall be approved by the Chairperson before the acquisition or disposition is carried out.
2. For the acquisition or disposition of property assets, they shall be approved by the Chairperson and then consent from the Board of Directors shall be received before the acquisition or disposition is carried out.
3. For the acquisition or disposition of other fixed assets, they shall be approved by the Chairperson before the acquisition or disposition is carried out.

Article 7: Investment amount

Aside from acquiring assets for business use, the Company and the subsidiaries may also purchase property assets or various negotiable securities for non-business use, and the purchase limits are presented below:

1. For purchasing property assets or various negotiable securities for non-business use, the total amount shall not exceed one-third of the current net value of the given company and if the amount is exceeded, the case has to be resolved or authorized by the Board of Directors before the purchase is carried out.
2. For purchasing a given negotiable securities, the total amount shall not exceed one-quarter of the current net value of the given company and if the amount is exceeded, the case has to be resolved or authorized by the Board of Directors before the purchase is carried out.

## Article 8: Announcing and reporting standards

Under any of the following circumstances, a public company acquiring or disposing of assets shall publicly announce and report the relevant information on the FSC's designated website in the appropriate format as prescribed by regulations within two days counting inclusively from the date of occurrence of the event:

1. Acquisition or disposal of real estate from or to an affiliate, or acquisition or disposal of assets other than real estate from or to an affiliate where the transaction amount reaches 20% or more of paid-up capital, 10% or more of the company's total assets, or NT\$300 million or more. Nevertheless, this shall not apply to trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.
2. Assets for mergers, demergers, acquisitions, or transfer of shares.
3. Losses from derivatives trading reaching the limits on aggregate losses or losses on individual contracts set out in the procedures adopted by the company.
4. Where equipment or right-of-use assets thereof for business use are acquired or disposed of, and furthermore the transaction counterparty is not a related party, and the transaction amount meets any of the following criteria...
  - (1) For a public company whose paid-in capital is less than NTD 10 billion, the transaction amount reaches NTD 500 million or more.
  - (2) For a public company whose paid-in capital is NTD 10 billion or more, the transaction amount reaches NTD 1 billion or more.
5. Acquisition or disposal by a public company in the construction business of real property or right-of-use assets thereof for construction use, and furthermore the transaction counterparty is not a related party, and the transaction amount reaches NT\$500 million; among such cases, if the public company has paid-in capital of NTD 10 billion or more, and it is disposing of real property from a completed construction project that it constructed itself, and furthermore the transaction counterparty is not a related party, then the threshold shall be a transaction amount reaching NTD 1 billion or more.
6. Where real estate is acquired under an arrangement on engaging others to build on the company's own land, engaging others to build on rented land, joint construction and allocation of housing units, joint construction and allocation of ownership percentages, or joint construction and separate sale, and the amount the company expects to invest in the transaction reaches more than NT\$500 million.
7. Where an asset transaction other than any of those referred to in the preceding six subparagraphs, a disposal of receivables by a financial institution, or an investment in the mainland China area reaches 20% or more of paid-in capital or NTD 300 million; provided, this shall not apply to the following circumstances: The above shall not apply to the following circumstances:
  - (1) Buying or selling government bonds.



- (2) Securities trading by investment professionals on securities exchanges or over-the-counter markets, or subscription by investment professionals of ordinary corporate bonds or of general bank debentures (excluding subordinated bonds) without equity characteristics that are offered and issued in the primary market, or subscription by a securities firm of securities as necessitated by its undertaking business or as an advisory recommending securities firm for an emerging stock company, in accordance with the rules of the Taipei Exchange.
- (3) Trading of bonds under repurchase/ resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises.

The amount of transactions above shall be calculated as follows:

1. The amount of any individual transaction
2. The accumulated transaction amount of acquisitions and disposals of the same type of underlying asset with the same transaction counterparty within the preceding year.
3. The cumulative transaction amount of real estate acquisitions and disposals (cumulative acquisitions and disposals, respectively) within the same development project within the preceding year.
4. The accumulated transaction amount of acquisitions and disposals (cumulative acquisitions and disposals, respectively) of negotiable securities within a year.

As used in the preceding paragraph refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these Regulations need not be counted toward the transaction amount.

The Company shall compile monthly reports on the status of derivatives trading engaged in up to the end of the preceding month by the company and any subsidiaries that are not domestic public companies and enter the information in the prescribed format into the information reporting website designated by the FSC by the 10th day of each month.

When a public company at the time of public announcement makes an error or omission in an item required by regulations to be publicly announced and so is required to correct it, all items shall be again publicly announced and reported in their entirety within two days counting inclusively from the date of knowing such error or omission.

The Company acquiring or disposing of assets shall keep all relevant contracts, meeting minutes, logbooks, appraisal reports and CPA, attorney, and securities underwriter opinions at the company, where they shall be retained for five years except where another act provides otherwise.

#### Article 9: Announcing and reporting time limit

Where any of the following circumstances occurs with respect to a transaction that the Company has already publicly announced and reported in accordance with the preceding article, a public report of relevant information shall be made on the information

reporting website designated by the FSC within 2 days counting inclusively from the date of occurrence of the event:

1. Change, termination, or rescission of a contract signed in regard to the original transaction
2. The merger, demerger, acquisition, or transfer of shares is not completed by the scheduled date set forth in the contract
3. Change to the originally publicly announced and reported information

Article 10: For the Company's acquisition or disposition of property assets or other fixed assets, unless transacting with a domestic government agency, engaging others to build on its own land, engaging others to build on rented land, or acquiring or disposing of equipment or right-of-use assets thereof held for business use, if the transaction amount reaches 20% of the company's paid-in capital or NTD 300 million or more, the company shall acquire the appraisal report issued by a professional appraiser before the date of the occurrence and meet the following regulations:

1. If the pegged price, specific price or special price need to be taken as the reference basis for transaction price due to special reasons, such transaction shall be decided by the Board of Directors; the same applies to subsequent changes in the terms of the transaction.
2. Where the transaction amount is NTD 1 billion or more, appraisals from two or more professional appraisers shall be obtained.
3. Where any one of the following circumstances applies with respect to the professional appraiser's appraisal results, unless all the appraisal results for the assets to be acquired are higher than the transaction amount, or all the appraisal results for the assets to be disposed of are lower than the transaction amount, a certified public accountant shall be engaged to perform the appraisal in accordance with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation (ARDF) and render a specific opinion regarding the reason for the discrepancy and the appropriateness of the transaction price:
  - (1) The discrepancy between the appraisal result and the transaction amount is 20% or more of the transaction amount.
  - (2) The discrepancy between the appraisal results of two or more professional appraisers is 10% or more of the transaction amount.
4. No more than three months may elapse between the date of the appraisal report issued by a professional appraiser. However, where the publicly announced current value for the same period is used and not more than six months have elapsed, an opinion may still be issued by the original professional appraiser.

Article 11: A public company acquiring or disposing of securities shall, prior to the date of occurrence of the event, obtain financial statements of the issuing company for the most recent period, certified or reviewed by a certified public accountant, for reference in appraising the transaction price, and if the dollar amount of the transaction is 20%

of the company's paid-in capital or NTD 300 million or more, the company shall additionally engage a certified public accountant prior to the date of occurrence of the event to provide an opinion regarding the reasonableness of the transaction price. If the CPA needs to use the report of an expert as evidence, the CPA shall do so in accordance with the provisions of Statement of Auditing Standards No. 20 published by the ARDF. This requirement does not apply, however, to publicly quoted prices of securities that have an active market, or where otherwise provided by regulations of the Financial Supervisory Commission.

Article 12: If the company acquires or disposes the intangible assets or its right-of-use asset or membership card for a transaction amount equal to 20% of the paid-in capital of the company or more than NT\$ 300 million, the company shall, in addition to the transaction with the domestic government agencies, consult the accountant for the opinion on the reasonableness of the transaction price before the date of occurrence. The accountant shall also comply with the provisions of Statement of Auditing Standards No. 20 published by the Accounting Research and Development Foundation.

Article 12-1: The calculation of the transaction amounts referred to in the preceding three articles shall be done in accordance with Article 31, paragraph 2 herein, and "within the preceding year" as used herein refers to the year preceding the date of occurrence of the current transaction. Items for which an appraisal report from a professional appraiser or a CPA's opinion has been obtained need not be counted toward the transaction amount.

Article 13: When a public company acquires or disposes of assets through court auction procedures, a proof issued by the court may be substituted for the appraisal report or CPA opinion.

Article 14: Professional appraisers and their officers, certified public accounts, attorneys, and securities underwriters that provide the Company with appraisal reports, certified public accountant's opinions, attorney's opinions, or underwriter's opinions shall not be a related party.

1. May not have previously received a final and unappealable sentence to imprisonment for one year or longer for a violation of the Act, the Company Act, the Banking Act of The Republic of China, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if 3 years have already passed since completion of service of the sentence, since expiration of the period of a suspended sentence, or since a pardon was received.
2. May not be a related party or de facto related party of any party to the transaction.
3. If the company is required to obtain appraisal reports from two or more professional appraisers, the different professional appraisers or appraisal officers may not be related parties or de facto related parties of each other.

When issuing an appraisal report or opinion, the personnel referred to in the preceding paragraph shall comply with the following:

- (1) Prior to accepting a case, they shall prudently assess their own professional capabilities, practical experience, and independence.
  - (2) When examining a case, they shall appropriately plan and execute adequate working procedures, in order to produce a conclusion and use the conclusion as the basis for issuing the report or opinion. The related working procedures, data collected, and conclusion shall be fully and accurately specified in the case working papers.
  - (3) They shall undertake an item-by-item evaluation of the comprehensiveness, accuracy, and reasonableness of the sources of data used, the parameters, and the information, as the basis for issuance of the appraisal report or the opinion.
4. They shall issue a statement attesting to the professional competence and independence of the personnel who prepared the report or opinion, and that they have evaluated and found that the information used is reasonable and accurate, and that they have complied with applicable laws and regulations.

Article 15: When a public company engages in any acquisition or disposal of assets from or to a related party, in addition to ensuring that the necessary resolutions are adopted and the reasonableness of the transaction terms is appraised, if the transaction amount reaches 10% or more of the company's total assets, the company shall also obtain an appraisal report from a professional appraiser or a CPA's opinion in compliance with the provisions of the preceding Section and this Section.

The calculation of the transaction amount referred to in the preceding paragraph shall be made in accordance with Article 8.2.

When judging whether a transaction counterparty is a related party, in addition to legal formalities, the substance of the relationship shall also be considered.

Article 16: When the Company intends to acquire or dispose of real property or right-of-use assets from or to a related party, or when it intends to acquire or dispose of assets other than real property or right-of-use assets thereof from or to a related party and the transaction amount reaches 20% or more of paid-in capital, 10% or more of the company's total assets, or NTD 300 million or more, except in trading of domestic government bonds or bonds under repurchase and resale agreements, or subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the company may not proceed to enter into a transaction contract or make a payment until the following matters have been approved by the board of directors and recognized by the supervisors:

1. The purpose, necessity and anticipated benefit of the acquisition or disposal of assets
2. The reason for choosing the related party as a transaction counterparty
3. For acquisition of property assets or the right-of-use assets from a related party, relevant information shall be evaluated according to Articles 17 and 18 regarding the reasonableness of anticipated transaction conditions.
4. The date and price at which the related party originally acquired the real property, the original transaction counterparty, and that transaction counterparty's

relationship to the company and the related party

5. Monthly cash flow forecasts for the year commencing from the anticipated month of signing of the contract, and evaluation of the necessity of the transaction, and reasonableness of the fund's utilization
6. An appraisal report from a professional appraiser or a CPA's opinion obtained in compliance with the preceding article
7. Restrictive covenants and other important stipulations associated with the transaction

The calculation of the preceding transaction amount shall be done based on Article 8, and the term "within the preceding year" refers to the year preceding the date of occurrence of the current transaction. Items duly announced in accordance with these procedures need not be counted toward the transaction amount.

For transactions between the Company and its parent company and subsidiaries or between subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital, the Board of Directors shall comply with Article 16 to delegate the Chairperson to decide such matters when the transaction is within a certain amount and have the decisions subsequently submitted to and ratified by the next board of directors meeting:

1. Acquisition or disposal of equipment or right-of-use assets thereof held for business use.
2. Acquisition or disposal of real property right-of-use assets held for business use.

The Company has independent directors according to these regulations, and when submitting the procedure of making of endorsements/guarantees to the Board of Directors for discussion according to the first regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information shall be recorded in the minutes of the Board of Directors.

Because the Company has set up an auditing committee, according to the first regulation, matters recognized by the supervisors in accordance with the first regulation shall be first approved by more than the majority of the auditing committee members and resolved by the Board of Directors. Paragraphs 4 and 5 of Article 6 apply.

Article 17: With respect to the Company's acquisition of real property from a related party, the reasonableness of the transaction cost shall be appraised by the following methods:

1. It is based upon the related party's transaction price plus necessary interest on funding and the costs to be duly borne by the buyer. "Necessary interest on funding" is imputed as the weighted average interest rate on borrowing in the year the company purchases the property; provided, it may not be higher than the maximum non-financial industry lending rate announced by the Ministry of Finance.
2. Total loan value appraisal from a financial institution where the related party has previously created a mortgage on the property as security for a loan; provided, the actual cumulative amount loaned by the financial institution shall have been 70%

or more of the financial institution's appraised loan value of the property and the period of the loan shall have been 1 year or more. However, this shall not apply where the financial institution is a related party of one of the transaction counterparties.

Where land and structures are combined as a single property purchased in one transaction, the transaction costs for the land and the structures may be separately appraised in accordance with either of the method listed in the preceding paragraph.

The Company shall evaluate the cost of the real estate or its right to use assets obtained from the affiliates in accordance with the provisions of the preceding two paragraphs, and shall consult the CPA for review and express specific opinions.

If the Company acquires the real estate from the affiliates, under any of the following circumstances, it shall act in accordance with the provisions of Article 16 and the preceding three provisions shall not apply:

1. The affiliates acquire the real estate or the right-of-use asset by inheritance or bestowal.
2. More than 5 years will have elapsed from the time the affiliate signed the contract to obtain the real estate or right-of-use assets thereof to the signing date for the current transaction.
3. The real property is acquired through signing of a joint development contract with the related party, or through engaging a related party to build real property, either on the company's own land or on rented land.
4. The real property right-of-use assets for business use are acquired by the public company with its parent or subsidiaries, or by its subsidiaries in which it directly or indirectly holds 100 percent of the issued shares or authorized capital.

Article 18: When the results of the appraisal conducted in accordance with the preceding regulations are uniformly lower than the transaction price, this requirement shall not apply for the following conditions supported by objective evidence or specific opinions on reasonableness have been obtained from a professional real property appraiser and a CPA:

1. Where the related party acquired undeveloped land or leased land for development, it may submit proof of compliance with one of the following conditions:
  - (1). Where undeveloped land is appraised in accordance with the means in the preceding Article, and structures according to the related party's construction cost plus reasonable construction profit are valued in excess of the actual transaction price. The said "reasonable construction profit" shall be determined by the average operating margin of the related party's construction department in the recent three years or the lowest of the most recent gross margin of the construction industry published by the Ministry of Finance.
  - (2) Other non-affiliate transactions on other floors or adjacent areas of the same target premises within one year with similar floor area, and similar transaction conditions after the evaluation of reasonable floor or area price

according to the practice of real estate sale and lease.

2. Where a public company acquiring real property, or obtaining real property right-of-use assets through leasing, from a related party provides evidence that the terms of the transaction are similar to the terms of completed transactions involving neighboring or closely valued parcels of land of a similar size by unrelated parties within the preceding year.

Completed transactions involving neighboring or closely valued parcels of land in the preceding paragraph in principle refers to parcels on the same or an adjacent block and within a distance of no more than 500 meters or parcels close in publicly announced current value; transactions involving similarly sized parcels in principle refers to transactions completed by unrelated parties for parcels with a land area of no less than 50% of the property in the planned transaction; within the preceding year refers to the year preceding the date of occurrence of the acquisition of the real property or obtainment of the right-of-use assets.

The Company shall handle the following matters when acquiring the real estate or its right-of-use asset from the affiliates and the appraisal results are lower than the transaction price as stipulated in the preceding two articles:

1. A special reserve shall be set aside according to regulations against the difference between the real property or the right-of-use transaction price and the appraised cost, and may not be distributed or used for capital increase or issuance of bonus shares. If the Company uses the equity method to account for its investment in another company, then the special reserve shall be set aside in a proportion consistent with the share of public company's equity stake in the other company.
2. Supervisors shall comply with Article 218 of the Company Act. The Company has set the Audit Committee according to regulations, and therefore the preceding regulations regarding Audit Committee members can be applied on independent directors.
3. Actions taken pursuant to the preceding two subparagraph shall be reported to a shareholders meeting, and the details of the transaction shall be disclosed in the annual report and any investment prospectus.

The Company has set aside a special reserve under the preceding paragraph and cannot utilize the special reserve until it has recognized a loss on decline in market value of the assets it purchased or leased at a premium, or they have been disposed of or having the lease terminated, or adequate compensation has been made, or the status quo ante has been restored, or there is other evidence confirming that there was nothing unreasonable about the transaction, and the Securities and Futures Institute has given its consent.

When the Company acquires real estate or right-of-use asset from an affiliate, it shall also follow the preceding two paragraphs if there is other evidence indicating that the transaction is an irregular transaction.

Article 19: The Company when engaging in derivatives trading shall pay strict attention to the

control of important risk management and auditing matters and incorporate them into the procedure:

1. Trading principles and strategies: Shall include the types of derivatives that may be traded, operating or hedging strategies, segregation of duties, essentials of performance evaluation, total amount of derivatives contracts that may be traded, and the maximum loss limit on total trading and for individual contracts.
2. Risk management measures
3. Internal audit system
4. Regular evaluation methods and the handling of irregular circumstances

The Company engaging in derivatives trading shall adopt the following important risk management measures:

1. Risk management shall address credit, market, liquidity, cash flow, operational, and legal risks.
2. Personnel engaged in derivatives trading may not serve concurrently in other operations such as confirmation and settlement.
3. Risk measurement, monitoring, and control personnel shall be assigned to a different department than the personnel in the preceding subparagraph and shall report to the Board of Directors or senior management with no responsibility for trading or position decision-making.
4. Derivatives trading positions held shall be evaluated at least once per week; however, positions for hedge trades required by business shall be evaluated at least twice a month. Evaluation reports shall be submitted to senior management personnel authorized by the Board of Directors.
5. Other important risk management measures

Article 19-1: For the Company engaging in derivatives transactions, the Board of Directors shall implement supervision and management faithfully based on the following principles: ...

1. Designate senior management personnel to pay continuous attention to monitoring and controlling derivatives trading risk.
2. Periodically evaluate whether derivatives trading performance is consistent with established operational strategy and whether the risk undertaken is within the company's permitted scope of tolerance.

Senior management personnel authorized by the board of directors shall manage derivatives trading in accordance with the following principles:

1. Regularly reviewing the level of adequacy of the current risk control process and its degree of consistency with the principles and procedures for Financial Derivatives Transactions set forth herein; and
2. When irregular circumstances are found in the course of supervising trading and profit-loss circumstances, appropriate measures shall be adopted and a report immediately made to the board of directors; where a company has independent directors, an independent director shall be present at the meeting and express an



opinion.

The company shall report to the soonest meeting of the board of directors after it authorizes the relevant personnel to handle derivatives trading in accordance with its Procedures for Engaging in Derivatives Trading.

The company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated according to preceding paragraphs shall be clearly listed in the log for inspection.

The company's internal audit personnel shall periodically make a determination of the suitability of internal controls on derivatives and conduct a monthly audit of how faithfully derivatives trading by the trading department adheres to the procedures for engaging in derivatives trading, and prepare an audit report. If any material violation is discovered, all supervisors shall be notified in writing.

The Company has set independent directors, and therefore, the preceding matters for noticing supervisors shall also for noticing independent director in writing.

The Company has set the Audit Committee, and for regulations on supervisors shall be applied on the Audit Committee members.

Article 20: A public company that conducts a merger, demerger, acquisition, or transfer of shares, prior to convening the board of directors to resolve on the matter, shall engage a CPA, attorney, or securities underwriter to give an opinion on the reasonableness of the share exchange ratio, acquisition price, or distribution of cash or other property to shareholders, and submit it to the Board of Directors for deliberation and passage. However, the requirement of obtaining an aforesaid opinion on reasonableness issued by an expert may be exempted in the case of a merger by the Company of a subsidiary in which it directly or indirectly holds 100% of the issued shares or authorized capital, and in the case of a merger between subsidiaries in which the public company directly or indirectly holds 100% of the respective subsidiaries' issued shares or authorized capital.

A public company participating in a merger, demerger, acquisition, or transfer of shares shall prepare a public report to shareholders detailing important contractual content and matters relevant to the merger, demerger, or acquisition prior to the shareholders meeting and include it along with the expert opinion referred to in paragraph 1 of the preceding article when sending shareholders notification of the shareholders meeting for reference in deciding whether to approve the merger, demerger, or acquisition. However, where a provision of another act exempts a company from convening a shareholder's meeting to approve the merger, demerger, or acquisition, this restriction shall not apply.

Where the shareholders meeting of any one of the companies participating in a merger, demerger, or acquisition fails to convene or pass a resolution due to lack of a quorum, insufficient votes, or other legal restriction, or the proposal is rejected by the shareholders meeting, the companies participating in the merger, demerger or

acquisition shall immediately publicly explain the reason, the follow-up measures, and the preliminary date of the next shareholders meeting.

Article 21: A company participating in a merger, demerger, or acquisition shall convene a board of directors meeting and shareholders meeting on the day of the transaction to resolve matters relevant to the merger, demerger, or acquisition, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

A company participating in a transfer of shares shall call a board of directors meeting on the day of the transaction, unless another act provides otherwise or the FSC is notified in advance of extraordinary circumstances and grants consent.

When participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall prepare a full written record of the following information and retain it for five years for reference:

1. Basic identification data for personnel: Including the occupational titles, names, and national ID numbers (or passport numbers in the case of foreign nationals) of all persons involved in the planning or implementation of any merger, demerger, acquisition, or transfer of another company's shares prior to disclosure of the information.
2. Dates of material events: Including the signing of any letter of intent or memorandum of understanding, the hiring of a financial or legal advisor, the execution of a contract, and the convening of a board of directors meeting.
3. Important documents and minutes: Including merger, demerger, acquisition, and share transfer plans, any letter of intent or memorandum of understanding, material contracts, and minutes of board of directors meetings.

When the Company is participating in a merger, demerger, acquisition, or transfer of another company's shares, a company that is listed on an exchange or has its shares traded on an OTC market shall, within 2 days counting inclusively from the date of passage of a resolution by the board of directors, report (in the prescribed format and via the Internet-based information system) the information set out in subparagraphs 1 and 2 of the preceding paragraph to the FSC for recordation.

When participating in a merger, demerger, acquisition, or transfer of another company's shares is neither listed on an exchange nor has its shares traded on an OTC market, the company(s) so listed or traded shall sign an agreement with such company whereby the latter is required to comply with the provisions of the preceding two paragraphs.

Every person participating in or privy to the plan for merger, demerger, acquisition, or transfer of shares shall issue a written undertaking of confidentiality and may not disclose the content of the plan prior to public disclosure of the information and may not trade, in their own name or under the name of another person, in any stock or other equity security of any company related to the plan for merger, demerger, acquisition, or transfer of shares.

The contract for participation by a public company in a merger, demerger, acquisition, or of shares shall record the rights and obligations of the companies participating in the merger, demerger, acquisition, or transfer of shares, and shall also record the following:

1. Handling of breach of contract.
2. Principles for the handling of equity-type securities previously issued or treasury stock previously bought back by any company that is extinguished in a merger or that is demerged.
3. The amount of treasury stock participating companies are permitted under law to buy back after the record date of calculation of the share exchange ratio, and the principles for handling.
4. The manner of handling changes in the number of participating entities or companies.
5. Preliminary progress schedule for plan execution, and anticipated completion date.
6. Scheduled date for convening the legally mandated shareholders meeting if the plan exceeds the deadline without completion, and relevant procedures.

After public disclosure of the information, if any company participating in the merger, demerger, acquisition, or share transfer intends further to carry out a merger, demerger, acquisition, or share transfer with another company, all of the participating companies shall carry out anew the procedures or legal actions that had originally been completed toward the merger, demerger, acquisition, or share transfer; except that where the number of participating companies is decreased and a participating company's shareholders meeting has adopted a resolution authorizing the board of directors to alter the limits of authority, such participating company may be exempted from calling other shareholders meeting to resolve on the matter anew.

If any company participating in merger, demerger, acquisition or share transfer is not owned by the Company, the Company shall enter into an agreement with the company and deal with it in accordance with the provisions of the preceding paragraph.

Article 22: The Company when participating in a merger, demerger, acquisition, or transfer of shares may not arbitrarily alter the share exchange ratio or acquisition price unless under the following circumstances, and shall stipulate the circumstances permitting alteration in the contract for the merger, demerger, acquisition, or transfer of shares:

1. Cash capital increase, issuance of convertible corporate bonds, or the issuance of bonus shares, issuance of corporate bonds with warrants, preferred shares with warrants, stock warrants, or other equity-based securities
2. An action, such as a disposal of major assets, that affects the company's financial operations
3. An event, such as a major disaster or major change in technology, that affects shareholder equity or share price
4. An adjustment where any of the companies participating in the merger, demerger, acquisition, or transfer of shares from another company, buys back treasury stock
5. An increase or decrease in the number of entities or companies participating in the merger, demerger, acquisition, or transfer of shares

6. Other terms/conditions that the contract stipulates may be altered and that have been publicly disclosed.

The Company's contracts of merger, demerger, acquisition, or transfer of shares shall specify related matters to protect the Company's interests.

Article 23: Subsidiaries' asset acquisition or disposition regulations

- (1). Subsidiaries' asset acquisition or disposition shall be processed according to the parent company's regulations.
- (2). For a subsidiary that is not a public company in Taiwan shall be have the parent company process the report if the acquired or disposed assets reaching the standard for announcement and report of Article 8.
- (3). "The transaction amount reaches 20% or more of paid-in capital of the Company" referred to in the announcement and report standards is based on the paid-in capital of the parent company.

The term "subsidiaries" refer to invested companies that the Company directly holds more than 50% of the issued voting shares or through other subsidiaries to hold more than 50% of the issued voting shares, or invested companies that the Company directly holds more than 50% of the issued voting shares through subsidiaries.

Article 24: Financial statement disclosure

If the Company's acquired or disposed assets reached the standards for announcement and reporting as stipulated in Article 8 of this procedure and the transaction counterparty is a substantive related party, then the Company shall disclose the information in the financial statement and report the information at the shareholders' meeting.

Article 25: Date of implementation

Once approved by the Board of Directors, these regulations shall be submitted to supervisors and to the shareholders' meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company shall submit the disagreement to the supervisor and to the shareholders' meeting for discussion.

When submitting the procedure of acquisition and disposal of assets by public companies to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and the record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors. The Company has set an audit committee, and to set up/revise the procedure of asset handling, it has to be approved by the majority of the audit committee members, and the case shall be resolved by the Board of Directors.

When submitting the procedure of acquisition and disposal of assets by public companies to the board of directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information shall be recorded in the minutes of the Board of Directors.

The number of “all audit committee members” and “all directors” mentioned in the preceding paragraph shall be the actual number of persons holding the position.

After setting up the audit committee, regulations on supervision of Paragraph 3 of Article 14.4 of the Securities and Exchange Act can be applied on the audit committee, and regulations of Paragraph 4 of Article 14.4 can be applied on audit committee members who are independent directors.

Article 26: For the calculation of 10% of total assets under these procedures, the total assets stated in the most recent parent company only financial report or individual financial report prepared under the Regulations Governing the Preparation of Financial Reports by Securities Issuers shall be used.

Where there is no face value of the company's shares or the face value of each share is not NT\$ 10, the transaction amount of 20% of the paid-up capital stipulated in this procedure shall be calculated as 10% of the equity vested in the owner of the parent company.

For calculations under the provisions of these Regulations regarding transaction amounts relative to paid-in capital of NTD 10 billion, NTD 20 billion of equity attributable to owners of the parent company shall be substituted.

BULL WILL Co., Ltd.  
Rules and Procedures of Shareholders' Meeting  
(Before amendment)

Article 1: Shareholders' Meeting (the "Meeting") of Bull Will Co., Ltd. (the "Company") Shall be conducted according to the Rules and Procedures of Shareholders' Meeting unless otherwise stipulated by laws and regulations.

Article 2: The term "shareholders" refers to shareholders themselves and proxies designated by shareholders.

Article 3: The Company shall specify the time and location of the reporting time and location for the Meeting as well as matters to be noted on the meeting notice. The reporting time of shareholders for the Meeting shall begin at least 30 minutes before the Meeting. The meeting attendee reporting site shall be clearly labeled, and an adequate number of capable personnel shall be at the site handling the reporting. A shareholder either attending in person or entrusting a proxy (the "shareholders") shall present their attendance badge, attendance card, or other valid meeting attendance certificate. If a shareholder entrusts a proxy to attend the meeting, the proxy shall present the ID card as well. Shareholders attending the meeting shall wear the attendance badge and submit their attendance card in lieu of signing the attendance sheet. A shareholder or his/her proxy submitting the attendance card with the name of the shareholder will be deemed as the shareholder presenting the meeting in person. The Company is not responsible for verification.

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 location for convening the Meeting shall be at the premise of the Company or at a site convenient for shareholders to attend the meeting and suitable for convening the Meeting. The meeting shall start no earlier than 9:00 AM or 3:00 PM.

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 shall choose one from

themselves to preside the meeting.

To convene a routine shareholders' meeting, the Company shall prepare the meeting handbook and notice all shareholders 30 days before the meeting. For shareholders with fewer than 1,000 registered shares, the notice shall be announced through the Market Observation Post System 30 days prior to the Meeting. For the Meeting that is ad hoc, shareholders shall be notified 15 days prior to the meeting. For shareholders holding fewer than 1,000 registered shares, the Company shall announce it through the Market Observation Post System.

Reasons for convening the Meeting shall be included in the meeting notice and announcement. Notification of convening of a shareholders' meeting can be sent via e-mail if the recipients of such notification give their consent.

Election or removal of 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 temporary motion.

The reasons for convening the shareholders' meeting have stipulated the general election of directors and supervisors, and the date of appointment. After the re-election of the shareholders' meeting is completed, the date of appointment shall not be changed by temporary 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. However, if the shareholder's proposal is to urge the company to promote the public interest or fulfill its social responsibility, the board of directors may still include the proposal. When any of the circumstances provided in the subparagraphs of paragraph 4, Article 172-1 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda.

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

The Company shall 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 shall 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 the sign-up book and the attendance cards. The number of shares is used for exercising the right to vote. 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 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 1 month. 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 shall be conducted according to the agenda, which cannot be altered unless it is passed through a resolution in the Meeting.

The provisions in the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a rightful party outside 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: Deletion.

Before attending shareholders speak, the chairperson shall 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 shall determine the sequence of their speeches.

An attending shareholder submitting the speech note but without speaking is deemed as without speaking. 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 of 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.

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, 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 shall be the Company's shareholders, too. The counting of the ballots for the Meeting's voting or election shall be done publicly at the site of the Meeting, and the counting result, including the the number of the voting right, shall be announced at the completion of the counting and be recorded. For the election of Directors and Supervisors at the Meeting, it shall be held in accordance with the Company's election related rules and specifications, and the election result, including the list of the elected Directors and Supervisors as well as the number of voting rights they have received, shall be announced on the spot. And the list of the losing directors and supervisors and the number of elective rights they obtained.

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

The meeting staff members for the Meeting shall wear an ID badge or an armband badge.

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

The said audio-visual information shall 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 shall be kept until the end of the lawsuit.

Article 20: The Chairperson shall command pickets or security guards to maintain the order at the Meeting. A picket or security guard shall wear identification cards when assisting in maintaining order.

Shareholders shall 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.  
Operation Procedure for Making of Guarantee/Endorsement  
(Before amendment)

Article 1: Objectives

These regulations are prepared to make the financial management of the Company's making of endorsements/guarantees to others comprehensive for reducing management risk generated from making endorsements/guarantees. Nevertheless, if there are other requirements by relevant acts, these acts shall prevail.

Article 2: Endorsements/guarantees matters

The term "endorsement/guarantees" in these regulations refers to the joint drawers, endorsers, guarantors or common joint guarantors of a negotiable instrument.

1. Endorsements/guarantees: The term refers to bill discount financing, endorsement or guarantee made to meet the financing needs of another company, and issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the company itself.
2. Customs duty endorsement/guarantee, meaning an endorsement or guarantee for the company itself or another company with respect to customs duty matters.
3. Other endorsements/guarantees, meaning endorsements or guarantees beyond the scope of the above two subparagraphs.

Any creation by the Company of a pledge or mortgage on its chattel or property assets as security for the loans of another company shall also comply with these Regulations.

Article 3: Counterparty of endorsements/guarantees

The Company makes endorsements/guarantees for the following companies:

1. A company with which it does business with
2. A company in which the public company directly and indirectly holds more than 50% of the voting shares.
3. A company that directly and indirectly holds more than 50% of the voting shares in the public company.

For companies that the Company directly and indirectly holds more than 90% of the voting shares, the Company can make endorsements/guarantees. The amount shall not exceed 90% of the net value of a public company.

Before the endorsements/guarantees, the case shall be submitted to the Board of Directors of the Company (a public company) for resolution. For companies that the Company (a public company) held 100% of the voting shares either directly or indirectly are not restricted by these regulations.

The Company may have to sign contract for mutual guarantees with the peers or the co-builder for contract works, to make endorsements/guarantees of an investee according to the % shareholding by all shareholders because of a co-investment relationship, or to be a joint guarantor for contract performance guarantee of a pre-sales house contract under the consumer protection act, and the preceding two regulations do not apply to

these matters for making endorsements/guarantees.

The aforementioned term “investment” refers to a public company's investment on a company that it held 100% of the voting shares either directly or indirectly. The terms “subsidiaries” and “parent companies” used in these regulations shall be defined according to the Regulations Governing the Preparation of Financial Reports by Securities Issuer.

The Company's financial reports are prepared based on international financial reports preparation guidelines. The term “net value” refers to equity stated in the balance sheet prepared in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers that is attributable to owners of the parent company.

The term “reporting and announcement” in these guidelines refers to the information reporting website of the financial supervisory commission (hereafter as the commission). The term “Date of occurrence” in these regulations means the date of contract signing, date of payment, dates of boards of directors’ resolutions, or other date that can confirm the counterparty and monetary amount of the endorsement/guarantee, whichever date is earlier.

#### Article 4: Ceilings on the amounts for making in endorsements/guarantees

1. The accumulated total of endorsements/guarantees shall not exceed 50% of the net worth of the Company.
2. The balance of endorsements/guarantees by the Company for a single enterprise shall not exceed 50% of the Company's net worth as stated in its latest financial statement.
3. The amount of endorsements/guarantees for any single entity that the public company and its subsidiaries as a whole are permitted to make. If the aggregate amount of endorsements/guarantees that is set as the ceiling for the public company and its subsidiaries as a whole reaches 50% or more of the net worth of the public company, an explanation of the necessity and reasonableness shall be given at the shareholders meeting.

#### Article 5: Hierarchy of decision-making authority and delegation

1. When processing endorsements/guarantees matters, it is important to evaluate the risk and have the case approved by the Board of Directors. If a company has already set independent directors, it is important to take each independent director’s comment into good consideration and record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors. The Board of Director can delegate the Chairperson to make decision within the following limit first and then report the decision to the Board of Directors for ratify, and the handling and related matters shall be reported at the shareholders’ meeting for inspection:
  - (1) The accumulated total of endorsements/guarantees is under 30% of the net worth of the Company as stated in its latest financial statement.
  - (2) The balance of endorsements/guarantees by the Company for a single enterprise is less than 10% of the Company's net worth as stated in its latest financial statement.

2. If for business purposes an endorsement/guarantee exceeds the limit set in Article 4 of these regulations, it has to be approved by the Board of Directors and half or more of the directors shall act as joint guarantors for any loss that may be caused to the company by the excess endorsement/guarantee. The Operational Procedures for Endorsements/Guarantees shall be amended accordingly and submit the same to the shareholders' meeting for ratification after the fact. If the shareholders' meeting does not give consent, the company shall adopt a plan to discharge the amount in excess within a given time limit.

If a company has already set independent directors, then at the meeting of the Board of Directors, it is important to take each independent director's comment into good consideration and record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors.

#### Article 6: Endorsements/guarantees handling procedure

When processing endorsements/guarantees, it is important to evaluate the risk of the endorsements/guarantees and prepare the evaluation record. If necessary, acquire collaterals.

1. When a guaranteed company requests the Company's endorsement, it shall provide a letter explaining the purpose and the total amount to be endorsed, and it shall also enclose the promissory note with the letter.
2. When the department in charge of the endorsement case submits the application for approval, it shall provide the Finance Department with the name of the company requesting for endorsement, the date, the undertaking matter, the method, the agreement, the amount of endorsements/guarantees, the collaterals acquired, the conditions for discharging the endorsements/guarantees, the date, and the content of the negotiable instruments or deed to be retrieved.
3. The Finance Department shall carry out credit investigation and risk evaluation on the company for endorsements/guarantees, and matters to be evaluated include:
  - (1) The necessity and reasonableness for endorsements/guarantees
  - (2) The necessities of the amount of endorsements/guarantees on the financial condition of the borrower
  - (3) If the accumulated amount of endorsements/guarantees is still within the limit
  - (4) Where the Company make endorsements/guarantees to a business-related company, it shall set standards for evaluating whether the amount of endorsements/guarantees is consistent with the amount of business between the two companies.
  - (5) Its effect on the Company's operating risk, financial condition, and shareholder equity
  - (6) If any collaterals can be acquired and the appraised value of the collaterals
  - (7) Borrower's credit investigation for endorsements/guarantees and risk evaluation record
4. The Finance Department shall submit comments from the review and the related

documents to the department in charge of the case, and the department in charge of the case will submit the information to the Chairperson.

5. The Chairperson will decide based on Article 5 of these regulations or submit the case to the Board of Directors for resolution, which shall then be given to the Finance Department.
6. The Finance Department based on the Chairperson's decision, or the Board of Directors' resolution shall verify the guarantee. If the guarantee is permitted, provide related application documents, stamp the documents according to the Company's regulations, write down "memorandum book" on the endorsements/guarantees record, and then send the promissory note to the guaranteed company.
7. When the Company set up the memorandum book, it shall list out the following information for inspection: endorsement/guarantee matters, name of the endorsed/guaranteed company, risk evaluation result, endorsement/guarantee amount, collaterals acquired, date of approval obtained from the Board of Directors or the Chairperson, Date of endorsement/guarantee, conditions and date for discharging the endorsement/guarantee responsibility, and matters evaluated according to Paragraph 3 of the regulations.

#### Article 7: Cancellation of endorsements/guarantees

1. If an endorsement/guarantee case has to be written off because of discharging the liabilities, extension, or other reasons, the department in charge of the case shall retrieve the negotiable bills/deed issued from the guaranteed and submit them to the Finance Department for the writing off procedure. The Finance Department shall stamp the above documents with the "written off" stamp, and record the written off date and the reason on the memorandum book.
2. When extending the bills, if it is requested by the financial institutions to endorse the new bills before retrieving the old ones, the Finance Department shall file the case and do follow up on retrieving the old bills for writing off.

#### Article 8: Reporting and announcement

Aside from on the tenth of each month announcing the Company and its subsidiaries' aggregate endorsements/guarantees balance of the previous month, the Company shall report and announce the balance within two days after the date of the occurrence if the balance satisfies one of the following criteria:

1. The aggregate balance of endorsements/guarantees by the Company and its subsidiaries reaches 50% or more of the Company's net worth as stated in its latest financial statement.
2. The balance of endorsements/guarantees by the Company and its subsidiaries for a single enterprise reaches 20% or more of the Company's net worth as stated in its latest financial statement.
3. The balance of endorsements / guarantees by the Company and its subsidiaries for a single enterprise reaches NT\$10 million or more and the aggregate amount of all endorsements / guarantees for, amount of the investment using the equity method,

and balance of loans to, such enterprise reaches 30% or more of Company's net worth as stated in its latest financial statement.

4. The amount of new endorsements or guarantees made by the Company or its subsidiaries reaches NT\$30 million or more, and reaches 5% or more of the Company's net worth as stated in its latest financial statement.

If a subsidiary of the Company is not a domestic company, the matters to be declared by the subsidiary under subparagraph 4 of the preceding paragraph shall be declared by the Company.

#### Article 9: Safe custody of the seal and the use of seal

1. The Company 's seals for endorsements/guarantees are Company seal registered at the Ministry of Economic Affairs and used exclusively for endorsements/guarantees. The Company shall designate a person to safekeep the seal and use the seal or sign bills according to the Company seal use regulations for.
2. The keeper of the endorsements/guarantees seal shall be approved by the Board of Directors to assume the job, and the same applies when changing the keeper.
3. If the Company is endorsing/guaranteeing a foreign company, the letter of guarantee shall be signed by the person authorized by the Board of Directors.

#### Article 10: Subsidiaries' endorsements/guarantees

If a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall request the subsidiaries to set up the procedure and to process according to the procedure. The net worth shall be calculated based on the net worth of the subsidiary.

#### Article 12: Other matters for notice

1. For the entity for which the endorsement/guarantee is made, if it originally satisfies Article 3 of these regulations but later fails to satisfy the regulations or if the endorsement/guarantee amount exceeds the limit because of basic calculation changes, then the endorsement/guarantee amount for the entity or the amount exceeding the limit shall be discharged within a given time. Related improvement plans shall be submitted to supervisors and reported to the Board of Directors.
2. The Company shall evaluate or recognize possible loss from endorsements/guarantees, disclose necessary endorsements/guarantees information in the financial report, and provide related information for the certified public accountant to implement the necessary audit.
3. The internal auditors of the Company shall audit the Operational Procedures for Endorsements/Guarantees and the implementation each quarter and if any major violation is detected, the auditors shall immediately notify supervisors in writing. If the manager or the person in charge violates the procedure, then the persons shall be penalized according to the Company's work regulations and performance regulations. If the violation has caused any losses to the Company, the persons shall be responsible for the compensation.
4. For foreign companies that have no seal, Articles 3 and 9 are not applicable.



For foreign companies, their net value shall be calculated using these regulations, and the term refers to the equity attributed to the owner of the parent company on the balance sheet.

Article 12: Once approved by the Board of Directors, these regulations shall be submitted to supervisors and to the shareholders' meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company shall submit the disagreement too to the supervisor and to the shareholders' meeting for discussion. Same applies to amendment.

When submitting the endorsements/guarantees procedure to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors.

The Company has independent directors, and when submitting the procedure of making of endorsements/guarantees to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information shall be recorded in the minutes of the Board of Directors.

The Company has no plan to make endorsements/guarantees for others, and once it is approved by the Board of Directors, there is no need for the Company to set up the procedure for providing loans to others. If later the Company plans to make endorsements/guarantees for others, the two aforementioned regulations shall apply. If the Company has set a auditing committee, then to set up/revise the procedure of making of endorsements/guarantees, it has to be approved by the majority of the auditing committee members, and the case shall be resolved by the Board of Directors, and in this case, Paragraph 2 does not apply.

If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors.

The number of "all auditing committee members" as mentioned in Paragraph 4 and of "all directors" as mentioned in the preceding paragraph shall be the actual number of persons holding the position.

Article 13: If the counterparty of endorsements/guarantees has a net value lower than the half of the paid-in-capital of the subsidiary, subsequent control and regulation measures shall be set up.

In the case of a subsidiary with shares having no par value or a par value other than NTD 10, the paid-in capital calculated according to subparagraph 11 of the preceding paragraph shall be replaced by the sum of the share capital plus paid-in capital in

excess of par.

Article 14: Other matters to be set according to the Company's regulations.

BULL WILL Co., Ltd.  
Operational Procedures of Engaging in Derivatives Trading  
(Before amendment)

Article 1: Objective of Formulation

In order to ensure the company's investment safety and effectively manage the company's income and expenditure, assets and liabilities, reduce the risk caused by foreign exchange and interest rate changes, to accurately manage the company's financial products, so as to establish the risk management system of derivatives trading, and strengthen the competitiveness of the company.

Article 2: Legal Basis

The procedures are hereby formulated in accordance with the Securities and Futures Commission, Ministry of Finance Letter No. 0910006105 on December 12, 2002.

Article 3: Scope of Application

The types of derivatives the Company may engage in refer to trading contracts whose value is derived from commodities such as assets, interest rates, exchange rates, indices, or other interests, including forward contracts, options, futures, exchanges and exchange rates, bond margin trading and compound contracts combined with the above commodities. The so-called long-term contracts does not include insurance contracts, performance contracts, post-sale service contracts, long-term lease contracts, and long-term purchase (sale) contracts.

Article 4: Trading Type

By their nature, they are classified as

1. Hedging trading for the purpose of hedging operational risk mainly involve reducing the risk of existing assets, liabilities or non-cancellable commitments or anticipated trading through the trading of derivatives.
2. Speculative trading that creates additional risks in order to gain profits mainly refers to the holding or issuing of derivative commodities for the purpose of earning the price difference in commodity trading and bearing trading risks.

Article 5: Management and Hedging Strategies

Derivatives trading is based on the principle of hedging, mainly to ensure the profits of the Company's business operations and avoid risks caused by exchange rate, interest rate or asset price fluctuations, rather than speculative profit; any trading of other nature shall be approved by the chairman of the board.

Article 6: Division of Rights and Responsibilities

1. Finance Department

- (1). Obtain market information, judge trends and risks, be familiar with financial products, relevant laws and regulations, operating skills, etc., and trade according to the position of authority and authorized position, in order to avoid the risk of market price fluctuations.

- (2). Evaluate from time to time.

2. Accounting Department

- (1). Provide information on risk exposure positions.
- (2). Prepare accounts and financial statements in accordance with generally accepted accounting principles.
- (3). Measurement, supervision, and control of trading risk.
- (4). Regular announcement and declaration.

#### Article 7: Performance Evaluation

1. Hedging trading shall be evaluated on a regular basis at least once every two weeks, and financial trading shall be evaluated on a regular basis at least once a week, and the evaluation report shall be submitted to the senior management authorized by the board of directors for review.
2. The performance evaluation shall be compared with the pre-established evaluation benchmark on the evaluation date for reference in future decisions.

#### Article 8: The total amount of contracts that can be traded and the maximum amount of losses

Items	Hedging Transactions	Non-Hedging Transactions
Total Contract Amount	It shall not exceed the company's estimated annual business demand	It shall not exceed 20% of the paid-up capital of the current year
Maximum amount of total contract loss	<u>10% of the total transaction contract</u>	10% of the total transaction contract
Maximum amount of individual contract loss	<u>10% of the individual transaction contract</u>	10% of the individual transaction contract

Note: the stop loss point is set according to the weighted average price of the derivative commodities signed. If the stop loss point is exceeded, relevant personnel meeting shall be convened at any time to deal with it.

#### Article 9: Authorization Credit

Contract Credit Approvers	Hedging Transactions		Non-Hedging Transactions	
	Individual Credit	Total Credit	Individual Credit	Total Credit
Head of Finance Department	Less than \$0.5M	Less than \$1M	--	--
Deputy General Manager of Finance	\$0.5-\$1.5 M	\$1-\$3 M	Less than \$0.3M	Less than \$0.5M
Chairman of the Board	\$1.5-\$3 M	\$3-\$6 M	\$0.3-\$1 M	\$0.5-\$1.5 M
Board of Directors	More than \$3M	More than \$6M	1M	More than \$1.5M

#### Article 10: Operational Procedures

1. Related trend, information analysis, and judgment.

2. Identify the trade object, nature, and position.
3. Deciding on specific practices for trading.
  - (1) Transaction target.
  - (2) Transaction position.
  - (3) Target price and range.
  - (4) Transaction strategies and patterns.
4. Obtain transaction approval.
5. Execution of transactions:
  - (1). Transaction object: Only domestic and foreign financial institutions and registered and established legal brokers, otherwise, the chairman of the board shall sign the agreement.
  - (2). Transaction personnel: The personnel of the Company who may execute derivative transaction shall obtain the approval of the chairman of the board in advance and notify the financial institutions with which the Company has dealings that any other person is not allowed to engage in transaction.
6. Transaction confirmation:
 

After the transaction, the transaction personnel shall fill in the transaction documents, confirm whether the transaction conditions are consistent with the transaction documents, and send them to the supervisor of the competent authority for approval.
7. Settlement:
 

After the transaction is confirmed without error, the capital unit shall prepare the price on the delivery date and the designated delivery personnel shall carry out the delivery at the agreed price with relevant documents.
8. Transaction records:
 

The Company engaging in derivatives trading shall establish a log book in which details of the types and amounts of derivatives trading engaged in, board of directors approval dates, and the matters required to be carefully evaluated in accordance with the regulations shall be clearly listed in the log for inspection.

#### Article 11: Procedures for Public Announcement and Declaration

If the Company's shares are listed or traded over the counter, the relevant information of the company and its subsidiaries engaged in derivatives trading up to the end of the previous month shall be submitted to the information reporting website designated by the SFC before the 10th day of each month in accordance with the prescribed format.

#### Article 12: Accounting Handling Method

1. The accounting unit of the Company shall deal with the matter in accordance with the Business Entity Accounting Act, the Financial Accounting Standards Bulletin and the letter and order of the relevant competent authority. In the absence of relevant provisions, log in details and calculate monthly in the form of realized and unrealized profit and loss statements.
2. The accounting unit of the Company shall disclose relevant information in the notes to the preparation of periodic financial reports in accordance with the

provisions of The Securities and Futures Commission, Ministry of Finance Letter No. 00263 "Notes on Disclosure of Financial Reports of Publicly issued Companies Engaged in Derivatives Transactions" on January 29, 1996.

#### Article 13: Accounting Handling Method

##### 1. Risk management measures:

###### (1). Credit risk management:

In principle, the transaction object shall be limited to domestic and foreign financial institutions and registered and established legal brokers, otherwise, the chairman of the board shall sign the agreement.

###### (2). Market risk management:

Mainly engaged in hedging transactions, supplemented by non-hedging transactions, and with a high degree of market sensitivity, to keep abreast of market trends and trends.

###### (3). Liquidity and cash flow risk management:

To ensure liquidity, it is necessary to confirm with the fund manager before trading that the transaction amount will not cause illiquidity.

###### (4). Operational risk management:

Authorization credit and operating procedures must be strictly followed to avoid risks caused by human errors, improper procedures, and inadequate controls.

###### (5). Legal Risk management:

Any documents signed with the transaction object must be reviewed by legal officers before being formally signed to avoid legal risks.

##### 2. Internal Control System

(1). Transaction personnel and operational personnel engaged in confirmation, settlement, etc., shall not serve concurrently.

(2). Transaction personnel shall deliver the trading voucher or contract to the loggeting personnel for record.

(3). Loggeting personnel shall check the account or log in with the transaction object regularly.

(4). The measurement, supervision and control of transaction risk shall be the responsibility of a senior officer designated by the board of directors and shall report as necessary to the senior officer or the board of directors who is not responsible for position decisions.

##### 3. Regular Reports

(1). The senior executives designated by the board of directors shall monitor and control the risks of derivatives transactions at all times and shall periodically evaluate whether the performance of the transactions is consistent with the established business strategy and whether the risks incurred are within the permissible limits.

(2). The senior management designated by the board of directors shall periodically

assess the adequacy and compliance of the risk management procedures currently in use.

- (3). Positions arising from financial transactions shall be evaluated at least once a week; hedging transactions for business purposes shall be evaluated at least once every two weeks.
- (4). In case of any abnormality in the market price evaluation report, it shall immediately report to the board of directors and take necessary measures. If there is an independent director, the independent director shall be present and express his/her opinion.

#### Article 14: Internal Auditing

The internal auditors shall periodically understand the flexibility of the internal controls for derivatives trading, check the compliance of the trading department with the "Operational Procedures of Engaging in Derivatives Trading" on a monthly basis, analyze the trading cycle and prepare an audit report, and notify each supervisor in writing of any significant violations found.

Article 15: These Procedures shall be implemented after adoption by resolution of the board of directors, and shall be reported to the shareholders meeting. If a director expresses disagreement, which is recorded or stated in writing, then the Company shall submit the disagreement to the supervisor and to the shareholders' meeting for discussion. When this procedure is submitted to the board of directors for discussion in accordance with the preceding paragraph, the opinions of the independent directors shall be taken into full consideration and their opinions and reasons for agreeing or opposing shall be recorded in the meeting minutes of the meeting.

BULL WILL Co., Ltd.  
Loans to others procedure  
(Before amendment)

Article 1: Purport

This procedure is set up to provide the Company with a procedure for providing loans to others.

For other legal entities or groups qualifying the fund loaning conditions (hereinafter as borrowers), their loans will be processed in accordance with this procedure. Nevertheless, if there are other requirements by relevant acts, these acts shall prevail.

Article 2: Borrowers

In accordance with Article 15 of the Company Act, public issued companies are not allowed to provide shareholders or other provide loans except the following conditions of the funds:

1. Business interactions with other companies
2. Necessary for short-term financing funds with companies, the financing amount shall not exceed 40% of the net value of the company receiving the loans.

The term “short-term” refers to one year. For companies with an operating cycle longer than one year, use the operating cycle as the definition of short term.

The term “financing amount” in Paragraph 2 of Article 1 refers to the accumulated balance of the short-term financing funds of publicly issued companies.

Publicly issued companies providing loans to foreign companies that they held 100% of the voting shares either directly or indirectly or vice versa are not restricted by Paragraph 2 of Article 1. The term “net value” refers to equity stated in the balance sheet prepared in accordance with the the Regulations Governing the Preparation of Financial Reports by Securities Issuers that is attributable to owners of the parent company. If a company responsible person violates the regulations of the first paragraph or the afore-mentioned paragraphs, the person and the borrowers are jointly responsible for repayment. If the Company is damaged, the above people shall be responsible for the compensation as well.

Article 3: Reasons and necessities of loaning funds to others

Where the Company loans funds to a business-related company, it shall comply with Paragraph 2 of Article 4. Loaning funds because of short-term financing is limited to the following conditions:

1. For companies that the Company holds more than 20% of the voting shares, funds loaning is required for short-term financing need for business;
2. Where short-term financing is required for a company or business due to purchase of materials or operational needs.
3. Other borrowers approved by the Company's Board of Directors

Article 4: The accumulated amount of loans and the maximum amount permitted to a single borrower:

1. The total accumulated amount of loans granted shall not exceed 40% of the net



worth of the Company.

2. For companies that have business transactions with the Company; the amount of loans to individual borrowers shall not exceed 7.5 times of the Company's net value, and the business transaction amount refers to the amount of purchase or sales, whichever is higher, between the two parties.
3. For companies requiring short-term financing funds, the accumulated total of loans granted shall not exceed 40% of the net worth of the Company.
4. Foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, or foreign companies directly or indirectly holding 100% of the voting shares of the Company engage in capital loaning with the Company, the capital loans and individual loans shall not exceed 40 percent of the net value of the Company in total amount and amount accumulated.

#### Article 5: Loans to Others Procedure

##### 1. Application

- (1) The Company when processing fund loaning shall request the borrower to fill out the application form and provide required financial information to apply for a financing quota with the Company.
- (2) After the initial contact for evaluating the financial condition, the profitability, solvency, and purpose of loaning funds by the person in charge of this business, a contact record will be set up and a maximum quota, the interest, and the security conditions will be set and to be approved step by step before the case is submitted to the Board of Directors for approval.

##### 2. Credit Investigation

- (1) For those applying for loans for the first time, the borrowers shall provide basic information and financial information for credit investigation.
- (2) For those applying for loans repeatedly, their credit investigation has to be done in principle once a year. For major cases, credit investigation may be required every half a year, depending on the actual need.
- (3) Finance Department when conducting a detailed investigation of the borrower shall include the following matters:
  1. The necessity and reasonableness for loaning funds
  2. The necessities of the amount of the loan based on the financial condition of the borrower
  3. If the accumulated amount of loans is still within the limit
  4. Its effect on the Company's operating risk, financial condition, and shareholder equity
  5. If any collaterals can be obtained and the appraised value of the collaterals
  6. Borrower's credit investigation and risk evaluation record shall be attached.

##### 3. Loan Authorization

- (1) After the credit investigation and evaluation of the loan case, if the borrower has

a good credit rating and a proper use of the loan and the loan is necessary and the borrower is capable of making repayment, the person in charge of the case shall fill out the credit investigation report, provide comment, and set up financing conditions, which shall be reported step by step to the general manager, and Chairperson, and then the Board of Directors for resolution before loaning funds. It is important to take each independent director's comment into good consideration and record their comments on or reasons for disagreement or agreement in the meeting minutes of the Board of Directors.

For loaning funds between the Company and its parent company or subsidiaries or between the Company's subsidiaries, it is required to submit the application to the Board of Directors for resolution and to delegate the Chairperson to have the funds for lending that are within the specific amount authorized by installment or revolved within one year.

Unless those meeting Paragraph 4 of Article 2 of the Company's regulations, the authorized amount of loans by a public company or its subsidiaries to a single enterprise shall not exceed 10% that company's net worth stated in its latest financial statement.

- (2) After the credit investigation and evaluation, if the loan application is rejected because the borrower's poor credit rating, the person in charge of the case shall notify the reason for rejection, have the decision approved and signed, and notify the borrower as soon as possible.

#### 4. Notification to the Borrower

Once the borrowing case is approved, the person in charge shall immediately notify the borrower by correspondence or by phone to provide the Company's fund loaning conditions in details, including the limit, the term, the interest rate, the collaterals, and the guarantors. The borrower shall sign the contract before the deadline, complete the pledge of rights (mortgage right) of the collaterals and the identity verification of the guarantor(s) before appropriation.

#### 5. Contract Signing and Identity Verification

- (1) Terms and conditions of the contract for loaning funds shall be set up by the person in charge, approved by the supervision, and then submitted to the finance department for verifying the content and the approving the loaning terms and conditions. Next, the contract terms and conditions will be given to the legal consultant for review before carrying out the contract signing procedure.
- (2) When signing a financing contract with the borrower, it shall be processed under the name of a legal entity or group registered at the competent authority and the seal of the person in charge of the entity is required. The person handling the loan and the joint guarantors shall sign on the contract and the person in charge shall also complete the identity verification procedure.

#### 6. Security

If financial collaterals are required for fund loaning, the borrower shall provide the

Company with the property assets or securities to be the mortgage or pledge or sign the guarantee note with the date of repayment as the maturity date of the note. The Company shall keep the guarantee note for security.

#### 7. Insurance

- (1) Except land the securities, all collaterals shall be covered by fire insurance. For vessels and vehicles, they shall be fully insured, and the insurance amount in principle shall be no lower than the collateral pledged or mortgaged. It shall be noted on the insurance policy that the Company is the beneficiary. The name, the quantity, and the storage location of the insured item and the insurance conditions and the insurance endorsement listed on the insurance policy shall be the same as the Company's original loaning conditions. For building without a building number set at the time of the insurance, the section of the lot and the number of the lot shall be provided as its address.
- (2) The person in charge of the loan shall notify the borrower to renew the insurance before the end of the insurance term.

#### 8. Appropriation

Once the loaning application is approved and the person in charge of the case has completed the contract and the required legal procedure, appropriation can be carried out once all procedure has been checked to be correct without mistake.

#### Article 6: Duration of Loans and Calculation of Interest

Except for foreign companies which directly or indirectly hold 100% of the voting shares of the Company, or foreign companies which directly or indirectly hold 100% of the voting shares of the Company, or the Company which directly or indirectly hold 100% of the voting shares of the Company, engage in the loan of the Company for a period of not more than 3 years, the loan shall be conducted in accordance with the following provisions:

1. Duration: The duration of each loan shall be no more than one year starting from the date of the loan.
2. Interest rate: The interest rate shall be no lower than the highest interest rate of the Company's short-term loans from financial institutions.
3. Unless the calculation of the interest rate of a loan is otherwise specified, loan interest in principle shall be paid once every month, and the borrower will be notified to pay the interest within a week starting from the interest payment date. If any adjustment is required, such adjustment shall be approved by the Board of Directors and be made according to the actual condition.
4. If the matter described in Paragraph 6 of Article 7 applies, the Company will not only dispose the collaterals and request loan repayment but also charge a 10% default penalty according to the contracted interest rate.

#### Article 7: Subsequent Control Measures of Loaned Funds and Procedure for Handling Overdue Rights of Claim

1. At the end of each month the Finance Department shall prepare a list of funds loaning

to others for the Board of Directors. The Accounting Department shall evaluate the fund loaning condition and provide an adequate amount of allowance for bad debts and disclose necessary information in the financial report. The Accounting Department shall provide relevant information for the certified public accountant for necessary audit.

2. When the Company processes fund loaning matters, it shall set up a memorandum book for listing out the subjects, amounts, the Board of Directors' approval date, and the loan appropriation date and to list out matters required to be evaluated for inspection.
3. The audit unit each quarter shall check and evaluate the implementation of this procedure and set up a writing record. If there is any violation and the condition is serious, notify the supervisors in writing and have the supervisors notify the Securities and Futures Commission, Ministry of Finance. If the manager or the person in charge violates the procedure, then the persons shall be penalized according to the Company's work regulations and performance regulations. If the violation has caused any losses to the Company, the persons shall be responsible for the compensation.
4. After loan appropriation, it is important to pay attention to the financial condition, business, and credit condition of the borrowers and the guarantors. For those providing collaterals, it is important to pay attention to changes in the value of the collaterals. If there is any significant change, notify the Chairperson immediately and handle the case according to the instruction.
5. If because of changes in situation that a borrower of the Company no longer satisfying these regulations or if the balance has exceeded the limit, then an improvement plan shall be set up and be submitted to the supervisors for implementing improvement.
6. If a borrower cannot perform the financing contract, the responsible department shall prepare an abnormal report for it and submit the report to the Chairperson and have the legal consultant to carry out disposition and request repayment according to law and based on the collaterals provided and the guarantors in order to protect the Company's interest.

#### Article 8: Repayment

1. Notify the borrower to discharge the principal or to apply for extension two months before loan maturity.
2. When a borrower makes loan repayment at loan maturity, the interest of the loan shall be calculated and be paid together with the principal before writing off of or returning the promissory note, the certificate of indebtedness, and other certificate of the obligatory claims to the borrower.
3. If the borrower applies for writing off the right of mortgage, first check if there is any balance of the loan before agreeing on writing off the right of mortgage.

#### Article 9: Loan Extension

If it is required based on facts, the borrower once approved by the Board of Directors

can apply for loan extension according to the required procedure one month before the maturity of the loan.

#### Article 10: Organization and Keeping of Files

For personnel in charge of fund loaning, they shall organize and put the contracts, promissory notes, and other certificates of the obligatory claims as well as the certificates of the collaterals, the insurance policy, and the correspondence of the fund loaning cases they are in charge of into a custody bag, write down the name of the borrower and items kept in the custody bag, and submit the bag for the supervisor to inspect. After confirming that there is no mistake, the person in charge of the case and the supervisor shall affix their seals on the seam of the bag, have the bag registered in the custody record, and keep the bag carefully in custody.

#### Article 11: Report Announcement

1. The Company at the tenth day each month shall announce the balance of funds loaned in the preceding month by the Company and the subsidiaries.
2. The Company shall report and announce the balance within two days after the date of the occurrence if the loan balance satisfies one of the following criteria:
  - (1) The accumulated balance of loans by the Company and its subsidiaries reaches 20% or more of the company's net worth stated in its latest financial statement.
  - (2) The balance of loans by the Company and its subsidiaries for a single enterprise reaches 10% or more of the Company's net worth as stated in its latest financial statement.
  - (3) The amount of new funds loaned by the Company, or its subsidiaries not only exceeds NTD 10 million but also reaches 2% or more of the Company's net worth stated in its latest financial statement.

The Company shall announce and report on behalf of any subsidiary that is not a public company domestically regarding any matters that such subsidiary is required to announce and report according to subparagraph 3 of the preceding paragraph.

The term “date of occurrence” refers to the date of contract signing, date of payment, dates of boards of directors’ resolutions, other dates of determining the borrower and the amount of the loan, or whichever happens earlier.

#### Article 12: Other Matters

1. If the Company’s subsidiaries plan to provide loans to others, the Company, a public company, shall request the subsidiaries to set up the procedure for providing loans to others in accordance with these regulations.
2. For matter not stipulated in this procedure, please comply with relevant laws and regulations as well as the related regulations of this Company.

#### Article 13: Taking Effect and Amendment

If the Company plans to provide loans to others, it shall follow the procedure for providing loan to other, and once approved by the Board of Directors, the case shall be submitted to supervisors and to the shareholders’ meeting for approval. If a director expresses disagreement, which is recorded or stated in writing, then the Company shall submit the disagreement too to the supervisor and to the shareholders’ meeting

for discussion. Same applies to amendment.

The Company has independent directors, and when submitting the loan provision procedure to the Board of Directors for discussion according to the aforementioned regulation, it is important to take each independent director's comment into good consideration and if an independent director shows disagreement or expresses reservation, the information shall be recorded in the minutes of the Board of Directors. The Company has no plan to provide loans to others, and once it is approved by the Board of Directors, there is no need for the Company to set up the procedure for providing loans to others. If later the Company plans to provide loans to others, the two aforementioned regulations shall apply.

If the Company has set a auditing committee, then to set up/revise the procedure of providing loans to others, it has to be approved by the majority of the auditing committee members, and the case shall be resolved by the Board of Directors, and in this case, No. 2 does not apply.

If the aforementioned case was not approved by a majority of the audit committee members, then to implement it, the case has to be approved by more than two-thirds of all directors. The resolution of the audit committee shall be recorded in the meeting minutes of the Board of Directors.

The number of "all auditing committee members" as mentioned in Paragraph 4 and of "all directors" as mentioned in the preceding paragraph shall be the actual number of persons holding the position.

BULL WILL Co., Ltd.  
Board Directors and Supervisors Election Guidelines  
(Before amendment)

- Article 1: The election of the Directors and Supervisors 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 2: The Company's election of directors and supervisors can be held jointly or separately at the shareholders' meeting (the "Meeting"). The Company will prepare distinguishable ballots for directors and supervisors and specify the number of voting right.
- Article 3: For the election of the Company's directors or supervisors, each share shall have the number of voting right equal to the number of people to be elected, and the votes can be all casted for one candidate or among several candidates.
- Article 4: The Company's directors consist of independent directors and non-independent directors. The election can be held jointly, but the counting of the votes shall be done separately, and each director is elected separately. In the election of the Company's directors and supervisors, candidates receiving ballots representing the highest voting rights are elected in sequence as independent directors according to their respective number of votes. If more than two people receiving the same number of votes and exceeding the number of positions available, they shall draw lots to determine who take the position. If the person is absent, the chairperson will draw lots on behave of this person. A person who is elected to be both a director and a supervisor shall decide, on his/her discretion, to assume one of the positions. An elected director or supervisor whose election is invalid because of either incorrect personal information or related laws and regulations found from the cross-check, the vacancy shall be filled by the candidate with the next highest number of votes in the original election, and the replacement shall be announced at the Meeting.
- Article 5: At the beginning of the election, the chairperson shall appoint a number of people to be the ballot inspectors and the calculation staff, who shall perform their respective duty. Ballot inspectors can be chosen from the attending shareholders.
- Article 6: The ballot boxes shall be prepared by the board of directors or the competent convenor 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 board of directors or the competent convenor.
  - (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 people to be elected and the number of electoral rights assigned to them.
- Article 8: When the Company setting up an audit committee, no election of supervisors will be held.
- Article 9: The voting rights shall be calculated right after the voting, and the result of the voting

shall be announced on site by the chairperson.

Article 10: Those nonconforming to Paragraphs 3 and 4 of Article 26 of the Securities and Exchange Act shall be disqualified from being elected.

Article 11: Each elected directors and supervisors will receive an elected certificate from the Company.

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.



# BULL WILL Co., Ltd. Directors and Supervisors Shareholding

1. The Company has a total paid-in capital of NTD 185, 172, 060 and 18, 517, 206 outstanding shares.
2. According to Article 26 of the Securities and Exchange Act, the total shares of stocks held by the entire body of directors shall be 2,222,064 shares, and the total shares of stocks held by the entire body of supervisors shall be 222,206 shares.
3. The number of shares held by individual and all directors and supervisors in the shareholders' name book as at the closing date of the shareholders' meeting (26 April 2022):

Title	Name	Number of shares	Shareholding Ratio
Chairman of the Board	Serial System Ltd. Representative: Chang Chieh-min	2,666,474 shares	14. 40%
Director	Serial System Ltd. Representative: GOH SI HUI	2,666,474 shares	14. 40%
Director	Serial System Ltd. Representative: GOH SUE TENG	2,666,474 shares	14. 40%
Director	LO WEI CHANG	150,000 shares	0.81%
Director	Chin-Tai Cho	0 shares	0.00%
Independent director	CHAN HUO LIEN	0 shares	0.00%
Independent director	LEE SHI YANG	0 shares	0.00%
Total number of shares held by the entire body of director		2,816,474 shares	15. 21%
Supervisor	WUI HECK KOON	268,353 shares	1. 45%
Supervisor	CHIEN CHIH LANG	19,720 shares	0.11%
Total number of shares held by the entire body of supervisors		288,073 shares	1. 56%

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