

(Stock Code: 1742)

Taiwan Wax Company Ltd.

Handbook for the 2023 Annual Meeting of Shareholders

Meeting date: June 14, 2023

Place: No. 68, Zhongzheng Rd., Minxiong Township, Chiayi County 621

(Minxiong Industrial Zone Service Center)

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Taiwan Wax Company
Procedure for the 2023 Annual Meeting of Shareholders

I. Call the Meeting to Order

II. Chairman Remarks

III. Report Items

IV. Ratification Items

V. Discussion Items

VI. Questions and Motions

VII. Adjournment

Taiwan Wax Company

Agenda of the 2023 Annual Meeting of Shareholders

Time: 9:00 a.m. on June 14, 2023

Place: No. 68, Zhongzheng Rd., Minxiong Township, Chiayi County 621
(Minxiong Industrial Zone Service Center)

Convocation: Physical Shareholders' Meeting

I. Call the Meeting to Order (Present the number of shares represented at the meeting first and the chairman announces the opening of the meeting.)

II. Chairman Remarks

III. Report Items:

- (I) 2022 Business Report
- (II) Audit Committee's Review Report
- (III) Amendments of Guideline for "Procedural Rules of the Meeting of the Board of Directors"
- (IV) Report on the execution status of the repurchase of the Company's shares and the revised "Employee share transfer plan for the second share buyback"
- (V) Report on the amendments of Guideline for Corporate Governance Best-Practice Principles"
- (VI) Report on the establishment of the "Sustainable Development Best Practice Principles

IV. Ratification Items:

- (I) The 2022 Business Report and Financial Statements
- (II) The proposal for 2022 Deficit Compensation

V. Discussion Items:

- (I) Amendment to the "Articles of Incorporation"
- (II) Proposal of Release the Prohibition on Directors from Participation in Competitive Business

VI. Questions and Motions

VII. Adjournment

III. Report Items

Report No. 1

2022 Business Report

Explanation: 2022 Business Report is attached as page 8~10, Exhibit 1.

Report No. 2

Audit Committee's Review Report

Explanation: 2022 Audit Committee's Review Report is attached as page 11, Exhibit 2.

Report No. 3

Amendments of Guideline for "Procedural Rules of the Meeting of the Board of Directors" of the Company

Explanation: I. In order to comply with legal regulations, some articles of the "Procedural Rules of the Meeting of the Board of Directors" of the Company is proposed to be revised.

II. Comparison table for the amendments of Guideline for "Procedural Rules of the Meeting of the Board of Directors" is attached as page 12, Exhibit 3.

Report No.4

Report on the execution status of the repurchase of the Company's shares and the revised "Employee share transfer plan for the second share buyback"

Explanation: I. Please refer to the table below for the execution status of the repurchase of the Company's shares as of April 16, 2023, the cutoff date for transfer suspension. °

Buyback of Company Shares Execution Status	
Date of Board Resolution	March 13, 2020
Buyback Period	Second round
Purpose of Buyback	Transfer shares to employees
Buyback Period	March 14, 2020 to May 13, 2020
Buyback Price Range	NT\$12.92 to NT\$25.93 per share
Type and Quantity of Shares Repurchased	Common shares, 1,488,000 shares
Number of Shares Repurchased	NT\$28,093,950
Percentage of Repurchased Shares to Planned Repurchase Quantity (%)	49.60%
Number of Shares Bought back and transferred	400,000 shares were transferred to employees on September 8, 2022 200,000 shares were transferred to employees on September 26, 2022
Cumulative Number of Company Shares Held	888,000shares
Number of Company Shares Held to Total Number of Issued Shares (%)	0.95%

II.Comparison table for the amendments of Guideline for “Employee share transfer plan for the second share buyback” is attached as page 13, Exhibit 4.

Report No. 5

Report on the amendments of Guideline for “Corporate Governance Best-Practice Principles”

Explanation: I. In order to comply with legal regulations, some articles of the "Corporate Governance Best-Practice Principles" of the Company is proposed to be revised.

II.Comparison table for the amendments of Guideline for “Corporate Governance Best-Practice Principles” is attached as page 14 and 15, Exhibit 5.

Report No. 6

Report on the establishment of the “Sustainable Development Best Practice Principles”

Explanation: I. In order to comply with legal regulations, some articles of the "Sustainable Development Best Practice Principles" of the Company is proposed to be revised, which is attached as page 16 to 21, Exhibit 6.

IV. Ratification Items

1. Proposed by the Board Proposal

Adoption of the 2022 Business Report and Financial Statements

Explanation: I. The consolidated and individual financial statements of the Company for the 2022 have been audited and signed by CPAs Wang Xinyuan and CPA Qiu Yi-Zhi of Benison Associated CPAs' Firm, and have been reviewed by the Audit Committee.
II. The 2022-year Business Report, auditor's report, and financial statements are attached as page 8 to 10 in Exhibit 1 and page 22 to 48 in Exhibit 7 respectively.

Resolution:

2. Proposed by the Board Proposal

Adoption of the Proposal for 2022 Deficit Compensation

Explanation: I. The Company had a net loss after tax of NTD 123,633,860 for the 2022, and the accumulated retained earnings at the beginning of the period was NTD 169,039,927. The total amount of the accumulated retained earnings at the end of the period was NTD 45,406,067, which is presented in the Deficit Compensation Statement. Please refer to Exhibit 8, page 49.

Resolution:

V. Discussion Items

1. Proposed by the Board Proposal

Report on the amendments to the Articles of Incorporation. Please proceed to discuss and approve.

Explanation: I. In order to meet the practical needs of the Company, it is proposed to revise some of the provisions of the "Articles of Incorporation."

II. Comparison table for the amendments of Guideline for “Articles of Incorporation” is attached as page 43, Exhibit 9.

Resolution:

2. Proposed by the Board Proposal

Proposal for releasing the prohibition on directors from participation in competitive business. Please proceed to discuss and approve.

Explanation: I. According to Article 209 of the Company Act, if a director engages in an activity within the scope of the Company's business on behalf of himself or others, he shall explain the important contents of the activity to the shareholders' meeting and obtain their approval.

II. Proposal for release the prohibition on directors from participation in competitive business.

Title	Name	Other position
President	Yililong Investment Co., Ltd. Representative Je-Yin Lin	Director to Taiwan Commerce Development Corporation
Vice-President	Yuan Jin Co., Ltd. Representative Wen-Zhe Lin	President, Homa Union Group Co., Ltd, President, Homa Fresh Seafood Co., LTD
Director, Deputy-GM, and Head of Corporate Governance	Yililong Investment Co., Ltd. Representative Zi-Jun Lin	President to Yuan Jin Co., Ltd., Chairman to Gong Che Yan Fresh Seafood Co., LTD, Independent Director to Daily Polymer Corp., Independent Director to Hold Jinn Electronics Co., Ltd.
Director	Yuan Jin Co., Ltd. Representative: Jiu-Jeng Lee	Director, Ensure Global Corp., LTD
Director	Yuan Jin Co., Ltd. Representative Yang-Zheng Lu	Independent Director, Hua Nan Securities Co., Ltd
Independent Director	Zhao-Wei Pan	Lawyer, Mega Trust International Law Offices

III. The proposal has been approved by the Board of Directors on March 21, 2023. It is proposed to seek approval from the shareholders' meeting to release the prohibition on directors from participation in competitive business.

Resolution:

VI. Questions and Motions

VII. Adjournment

Exhibit 1

Taiwan Wax Company Limited 2022 Business Report

1. Business report implementation result:

1.1 The total annual production, sales volume, and sales revenue are as follows :

Items	Production Volume(tons)	Sales volume(tones)	Sales value (thousands of NT\$)
Wax	2,744	9,623	286,173
Rental income	-	-	23,741
Revenue from sales of photovoltaic equipment	-	-	122,061
Revenue from sales of aquatic products	-	-	50,037
Summary			482,012

1.2 Profit and loss : Generated a gross profit of NT\$100,716 thousand and incurred a net loss of NT\$123,635 thousand after taxes for the whole year.

2. Budget Execution :

Items	Actual figures of 2022 (thousands of \$NT)	Budget figures of 2022 (thousands of \$NT)
Net Sales Revenue	482,012	230,291
Gross Profit (Loss)	100,716	36,656
Net Operating Income (Loss)	(135,169)	6,139
Profit before Tax (Loss)	(121,356)	108,709

3. Profitability Analysis

Items	2022
Earnings Per Share (EPS)	(1.34)
Net After-Tax Profit Margin (%)	(25.65%)
Return on Assets (ROA) (%)	(4.48%)
Return on Equity (ROE) (%)	(9.33%)
Income Before Tax to Paid-in Capital Ratio (%)	(12.97%)

4. Business Strategy and Outlook

In 2022, the world was still under the shadow of the "post-COVID-19 pandemic." Despite some countries implementing partial lockdown measures and dynamic zero-tolerance policies, and some countries and cities reopening, the impact of the Russian-Ukrainian war resulted in a surge in international raw material prices. Coupled with weak demand, "stagflation" emerged. Although various parties predict that inflation in the second quarter of 2023 will ease, prices are still high. Looking forward to the domestic and international economic situation in 2023, our company plans to adopt the following business strategies as countermeasures :

1. Wax business :

By reorganizing from the four major directions of research and development, production, marketing, and human resources, we aim to improve efficiency and achieve the goals of cost reduction, energy conservation, and carbon reduction, thereby enabling our products to gain a foothold in the market and become more competitive. In addition to consolidating existing customers through our services, we will actively expand our customer base and develop new products. We aim to achieve stable profits through practical marketing methods and strict quality control requirements. In the current international atmosphere and domestic policy requirements for "green energy," paraffin wax is an "energy storage" product that is an indispensable material for "a moment" in various industries such as textiles, construction, and automotive industry (batteries). We will utilize the energy of production, government, academia, and research to develop corresponding products and seize this business opportunity.

2. Expanding Business Scope :

The Company has actively planned new business projects five years ago, and the initial results have been shown in the aquaculture and solar energy business. Although the past two years have been affected by the pandemic, market demand has not decreased, and revenue has steadily increased. This year is expected to continue to grow.

Wax products, aquaculture, and solar energy are currently the three main businesses within the Company group. We will use this as a foundation to actively expand our revenue and business scope. We also continue to see great potential in China's vast market and consumption capabilities. Therefore, we have established a 100% subsidiary in Shanghai to develop aquaculture business and provide nearby services to customers. Green energy is currently a major government policy. In the pursuit of economic development, stable power supply is an important factor for enterprise growth. To actively invest in this industry, we have built power plants in three locations: Chiayi, Changhua, and Zhongli, to increase profit sources. We have also developed new energy power plants through cooperation and sales. Our company's professional team can handle the entire process from initial planning and design to application review, construction and development, as well as later management and maintenance. We strive to establish a foothold in the emerging industry.

3.Outlook :

In 2023, our company will gradually expand sales in the market with new strategies and products. We believe that with our established management and operation, as well as our excellent research and development capabilities and advanced production equipment, combined with the potential of new markets and customers, our company is more than capable of facing future market challenges and issues, and achieving our established goals.

Person in charge :
Je-Yin Lin

Manager :
Chen-Hsiang Fu

Sponsoring Accountant :
Po-Yao Tseng

Exhibit 2

Taiwan Wax Company Limited Audit Committee's Review Report

The Board of Directors submitted 2022 Annual Business Report and the consolidated with individual financial reports, which have been audited by Benison Associated CPAs' Firm's certified public accountants, Mr. Hsin-Yuan Wang and Mr. Yi-Chih Chiu, to the Audit Committee for examination. After the completion of audit, we found no discrepancies. This report is duly submitted in accordance with Article 219 of the Company Law, we have prepared this report for your review.

Sincerely,

2023 Annual Shareholders' Meeting of Taiwan Wax Company Limited

The Audit Committee, Chairman : Zhao-Wei Pan

Date: March 21, 2023

Exhibit 3

Taiwan Wax Company Limited

Comparison table for the amendments of Guideline for “Procedural Rules of the Meeting of the Board of Directors”

Articles	Amended Articles	Original Articles	Description
Article 3	<p>Board Meeting Convening and Meeting Notice (Omitted)</p> <p>All matters set out in subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion.</p>	<p>Board Meeting Convening and Meeting Notice (Omitted)</p> <p>All matters set out in subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.</p>	Cooperate with law revision
Article 12	<p>Matters that Must be Discussed at the Board Meeting :</p> <p>1~5、(Omitted)</p> <p><u>6. In case a company has no managing directors.</u></p> <p><u>7.</u> Appointment and/or dismissal of a financial, accounting or internal audit officer.</p> <p><u>8.</u> A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board meeting for ratification.</p> <p><u>9.</u> Matters to be resolved at general meetings or by the Board meeting in accordance with the Applicable Listing Rules, Law or the Articles, or any such significant matters as may be prescribed by the Commission.</p> <p>The term “related party” in subparagraph <u>8</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers under the Applicable Listing Rules. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 Percent of paid-in capital as stated in the financial report audited by the accountant for the most recent year.</p> <p>(Omitted)。</p>	<p>Matters that Must be Discussed at the Board Meeting :</p> <p>1~5、(Omitted)</p> <p>6. Appointment and/or dismissal of a financial, accounting or internal audit officers</p> <p>7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board meeting for ratification.</p> <p>8. Matters to be resolved at general meetings or by the Board meeting in accordance with the Applicable Listing Rules, Law or the Articles, or any such significant matters as may be prescribed by the Commission.</p> <p>The term “related party” in subparagraph <u>7</u> of the preceding paragraph means a related party as defined in the Regulations Governing the Preparation of Financial Reports by Securities Issuers under the Applicable Listing Rules. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 Percent of paid-in capital as stated in the financial report audited by the accountant for the most recent year.</p> <p>(Omitted)。</p>	Cooperate with law revision

Exhibit 4

Taiwan Wax Company Limited

Comparison table for the amendments of Guideline for “Employee share transfer plan for the second share buyback”

Articles	Amended Articles	Original Articles	Description
Article 4	<p>Qualifications of the transferee <u>and transfer review process</u></p> <p>Any full-time employee who has worked for at least three months before the record date for subscription or who has made special contributions to the Company and has been approved by the Board of Directors (and its domestic and foreign subsidiaries holding more than fifty percent of the voting shares directly or indirectly) may enjoy the subscription rights as stipulated in Article 5 of these Rules.</p> <p><u>The qualifications of the transferee should include at least individual performance and achievements, and the transfer review process should include at least submission for approval by the Compensation Committee or Audit Committee and subsequent approval by the Board of Directors.</u></p>	<p>Qualifications of the transferee</p> <p>Any full-time employee who has worked for at least three months before the record date for subscription or who has made special contributions to the Company and has been approved by the Board of Directors (and its domestic and foreign subsidiaries holding more than fifty percent of the voting shares directly or indirectly) may enjoy the subscription rights as stipulated in Article 5 of these Rules.</p>	Cooperate with law revision

Taiwan Wax Company Limited

Comparison table for the amendments of Guideline for Corporate Governance Best-Practice Principles

Articles	Amended Articles	Original Articles	Description
Article 3-1	<p>First, Omitted</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling of matters relating to Board of Directors meetings and shareholders' meetings in compliance with law. 2. Preparation of minutes of Board of Directors meetings and shareholders' meetings. 3. Assistance in on boarding and continuing education of the directors. 4. Provision of information required for performance of duties by the directors. 5. Assistance to the directors in complying with laws and regulations. 6. <u>Reporting to the Board of Directors on the examination results of whether the qualifications of independent directors meet relevant laws and regulations during nomination, appointment and tenure.</u> 7. <u>Handling matters related to changes in directors.</u> 8. Other matters specified by the articles of incorporation or by contract. 	<p>First, Omitted</p> <p>It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:</p> <ol style="list-style-type: none"> 1. Handling of matters relating to Board of Directors meetings and shareholders' meetings in compliance with law. 2. Preparation of minutes of Board of Directors meetings and shareholders' meetings. 3. Assistance in on boarding and continuing education of the directors. 4. Provision of information required for performance of duties by the directors. 5. Assistance to the directors in complying with laws and regulations. 6. Other matters specified by the articles of incorporation or by contract. 	Cooperate with law revision
Section 3	Corporate Governance Relationships between Companies and the <u>Parties</u>	Corporate Governance Relationships between Companies and the <u>its Affiliates</u>	Cooperate with law revision
Article 17	<p>In cases where there are financial transactions or dealings between the Company, its related <u>parties and shareholders</u>, the Company should establish written regulations for <u>financial transactions</u> based on the principles of fairness and reasonableness. The contracts should clearly define the pricing conditions and payment methods, and prevent irregular transactions and <u>improper benefit transfer</u>.</p> <p>The written regulations should include <u>management procedures for transactions such as purchases and sales of goods, acquisition or disposal of assets, financial loans, endorsements, and guarantees, and any significant transactions should be approved by the Board of Directors, reported to the shareholders' meeting, or require their approval.</u></p>	<p>For business transactions between the Company and <u>related enterprises</u>, the same principles of fairness and reasonableness should apply, and written regulations for financial transactions should be established. The contracts should clearly define the pricing conditions and payment methods, and prevent irregular transactions.</p> <p>Listed or OTC companies and related parties, as well as their shareholders, should also conduct transactions or sign contracts based on the above principles and strictly prohibit improper benefit transfer.</p>	Cooperate with law revision

Articles	Amended Articles	Original Articles	Description
Article 29	The first to fourth items are Omitted ° The Company shall regularly (at least once a year) refer to <u>Audit Quality Indicators (AQIs)</u> to assess the independence and suitability of the appointed auditor. If the Company has not changed its auditor for seven consecutive years or if there are any disciplinary actions or situations that may affect the independence of the auditor, the Company shall assess the necessity of changing the auditor and report the assessment results to the Board of Directors.	The first to fourth items are Omitted ° The Company shall regularly (at least once a year) assess the independence and suitability of the appointed auditor. If the Company has not changed its auditor for seven consecutive years or if there are any disciplinary actions or situations that may affect the independence of the auditor, the Company shall assess the necessity of changing the auditor and report the assessment results to the Board of Directors.	Cooperate with law revision
Article 51	<u>These regulations shall come into force upon approval by the Board of Directors and shall apply equally to any subsequent amendments.</u>	None.	Cooperate with law revision

Exhibit 6

Taiwan Wax Company Limited

Sustainable Development Best Practice Principles

Chapter I General Principles

Article 1

In order to fulfill the corporate social responsibility initiatives and to promote economic, social and environmental balance and sustainable development, hereby adopt the Principles to be followed.

Article 2

The Principles applies to the entire operations of each such company and its business group. The Principles encourage the Company to actively fulfill sustainable development in the course of their business operations so as to follow international development trends and to contribute to the economic development of the country, to improve the quality of life of employees, the community and society by acting as responsible corporate citizens, and to enhance competitive edges built on sustainable development.

Article 3

The Company shall promote sustainable development and pay attention to the interests of stakeholders. While pursuing sustainable operation and profits, the Company shall also attach importance to environmental, social, and corporate governance factors, and incorporate them into its management policies and operations.

The Company should conduct risk assessment on environmental, social, and corporate governance issues related to its operations based on the principles of materiality, and formulate relevant risk management policies or strategies.

Article 4

To implement corporate social responsibility initiatives, the Company advised to follow the principles below :

1. Exercise corporate governance.
2. Foster a sustainable environment.
3. Preserve public welfare.
4. Enhance disclosure of corporate social responsibility information.

Article 5

The Company shall consider the development trends of domestic and international sustainable issues, the correlation between its core business and sustainable issues, and the impacts of the Company's overall operational activities on stakeholders. When necessary, the Company may formulate sustainable development policies, systems, or related management guidelines and specific action plans, which shall be approved by the Board of Directors and reported to the shareholders' meeting.

When shareholders propose relevant proposals related to sustainable development, the Company's Board of Directors should consider including them as items on the shareholders' meeting agenda.

Chapter II Exercising Corporate Governance

Article 6

The Company should adhere to the Corporate Governance Best Practice Principles for Listed and OTC Companies, the Code of Ethics for Integrity Management of Listed and OTC Companies, and the Reference Guidelines for Listed and OTC Companies in Formulating Ethical Conduct Standards to establish effective governance framework and related ethical standards for sound corporate governance.

Article 7

The Directors of the Company shall exercise the duty of care of good managers to supervise the implementation and continuous improvement of sustainable development policies to ensure the effectiveness of such policies.

When setting sustainable development goals, the Board of Directors should fully consider the interests of stakeholders and take into account the following items :

1. Propose a mission or vision for sustainable development and establish sustainable development policies, systems or related management guidelines.
 2. Incorporate sustainable development into the Company's business operations and development direction, and verify specific action plans for sustainable development.
 3. Ensure the timeliness and accuracy of disclosures of information related to sustainable development.
- Regarding economic, environmental, and social issues arising from business operations, the Company should authorize senior management to handle them and report the processing situation to the Board of Directors, with clear and specific procedures and responsibilities for relevant personnel.

Article 8

The Company should regularly organize educational training programs to promote sustainable development, including the promotion of the second item mentioned above.

Article 9

To enhance the management of sustainable development, the Company should establish a governance framework for promoting sustainable development and set up a dedicated unit (or personnel) responsible for proposing and implementing sustainable development policies, systems, or relevant management guidelines and specific promotion plans, and regularly report to the Board of Directors.

The Company should establish a reasonable salary and compensation policy to ensure that the salary plan conforms to the organizational strategic objectives and the interests of stakeholders.

The employee performance evaluation system should be combined with the sustainable development policy and establish clear and effective reward and punishment mechanisms.

Article 10

The Company should respect the rights and interests of stakeholders, identify stakeholders, and set up a stakeholder zone on the Company's website. Through appropriate communication methods, the Company should understand the reasonable expectations and needs of stakeholders and properly respond to the important sustainable development issues they are concerned about.

Chapter III Fostering a Sustainable Environment

Article 11

The Company shall follow relevant environmental laws and regulations and international standards to properly protect the environment and shall endeavor to promote a sustainable environment when engaging in business activities.

Article 12

The Company is advised to endeavor to utilize all resources more efficiently and use renewable materials which have a low impact on the environment to improve sustainability of natural resources,

Article 13

The Company is advised to establish proper environment management systems based on the characteristics of their industries. Such environment management systems shall include the following tasks:

1. Collecting sufficient and up-to-date information to evaluate the impact of the Company's business operations on the natural environment.
2. Establishing measurable goals and examining whether such goals should be maintained and whether they are still relevant on a regular basis.
3. Establish specific plans or action plans as implementation measures, and periodically review their

effectiveness in operation.

Article 14

The Company is advised to establish a dedicated unit or assign dedicated personnel for environment management to maintain the environment management system and should hold environment education courses for their managerial officers and other employees on a periodic basis.

Article 15

The Company is advised to take into account the effect on ecological efficiency, promote and educate consumers on the concept of sustainable consumption, and conduct research and development, production and services in accordance with the following principles to reduce the impact on the natural environment and human kind from their business operations:

1. Reduce resource and energy consumption of their products and services.
2. Reduce emission of pollutants, toxins and waste, and dispose of waste properly.
3. Improve recyclability and reusability of raw materials or products.
4. Maximize the sustainability of renewable resources.
5. Enhance the durability of products.
6. Improve efficiency of products and services.

Article 16

To improve water use efficiency, the Company shall properly and sustainably use water resources and establish relevant management measures.

The Company shall avoid polluting water, air and land in the course of their business operations. If pollution is unavoidable, The Company shall take into account cost efficiency, technology and financial feasibility and use their best efforts to reduce adverse impact on human health and the environment by adopting the best practical pollution prevention and control measures.

Article 17

The Company shall evaluate the potential risks and opportunities of climate change to its present and future business, and take relevant measures in response.

The Company shall adopt domestic and international common standards or guidelines to carry out greenhouse gas inventories and disclosure, which shall include :

1. Direct greenhouse gas emissions: greenhouse gas emissions sources owned or controlled by the Company.
2. Indirect greenhouse gas emissions: emissions generated from the use of energy inputs such as electricity, heat, or steam.
3. Other indirect emissions: emissions generated by the Company's activities that are not energy-related, but from emission sources owned or controlled by other companies.

The Company shall calculate the total emissions of greenhouse gases, water usage, and waste weight, and establish policies for energy conservation, carbon reduction, water reduction, or other waste management, and incorporate carbon credit acquisition into the Company's carbon reduction strategy planning. It shall also promote such measures to reduce the impact of the Company's business operations on climate change.

Chapter IV Preserving Public Welfare

Article 18

The Company shall comply with relevant laws and follow international human rights conventions, such as gender equality, labor rights, and non-discrimination.

To fulfill its responsibility to safeguard human rights, the Company shall establish related management policies and procedures, including:

1. Developing a human rights policy or statement for the Company.
2. Assessing the impact of the Company's operations and internal management on human rights and establishing corresponding processing procedures.
3. Regularly reviewing the effectiveness of the Company's human rights policy or statement.

4. Disclosing the processing procedures for interested parties in cases involving human rights violations.

The Company shall follow internationally recognized labor rights, such as freedom of association, collective bargaining, care for vulnerable groups, prohibition of child labor, elimination of forced labor in all its forms, and elimination of discrimination in employment and occupation. The Company shall ensure that its human resources policies do not discriminate on the basis of gender, race, social class, age, marital and family status, and shall implement equality and fairness in employment and promotion opportunities, working conditions, compensation, benefits, training, evaluation, and promotion.

For matters that may harm labor rights, listed and OTC companies shall provide effective and appropriate complaint mechanisms to ensure equal and transparent procedures. The complaint channel shall be clear, convenient, and unimpeded, and employee complaints shall be responded to appropriately.

Article 19

The Company shall provide information for their employees so that the employees have knowledge of their rights under the labor laws of the countries where the companies have business operations.

Article 20

The Company is advised to provide safe and healthful work environments for their employees, including necessary health and first-aid facilities and shall endeavor to curb dangers to employees 'safety and health and to prevent occupational accidents.

The Company is advised to organize training on safety and health for their employees on a regular basis.

Article 21

The Company is advised to create an environment conducive to the development of their employees' careers and establish effective training programs to foster career skills.

The Company shall establish and implement reasonable employee welfare measures (including salary, leave, and other benefits), and appropriately reflect its business performance or results in employee compensation to ensure the recruitment, retention, and motivation of human resources, and achieve the goal of sustainable management.

Article 22

The Company shall establish a platform to facilitate regular two-way communication between the management and the employees for the employees to obtain relevant information on and express their opinions on the Company's operations, management and decisions.

The Company shall respect the employee representatives' rights to bargain for the working conditions, and shall provide the employees with necessary information and hardware equipment, in order to improve the negotiation and cooperation among employers, employees and employee representatives.

The Company shall, by reasonable means, inform employees of operation changes that might have material impacts.

Article 22-1

The Company shall treat its customers or consumers fairly and reasonably with methods including fair and honest contracting, attention and loyalty obligations, truthful advertising and solicitation, suitability of goods or services, disclosure and notification, balance of commission and performance, complaint protection, and professionalism of sales personnel, and may establish relevant implementation strategies and specific measures.

Article 23

The Company shall be responsible for its products and services and value marketing ethics. Its research and development, procurement, production, operation, and service processes shall ensure the transparency and safety of product and service information, establish and publicize its consumer rights policy, and implement it in its business activities to prevent products or services from harming consumer rights, health, and safety.

Article 24

The Company shall ensure the quality of their products and services by following the laws and regulations of the government and relevant standards of their industries.

The Company shall follow the laws and regulations of the government and relevant international guidelines when marketing or advertising their products or services and shall not deceive, mislead, commit fraud or engage in any other acts which would betray consumers' trust or damage consumers' rights or interests.

Article 25

The Company is advised to provide a clear and effective procedure for accepting consumer complaints to fairly and timely handle consumer complaints, shall comply with relevant laws and regulations for respecting.

The company should provide a clear and effective procedure for accepting consumer complaints, handle them fairly and promptly, and comply with laws and regulations related to the Personal Information Protection Act to respect consumers' privacy rights and protect personal data provided by them.

Article 26

The Company should assess the impact of its procurement activities on the environment and society of the supply source community and work together with its suppliers to fulfill corporate social responsibility.

The Company should establish a supplier management policy, requiring suppliers to follow relevant regulations on environmental protection, occupational safety and health, or labor rights. Prior to conducting business dealings, the Company should evaluate whether its suppliers have records that affect the environment and society to avoid transactions that conflict with the Company's social responsibility policies.

When signing contracts with its major suppliers, the contents should include the adherence to the corporate social responsibility policies of both parties, and provisions allowing for termination or rescission of the contract if the supplier violates the policy and significantly impacts the environment and society of the supply source community.

Article 27

The Company is advised to evaluate the impact of their business operations on the community and employ qualified personnel to enhance community acceptance.

The Company may, through commercial activities, non-cash property endowments, volunteering service or other free professional services, participate in events held by citizen organizations, charities and local government agencies relating to community development and community education to promote community development.

Article 27-1

The Company should continuously inject resources into cultural and artistic activities or the cultural and creative industries through donation, sponsorship, investment, procurement, strategic cooperation, corporate volunteer technical services, or other support models to promote cultural development.

Chapter V Enhancing Disclosure of Corporate Social Responsibility Information

Article 28

The Company shall disclose information according to relevant laws and regulations and the Corporate Governance Best Practice Principles for the Company and shall fully disclose relevant and reliable information relating to their corporate social responsibility initiatives to improve information transparency.

Relevant information relating to corporate social responsibility which TWSE/GTSM listed companies shall disclose includes :

1. The policies, systems, or relevant management guidelines for sustainable development that have been passed by the Board of Directors, as well as specific action plans.
2. The risks and the impact on the corporate operations and financial condition arising from exercising corporate governance, fostering a sustainable environment and preserving social public welfare.

3. The goals, measures, and implementation performance planned by the Company for sustainable development.
4. The major stakeholders and the issues that they are concerned about.
5. Disclosure of the management and performance information of major suppliers regarding significant environmental and social issues.
6. Other relevant information related to sustainable development.

Article 29

The Company's sustainability report should adopt internationally recognized standards or guidelines to disclose the promotion of sustainable development and should obtain third-party confirmation or assurance to enhance the reliability of the information. The contents should include :

1. The implementation of policies, systems, or related management guidelines for sustainable development and specific promotion plans.
2. Major interested parties and their concerns
3. The Company's execution performance and review in implementing corporate governance, developing sustainable environment, maintaining social welfare, and promoting economic development.
4. Future improvements and goals.

Chapter VI Supplementary Provisions

Article 30

The Company shall at all times monitor the development of domestic and foreign sustainable development standards and the change of business environment so as to examine and improve their established sustainable development framework and to obtain better results from the promotion of the sustainable development policy.

Article 31

These principles shall be effective upon approval by the Board of Directors and shall apply equally to any subsequent amendments.

This Principles was enacted on March 21, 2023.

Independent Auditor's Report

Benison (2023)Ministry of Finance approved No. 27

Taiwan Wax Products Co., Ltd.:

Opinion

We have audited the consolidated balance sheets of Taiwan Wax Products Co., Ltd. and its subsidiaries as of December 31, 2022 and 2021, and the consolidated statements of comprehensive income, consolidated statements of changes in equity, consolidated statements of cash flows, and accompanying notes to the consolidated financial statements (including a summary of significant accounting policies) for the year ended December 31, 2022 and the period from January 1, 2021 to December 31, 2021.

In our opinion, the aforementioned consolidated financial statements are prepared in accordance with the Financial Reporting Standards for Issuers of Securities and Futures Commission, as well as the International Financial Reporting Standards, International Accounting Standards, Interpretations, and Interpretation Bulletins endorsed and issued by the Financial Supervisory Commission, and present fairly, in all material aspects, the consolidated financial position of Taiwan Wax Co., Ltd. and its subsidiaries as of December 31, 2022 and 2021, and the consolidated financial performance and consolidated cash flows for the year ended December 31, 2022 and for the period from January 1, 2021 to December 31, 2021.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent from Taiwan Wax Co., Ltd. and its subsidiaries in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our ethical responsibilities in accordance with these

requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of Taiwan Wax Co., Ltd. and its subsidiaries for the year ended December 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matters for the consolidated financial statements of Taiwan Wax Co., Ltd. and its subsidiaries for the year ended 2022 are as follows:

Purchase services for aquatic products

The transactions related to the purchase services for aquatic products by Taiwan Wax Co., Ltd. and its subsidiaries for the year ended 2022 had significant total cash flows, and therefore, are listed as a key audit matter for the current year.

The main audit procedures performed by the auditor include:

1. Selecting samples from the sales contract, goods receipt, invoice, and receipt vouchers in the sales revenue detailed account of the purchase services for aquatic products, and verifying them with the corresponding purchase contract, purchase order, invoice, and payment vouchers.
2. Sending confirmatory letters to major customers to confirm the accuracy of the ending accounts receivable balance.

Other Matters

The financial statements of the equity-method investee, which are accounted for using the equity method, included in the aforementioned consolidated financial statements are audited by other auditors. Therefore, the information related to the investment accounted for using the equity method and the share of comprehensive income recognized from the equity method investment, as well as related disclosure information, included in the opinion expressed in the aforementioned consolidated financial statements is based on the audit report of the other auditors. As of December 31, 2021, the investment amount in the equity-method investee

was NT\$340 thousand, representing 0.01% of the total consolidated assets, and the share of comprehensive loss recognized from the equity-method investee for the year 2021 was NT\$279 thousand, representing (0.08)% of the total consolidated comprehensive income.

Taiwan Wax Co., Ltd. has prepared separate financial statements for the years 2022 and 2021, and the audit reports with unqualified opinions issued by the auditor are on file for reference.

Responsibilities of Management and Those Charged with Governance for the Parent

Company consolidated Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by securities issuers, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to the fraud or error.

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

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Standards on Auditing of the Republic of China will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Benison Associated CPAs' Firm

Auditor: Hsin-Yuan Wang

Auditor: Yi-Zhi Qiu

Financial Supervisory Commission

Approved-certified No.: Jin-Guan-Certificate No. 1050049513

Approved-certified No.: Jin-Guan-Certificate No. 1080339935

March 21, 2023

Taiwan Wax Company Ltd(Parent company and its subsidiaries)
CONSOLIDATED BALANCE SHEETS
December 31 of 2021 and 2022

In Thousands of New Taiwan Dollars

Code	ASSETS	31-Dec-22		31-Dec-21	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents(Note6(1))	\$ 137,734	5	\$ 93,844	4
1110	Financial assets at fair value through profit or loss				
	(Note6(2))	36,995	1	43,868	2
1136	Financial assets at amortised cost (Note6(3))	6,000	-	-	-
1150	Notes receivable, net (Note6(4))	3,361	-	2,541	-
1170	Accounts receivable, net (Note6(4))	97,492	4	23,701	1
1200	Other receivables(Note6(4))	567,490	23	1,009,831	42
1220	Tax assests(Note6(29))	2,096	-	-	-
130X	Inventories(Note6(5))	57,014	2	125,199	5
1410	Prepayments(Note6(6))	103,453	4	118,411	5
1470	Other current assets(Note6(7))	871,494	33	275,447	11
11XX	Total current assets	<u>1,883,129</u>	<u>72</u>	<u>1,692,842</u>	<u>70</u>
	NONCURRENT ASSETS				
1518	Financial assets at fair value through other comprehensive income				
	(Note6(8))	6,990	-	-	-
1550	Investments accounted for using equity method (Note6(10))	-	-	340	-
1600	Property, plant and equipment (Note6(11))	559,334	21	541,840	23
1755	Right-of-use asset (Note6(12))	21,868	1	19,117	1
1760	Investment Property, net (Note6(13))	132,730	5	115,927	5
1840	Deferred income tax assets(Note6(29))	3,411	-	3,362	-
1990	Other noncurrent assets(Note6(14))	17,139	1	31,985	1
15XX	Total noncurrent assets	<u>741,472</u>	<u>28</u>	<u>712,571</u>	<u>30</u>
	TOTAL	<u>\$ 2,624,601</u>	<u>100</u>	<u>\$ 2,405,413</u>	<u>100</u>

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Code	LIABILITIES AND EQUITY	December 31, 2022		December 31, 2021	
		Amount	%	Amount	%
	CURRENT LIABILITIES				
2100	Short-term loans(Note6(15))	\$ 1,157,520	44	\$ 707,630	29
2130	Contract liability (Note6(22))	18,851	1	19,275	1
2170	Accounts payable	143	-	546	-
2200	Other payables(Note6(16))	11,073	-	75,835	3
2230	Current tax liabilities(Note6(29))	1,890	-	4,411	-
2280	Current lease liabilities-current liabilities(Note6(12))	3,910	-	2,957	-
2320	Long term liabilities, current portion(Note6(17))	17,022	1	22,600	1
2300	Other current liabilities	299	-	365	-
21XX	Total current liabilities	1,210,708	46	833,619	34
	NONCURRENT LIABILITIES				
2540	Non-current portion of non-current borrowings(Note6(17))	102,452	4	140,633	6
2570	Deferred tax liabilities(Note6(29))	29,033	1	29,033	1
2580	Non-current lease liabilities(Note6(12))	18,116	1	16,179	1
25XX	Total non-current liabilities	149,601	6	185,845	8
	Total liabilities	1,360,309	52	1,019,464	42
	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT				
3100	Capital stock(Note6(19))				
3110	Ordinary share	935,593	36	815,500	34
31XX	Total capital stock	935,593	36	815,500	34
3200	Capital surplus(Note6(19))				
3211	Capital surplus, additional paid-in capital arising from ordinary sl	164,030	7	164,030	7
3220	Capital surplus, treasury share transactions	1,068	-	6	-
3200	Total capital surplus	165,098	7	164,036	7
3300	Retained earnings(Note6(19))				
3310	Appropriated as legal capital reserve	34,785	1	880	-
3320	Appropriated as special capital reserve	88,694	3	88,694	4
3350	Unappropriated retained earnings	45,406	2	339,051	14
33XX	Total retained earnings	168,885	6	428,625	18
3400	Other equity interest				
3410	Foreign currency translation reserve	10,756	-	5,896	-
3421	Unrealised gains (losses) from financial assets measured at fair value through other comprehensive income	740	-	-	-
34XX	Total other equity interest	11,496	-	5,896	-
3500	Treasury share(Note6(19))	(16,780)	(1)	(28,108)	(1)
3XXX	Total equity	1,264,292	48	1,385,949	58
	TOTAL	\$ 2,624,601	100	\$ 2,405,413	100

(The attached notes are an integral part of the financial statements of this consolidated entity.)

(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin

Manager: Chen-Hsiang Fu

Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
January 1st to December 31, 2021 and 2020

(In Thousands of New Taiwan Dollars, Except Earnings P

Code		2022		2021	
		Amount	%	Amount	%
4000	NET REVENUE (Note6(22))	\$ 482,012	100	\$ 500,464	100
5000	COST OF REVENUE (Note6(5)、(26)及(27))	(381,296)	(79)	(404,795)	(81)
5950	GROSS PROFIT	100,716	21	95,669	19
6000	OPERATING EXPENSES (Note6(26)及(27))				
6100	Marketing	(19,071)	(4)	(15,110)	(3)
6200	General administrative	(53,243)	(11)	(52,710)	(11)
6300	Research and development	-	-	-	-
6450	Expected Credit Losses	(163,571)	(34)	(13,291)	(2)
	Total operating expenses	(235,885)	(49)	(81,111)	(16)
6900	INCOME FROM OPERATION	(135,169)	(28)	14,558	3
7000	NON-OPERATING INCOME AND EXPENSES				
7100	Interest income	4,016	1	171	-
7010	Total other income(Note6(23))	2,272	1	11,590	2
7020	Other gains and losses, net(Note6(24))	21,580	4	(9,199)	(2)
7210	Gain (loss) on disposal of property, plant and equipment(Note6(11))	(436)	-	58,171	12
7215	Gain (loss) on disposal of investment property equipment(Note6(13))	-	-	344,315	68
7673	Impairment loss on property, plant and equipment(Note6(11))	-	-	(21,867)	(4)
7050	Finance costs, net(Note6(25))	(13,604)	(3)	(10,273)	(2)
7060	Share of profit (loss) of associates and joint ventures				
	(Note6(10))	(15)	-	(279)	-
	Total non-operating income and expenses	13,813	3	372,629	74
7900	INCOME BEFORE INCOME TAX	(121,356)	(25)	387,187	77
7950	INCOME TAX EXPENSE(Note6(29))	(2,279)	(1)	(14,229)	(3)
8200	NET INCOME	(123,635)	(26)	372,958	74
8300	OTHER COMPREHENSIVE INCOME				
8310	Components of other comprehensive income that will not				
8316	Unrealised gains (losses) from investments in equity				
	comprehensive income	740	-	-	-
8349	Income tax related to components of other comprehensive income	-	-	-	-
	that will not be reclassified to profit or loss	740	-	-	-
8360	Components of other comprehensive income that will be				
8361	Exchange differences on translation	4,860	2	(1,561)	-
8399	Income tax related to components of other comprehensive income	-	-	-	-
	that will be reclassified to profit or loss	4,860	2	(1,561)	-
Other comprehensive income for the year, net		5,600	2	(1,561)	-
8500	TOTAL COMPREHENSIVE INCOME	\$ (118,035)	-	\$ 371,397	74

EARNINGS PER SHARE (Note6(20))

9750	Basic earnings per share	<u>\$ (1.34)</u>	<u>\$ 4.49</u>
9850	Diluted earnings per share	<u>\$ (1.34)</u>	<u>\$ 4.48</u>

(The attached notes are an integral part of the financial statements of this consolidated entity.)

(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin

Manager: Chen-Hsiang Fu

Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
January 1st to December 31, 2021 and 2020

(In thousand of New Taiwan Dollars)

		Equity Attributable to Shareholders of the Parent								
		Retained earnings					Others			
		Capital Stock	Capital surplus	Legal Capital Reserve	Special Capital Reserve	Unappropriated Earnings	Foreign Currency Translation Reserve	Unrealized Gains (losses) on Financial assets at Fair Value Through Other Comprehensive	Treasury stock	Total Equity
Code										
A1	BALANCE, JANURARY 1, 2021	\$ 715,500	\$ 107,236	\$ 880	\$ 88,694	\$ (33,907)	\$ 7,457	\$ -	\$ (28,108)	\$ 857,752
D1	Net income for 2021	-	-	-	-	372,958	-	-	-	372,958
D3	Other comprehensive income for 2021	-	-	-	-	-	(1,561)	-	-	(1,561)
E1	Cash capital increase	100,000	56,800	-	-	-	-	-	-	156,800
Z1	BALANCE, DECEMBER 31, 2021	<u>\$ 815,500</u>	<u>\$ 164,036</u>	<u>\$ 880</u>	<u>\$ 88,694</u>	<u>\$ 339,051</u>	<u>\$ 5,896</u>	<u>\$ -</u>	<u>\$ (28,108)</u>	<u>\$ 1,385,949</u>
A1	BALANCE, JANURARY 1, 2022	\$ 815,500	\$ 164,036	\$ 880	\$ 88,694	\$ 339,051	\$ 5,896	\$ -	\$ (28,108)	\$ 1,385,949
B1	Appropriation and distribution of net profit for 2021									
B1	Legal reserve for retained earnings	-	-	33,905	-	(33,905)	-	-	-	-
B5	Cash dividends for common shares	-	-	-	-	(16,012)	-	-	-	(16,012)
B9	Stock dividends for common shares	120,093	-	-	-	(120,093)	-	-	-	-
D1	Net loss for 2022	-	-	-	-	(123,635)	-	-	-	(123,635)
D3	Other comprehensive income for 2022	-	-	-	-	-	4,860	740	-	5,600
N1	Transfer of treasury shares to employees	-	1,062	-	-	-	-	-	11,328	12,390
Z1	BALANCE, DECEMEBR 31, 2022	<u>\$ 935,593</u>	<u>\$ 165,098</u>	<u>\$ 34,785</u>	<u>\$ 88,694</u>	<u>\$ 45,406</u>	<u>\$ 10,756</u>	<u>\$ 740</u>	<u>\$ (16,780)</u>	<u>\$ 1,264,292</u>

(The attached notes are an integral part of the financial statements of this consolidated entity.)
(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin
Manager: Chen-Hsiang Fu
Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
CONSOLIDATED STATEMENTS OF CASH FLOW
January 1st to December 31, 2021 and 2020

(In Thousands of New Taiwan Dollars)

Code		2022	2021
	CASH FLOW FROM OPERATING ACTIVITIES		
A10000	Income before income tax	\$ (121,356)	\$ 387,187
A20010	Items of income and expense		
A20100	Depreciation expenses of property, plant, equipment, and right-of-use assets	21,333	15,482
A20300	Expected credit loss expenses	163,571	13,291
A20400	Net loss from fair value changes of financial assets and liabilities measured at fair value through profit or loss	2,008	7,700
A20900	Financial costs	13,604	10,273
A21200	Interest income	(4,016)	(171)
A21300	Dividend income	(1,797)	(1,037)
A21900	Share-based payment expenses for stock options granted to employees	1,062	-
A22300	Equity in earnings or losses of associates and joint ventures accounted for using the equity method	15	279
A22500	Gain on disposal and impairment of property, plant, and equipment	436	(58,171)
A22700	Gain on disposal of investment properties	-	(344,315)
A23700	Impairment losses on non-financial assets	5,711	21,867
A23700	Inventory write-down and obsolescence losses	-	32,497
A23800	Gain on recovery of inventory write-down and obsolescence losses	(100,571)	-
A24100	Unrealized foreign exchange losses	3,603	975
A29900	Lease modification gain	(1)	-
A30000	Changes in assets and liabilities related to operating activities:		
A31130	Accounts receivable	(820)	(1,148)
A31150	Notes receivable	(73,795)	(625)
A31180	Other receivables	(105,965)	(467,926)
A31200	Inventory	168,756	(21,203)
A31230	Prepayments	14,958	82,581
A31240	Other current assets	(45,876)	(216,680)
A31250	Other financial assets	(559,087)	(2,574)
A32125	Contract liabilities	(424)	(11,227)
A32150	Accounts payable	(403)	(1,510)

A32180	Other payables	(64,668)	67,701
A32230	Other current liabilities	(66)	(952)
A33000	Cash generated from operations	<u>(683,788)</u>	<u>(487,706)</u>
A33100	Interest received	4,016	171
A33200	Dividends received	1,797	1,037
A33300	Interest paid	(13,257)	(9,977)
A33500	Income taxes paid	<u>(6,896)</u>	<u>(26,151)</u>
AAAA	Net cash outflows from operating activities	<u>(698,128)</u>	<u>(522,626)</u>

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(Carried forward from previous page)

Code		2022	2021
CASH FLOW FROM INVESTING ACTIVITIES			
B00010	Cash inflow from acquisition of financial assets measured at fair value through other compre	(6,250)	-
B00040	Cash inflow from acquisition of financial assets measured at amortized cost	(6,000)	-
B00100	Cash inflow from acquisition of financial assets measured at fair value through profit or loss	(665)	(14,847)
B00200	Cash outflow from disposal of financial assets measured at fair value through profit or loss	5,530	17,228
B01900	Net cash inflow from disposal of investments in associates	325	-
B02700	Cash inflow from acquisition of property, plant and equipment	(53,089)	(200,856)
B02800	Cash outflow from disposal of property, plant and equipment	381,362	15,151
B03700	Increase in deposits for guarantee	(10,180)	(803)
B03800	Decrease in deposits for guarantee	26	-
B05500	Cash inflow from proceeds from the sale of investment properties	-	100,525
B07100	Increase in prepaid equipment payments	-	(25,000)
B07200	Decrease in prepaid equipment payments	25,000	-
BBBB	Net cash inflow (outflow) from investing activities	336,059	(108,602)
CASH FLOW FROM FINANCING ACTIVITIES			
C00100	Increase in short-term borrowings	1,723,190	1,002,196
C00200	Decrease in short-term borrowings	(1,273,300)	(830,559)
C01600	Proceeds from long-term borrowings	70,000	80,000
C01700	Repayment of long-term borrowings	(113,759)	(15,600)
C04020	Principal repayment of lease liabilities	(4,698)	(2,229)
C04500	Cash dividends paid	(16,012)	-
C04600	Cash inflow from share capital increase	-	156,800
C05000	Proceeds from disposal of treasury stock	11,328	-
CCCC	Net cash inflow from financing activities	396,749	390,608
DDDD	Impact of exchange rate changes on cash and cash equivalents	9,210	(2,050)
EEEE	Increase (decrease) in cash and cash equivalents	43,890	(242,670)
E00100	Cash and cash equivalents at the beginning of the year	93,844	336,514

E00200 Cash and cash equivalents at the end of the year

<u>\$</u>	<u>137,734</u>	<u>\$</u>	<u>93,844</u>
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(The attached notes are an integral part of the financial statements of this consolidated entity.)
(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin
Manager: Chen-Hsiang Fu
Accounting Supervisor: Po-Yao Tsen

Independent Auditor's Report .

Benison (2023)Ministry of Finance approved No. 26

Taiwan Wax Products Co., Ltd.:

Opinion

We have audited accompanying parent company only financial statements of Taiwan Wax Products Company Limited, which comprise the parent company only balance sheets as of December 31, 2022 and 2021, and the parent company only statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying only financial statements present fairly, in all material respects, the accompanying parent company only financial position of the Company as of December 31, 2022 and 2021, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the Standards on Auditing of the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements section of our report. We are independent of the Company in accordance with The Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the parent company only financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the parent company only financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The key audit matter identified for the individual financial statements of Taiwan Wax Products Co., Ltd. for the year ended December 31, 2022 is the purchase agency services for aquatic products.

The transactions related to the purchase agency services for aquatic products in 2022 had significant financial implications, and therefore, it is identified as a key audit matter for the current year.

The principal audit procedures performed by our auditor in relation to this matter include:

1. Selecting samples from the detailed revenue ledger of the purchase agency services for aquatic products, and auditing the sales contracts, goods acceptance notes, invoices, and receipts, as well as verifying the corresponding procurement contracts, purchase orders, invoices, and payment vouchers.
2. Sending confirmation letters to major customers to confirm the accuracy of the accounts receivable balance at the year-end.

Other Matter

As described in Note 6(8) of the financial statements, the financial statements of certain equity-method investees of Taiwan Wax Products Co., Ltd. are audited by other auditors. Therefore, our audit opinion on the individual financial statements includes the investment in equity-method investees and the share of comprehensive income/(loss) recognized from equity-method accounting, as well as related disclosures, which are based on the audit report of other auditors. As of December 31, 2021, the investment in equity-method investees amounted to NTD 340 thousand, representing 0.01% of total assets, and the share of comprehensive loss recognized from equity-method accounting for the year 2021 amounted to NTD 279 thousand, representing (0.07)% of total comprehensive income.

Responsibilities of Management and Those Charged with Governance for the Parent Company Only Financial Statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by securities issuers, and for such internal control as management determines is necessary to enable the preparation of the parent company only financial statements that are free from material misstatement, whether due to the fraud or error.

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

Those charged with governance (including members of the Audit Committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Parent Company Only Financial Statements

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

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

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

financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the parent company only financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the parent company only financial statements for the year ended December 31, 2022 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Benison Associated CPAs' Firm

Auditor: Hsin-Yuan Wang

Auditor: Yi-Zhi Qiu

Financial Supervisory Commission

Approved-certified No.: Jin-Guan-Certificate No. 1050049513

Approved-certified No.: Jin-Guan-Certificate No. 1080339935

March 21, 2023

Taiwan Wax Company Ltd.
PARENT COMPANY ONLY BALANCE SHEETS
December 31 of 2021 and 2022

(In Thousands of New Taiw

Code	ASSETS	31-Dec-22		31-Dec-21	
		Amount	%	Amount	%
	CURRENT ASSETS				
1100	Cash and cash equivalents (Note 6(1))	\$ 87,877	3	\$ 31,188	1
1110	Financial assets at fair value through profit or loss - Current (Note 6(2))	36,995	1	43,868	2
1150	Notes receivable, net (Note 6(3))	3,361	-	2,541	-
1170	Accounts receivable, net (Note 6(3))	97,492	4	23,701	1
1200	Other receivables (Note 6(3))	368,011	14	764,892	32
1210	Other receivables - Related Parties (Note 6(3))	226,667	9	123,305	5
130X	Inventories (Note 6(4))	24,266	1	105,532	4
1410	Prepayments (Note 6(5))	8,557	-	17,099	1
1470	Other current assets (Note 6(6))	833,741	31	144,321	6
11XX	Total Current Assets	1,686,967	63	1,256,447	52
	NONCURRENT ASSETS				
1518	Equity investments measured at fair value through other comprehensive income (OCI) - Non-current (Note 6(7))	6,990	-	-	-
1550	Investments accounted for using equity method (Note 6(8))	237,910	9	419,647	18
1600	Property, plant and equipment (Note 6(9))	553,494	21	538,145	23
1755	Right-of-use assets (Note 6(10))	20,555	1	18,789	1
1760	Investment property, net (Note 6(11))	132,730	5	115,927	5
1990	Other non-current assets (Note 6(12))	17,139	1	31,985	1
15XX	Total Non-current Assets	968,818	37	1,124,493	48
	TOTAL	\$ 2,655,785	100	\$ 2,380,940	100

continued on next page)

(Carried forward from previous page)

code	LIABILITIES AND EQUITY	Dec.31, 2022		Dec.31, 2021	
		Amount	%	Amount	%
	CURRENT LIABILITIES				
2100	Short-term loans (Note 6(13))	\$ 1,157,520	44	\$ 707,630	30
2130	Contract liabilities - current (Note 6(20))	89	-	1,543	-
2170	Accounts payable	143	-	527	-
2200	Other payables (Note 6(14))	9,044	-	73,978	3
2230	Current income tax liabilities (Note 6(27))	1,890	-	-	-
2280	Lease liabilities - current (Note 6(10))	3,535	-	2,628	-
2320	Long-term liabilities - current portion (Note 6(15))	17,022	1	22,600	1
2300	Other current liabilities	53,590	2	240	-
21XX	Total current liabilities	1,242,833	47	809,146	34
	NONCURRENT LIABILITIES				
2540	Long-term borrowings (Note 6(15))	102,452	4	140,633	6
2570	Deferred tax liabilities (Note 6(27))	29,033	1	29,033	1
2580	Lease liabilities - non-current (Note 6(10))	17,175	1	16,179	1
25XX	Total non-current liabilities	148,660	6	185,845	8
	Total Liabilities	1,391,493	53	994,991	42
	EQUITY ATTRIBUTABLE TO SHAREHOLDERS OF THE PARENT				
3100	Capital Stock(Note 6(17))				
3110	Common shares	935,593	35	815,500	34
31XX	Total share capital	935,593	35	815,500	34
3200	Capital surplus (Note 6(17))				
3211	Capital surplus, additional paid-in capital arising from ordinary	164,030	6	164,030	7
3220	Capital surplus - treasury stock transactions	1,068	-	6	-
3200	Total capital surplus	165,098	6	164,036	7
3300	Retained earnings (Note 6(17))				
3310	Appropriated as legal capital reserve	34,785	1	880	-
3320	Appropriated as special reserve	88,694	4	88,694	4
3350	Unappropriated earnings	45,406	2	339,051	14
33XX	Total retained earnings	168,885	7	428,625	18
3400	Others				
3410	Foreign currency translation reserve	10,756	-	5,896	-
3421	Unrealized gains (losses) on financial assets measured				
	through other	740	-	-	-
34XX	Total other equity	11,496	-	5,896	-
3500	Treasury shares (Note 6(17))	(16,780)	(1)	(28,108)	(1)
3XXX	Total Equity	1,264,292	47	1,385,949	58
	TOTAL	\$ 2,655,785	100	\$ 2,380,940	100

(The attached notes are an integral part of the financial statements of this individual entity.)

(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin

Manager: Chen-Hsiang Fu

Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
PARENT COMPANY ONLY STATEMENT OF COMPREHENSIVE INCOME
January 1st to December 31, 2021 and 2020

(In Thousands of New Taiwan Dollars, Except Earnings F

Code		2022		2021	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(20))	\$ 345,059	100	\$ 331,975	100
5000	Operating costs (Note 6(4), (24), and (25))	(247,274)	(72)	(298,541)	(90)
5900	Gross profit from operations	97,785	28	33,434	10
5910	Unrealized sales gains	(3,852)	(1)	(3,800)	(1)
5920	Realized sales gains	3,800	1	781	-
5950	Realized gross profit from operations	97,733	28	30,415	9
6000	Operating expenses (Note 6(24) and (25))				
6100	Selling expenses	(19,071)	(6)	(7,164)	(2)
6200	Administrative expenses	(30,512)	(8)	(38,021)	(11)
	Total operating expenses	(49,583)	(14)	(45,185)	(13)
6900	Operating profit (loss)	48,150	14	(14,770)	(4)
7000	Non-operating income and expenses				
7100	Interest income	3,881	1	17	-
7010	Other income (Note 6(21))	1,942	1	2,228	1
7020	Other gains and losses (Note 6(22))	24,774	7	(7,080)	(2)
7210	Gain on disposal of property, plant, and equipment (Note 6(9))	-	-	58,122	18
7215	Gain on disposal of investment properties (Note 6(11))	-	-	344,315	103
7673	Loss on impairment of property, plant, and equipment (Note 6(9))	-	-	(21,867)	(7)
7050	Finance costs (Note 6(23))	(13,567)	(4)	(10,133)	(3)
7070	Share of profit (loss) of associates and joint ventures accounted for using equity method (Note 6(8))	(186,545)	(54)	27,404	8
	Total non-operating income and expenses	(169,515)	(49)	393,006	118
7900	Profit (loss) before tax	(121,365)	(35)	378,236	114
7950	Income tax expense (Note 6(27))	(2,270)	(1)	(5,278)	(2)
8200	Profit (loss)	(123,635)	(36)	372,958	112
8300	Other comprehensive income (loss)				
8310	Components of other comprehensive income				
8316	Unrealised gains (losses) from investments in equity instruments measured at fair value through other comprehensive income	740	-	-	-
8349	Income tax related to items not reclassified to profit or loss	-	-	-	-
		740	-	-	-
8360	Items that may be reclassified to profit or loss in the future				
8361	Exchange differences on translation of foreign financial statements	4,860	1	(1,561)	-
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
		4,860	1	(1,561)	-
	Other comprehensive income (loss) for the year (net of tax)	5,600	1	(1,561)	-
8500	Total comprehensive income	\$ (118,035)	(35)	\$ 371,397	112
	Earnings per share (Note 6(18))				
9750	Basic earnings per share	\$ (1.34)		\$ 4.49	
9850	Diluted earnings per share	\$ (1.34)		\$ 4.48	

(The attached notes are an integral part of the financial statements of this individual entity.)
(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Liu
Manager: Chen-Hsiang Fu
Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
PARENT COMPANY ONLY STATEMENT OF CHANGES IN EQUITY
January 1st to December 31, 2021 and 2020

(In Thousands of New Taiwan Dollars)

Code		Share capital	Capital surplus or Additional paid-in capital	Retained earnings		Undistributed earnings (Accumulated deficit)	Other equity items		Treasury stock	Total equity
				Legal reserve	Special reserve		Foreign currency translation differences of financial statements of foreign	Unrealized gains (losses) on financial assets at fair value through other comprehensive		
A1	Balance, January 1, 2021	\$ 715,500	\$ 107,236	\$ 880	\$ 88,694	\$ (33,907)	\$ 7,457	\$ -	\$ (28,108)	\$ 857,752
D1	Net profit for 2021	-	-	-	-	372,958	-	-	-	372,958
D3	Other comprehensive income for 2021	-	-	-	-	-	(1,561)	-	-	(1,561)
E1	Cash capital increase	100,000	56,800	-	-	-	-	-	-	156,800
Z1	Balance, December 31, 2021	<u>\$ 815,500</u>	<u>\$ 164,036</u>	<u>\$ 880</u>	<u>\$ 88,694</u>	<u>\$ 339,051</u>	<u>\$ 5,896</u>	<u>\$ -</u>	<u>\$ (28,108)</u>	<u>\$ 1,385,949</u>
A1	Balance, January 1, 2022	\$ 815,500	\$ 164,036	\$ 880	\$ 88,694	\$ 339,051	\$ 5,896	\$ -	\$ (28,108)	\$ 1,385,949
	Appropriation and distribution of net profit for 2021									
B1	Legal reserve for retained earnings	-	-	33,905	-	(33,905)	-	-	-	-
B5	Cash dividends for common shares	-	-	-	-	(16,012)	-	-	-	(16,012)
B9	Stock dividends for common shares	120,093	-	-	-	(120,093)	-	-	-	-
D1	Net loss for 2022	-	-	-	-	(123,635)	-	-	-	(123,635)
D3	Other comprehensive income for 2022	-	-	-	-	-	4,860	740	-	5,600
N1	Transfer of treasury shares to employees	-	1,062	-	-	-	-	-	11,328	12,390
Z1	Balance, December 31, 2022	<u>\$ 935,593</u>	<u>\$ 165,098</u>	<u>\$ 34,785</u>	<u>\$ 88,694</u>	<u>\$ 45,406</u>	<u>\$ 10,756</u>	<u>\$ 740</u>	<u>\$ (16,780)</u>	<u>\$ 1,264,292</u>

(The attached notes are an integral part of the financial statements of this individual entity.)

(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin
Manager: Chen-Hsiang Fu
Accounting Supervisor: Po-Yao Tsen

Taiwan Wax Company Ltd.
PARENT COMPANY ONLY CASH FLOWS
January 1st to December 31, 2021 and 2022

(In Thousands of New Taiwan Dollars)

Code		2022	2021
	CASH FLOW FROM OPERATING ACTIVITIES		
A10000	Profit (Loss) before Tax	\$ (121,365)	\$ 378,236
A20010	Total adjustments to reconcile profit (loss)		
A20100	Depreciation Expense of Property, Plant and Equipment and Right-of-Use	20,015	14,058
A20400	Net Loss (Gain) on Financial Assets and Liabilities at Fair Value through l	2,008	7,700
A20900	Finance Costs	13,567	10,133
A21200	Interest Income	(3,881)	(17)
A21300	Dividend Income	(1,797)	(1,037)
A21900	Share-based Payment Expense for Employee Stock Options	1,062	-
A22400	Share of Losses (Profits) from Associates, Joint Ventures and Equity Meth	186,545	(27,404)
A22500	Gain on Disposal and Write-off of Property, Plant and Equipment	-	(58,122)
A22700	Gain on Disposal of Investment Properties	-	(344,315)
A23700	Loss on Impairment of Non-Financial Assets	5,711	21,867
A23700	Loss on Inventory Write-down and Obsolete Items	-	35,466
A23800	Gain on Recovery of Inventory Write-down and Obsolete Items	(100,571)	-
A23900	Unrealized Sales Gain	3,852	3,800
A24000	Realized Sales Gain	(3,800)	(781)
A24100	Unrealized Foreign Exchange Loss	7,212	975
A29900	Gain on Lease Modifications	(1)	-
A30000	Changes in Assets/Liabilities related to Operating Activities		
A31130	Notes Receivable	(820)	(1,148)
A31150	Accounts Receivable	(73,795)	(11,592)
A31180	Other Receivables	12,011	(234,580)
A31190	Other Receivables from Related Parties	(96,321)	(111,537)
A31200	Inventory	181,837	(7,299)
A31230	Prepayments	8,542	69,270
A31240	Other Current Assets	(139,249)	(112,521)

A31250	Other Financial Assets	(559,087)	(2,574)
A32125	Contract Liabilities	(1,454)	(6,856)
A32150	Accounts Payable	(384)	375
A32180	Other Payables	(63,945)	64,986
A32230	Other Current Liabilities	48,479	(1,062)
A33000	Cash Generated from Operations	(675,629)	(313,979)
A33100	Interest Received	3,881	17
A33200	Dividends Received	1,797	1,037
A33300	Interest Paid	(13,220)	(9,837)
A33500	Income Taxes Paid	(380)	(18,249)
AAAA	Net Cash Outflow from Operating Activities	(683,551)	(341,011)

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Code		2022	2021
CASH FLOWS FROM INVESTING ACTIVITIES			
B00010	Acquisition of financial assets at fair value through other comprehensive income	(6,250)	-
B00100	Acquisition of financial assets at fair value through profit or loss	(665)	(14,847)
B00200	Disposal of financial assets at fair value through profit or loss	5,530	17,228
B01800	Acquisition of investments accounted for using the equity method	-	(2,782)
B02700	Acquisition of property, plant, and equipment	(49,175)	(200,192)
B02800	Disposal of property, plant, and equipment	379,933	14,356
B03700	Increase in deposits as collateral	(10,180)	(803)
B03800	Decrease in deposits as collateral	26	-
B04300	Increase in other receivables from related parties	-	(10,000)
B05500	Disposal of investment properties	-	100,525
B07100	Increase in prepaid equipment expenses	-	(25,000)
B07200	Decrease in prepaid equipment expenses	25,000	-
BBBB	Net cash outflow from investing activities	344,219	(121,515)
CASH FLOWS FROM INVESTING ACTIVITIES			
C00100	Increase in short-term loans	1,694,005	982,196
C00200	Decrease in short-term loans	(1,244,115)	(802,559)
C01600	Borrowings of long-term loans	70,000	80,000
C01700	Repayment of long-term loans	(113,759)	(15,600)
C04020	Repayment of lease liabilities	(4,190)	(1,895)
C04500	Payment of cash dividends	(16,012)	-
C04600	Cash capital increase	-	156,800
C05000	Proceeds from disposal of treasury stock	11,328	-
CCCC	Net cash inflow from financing activities	397,257	398,942
DDDD	Effect of exchange rate changes on cash and cash equivalents	(1,236)	(5)
EEEE	NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	56,689	(63,589)
E00100	CASH AND CASH EQUIVALENT, BEGINNING OF YEAR	31,188	94,777

E00200 CASH AND CASH EQUIVALENT, END OF YEAR

\$	87,877	31,188
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((The attached notes are an integral part of the financial statements of this individual entity.))
(Please refer to the audit report of Benison Associated Certified Public Accountants Firm, dated March 21, 2023.)

Chairman: Je-Yin Lin
Manager: Chen-Hsiang Fu
Accounting Supervisor: Po-Yao Tsen

Exhibit 8

Taiwan Wax Company
2022 Deficit Compensation Statement

Unit: in thousand

Items	Total
Inappropriate retained earnings of previous years	\$ 169,039,927
Less: Net loss in 2022	(123,633,860)
Inappropriate retained earnings of ending years	\$ 45,406,067

Manager : Je-Yin Lin Manager: Chen-Hsiang Fu Accounting Director: Po-Yao Tseng

Exhibit 9

Taiwan Wax Company Comparison table for the amendments of Guideline for “Articles of Incorporation”

Articles	Amended Articles	Original Articles	Description
Article 2	<p>The businesses operated by the Company are as follows: Omitted.</p> <p><u>32. A101020 Growing of Crops</u> <u>33. A102050 Crop cultivation</u> <u>34. A401010 Livestock farm management</u> <u>35. A401020 Raising of livestock and poultry</u> <u>36. A401040 Livestock services</u> <u>37. A401060 Other animal services</u> <u>38. A101050 Growing of Flowers</u> <u>39. A102080 Horticultural Services</u></p>	<p>The businesses operated by the Company are as follows: Omitted.</p>	<p>The business items are expanded to meet the practical needs of the Company</p>
Article 22	<p>These articles of association were established on July 1, 1987.</p> <p>33rd amendment to these articles of association was made on June 24, 2020.</p> <p>34th amendment to these articles of association was made on July 20, 2021.</p> <p>35th amendment to these articles of association was made on June 21, 2022.</p> <p><u>36th amendment to these articles of association was made on June 14, 2023.</u></p>	<p>These articles of association were established on July 1, 1987.</p> <p>33rd amendment to these articles of association was made on June 24, 2020.</p> <p>34th amendment to these articles of association was made on July 20, 2021.</p> <p>35th amendment to these articles of association was made on June 21, 2022.</p>	<p>Added amendment dates.</p>

Appendix 1

Taiwan Wax Company Limited

Procedural Rules of the Meeting of the Board of Directors

Enacted by the Board of Directors on August 18, 2003.

First amended on December 25, 2006.

Second amended on March 28, 2008.

Third amended on December 25, 2012.

Fourth amended on December 27, 2016.

Fifth amended on May 9, 2018.

Sixth amended on March 13, 2020.

Seventh amended on March 25, 2021.

Eighth amended on March 16, 2022.

Article 1 : Purpose

In order to establish a sound corporate governance system, improve oversight functions, and strengthen management capabilities of the Company, this rule is formulated in accordance with Article 26-3-8 of the Securities and Exchange Act and the Regulations Governing the Meeting of the Board of Directors of a Publicly Traded Company for compliance.

Article 2 : Applicable Scope

The Board meeting procedures, main agenda, procedure, particulars to be specified in the minutes of proceedings of meeting, public notice, and other matters for compliance shall be handled in accordance with the requirements of the Rules.

Article 3 : Board Meeting Convening and Meeting Notice

The Board of Directors shall meet at least once quarterly, and when convening, shall specify the time, place, and purpose of the meeting.

The reasons for calling a Board of Directors meeting shall be notified to each director and supervisor (if there is any) at least seven days in advance. In emergency circumstances, however, a meeting may be called on a shorter notice. Upon the consent from the recipients, the meeting notice may be distributed electronically.

All matters set out in subparagraphs of Article 12, paragraph 1, shall be specified in the notice of the reasons for calling a Board of Directors meeting; none of them may be raised by an extraordinary motion except in the case of an emergency or legitimate reason.

Article 4 : Meeting Notice and Meeting Materials

The Financial Department is designated by the Board of Directors as the meeting administrative office to handle the administrative matters of the Board meetings.

The meeting administrative office is responsible to draft agenda for the Board meeting and prepare sufficient meeting materials to be mailed with the meeting notice. Where a Director finds the meeting materials insufficient, he or she may ask the meeting administrative office to provide additional information. If a Director believes the agenda information is incomplete, discussion of the matters may be postponed upon approval of the Board of Directors.

Article 5 : Attendance of Directors

When the Board meeting is convened, a signature book shall be available to record the signature of the Directors present at the Board meeting for reference. A Director shall attend a Board meeting in person. If he or she is unable to attend the Board meeting in person, he or she may attend the Board meeting via videoconferencing or appoint another Director to attend the Board meeting as his or her proxy in accordance with this Articles. Attendance via videoconference is deemed as attendance in person.

A Director appointing another Director to attend a Board meeting as his or her proxy shall issue a proxy every time such proxy is to be used, prior to the commencement of the Board meeting, valid only for the appointment, describing the authorization granted to the proxy agent regarding the reason for convening the Board meeting.

A proxy as described in the preceding two paragraphs may act as the agent for one person only.

Article 6 : Guidelines for time and Place of a Board Meeting

The time and place of the Board meeting to be convened held at the Company's location and during office hours. However, for business needs, it may be convenient for Directors' attendance in an opportune time and place for holding a Board meeting.

Article 7 : Chairman

The Board meeting shall be convened by the chairman who shall act as chairman of Board meetings. However, the first Board meeting of a new term shall be convened by the Director who has received the ballots representing most voting rights at a general meeting with the Director with

power to convene the Board meeting to act as chairman of the Board meeting. In case there are two Directors having the power to convene such Board meeting, the chairman of the Board meeting shall be elected from among the two Directors by themselves.

If the Board of Directors is convened by a majority of the directors under Article 203, paragraph 4, or Article 203-1, paragraph 3 of the Company Act, the directors shall elect a chairperson among themselves.

In case the Chairman is unable to exercise his or her duties during his or her absence or for cause, the vice Chairman shall act as his or her agent. In the absence of the vice Chairman or if the vice Chairman is unable to exercise his or her duties during his or her absence or for cause, the chairman shall appoint a managing director to act as his or her agent. If the Company has no managing Directors, a Director shall be appointed as agent. In the absence of such appointment, the agent shall be elected from among the managing Directors or Directors by themselves.

Article 8 : Attendance of Non-Director in Board Meetings

Upon convening the Board meeting, the managerial department shall prepare relevant information readily available to Directors present at the Board meeting for reference.

Upon convening a Board meeting, staff of the relevant departments or subsidiary(s) may be notified to attend a Board meeting as guest depending on the details of the meeting agenda. If necessary, accountants, lawyers or other professionals may be invited to attend a Board meeting as guest and provide the explanation; however, those accountants, lawyers or other professionals shall leave the table during the discussion and voting in the Board meeting.

A Board meeting shall be called to order by the Chairman of the Board meeting when the scheduled meeting time has arrived and a majority of Directors are present at the Board meeting. If less than a majority of all Directors are present at the Board meeting when the scheduled meeting time has arrived, the Chairman may announce to postpone the meeting with the postponement not more than twice. If a quorum is not constituted after the second postponement, the Chairman may reconvene the meeting in accordance with the procedure under the Articles.

For purpose of the preceding paragraph and Subparagraph 2, Paragraph 2, Article 16 of the Rules, all Directors shall refer to the incumbent Directors at that time.

Article 9 : Audio Recording or Videotaping of the Board Meeting as Evidence

Any and all of Board meetings shall be audio recorded or videotaped from beginning to adjournment of the meeting as evidence and the files shall be kept for at least five years. The files may be stored in the electronic form.

If a litigation relating to a resolution of Board meetings commences before the end of the period in which the evidence shall be kept in the preceding paragraph, the relevant audio recorded or videotaped evidence shall continually be kept until the conclusion of the litigation.

For a meeting convened via videoconferencing, the audio recorded and videotaped information shall be part of the proceedings of minutes of the Board meeting and be properly kept during existence of the Company.

Article 10 : Meeting Agenda

The agenda for the regular Board meetings shall include the following matters for the least:

1. Matters to be reported :

- (1) Minutes of proceedings of former meeting and status of implementation.
- (2) Important financial and business reports.
- (3) Internal audit reports; and
- (4) Other important reports.

2. Matters for discussion:

- (1) Matters reserved for further discussion from former meeting; and
- (2) Matters to be discussed during the meeting.

3. Extempore Motion.

Article 11 : Proposal Discussion

Board meetings shall be conducted in accordance with the procedure of the meeting as scheduled in the meeting notice, which may be subject to change upon consent of a majority of the Directors present at the Board meeting.

The Chairman may not declare adjournment without the consent of a majority of the Directors present at the meeting.

During a Board meeting, if the Directors present in the meeting do not exceed half of the Directors attendance at the meeting, upon motion filed by the Directors present in the meeting, the Chairman shall declare suspension of the meeting and the provisions under Paragraph 5, Article 8 of the Rules may apply *mutatis mutandis*.

Article 12 : Matters that Must be Discussed at the Board Meeting

1. The Company's business plan.
2. Annual financial report and biannual financial report which is required to be audited by the

- accountants pursuant to the Applicable Listing Rules.
3. Internal control system established or amended and the evaluation of effectiveness of the internal control system.
 4. Procedure is established or amended for handling important financial and business activities such as the acquisition or disposition of assets, derivative products transactions, lending of capital, endorsement for third party, provision of guarantee.
 5. Offering, issue or private placement of securities of the nature of equity.
 6. Appointment and/or dismissal of a financial, accounting or internal audit officers.
 7. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the following Board meeting for ratification.
 8. Matters to be resolved at general meetings or by the Board meeting in accordance with the Applicable Listing Rules, Law or the Articles, or any such significant matters as may be prescribed by the Commission.

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 under the Applicable Listing Rules. The term “major donation to a non-related party” means any individual donation, or cumulative donations within a 1-year period to a single recipient, at an amount of NTD100 million or more, or at an amount equal to or greater than 1 percent of net operating revenue or 5 Percent of paid-in capital as stated in the financial report audited by the accountant for the most recent year.

The term “within a 1-year period” in the preceding paragraph means a period of 1 year calculated retroactively from the date on which the current Board meeting is convened. Amounts already submitted to and passed by a resolution of the board are exempted from inclusion in the calculation.

There shall be at least one of the Independent Directors attending the Board meeting, if the Company has appointed independent directors. For matters to be resolved by the Board meeting under the Applicable Listing Rules, all of the Independent Directors shall attend a Board meeting in person or appoint another Independent Director to attend the Board meeting on his or her behalf and may not appoint an agent who is not an Independent Director as his or her agent. Any objection or reservation that an Independent Director may have shall be specified in the minutes of proceedings of the Board meeting. If an Independent Director wishing to express his or her objection or reservation is unable to attend the Board meeting in person, he or she shall issue a written opinion beforehand and such objection or reservation shall be specified in the minutes of proceedings of the Board meeting, unless there is good cause.

Article 13 : Voting (1)

The Chairman may declare end of discussion of a proposal in the agenda and have the proposal voted on if he or she deems the proposal in discussion is ready for a vote.

When voting on a proposal, if the chairperson consults with all the attending directors and there are no objections, it shall be deemed as passed. Votes may be cast in one of the following manners as determined by the Chairman; provided, however, that when a person present at the meeting files an objection, the decision shall be made according to majority votes:

1. Vote by show of hands;
2. Roll-call vote;
3. Vote by ballots; or
4. Any other voting method as determined by the Company.

Attending directors in full referred to in the preceding paragraph do not include Directors who may not exercise their voting right in accordance with the provisions under Article 15 of the Rules.

Article 14 : Voting (2)

Unless otherwise provided for under the Securities Exchange Law and Company Act, a Proposal to be resolved at the Board meeting shall be approved by consent of a majority of the Directors present at the meeting attended by a majority of all Directors.

In case of an amendment or substitute to a proposal and to the extent that is permissible, the Chairman shall decide on the order of vote by combining the amendment or substitute with the same proposal. However, if one of the proposals has been approved, the others shall be deemed overruled and no further vote is required.

If certain persons shall be designated to scrutinize balloting and count ballots for voting on proposals, these persons shall be appointed by the Chairman. The persons responsible for scrutinizing balloting shall be Directors.

Results of the votes shall be announced on the spot and recorded.

Article 15 : Director’s Avoidance of Conflict of Interest

Directors who have an interest in the agenda of the meeting that benefits themselves or the legal

person they represent must explain the important content of their interests at the meeting. If there is a risk of harming the Company's interests, they may express their opinions and answer questions but cannot participate in the discussion or vote. They should also abstain from voting and cannot delegate their voting rights to other directors.

The spouse, direct relatives within the second degree of kinship, or companies with a controlling or subsidiary relationship with a director will be regarded as having an interest in the agenda of the meeting.

The resolution of the Board of Directors shall follow the provisions of Article 180, paragraph 2 of the Company Act, as applied mutatis mutandis under Article 206, paragraph 4 of the same act, for directors who are not allowed to exercise their voting rights.

Article 16 : Meeting Minute

Proceedings of Board meetings shall be recorded in the meeting minutes, which shall specify the following matter in detail:

1. Term of the meeting, and time and place.
2. Name of Chairman.
3. Attendance of Directors, including names and numbers of Directors who are present at the meeting, on leave or absent from the meeting.
4. Names and titles of the guests to the Board meeting.
5. Name of the secretary of the Board meeting.
6. Matters to be reported.
7. Matters for discussion: How a proposal is resolved and the result; summary of statement by Director, expert and other persons; the name of any director that is an interested party as referred to in the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; objections and/or reservations with record or written statement; and written opinion issued by Independent Director in accordance with the provisions under Paragraph 4, Article 12 of the Rules.
8. Extempore Motion: Name of the person submitting a proposal; how a proposal is resolved and the result; summary of statement by Director, expert and other persons; the name of any director that is an interested party as referred to the preceding article, an explanation of the important aspects of the relationship of interest, the reasons why the director was required or not required to enter recusal, and the status of their recusal; and objections and/or reservations with record or written statement.
9. Other matters to be included.

In either of the following circumstances, matters resolved at Board meetings, in addition to being specified in the meeting minutes, they shall be recorded in the minutes of the meeting and announced through the designated information disclosure website of the competent authority within two days of the board meeting:

- 9.1 Opposition or reservation by any Independent Director with record or written statement; or
- 9.2 Matters not approved by the Audit Committee (if there is any), subject to consent by more than two thirds (2/3) of all Directors. Board meeting attendance book is part of the meeting minutes of proceedings and shall be properly kept during existence of the Company.

Meeting minutes of proceedings shall be signed or sealed by the Chairman and secretary of the Board meeting and copies thereof shall be distributed to all Directors within twenty days of the Board meeting. The meeting minutes shall be deemed as important files of the Company and be properly kept during existence of the Company. Preparation and distribution of the meeting minutes of proceedings may be done electronically.

Article 17 : Guidelines for Authorization of the Board of Directors

In addition to the matters that should be discussed by the Board of Directors as stipulated in Article 12, matters related to the level, content, etc. of authorization granted by the Board of Directors in accordance with laws and regulations or the Company's articles of incorporation shall be specified in a specific and clear manner.

Article 18 : Supplementary Provisions

These regulations shall come into force upon approval by the Board of Directors and shall apply equally to any subsequent amendments.

Appendix 2

Taiwan Wax Company Limited

Rules for Second Transferring Share Repurchases to Employees

Article 1 - Purpose

In order to incentivize and enhance employee morale, pursuant to Article 28-2, Paragraph 1, Subparagraph 1 of the Securities and Exchange Act and the "Regulations Governing Repurchase of Shares by Listed and OTC Companies" promulgated by the Financial Supervisory Commission, this company has formulated the Employee Share Transfer Plan ("the Plan"). Except as otherwise provided by relevant laws and regulations, share repurchases and transfers to employees shall be handled in accordance with the provisions of the Plan.

Article 2 - Type of Transferred Shares, Rights Content, and Restricted Rights

The shares transferred to employees in this Plan are common shares. Unless otherwise provided by relevant laws and regulations or the Plan, the rights and obligations of the transferred shares shall be the same as those of other common shares in circulation.

Article 3 - Transfer Period

The repurchased shares may be transferred to employees once or in batches within five years from the date of repurchase in accordance with the provisions of the Plan. The period for employees to subscribe for shares and other relevant matters for each transfer shall be determined by the Chairman pursuant to the authorization of the Board.

Article 4 - Qualification of Transferee

Full-time employees of this company (and its domestic and foreign subsidiaries that directly or indirectly hold more than 50% of the voting shares) who have worked for more than three months or have made special contributions to the Company and have been approved by the Board may enjoy the right to subscribe for shares in accordance with the subscription quantity prescribed in Article 5 of the Plan.

Article 5 - Number of Shares Subscribed by Employees

The Company shall consider the employee's position level, service years, special contributions to the Company, and other standards in determining the number of shares that employees may acquire. The number of shares that employees may subscribe for shall also take into account the total amount of repurchased shares held by the Company on the record date and the upper limit of the number of shares that a single employee may subscribe for. The Board shall prescribe the number of shares that employees may subscribe for.

Article 6 - Operational Procedures for the Transfer of Repurchased Shares to Employees

- (1) The Company shall announce, declare, and repurchase its own shares within the execution period according to the resolution of the Board.
- (2) The Board shall establish and announce the operational matters of the employee subscription record date, the standard for the number of shares to be subscribed, the subscription payment period, the rights content, and restrictions in accordance with the Plan.
- (3) The actual number of shares subscribed and paid for shall be aggregated, and the transfer of the shares shall be registered.

Article 7 - Agreed Price per Share Transferred

The transfer price for the shares transferred to employees shall be the average purchase price of the shares actually repurchased. However, before the transfer, if the number of outstanding common shares issued by the Company has increased or decreased, it may be adjusted according to the ratio of the increase or decrease in issued shares.

Formula for adjusting the transfer price:

Adjusted transfer price = Actual average purchase price of repurchased shares x Total number of common shares issued when the repurchase was declared / Total number of common shares issued before the repurchased shares were transferred to employees.

Article 8 Transfer of Rights and Obligations After Transfer

After the transfer of the repurchased shares to the employees and the registration of the transfer have been completed, unless otherwise provided, the remaining rights and obligations shall be the same as those of the original shares.

Article 9 Other Matters Concerning Employee Rights and Obligations

When the Company repurchases shares and transfers them to employees, any taxes, duties, and expenses arising from such transfer shall be borne by the Company or the employees in accordance with relevant laws and regulations.

Article 10 Other Matters

The shares repurchased by the Company for transfer to employees shall be fully transferred within five years from the date of repurchase. Any portion not transferred by the deadline shall be deemed as unissued shares by the Company and shall be deregistered in accordance with the law.

Article 11 This policy shall become effective after approval by the Board of Directors and may be revised upon approval by the Board of Directors.

Article 12 These regulations shall come into force upon approval by the shareholders' meeting and shall apply equally to any subsequent amendments.

Appendix 3

Taiwan Wax Company Limited Corporate Governance Best-Practice Principles

Approved by the Board of Directors on August 5, 2022.

Chapter I General Principles

Article 1

The Taiwan Stock Exchange Corporation (TWSE) and the Taipei Exchange (TPEX) hereby jointly adopt these Principles, to be followed by TWSE and TPEX listed companies, to assist them in establishing sound corporate governance systems and promote sound development of the securities market.

The Company is advised to formulate their own corporate governance principles and establish an effective corporate governance framework with reference to these Principles and disclose them through the Market Observation Post System (MOPS).

Article 2

When setting up the corporate governance system, in addition to complying with relevant laws, regulations, articles of incorporation, contracts signed with the TWSE or TPEX, and other relevant regulations, a TWSE/TPEX listed company shall follow the following principles:

1. Establishing an effective corporate governance framework.
2. Protect the rights and interests of shareholders.
3. Strengthen the powers of the Board of Directors.
4. Fulfill the function of supervisors.
5. Respect the rights and interests of stakeholders.
6. Enhance information transparency.

Article 3

The Company shall follow the Criteria Governing Establishment of Internal Control Systems by Public Reporting Companies and take into consideration the overall operational activities of itself and its subsidiaries to design and fully implement an internal control system, and shall conduct continuing reviews of the system, in order to ensure the continued effectiveness of its design and implementation in light of changes in the Company's internal and external environment.

The Company shall perform full self-assessments of its internal control system. Its Board of Directors and management shall review the results of the self-assessments by each department at least annually and the reports of the internal audit department on a quarterly basis. The audit committee or supervisors shall also attend to and supervise these matters. Directors and supervisors shall periodically hold discussions with their internal auditors about reviews of internal control system deficiencies. A record of the discussions shall be kept, and the discussions shall be followed up, improvements implemented, and a report submitted to the Board of Directors. The Company is advised to establish channels and mechanisms of communication between their independent directors, audit committees or supervisors, and chief internal auditors, and the convener of the audit committee or supervisors shall report the communications between members of the audit committees or supervisors and chief internal auditors at the shareholders' meeting.

The management of the Company shall pay special attention to the internal audit department and its personnel, fully empower them and urge them to conduct audits effectively, to evaluate problems of the internal control system and assess the efficiency of its operations to ensure that the system can operate effectively on an on-going basis, and to assist the Board of Directors and the management to perform their duties effectively so as to ensure a sound corporate governance system.

Appointment, dismissal, evaluation and review, salary and compensation of internal auditors of the Company shall be reported to the Board of Directors or shall be submitted by the chief auditor to the board chairperson for approval.

Article 3-1

The Company is advised to have an adequate number of corporate governance personnel with appropriate qualifications based on the size of the Company, business situations and management needs, and shall appoint in accordance with the requirements of the competent authorities, a chief corporate governance officer of the Company as the most senior officer to be in charge of corporate governance affairs. Said officer shall be a qualified, practice-eligible lawyer or accountant or have been in a managerial position for at least three years in securities, financial, or futures related institution or a public company in handling legal affairs, legal compliance, internal audit, financial affairs, stock affairs, or corporate governance affairs.

It is required that the corporate governance affairs mentioned in the preceding paragraph include at least the following items:

1. Handling matters relating to board meetings and shareholders' meetings according to laws.
2. Producing minutes of board meetings and shareholders' meetings.
3. Assisting in on boarding and continuous development of directors and supervisors.
4. Furnishing information required for business execution by directors and supervisors.
5. Assisting directors and supervisors with legal compliance.
6. Other matters set out in the articles or corporation or contracts

Chapter II Protection of Shareholders' Rights and Interests

Section 1: Encouraging Shareholders to Participate in Corporate Governance

Article 4

The corporate governance system of the Company shall be designed to protect shareholders' rights and interests and treat all shareholders equitably.

The Company shall establish a corporate governance system which ensures shareholders' rights of being fully informed of, participating in and making decisions over important matters of the Company.

Article 5

The Company shall convene shareholders' meetings in accordance with the Company Act and relevant laws and regulations, and provide comprehensive rules for such meetings. The Company shall faithfully implement resolutions adopted by shareholders' meetings in accordance with the rules for the meetings.

Resolutions adopted by shareholders' meetings of the Company shall comply with laws, regulations and articles of incorporation.

Article 6

The Board of Directors of the Company shall properly arrange the agenda items and procedures for shareholders' meetings, and formulate the principles and procedures for shareholder nominations of directors and supervisors and submissions of shareholder proposals. The board shall also properly handle the proposals duly submitted by shareholders. Arrangements shall be made to hold shareholders' meetings at a convenient location, advisably with videoconferencing available and sufficient time allowed and sufficient number of suitable personnel assigned to handle attendance registrations. No arbitrary requirements shall be imposed on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. Shareholders shall be granted reasonable time to deliberate each proposal and an appropriate opportunity to make statements.

For a shareholders' meeting called by the Board of Directors, it is advisable that the board chairperson chair the meeting, that a majority of the directors (including at least one independent director) and convener of the audit committee, or at least one supervisor, attend in person, and that at least one member of other functional committees attend as representative. Attendance details should be recorded in the shareholders' meeting minutes.

Article 7

The Company shall encourage its shareholders to actively participate in corporate governance. It is advisable that the Company engage a professional shareholder services agent to handle shareholders' meeting matters, so that shareholders' meetings can proceed on a legal, effective and secure basis. The Company shall seek all ways and means, including fully exploiting technologies for information disclosure, to upload annual reports, annual financial statements, notices, agendas and supplementary information of shareholders' meetings in both Chinese and English concurrently, and shall adopt electronic voting, in order to enhance shareholders' attendance rates at shareholders' meetings and ensure their exercise of rights at such meetings in accordance with laws.

The Company is advised to avoid raising extraordinary motions and amendments to original proposals at a shareholders' meeting.

The Company is advised to arrange for their shareholders to vote on each separate proposal in the shareholders' meeting agenda, and following conclusion of the meeting, to enter the voting results the same day, namely the numbers of votes cast for and against and the number of abstentions, on the Market Observation Post System.

Article 8

The Company, in accordance with the Company Act and other applicable laws and regulations, shall record in the shareholders' meeting minutes the date and place of the meeting, the name of the chairperson, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting. With respect to the election of directors and supervisors, the meeting minutes shall record the method of voting adopted therefore and the total number of votes for

the elected directors or supervisors.

The shareholders' meeting minutes shall be properly and perpetually kept by the Company during its legal existence, and should be sufficiently disclosed on the Company's website.

Article 9

The chairperson of the shareholders' meetings shall be fully familiar and comply with the rules governing the proceedings of the shareholders' meetings established by the Company. The chairperson shall ensure the proper progress of the proceedings of the meetings and may not adjourn the meetings at will.

In order to protect the interests of most shareholders, if the chairperson declares the adjournment of the meeting in a manner in violation of rules governing the proceedings of the shareholders' meetings, it is advisable for the members of the Board of Directors other than the chairperson of the shareholders' meeting to promptly assist the attending shareholders at the shareholders' meeting in electing a new chairperson of the shareholders' meeting to continue the proceedings of the meeting, by a resolution to be adopted by a majority of the votes represented by the shareholders attending the said meeting in accordance with the legal procedures.

Article 10

The Company shall place high importance on the shareholder right to know, and shall faithfully comply with applicable regulations regarding information disclosure in order to provide shareholders with regular and timely information on company financial conditions and operations, insider shareholdings, and corporate governance status through the MOPS or the website established by the Company. To treat all shareholders equally, it is advisable that the Company concurrently disclose the information under the preceding paragraph in English.

To protect its shareholders' rights and interests and ensure their equal treatment, the Company shall adopt internal rules prohibiting company insiders from trading securities using information not disclosed to the market.

It is advisable that the rules mentioned in the preceding paragraph include stock trading control measures from the date insiders of the Company become aware of the contents of the Company's financial reports or relevant results. Measures include, without limitation, those prohibiting a director from trading its shares during the closed period of 30 days prior to the publication of the annual financial reports and 15 days prior to the publication of the quarterly financial reports.

Article 10-1

It is advisable that the Company report at a general shareholders' meeting the remuneration received by directors, including the remuneration policy, individual remuneration package and amount, and association with outcomes of performance reviews.

Article 11

The shareholders shall be entitled to profit distributions by the Company. In order to ensure the investment interests of shareholders, the shareholders' meeting may, pursuant to Article 184 of the Company Act, examine the statements and books prepared and submitted by the Board of Directors and the reports submitted by the audit committee or supervisors, and may decide profit distributions and deficit off-setting plans by resolution. In order to proceed with the above examination, the shareholders' meeting may appoint an inspector.

The shareholders may, pursuant to Article 245 of the Company Act, apply with the court to select an inspector in examining the accounting records, assets, particulars, documents and records of specific transaction of the Company.

The Board of Directors, audit committee or supervisors, and managers of the Company shall fully cooperate in the examination conducted by the inspectors in the aforesaid two paragraphs without any circumvention, obstruction or rejection.

Article 12

In entering into material financial and business transactions such as acquisition or disposal of assets, lending funds, and making endorsements or providing guarantees, the Company shall proceed in accordance with the applicable laws and/or regulations and establish operating procedures in relation to these material financial and business transactions which shall be reported to and approved by the shareholders' meeting so as to protect the interests of the shareholders.

When the Company is involved in a merger, acquisition or public tender offer, in addition to proceeding in accordance with the applicable laws and/or regulations, it shall not only pay attention to the fairness, rationality, etc. of the plan and transaction of the merger, acquisition or public tender offer, but information disclosure and the soundness of the Company's financial structure thereafter.

The relevant personnel of the Company handling the matters in the preceding paragraph shall pay attention to the occurrence of any conflicts of interest and the need for recusal.

Article 13

In order to protect the interests of the shareholders, it is advisable that the Company designate personnel exclusively dedicated to handling shareholder proposals, inquiries, and disputes.

The Company shall properly deal with any legal action duly instituted by shareholders in which it is claimed that shareholder rights and interests were damaged by a resolution adopted at a shareholders' meeting or a Board of Directors meeting in violation of applicable laws, regulations, or the Company's articles of incorporation, or that such damage was caused by a breach of applicable laws, regulations or the Company's articles of incorporation by any directors, supervisors or managers in performing their duties.

It is advisable that the Company adopt internal procedures for appropriate handling of matters referred to in the preceding two paragraphs, and that it keeps relevant written records for future reference and incorporate the procedures in its internal control system for management purposes.

Section 2: Establishing a Mechanism for Interaction with Shareholders

Article 13-1

The Board of Directors of the Company is responsible for establishing a mechanism for interaction with shareholders to enhance mutual understanding of the development of company's objectives.

Article 13-2

In addition to communicating with shareholders through shareholders' meetings and encouraging shareholders to participate in such meetings, the Board of Directors of the Company together with officers and independent directors shall engage with shareholders in an efficient manner to ascertain shareholders' views and concerns, and expound company policies explicitly, in order to gain shareholders' support.

Section 3 Corporate Governance Relationships Between the Company and its Affiliated Enterprises

Article 14

The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 15

The Company shall clearly identify the objectives and the division of authority and responsibility between it and its affiliated enterprises with respect to management of personnel, assets, and financial matters, and shall properly carry out risk assessments and establish appropriate firewalls.

Article 16

The Company shall establish sound objectives and systems for management of finance, operations, and accounting in accordance with applicable laws and regulations. It shall further, together with its affiliated enterprises, properly conduct an overall risk assessment of major banks they deal with and customers and suppliers, and implement the necessary control mechanisms to reduce credit risk.

Article 17

When the Company and its affiliated enterprises enter into inter-company business transactions, a written agreement governing the relevant financial and business operations between them shall be made in accordance with the principles of fair dealing and reasonableness. Price and payment terms shall be definitively stipulated when contracts are signed, and non-arm's length transactions shall be prohibited.

Transactions or contractual matters between our company and related parties and their shareholders shall also be handled in accordance with the aforementioned principles, and non-arm's length transactions shall be prohibited.

Article 18

A corporate shareholder having controlling power over the Company shall comply with the following provisions:

1. It shall bear a duty of good faith to other shareholders and shall not directly or indirectly cause the Company to conduct any business which is contrary to normal business practice or not profitable.
2. Its representative shall follow the rules implemented by its company with respect to the exercise of rights and participation of resolution, so that at a shareholders' meeting, the representative shall exercise his/her voting right in good faith and for the best interest of all shareholders and shall exercise the fiduciary duty and duty of care of a director or supervisor.
3. It shall comply with relevant laws, regulations and the articles of incorporation of the Company in nominating directors or supervisors and shall not act beyond the authority granted by the shareholders' meeting or board meeting.
4. It shall not improperly intervene in corporate policy making or obstruct corporate management activities.
5. It shall not restrict or impede the management or production of the Company by methods of unfair

competition such as monopolizing corporate procurement or foreclosing sales channels.

6. The representative that is designated when a corporate shareholder has been elected as a director or supervisor shall meet the Company's requirements for professional qualifications. Arbitrary replacement of the corporate shareholder's representative is inappropriate.

Article 19

The Company shall remain at all times a register of major shareholders who own a relatively high percentage of shares and have controlling power, and of the persons with ultimate control over those major shareholders.

The Company shall disclose periodically important information about its shareholders holding more than 10 percent of the outstanding shares of the Company relating to the pledge, increase or decrease of share ownership, or other matters that may possibly trigger a change in the ownership of their shares.

The major shareholder indicated in the first paragraph refers to those who owns 5 percent or more of the outstanding shares of the Company or the shareholding stake thereof is on the top 10 list, provided however that the Company may set up a lower shareholding threshold according to the actual shareholding stake that may control the Company.

Chapter III Enhancing the Functions of the Board of Directors

Section 1: Structure of the Board of Directors

Article 20

The Board of Directors of the Company shall direct company strategies, supervise the management, and be responsible to the Company and shareholders. The various procedures and arrangements of its corporate governance system shall ensure that, in exercising its authority, the Board of Directors complies with laws, regulations, its articles of incorporation, and the resolutions of its shareholders' meetings.

The structure of the Company's Board of Directors shall be determined by choosing an appropriate number of board members, not less than five, in consideration of its business scale, the shareholdings of its major shareholders, and practical operational needs.

The composition of the Board of Directors shall be determined by taking diversity into consideration. It is advisable that directors concurrently serving as company officers not exceed one-third of the total number of the board members, and that an appropriate policy on diversity based on the Company's business operations, operating dynamics, and development needs be formulated and include, without being limited to, the following two general standards:

1. Basic requirements and values: Gender, age, nationality, and culture; it is advisable that the number of female directors account for at least one-third of all the directors.
2. Professional knowledge and skills: A professional background (e.g., law, accounting, industry, finance, marketing, and technology), professional skills, and industry experience.

All members of the board shall have the knowledge, skills, and experience necessary to perform their duties. To achieve the ideal goal of corporate governance, the Board of Directors shall possess the following abilities:

1. Ability to make operational judgments.
2. Ability to perform accounting and financial analysis.
3. Ability to conduct management administration.
4. Ability to conduct crisis management.
5. Knowledge of the industry.
6. An international market perspective.
7. Ability to lead.
8. Ability to make policy decisions.

Article 21

The Company shall, according to the principles for the protection of shareholder rights and interests and equitable treatment of shareholders, establish a fair, just, and open procedure for the election of directors, encourage shareholder participation, and adopt the cumulative voting mechanism pursuant to the Company Act in order to fully reflect shareholders' views.

Unless the competent authority otherwise grants an approval, a spousal relationship or a familial relationship within the second degree of kinship may not exist among more than half of the directors of the Company.

When the number of directors falls below five due to the discharge of a director for any reason, the Company shall hold a by-election for director at the following shareholders' meeting. When the number of directors falls short by one-third of the total number prescribed by the articles of incorporation, the Company shall convene a special shareholders' meeting within 60 days of the occurrence of that fact

for a by-election for director(s).

The aggregate shareholding percentage of all of the directors of the Company shall comply with the laws and regulations. Restrictions on the share transfer of each director and the creation, release, or changes of any pledges over the shares held by each director shall be subject to the relevant laws and regulations, and the relevant information shall be fully disclosed.

Article 22

The Company shall specify in its articles of incorporation in accordance with the laws and regulations of the competent authorities that it adopts the candidate nomination system for elections of directors, carefully review the qualifications of a nominated candidate and the existence of any other matters set forth in Article 30 of the Company Act, and act in accordance with Article 192-1 of the Company Act.

Article 23

Clear distinctions shall be drawn between the responsibilities and duties of the chairperson of the board of the Company and those of its general manager. It is inappropriate for the chairperson to also act as the general manager or an equivalent post.

The Company with a functional committee shall clearly define the responsibilities and duties of the committee.

Section 2: Independent Director System

Article 24

The Company shall appoint independent directors in accordance with its articles of incorporation. They shall be not less than two in number and advisably not less than one-third of the total number of directors. It is advisable that an independent director serve for not more than three consecutive terms.

Independent directors shall possess professional knowledge and there shall be restrictions on their shareholdings. Applicable laws and regulations shall be observed and, in addition, it is not advisable for an independent director to hold office concurrently as a director (including independent director) or supervisor of more than five other TWSE/TPEX listed companies. Independent directors shall also maintain independence within the scope of their directorial duties, and may not have any direct or indirect interest in the Company.

If the Company and its group enterprises and organizations, and another company and its group enterprises and organizations nominate for each other any director, supervisor or managerial officer as a candidate for an independent director of the other, the Company shall, at the time it receives the nominations for independent directors, disclose the fact and explain the suitability of the candidate for independent director. If the candidate is elected as an independent director, the Company shall disclose the number of votes cast in favor of the elected independent director.

The "group enterprises and organizations" in the preceding paragraph comprise the subsidiaries of the Company, any foundation to which the Company's cumulative direct or indirect contribution of funds exceeds 50 percent of its endowment, and other institutions or juristic persons that are effectively controlled by the Company.

Change of status between independent directors and non-independent directors during their term of office is prohibited.

The professional qualifications, restrictions on both shareholding and concurrent positions held, determination of independence, method of nomination and other requirements with regard to the independent directors shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing Appointment of Independent Directors and Compliance Matter for Public Companies, and the rules and regulations of the Taiwan Stock Exchange or Taipei Exchange.

Article 25

The Company shall submit the following matters to the Board of Directors for approval by resolution as provided in the Securities and Exchange Act. When an independent director has a dissenting opinion or qualified opinion, it shall be noted in the minutes of the directors meeting :

1. Adoption or amendment of the internal control system pursuant to Article 14-1 of the Securities and Exchange Act.
2. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, of handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, or endorsements or guarantees for others.
3. A matter bearing on the personal interest of a director or a supervisor.
4. A material asset or derivatives transaction.
5. A material monetary loan, endorsement, or provision of guarantee.
6. The offering, issuance, or private placement of any equity-type securities.
7. The hiring, discharge, or compensation of an attesting CPA.

8. The appointment or discharge of a financial, accounting, or internal auditing officer.
9. Any other material matter so required by the competent authority.

Article 26

The Company shall stipulate the scope of duties of the independent directors and empower them with manpower and physical support related to the exercise of their power. The Company or other board members shall not obstruct, reject or circumvent the performance of duties by the independent directors. The Company shall stipulate the remuneration of the directors according to applicable laws and regulations. The remuneration of the directors shall fully reflect the personal performance and the long-term management performance of the Company, and shall also take the overall operational risks of the Company into consideration. Different but reasonable remuneration from that of other directors may be set forth for the independent directors.

Section 3: Functional Committees

Article 27

For the purpose of developing supervisory functions and strengthening management mechanisms, the Board of Directors of the Company, in consideration of the Company's scale and type of operations and the number of its board members, may set up functional committees for auditing, remuneration, nomination, risk management or any other functions, and based on concepts of corporate social responsibility and sustainable operation, may set up environmental protection, corporate social responsibility, or other committees, and expressly provide for them in the articles of incorporation.

Functional committees shall be responsible to the Board of Directors and submit their proposals to the Board of Directors for approval, provided that the performance of supervisor's duties by the audit committee pursuant to Article 14-4, paragraph 4 of the Securities and Exchange Act shall be excluded. Functional committees shall adopt an organizational charter to be approved by the Board of Directors. The organizational charter shall contain the numbers, terms of office, and powers of committee members, as well as the meeting rules and resources to be provided by the Company for exercise of power by the committee.

Article 28

The Company shall establish either an audit committee or a supervisor.

The audit committee shall be composed of the entire number of independent directors. It shall not be fewer than three persons in number, one of whom shall be convener, and at least one of whom shall have accounting or financial expertise.

The exercise of power by audit committee and independent directors and related matters shall be set forth in accordance with the Securities and Exchange Act, the Regulations Governing the Exercise of Powers by Audit Committees of Public Companies, and the rules and regulations of the TWSE or TPEX.

Article 28-1

The Company shall establish a remuneration committee, and it is advisable that more than half of the committee members be independent directors. The professional qualifications for the committee members, the exercise of their powers of office, the adoption of the organizational charter, and related matters shall be handled pursuant to the Regulations Governing the Appointment and Exercise of Powers by the Remuneration Committee of a Company Whose Stock is Listed on the Stock Exchange or Traded Over the Counter.

Article 28-2

The Company is advised to establish a nomination committee and its articles of association. It is advisable that a majority of the members of said committee be independent directors and an independent director is its chairperson

Article 28-3

The Company is advised to establish and announce channels for internal and external whistleblowers and have whistleblower protection mechanisms in place. The unit that handles whistleblowers' reporting shall be independent, provide encrypted protection for the files furnished by whistleblowers, and appropriately restrict access to such files. It shall also formulate internal procedures and incorporate those procedures into the Company's internal control system for management purposes.

Article 29

To improve the quality of its financial reports, the Company shall establish the position of deputy to its principal accounting officer.

To enhance the professional abilities of the deputy accounting officer of the preceding paragraph, the deputy's continuing education shall proceed following the schedule of the principal accounting officer. Accounting personnel handling the preparation of financial reports shall also participate in relevant professional development courses for 6 hours or more each year. Those courses may be company

internal training activities or may be professional courses offered by professional development institutions for principal accounting officers. The Company shall select as its external auditor a professional, responsible, and independent attesting CPA, who shall perform regular reviews of the financial conditions and internal control measures of the Company. With regard to any irregularity or deficiency discovered and disclosed in a timely manner by the auditor during the review, and concrete measures for improvement or prevention suggested by the auditor, the Company shall faithfully implement improvement actions. It is advisable that the Company establish channels and mechanisms of communication between the independent directors, the supervisor or audit committee, and the attesting CPA, and to incorporate procedures for that purpose into the Company's internal control system for management purposes.

The Company shall evaluate the independence and suitability of the CPA engaged by the Company regularly, and no less frequently than once annually. In the event that the Company engages the same CPA without replacement for 7 years consecutively, or if the CPA is subject to disciplinary action or other circumstances prejudicial to the CPA's independence, the Company shall evaluate the necessity of replacing the CPA and submit its conclusion to the Board of Directors.

Article 30

It is advisable that the Company engage a professional and competent legal counsel to provide adequate legal consultation services to the Company, or to assist the directors, the supervisors and the management to improve their knowledge of the law, for the purposes of preventing any infraction of laws or regulations by the Company or its staff and ensuring that corporate governance matters proceed pursuant to the relevant legal framework and the prescribed procedures.

When, as a result of performing their lawful duties, directors, supervisors or the management are involved in litigation or a dispute with shareholders, the Company shall retain a legal counsel to provide assistance as circumstances require.

The audit committee or an independent director may retain the service of legal counsel, CPA, or other professionals on behalf of the Company to conduct a necessary audit or provide consultation on matters in relation to the exercise of their power, at the expense of the Company.

Section 4: Rules for the Proceedings and Decision-Making Procedures of Board Meetings

Article 31

The Board of Directors of the Company shall meet at least once every quarter, or convene at any time in case of emergency. To convene a board meeting, a meeting notice which specifies the purposes of the meeting shall be sent to each director and supervisor no later than 7 days before the scheduled date. Sufficient meeting materials shall also be prepared and enclosed in the meeting notice. If the meeting materials are deemed inadequate, a director may ask the unit in charge to provide more information or request a postponement of the meeting with the consent of the Board of Directors.

The Company shall adopt rules of procedure for board meetings, which shall follow the Regulations Governing Procedure for Board of Directors Meetings of Public Companies with regard to the content of deliberations, procedures, matters to be recorded in the meeting minutes, public announcements, and other matters for compliance.

Article 32

Company directors shall exercise a high degree of self-discipline. If a director or a juristic person represented by the director is an interested party with respect to any proposal for a board meeting, the director shall state the important aspects of the interested party relationship at the meeting. When the relationship is likely to prejudice the interests of the Company, the director may not participate in discussion or voting on that proposal and shall enter recusal during the discussion and voting. The director also may not act as another director's proxy to exercise voting rights on that matter. Matters requiring the voluntary recusal of a director shall be clearly set forth in the rules of procedure for board meetings.

Article 33

When a board meeting is convened to consider any matter submitted to it pursuant to Article 14-3 of the Securities and Exchange Act, an independent director of a TWSE/TPEX listed company shall attend the board meeting in person, and may not be represented by a non-independent director via proxy. When an independent director has a dissenting or qualified opinion, it shall be noted in the minutes of the Board of Directors meeting; if the independent director cannot attend the board meeting in person to voice his or her dissenting or qualified opinion, he or she should provide a written opinion before the board meeting unless there are justifiable reasons for failure to do so, and the opinion shall be noted in the minutes of the Board of Directors meeting.

In any of the following circumstances, decisions made by the Board of Directors shall be noted in the meeting minutes, and in addition, publicly announced and filed on the MOPS two hours before the beginning of trading hours on the first business day after the date of the board meeting:

1. An independent director has a dissenting or qualified opinion which is on record or stated in a written statement.
2. The matter was not approved by the audit committee (if the Company has set up an audit committee), but had the consent of more than two-thirds of all directors.

During a board meeting, managers from relevant departments who are not directors may, in view of the meeting agenda, sit in at the meetings, make reports on the current business conditions of the Company and respond to inquiries raised by the directors. Where necessary, a CPA, legal counsel, or other professional may be invited to sit in at the meetings to assist the directors in understanding the conditions of the Company for the purpose of adopting an appropriate resolution, provided that they shall leave the meeting when deliberation or voting takes place.

Article 34

Staff personnel of the Company attending board meetings shall collect and correctly record the meeting minutes in detail, as well as a summary, the method of resolution, and voting results of all the proposals submitted to the board meeting in accordance with relevant regulations.

The minutes of the Board of Directors meetings shall be signed by the chairperson and secretary of the meeting and sent to each director and supervisor within 20 days after the meeting. The director attendance records shall be made part of the meeting minutes, treated as important corporate records, and kept safe permanently during the life of the Company.

Meeting minutes may be produced, distributed, and preserved by electronic means.

A company shall record on audio or video tape the entire proceedings of a Board of Directors meeting and preserve the recordings for at least 5 years, in electronic form or otherwise.

If before the end of the preservation period referred to in the preceding paragraph a lawsuit arises with respect to a resolution of a Board of Directors meeting, the relevant audio or video recordings shall be preserved for a further period, in which case the preceding paragraph does not apply. Where a Board of Directors meeting is held via teleconference or video conference, the audio or video recordings of the meeting form a part of the meeting minutes and shall be preserved permanently.

When a resolution of the Board of Directors violates laws, regulations, the articles of incorporation, or resolutions adopted in the shareholders' meeting, and thus causes an injury to the Company, dissenting directors whose dissent can be proven by minutes or written statements will not be liable for damages.

Article 35

The Company shall submit the following matters to its Board of Directors for discussion:

1. Corporate business plans.
2. Annual and semi-annual financial reports, with the exception of semi-annual financial reports which, under relevant laws and regulations, need not be CPA audited and attested.
3. Adoption or amendment to an internal control system pursuant to Article 14-1 of the Securities and Exchange Act, and evaluation of effectiveness of an internal control system.
4. Adoption or amendment, pursuant to Article 36-1 of the Securities and Exchange Act, to the handling procedures for financial or operational actions of material significance, such as acquisition or disposal of assets, derivatives trading, extension of monetary loans to others, and endorsements or guarantees for others.
5. The offering, issuance, or private placement of any equity-type securities.
6. The performance assessment and the standard of remuneration of the managerial officers.
7. The structure and system of director's remuneration.
8. The appointment or discharge of a financial, accounting, or internal audit officer.
9. A donation to a related party or a major donation to a non-related party, provided that a public-interest donation of disaster relief for a major natural disaster may be submitted to the next board meeting for retroactive recognition.
10. Any matter required by Article 14-3 of the Securities and Exchange Act or any other law, regulation, or bylaw to be approved by resolution at a shareholders' meeting or to be approved by resolution at a meeting of the Board of Directors, or any such significant matter as may be prescribed by the competent authority.

Except for matters that must be submitted to the Board of Directors for discussion under the preceding paragraph, when the Board of Directors is in recess, it may delegate the exercise of its power to others in accordance with law, regulations, or its articles of incorporation. However, the level of delegation or the content or matters to be delegated shall be clearly specified, and general authorization is not permitted.

Article 36

The Company shall ask the appropriate corporate department or personnel to execute matters pursuant to Board of Directors' resolutions in a manner consistent with the planned schedule and objectives. It shall also follow up on those matters and faithfully review their implementation.

The Board of Directors shall remain informed of the progress of implementation and receive reports in subsequent meetings to ensure the actual implementation of the board's management decisions.

Section 5: Fiduciary Duty, Duty of Care and Responsibility of Directors

Article 37

Members of the board of directors shall faithfully conduct corporate affairs and perform the duty of care of a good administrator. In conducting the affairs of the company, they shall exercise their powers with a high level of self-discipline and prudence. Unless matters are otherwise reserved by law for approval in shareholders meetings or in the articles of incorporation, they shall ensure that all matters are handled according to the resolutions of board of directors.

It is advisable that the Company formulate rules and procedures for board of director's performance assessments. Each year, in respect of the Board of Directors and individual directors, it shall conduct regularly scheduled performance assessments through self-assessments or peer-to-peer assessments, and may also do so through outside professional institutions or in any other appropriate manner. A performance assessment of the Board of Directors shall include the following aspects, and appropriate assessment indicators shall be developed in consideration of the Company's needs:

1. The degree of participation in the Company's operations.
2. Improvement in the quality of decision making by the Board of Directors.
3. The composition and structure of the Board of Directors.
4. The election of the directors and their continuing professional education.
5. Internal controls.

The performance assessments of board members (self-assessments or peer-to-peer assessments) shall include the following aspects, with appropriate adjustments made on the basis of the Company's needs:

1. Their grasp of the Company's goals and missions.
2. Their recognition of director's duties.
3. Their degree of participation in the Company's operations.
4. Their management of internal relationships and communication.
5. Their professionalism and continuing professional education.
6. Internal controls.

It is advisable that the Company conduct performance assessments of a functional committee, covering the following aspects, with appropriate adjustments made on the basis of the Company's needs:

1. Their degree of participation in the Company's operations.
2. Their recognition of the duties of the functional committee.
3. Improvement in the quality of decision making by the functional committee.
4. The composition of the functional committee, and election and appointment of committee members.
5. Internal control.

The Company is advised to submit the results of performance assessments to the Board of Directors and use them as reference in determining compensation for individual directors, their nomination and additional office term.

Article 37-1

It is advisable for the Company to establish a succession plan for the management. The development and implementation of such plan shall be periodically evaluated by the Board of Directors to ensure sustainable operation.

Article 37-2

The Board of Directors is advised to evaluate and monitor the following aspects of the Company's direction of operation and performance in connection with intellectual properties, to ensure the Company develops an intellectual property regulatory system in accordance with the Plan-Do-Check-Act cycle:

1. Formulate intellectual property regulatory policies, objectives and systems that are slightly associated with the operational strategies.
2. Develop, implement and maintain on the basis of scale and form its regulatory systems governing the procurement, protection, maintenance and utilization of intellectual properties.
3. Identify and provide the necessary resources sufficient to ensure effective implementation and maintenance of the intellectual property regulatory system.
4. Observe internally and externally the risks and opportunities that intellectual property regulation may present and adopt corresponding measures.
5. Plan for and implement a continuous improvement mechanism to ensure the operation and effects of the intellectual property regulatory regime meet the Company's expectations.

Article 38

If a resolution of the Board of Directors violates law, regulations or the Company's articles of incorporation, then at the request of shareholders holding shares continuously for a year or an

independent director, or at the notice of a supervisor to discontinue the implementation of the resolution, members of the board shall take appropriate measures or discontinue the implementation of such resolution as soon as possible. Upon discovering likelihood that the Company would suffer material injury, members of the Board of Directors shall immediately report to the audit committee, an independent director member of the audit committee, or a supervisor in accordance with the foregoing paragraph.

Article 39

The Company shall take out director's liability insurance with respect to liabilities resulting from exercising their duties during their terms of occupancy so as to reduce and spread the risk of material harm to the Company and shareholders arising from the wrongdoings or negligence of a director. The Company shall report the insured amount, coverage, premium rate, and other major contents of the liability insurance it has taken out or renewed for directors, at the next board meeting.

Article 40

Members of the Board of Directors are advised to participate in training courses on finance, risk management, business, commerce, accounting, law or corporate social responsibility offered by institutions designated in the Rules Governing Implementation of Continuing Education for Directors and Supervisors of TWSE/TPEX Listed Companies, which cover subjects relating to corporate governance upon becoming directors and throughout their terms of occupancy. They shall also ensure that company employees at all levels will enhance their professionalism and knowledge of the law.

Chapter IV: Respecting Stakeholders' Rights

Article 41

The Company shall maintain channels of communication with its banks, other creditors, employees, consumers, suppliers, community, or other stakeholders of the Company, respect and safeguard their legal rights and interests, and designate a stakeholder's section on its website.

When any of a stakeholder's legal rights or interests is harmed, the Company shall handle the matter in a proper manner and in good faith.

Article 42

The Company shall provide sufficient information to banks and its other creditors to facilitate their evaluation of the operational and financial conditions of the Company and its decision-making process. When any of their legal rights or interest is harmed, the Company shall respond with a responsible attitude and assist creditors in obtaining compensation through proper means.

Article 43

The Company shall establish channels of communication with employees and encourage employees to communicate directly with the management, directors, or supervisors so as to reflect employees' opinions about the management, financial conditions, and material decisions of the Company concerning employee welfare.

Article 44

In developing its normal business and maximizing the shareholders' interest, a TWSE/TPEX listed company shall pay attention to consumers' interests, environmental protection of the community, and public interest issues, and shall give serious regard to the Company's social responsibility.

Chapter V Improving Information Transparency

Section 1: Enhancing Information Disclosure

Article 45

Disclosure of information is a major responsibility of the Company. The Company shall perform its obligations faithfully in accordance with the relevant laws and the related TWSE and TPEX rules.

The Company is advised to publish and report its annual financial report within two months after the end of a fiscal year, and publishes and reports its financial reports for the first, second and third quarters as well as its operating status for each month before the specified deadline.

The Company shall establish an Internet-based reporting system for public information, appoint personnel responsible for gathering and disclosing the information, and establish a spokesperson system so as to ensure the proper and timely disclosure of information about policies that might affect the decisions of shareholders and stakeholders.

Article 46

In order to enhance the accuracy and timeliness of the material information disclosed, the Company shall appoint a spokesperson and acting spokesperson(s) who understand thoroughly the Company's financial and business conditions and who are capable of coordinating among departments for

gathering relevant information and representing the Company in making statements independently. The Company shall appoint one or more acting spokespersons who shall represent the Company, when the spokesperson cannot perform his/her duties, in making statements independently, provided that the order of authority is established to avoid any confusion. In order to implement the spokesperson system, the Company shall unify the process of making external statements. It shall require the management and employees to maintain the confidentiality of financial and operational secrets and prohibit their disclosure of any such information at will. The Company shall disclose the relevant information immediately whenever there is any change to the position of a spokesperson or acting spokesperson.

Article 47

In order to keep shareholders and stakeholders fully informed, the Company shall utilize the convenience of the Internet and set up a website containing the information regarding the Company's finances, operations, and corporate governance. It is also advisable for the Company to furnish the financial, corporate governance, and other relevant information in English.

To avoid misleading information, the aforesaid website shall be maintained by specified personnel, and the recorded information shall be accurate, detailed and updated on a timely basis.

Article 48

The Company shall hold an investor conference in compliance with the regulations of the TWSE and TPEx, and shall keep an audio or video record of the meeting. The financial and business information disclosed in the investor conference shall be disclosed on the Market Observation Post System and provided for inquiry through the website established by the Company, or through other channels, in accordance with the TWSE or TPEx rules.

Section 2: Disclosure of Information on Corporate Governance

Article 49

The Company shall dedicate a space on its website to disclose and update from time to time the following information regarding corporate governance:

1. Board of Directors: such as resumes and authorities and responsibilities of board members, board member diversification policy and the implementation thereof.
2. Functional committees: such as resumes and authorities and responsibilities of members of each functional committee.
3. Corporate governance bylaws: such as articles of incorporation, procedure of Board of Directors meetings, charter of each functional committee, and other relevant corporate governance bylaws.
4. Important corporate governance information: such as information of establishment of corporate governance executive officers.

Chapter VI Supplementary Provisions

Article 50

The Company shall at all time monitor domestic and international developments in corporate governance as a basis for review and improvement of the Company's own corporate governance mechanisms, so as to enhance their effectiveness.

Appendix 4

Taiwan Wax Company Limited

Articles

Shareholders' meeting approved on June 21, 2022
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Chapter I General Provision

Article 1 : The Company is organized in accordance with the provisions of the Company Act and is named Taiwan Wax Products Co., Ltd.

Article 2 : The Company may engage in the following business activities:

- 1.C802990 Other Chemical Products Manufacturing
- 2.C803990 Other Petroleum and Charcoal Manufacturing
- 3.F401010 International Trade
- 4.ZZ99999 All business activities that are not prohibited or restricted by law, except those that are subject to special approval
- 5.CH01040 Toys Manufacturing
- 6.F109070 Wholesale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 7.F209060 Retail Sale of Culture, Education, Musical Instruments and Educational Entertainment Supplies
- 8.I501010 Product Designing
- 9.J601010 Arts and Literature Service
- 10.G801010 Warehousing
- 11.I199990 Other Consulting Service
- 12.I404040 General Advertisement Service
- 13.J799990 Other Recreational Services
- 14.JZ99030 Photographic Studios
- 15.JZ99090 Joyous Events Services
- 16.H701010 Housing and Building Development and Rental
- 17.H701020 Industrial Factory Development and Rental
- 18.H703090 Real Estate Commerce
- 19.H703100 Real Estate Leasing
- 20.F111090 Wholesale of Building Materials
- 21.E801010 Indoor Decoration
- 22.I503010 Landscape and Interior Designing
- 23.F101050 Wholesale of Fishery Products
- 24.F101130 Wholesale of Vegetables and Fruits
- 25.F112010 Wholesale of Gasoline and Diesel Fuel
- 26.F101040 Wholesale of Livestock and Poultry
- 27.A102080 Horticultural Services
- 28.H701060 New Towns, New Community Development
- 29.I103060 Management Consulting
- 30.D101060 Self-usage power generation equipment utilizing renewable energy industry
- 31.H701040 Specific Area Development

Article 3 : The Company has established its headquarters in Chiayi County and may, when necessary and by resolution of the Board of Directors, establishes branch offices domestically and internationally.

Article 4 : The Corporation shall make public announcements in accordance with Article 28 of the Company Act.

Chapter II Shares

Article 5 : The total capital of the Corporation shall be NT\$2 billion , divided as 200 million common shares with a par value of NT\$10 per share, which the Board of Directors is authorized to

issue in stages.

Article 5-1 : The Company's investment in other businesses is not subject to the restriction of the Company Act that prohibits inter-corporate investments exceeding 40% of the paid-in capital of the investing company.

Article 6 : The Company's stocks are mainly registered shares, signed or stamped by directors representing the Company, and issued after being certified by a bank authorized to sign and issue stocks under the law.

Article 6-1 : When issuing new stocks, our company may print the stocks in a consolidated manner for the total amount of the issuance.

The stocks and securities issued by our company may also be exempt from printing of stock certificates or bonds in accordance with Article 162-2 of the Company Act or other relevant laws and regulations.

The shares and securities issued in accordance with the foregoing provisions shall be registered or kept by a centralized securities depository institution and delivered by means of book-entry transfer. Upon request by the centralized securities depository institution, our company may also issue securities with larger face value by consolidation.

Article 6-2 : For matters relating to transfer of stocks, establishment of rights, pledge, loss, inheritance, donation, change of seal or address, etc., by shareholders of our company, except for other provisions of the statutory securities regulations, they shall be handled in accordance with the guidelines for handling stock affairs of publicly traded companies formulated by the competent authority.

Article 7 : The transfer of ownership of stocks shall be suspended within 60 days prior to each regular shareholders' meeting, within 30 days prior to each special shareholders' meeting, or within 5 days prior to the record date for distributing dividends, bonuses and other benefits determined by the Company.

Chapter III Shareholders' Meeting

Article 8 : There are two types of shareholders' meetings, regular and special meetings. The regular meeting shall be convened at least once a year within six months after the end of each fiscal year by the Board of Directors in accordance with the law. The special meeting shall be convened when necessary, in accordance with the law.

The Company may hold shareholders' meetings via video conferencing or other methods announced by the competent authority. The adoption of video shareholders' meetings shall comply with relevant regulations on conditions, procedures, and other matters to be followed, and shall be subject to the provisions of the security's regulatory authority, if any.

Article 9 : If a shareholder is unable to attend a shareholders' meeting due to any reason, the shareholder may issue a power of attorney with the Company's seal, specifying the scope of authorization, and sign or affix the seal to authorize an agent to attend. The method shall be handled in accordance with the rules for using a power of attorney to attend shareholders' meetings established by the competent authority for publicly traded companies.

Article 10 : Each shareholder of the Company has one voting right per share, except in the case of paragraph 3, Article 157 of the Company Act. However, if the Company has any of the situations listed in paragraph 2, Article 179 of the Company Act, there is no voting right.

Article 11 : The resolution of the shareholders' meeting shall be made with the attendance of more than half of the total issued shares represented by the shareholders and the consent of the majority of the voting rights of the attending shareholders. According to the regulations of the competent authority, the Company's shareholders may also exercise their voting rights electronically as if they were present in person, and related matters shall be handled in accordance with the laws and regulations.

Chapter IV Director and Audit Committee

Article 12 : The Company has a Board of Directors consisting of seven to eleven members, with a term of three years. The directors are elected by the shareholders' meeting in accordance with the Company Act from among candidates who have legal capacity and can be re-elected. The total number of shares held by all directors with named stocks shall not be less than a certain percentage of the total number of shares actually paid up by the Company, which shall be handled in accordance with the regulations of the competent authority.

The election of directors of the Company adopts the candidate nomination system under Article 192-1 of the Company Act, and the shareholders shall select from the list of director candidates.

Among the aforementioned director positions of the Company, at least three independent directors shall be appointed, and their number shall not be less than one-fifth of the total number of director positions. During the director election, in accordance with the provisions of Article 198 of the Company Act, the independent directors and non-independent directors shall be elected together and the number of elected directors shall be separately calculated. The candidate with the most votes shall be elected as an independent director or non-independent director, as the case may be.

The Company may purchase liability insurance for its directors in relation to the scope of their duties.

In accordance with Article 14-4 of the Securities Exchange Act, the Company sets up an audit committee, which is responsible for carrying out the duties of a supervisor as required by the Company Act, the Securities Exchange Act, and other laws and regulations. The audit committee is composed of all independent directors, and its relevant organizational rules are determined by the Board of Directors.

Article 13 : The Board of Directors is composed of directors. The Board of Directors shall elect a chairman of the board directors from among the directors by a majority vote at a meeting attended by over two-thirds of the directors, and may also elect in the same manner a vice chairman of the board. The chairman represents the Company externally.

Article 13-1 : The reasons for calling a Board of Directors meeting shall be notified to each director at least seven days in advance. In emergency circumstances, however, a meeting may be called on shorter notice by email or fax.

Article 14 : Unless otherwise stipulated by the Company Act, the shareholders' meeting shall be chaired by the chairman of the Board of Directors. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power and authority for any cause, his proxy shall be handled in accordance with the provisions of Article 208 of the Company Act, and the meeting of the shareholders' meeting shall be handled in accordance with the Company's rules of procedure.

If the Board meeting is convened via videoconferencing, the Director attends the Board meeting via videoconference shall be deemed as attendance in person.

Article 14-1 : Unless otherwise stipulated by the Company Act, more than half of the directors must be present, and the consent of more than half of the directors present is required. If a director is unable to attend for some reason, the director shall appoint another director to attend a board meeting in his or her place, which shall in each case give to that director a written proxy stating the scope of authorization with respect to the reasons for meeting. A proxy may accept a proxy from one person only at time.

Article 15 : The remuneration of directors shall be authorized by the Board of Directors, taking into account the degree of participation and contribution value of each director to the Company's operation, and referring to the customary payment standards established in the domestic and international industry.

Chapter V Personnel

Article 16 : The Company may appoint one general manager, and their appointment, dismissal, and compensation shall be handled in accordance with the provisions of Article 29 of the Company Act.

Chapter VI Accounting

Article 17 : At the end of each fiscal year, the Company shall prepare and submit to the shareholders' meeting for approval the following documents: (1) business report, (2) financial statements, and (3) proposals for profit distribution or appropriation of losses, and other relevant reports in accordance with statutory procedures.

Article 18 : In the event of a surplus in the annual settlement of accounts, the Company shall first pay taxes, offset previous losses, allocate 10% of the surplus as a statutory reserve, and make provisions for special reserves as necessary. The remainder shall be proposed by the Board of Directors for distribution to the shareholders' meeting.

Article 18-1 : Taking into account the industry environment and the growth stage of the Company, the cash dividend payout ratio shall be no less than 1% of the total cash dividends for the year. However, if the Company has significant investment plans, significant changes in operations, capacity expansion, or other major capital expenditures, and it is difficult to obtain external funds, or if the cash dividend per share is lower than NT\$0.1, it shall be distributed entirely in the form of stock dividends.

Article 18-2 : The Company shall allocate no less than 1% of its profits for employee compensation and no more than 3% for director compensation in the current fiscal year. However, if the Company still has accumulated losses, it shall reserve the necessary amount for offsetting the losses. Employee compensation may be paid in cash or stock, and shareholders or employees of subsidiary companies who meet certain conditions may be included as recipients.

Chapter VII Supplementary Provisions

Article 19 : Operation of the Company shall be separately provided for in the Operating Rules.

Article 20 : If any matters are not specified in this Articles of Incorporation, they shall be handled in accordance with the provisions of the Company Act.

Article 21 : For business needs, the Company may engage in external endorsement and guarantee operations in accordance with the "Endorsement and Guarantee Operation Procedures of this Company".

Article 22 : This Articles of Incorporation was established on July 1, 1987.

First amendment to this Articles of Incorporation was made on August 19, 1987.

Second amendment to this Articles of Incorporation was made on February 9, 1988.

Third amendment to this Articles of Incorporation was made on August 15, 1988.

Fourth amendment to this Articles of Incorporation was made on October 30, 1989.

Fifth amendment to this Articles of Incorporation was made on February 4, 1991.

Sixth amendment to this Articles of Incorporation was made on June 25, 1991.

Seventh amendment to this Articles of Incorporation was made on August 20, 1991.

Eighth amendment to this Articles of Incorporation was made on February 29, 1992.

Ninth amendment to this Articles of Incorporation was made on November 14, 1992.

Tenth amendment to this Articles of Incorporation was made on June 25, 1993.

Eleventh amendment to this Articles of Incorporation was made on January 17, 1995.

Twelfth amendment to this Articles of Incorporation was made on January 17, 1995.

Thirteenth amendment to this Articles of Incorporation was made on January 17, 1995.

Fourteenth amendment to this Articles of Incorporation was made on April 9, 1996.

Fifteenth amendment to this Articles of Incorporation was made on February 24, 1997.

Sixteenth amendment to this Articles of Incorporation was made on June 24, 1998.

Seventeenth amendment to this Articles of Incorporation was made on April 9, 1999.

Eighteenth amendment to this Articles of Incorporation was made on April 9, 1999.

Nineteenth amendment to this Articles of Incorporation was made on May 31, 2002.

Twentieth amendment to this Articles of Incorporation was made on May 5, 2003.

Twenty-first amendments to this Articles of Incorporation were made on June 24, 2004.

Twenty-second amendments to this Articles of Incorporation were made on June 16, 2005.

Twenty-third amendments to this Articles of Incorporation were made on June 23, 2006.
Twenty-fourth amendments to this Articles of Incorporation were made on June 28, 2007.
Twenty-fifth amendments to this Articles of Incorporation were made on June 24, 2008.
Twenty-sixth amendments to this Articles of Incorporation were made on June 16, 2009.
Twenty-seventh amendments to this Articles of Incorporation were made on June 29, 2010.
Twenty-eighth amendments to this Articles of Incorporation were made on June 15, 2011.
Twenty-ninth amendments to this Articles of Incorporation were made on June 17, 2015.
Thirtieth amendment to this Articles of Incorporation was made on June 22, 2016.
Thirty-first amendments to this Articles of Incorporation were made on June 22, 2017.
Thirty-second amendments to this Articles of Incorporation were made on June 28, 2018.
Thirty-third amendments to this Articles of Incorporation were made on June 24, 2020.
Thirty-fourth amendments to this Articles of Incorporation were made on July 20, 2021.
Thirty-fifth amendments to this Articles of Incorporation were made on June 21, 2022.

Taiwan Wax Company Limited
Chairman : Je-Yin Lin

Appendix 5

Taiwan Wax Company Limited Rules of Procedure for Shareholders' meetings

Shareholders' meeting amended on June 21, 2022
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1. The rules of procedures for this Company's shareholders' meetings, except as otherwise provided by law, regulation, or the articles of incorporation, shall be as provided in these Rules.
2. The Company shall furnish the attending shareholders with an attendance book to sign, or attending shareholders may hand in a sign-in card in lieu of signing in. The number of shares attended shall be calculated based on the signature book or the check-in card submitted.
3. Attendance and voting rights at shareholders' meetings shall be calculated based on numbers of shares.

Election or dismissal of directors, amendments to the articles of incorporation, reduction of capital, application for the approval of ceasing its status as a public company, approval of competing with the Company by directors, surplus profit distributed in the form of new shares, reserve distributed in the form of new shares, the dissolution, merger, or demerger of the corporation, or any matter under Article 185, paragraph 1 of the Company Act, Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and 60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers shall be set out and the essential contents explained in the notice of the reasons for convening the shareholders' meeting. None of the above matters may be raised by an extraordinary motion.

A shareholder holding one percent or more of the total number of issued shares may submit to this Corporation a proposal for discussion at a regular shareholders' meeting. The number of items limited to 300 words so proposed is limited to one only, and no proposal containing more than one item will be included in the meeting agenda. When the circumstances of any subparagraph of Article 172-1, paragraph 4 of the Company Act apply to a proposal put forward by a shareholder, the Board of Directors may exclude it from the agenda. A shareholder may propose a recommendation for urging the corporation to promote public interests or fulfill its social responsibilities, provided procedurally the number of items so proposed is limited only to one in accordance with Article 172-1 of the Company Act, and no proposal containing more than one item will be included in the meeting agenda.

4. The venue for a shareholders' meeting shall be the premises of this Corporation, or a place easily accessible to shareholders and suitable for a shareholders' meeting. The meeting may begin no earlier than 9 a.m. and no later than 3 p.m.
5. If a shareholders' meeting is convened by the Board of Directors, the meeting shall be chaired by the chairperson of the board. When the chairperson of the board is on leave or for any reason unable to exercise the powers of the chairperson, the chairperson shall appoint one of the directors to act as proxy. Where the chairperson does not make such a designation, the directors shall select from presenting directors to serve as proxy.
If a shareholders' meeting is convened by a party with power to convene but other than the Board of Directors, the convening party shall chair the meeting. When there are two or more such convening parties, they shall mutually select a chair from among themselves.
6. The Company may appoint its attorneys, certified public accountants, or related persons retained by it to attend a shareholders' meeting in a non-voting capacity.

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

7. The Company shall record the entire proceedings of the shareholders' meeting by audio or video, which shall be retained for at least one year.
8. The chair shall call the meeting to order at the appointed meeting time and disclose information concerning the number of nonvoting shares and number of shares represented by shareholders attending the meeting.

However, when the attending shareholders do not represent a majority of the total number of issued shares, the chair may announce a postponement, provided that no more than two such postponements, for a combined total of no more than one hour, may be made. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned.

When, prior to conclusion of the meeting, the attending shareholders represent a majority of the total number of issued shares, the chair may resubmit the tentative resolution for a vote by the

- shareholders' meeting pursuant to Article 174 of the Company Act.
9. If a shareholders' meeting is convened by the Board of Directors, the meeting agenda shall be set by the Board of Directors. The meeting shall proceed in the order set by the agenda, which may not be changed without a resolution of the shareholders' meeting.

The provisions of the preceding paragraph apply mutatis mutandis to a shareholders' meeting convened by a party with the power to convene that is not the Board of Directors.

The chair may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including extraordinary motions), except by a resolution of the shareholders' meeting.

After the meeting adjourns, shareholders may not elect another chair to continue the meeting at the original location or another venue. If the chair declares the meeting adjourned in violation of the rules of procedure, the meeting may be continued by electing a new chairman with the consent of a majority of the voting rights present.
 10. Before speaking, an attending shareholder must specify on a speaker's slip the subject of the speech, his/her shareholder account number (or attendance card number), and account name. The order in which shareholders speak will be set by the chair.

A shareholder in attendance who has submitted a speaker's slip but does not actually speak shall be deemed to have not spoken. When the content of the speech does not correspond to the subject given on the speaker's slip, the spoken content shall prevail.

When an attending shareholder is speaking, other shareholders may not speak or interrupt unless they have sought and obtained the consent of the chair and the shareholder that has the floor; the chair shall stop any violation.
 11. Each shareholder's speech on the same proposal shall not exceed two times without the consent of the chair, and each time shall not exceed five minutes.

The chair may stop a shareholder from speaking if their speech violates the preceding provision or goes beyond the scope of the agenda.
 12. When a juristic person is appointed to attend as proxy, it may designate only one person to represent it in the meeting.

When a juristic person shareholder appoints two or more representatives to attend a shareholders' meeting, only one of the representatives so appointed may speak on the same proposal.
 13. After an attending shareholder has spoken, the chair may respond in person or direct relevant personnel to respond.
 14. The chair may announce the discussion closed and proceed to a vote when the chair deems the discussion of the motion has reached the stage where it can be voted on.
 15. Vote monitoring and counting personnel for the voting on a proposal shall be appointed by the chair, provided that all monitoring personnel shall be shareholders of the Company.

Immediately after vote counting has been completed, the results of the voting shall be announced on-site at the meeting, and a record made of the vote.
 16. When a meeting is in progress, the chair may announce a break based on time considerations.
 17. Except as otherwise provided in the Company Act and in this Corporation's articles of incorporation, the passage of a proposal shall require an affirmative vote of a majority of the voting rights represented by the attending shareholders.

During voting, if the chair inquires and there is no objection, it shall be deemed as passed and shall have the same effect as a vote.
 18. When there is an amendment or an alternative to a proposal, the chair shall present the amended or alternative proposal together with the original proposal and decide the order in which they will be put to a vote. When any one among them is passed, the other proposals will then be deemed rejected, and no further voting shall be required.
 19. The chair may direct the proctors or security personnel to help maintain order at the meeting place.

When proctors or security personnel help maintain order at the meeting place, they shall wear an identification card or armband bearing the word "Proctor."
 20. The election of directors at a shareholders' meeting shall be held in accordance with the applicable election and appointment rules adopted by this Corporation, and the voting results shall be announced on-site immediately, including the names of those elected as directors and supervisors and the numbers of votes with which they were elected, and the names of directors and supervisors not elected and number of votes they received.
 21. These Rules shall take effect after having been submitted to and approved by a shareholders' meeting. Subsequent amendments thereto shall be affected in the same manner.

Appendix 6

Taiwan Wax Company Directors' Shareholdings

- I. The minimum number of shares that all directors should hold is 7,484,744 shares.
- II. The number of shares held by directors as recorded in the shareholder registry as of the record date of this shareholders' meeting:

Title	Name	Shareholdings	Percentage (%)	Note
President	Je-Yin Lin	8,932,304	9.55%	Representative to Yililong Investment Co., Ltd.
Director	Zi-Jun Lin			
Vice-President	Wen-Zhe Lin	14,063,719	15.03%	Representative to Yuan Jin Co., Ltd.
Director	Jiu-Jeng Lee			
Director	Sen-Xiang Chiu			
Director	Yang-Zheng Lu			
Independent Director	Zong-Yi Chen	0	0	
Independent Director	Man-Sheng Huang	0	0	
Independent Director	Zhao-Wei Pan	0	0	
Total shareholding of all directors		22,996,023	24.58%	