



Stock Code: 3557

Jia Wei Lifestyle, Inc.
Jia Wei Lifestyle, Inc.

(formerly known as Gamma Optical Co., Ltd.)

2021 Annual Meeting of Shareholders
Handbook

Time: 9:00 a.m. April 23, 2021 (Friday)

Place: No. 38, Songren Road, Xinyi District (Virgo and Pegasus meeting rooms,
2nd floor, Le Méridien Taipei) Jia Wei Lifestyle, Inc.

2021 Annual Meeting of Shareholders Handbook

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Jia Wei Lifestyle, Inc.
**Procedures and Agenda for the 2021 Annual Meeting of
Shareholders**

Time: 9:00 a.m. April 23, 2021 (Friday)

Place: No. 38, Songren Road, Xinyi District (Virgo and Pegasus meeting rooms, 2nd floor, Le Méridien Taipei)

I. Call the Meeting to Order

II. Chairperson Takes Chair

III. Chairperson Remarks

IV. Management Presentation

(I) 2020 Business Report

(II) Audit Committee's Review Report on the 2020 Financial Statements

(4) Report on the Amendments to the "Rules of Procedure for Board of Directors Meetings" and "Code of Ethical Conduct"

(IV) Other Management Presentations

V. Proposals

(I) Proposal for 2020 Business Report and Financial Statements

(II) Proposal for 2020 Earnings Distribution

VI. Discussion

(I) Amendment to Clauses of the "Articles of Incorporation"

(II) Amendments to the "Rules of Procedure for Shareholders' Meeting," "Rules for Director Elections" and "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees"

(III) Proposal for the Removal of the Non-Compete Clause for Directors and Their Proxies

VII. Questions and Motions

VIII. Adjournment

Management Presentations

I. 2020 Business Report (Please refer to page 7 to 9, Attachment I of the Handbook).

II. Audit Committee's Review Report on the 2020 Financial Statements.

- (1) The Company's 2020 Financial Statements have been reviewed by the Audit Committee and approved by the Board of Director. We hereby entrust independent auditors CPA Calvin Chen and CPA Fangwen Lee of EY Taiwan to audit and certify the report, and issue a written audit report in accordance with Company Act and Securities and Exchange Act.
- (2) Audit Committee's Review Report (Please refer to page 30, Attachment III of the Handbook).

III. Amendment to "Rules of Procedure for Board of Directors Meeting" and "Code of Ethical Conduct".

The Company amended the rules in accordance with related laws and regulations. The comparison table of amended articles are provided in the Attachments (Please refer to page 31 to 34, Attachment IV of the Handbook).

IV. Other Management Presentations

- (1) Report on the necessity and reasonableness of endorsements/guarantees provided by the Company and its subsidiaries to others amounting to 50% or more of the Company's net worth:

In accordance with the Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies, if the aggregate amount of endorsements/guarantees that is set as the ceiling for the public company and its subsidiaries as a whole reaches 50% or more of the net worth of the public company, a Description of the necessity and reasonableness thereof shall be given at the shareholders meeting.

At the initial stage of the Company's merger and acquisition in August 2019, the bank requested the parent company's guarantee for the subsidiaries' credit line. Therefore, the clause stating "the Company and its subsidiaries are allowed to give endorsement/guarantee to a single enterprise not exceeding 500% of the net value of the Company's latest financial statement" during the interim shareholders' meeting on October 15, 2019. The Group's operating policy has been gradually adjusted after the merger. In most cases, the parent company asks for the credit line from the bank while taking into consideration the amount required by the subsidiaries. Therefore, the amount of the aforementioned clause is proposed to be lowered to "not exceeding 500% of the net value of the Company's latest financial statement" this time (please refer to page 4 of the second item for discussion of this Handbook). Therefore, the guarantee limit adjustment does have its necessity and reasonableness.

- (2) On October 15, 2019, the Company passed a resolution at the interim shareholders' meeting to amend the Company's Articles of Incorporation, authorizing the Board of Directors to distribute cash dividends at the end of each quarter. The amount and date of the cash

dividends for each quarter of 2020 resolved by the Board of Directors of the Company are as follows:

Unit: NT\$

2020	Board of Directors Meeting	Dividend Payout Date	Dividend per share	Total Amount
Q1	May 7, 2020	-	-	-
Q2	August 12, 2020	-	-	-
Q3	November 5, 2020	January 25, 2021	2.35	169,905,975
Q4	March 12, 2021	(To be determined)	3.65	263,896,515
Total			6.00	433,802,490

(3) Distribution of Remuneration for Employees and Directors of 2020:

The distribution of remuneration of employees and Directors of the Company for the 2020 was approved by the Remuneration Committee, Audit Committee and Board of Directors on March 12, 2021. According to Ernst & Young's audit, the profit before tax after the distribution of remuneration of employees and Directors was NT\$785,129,189. 3% was allocated for employees at NT\$23,553,876, and 5% was allocated for Directors at NT\$39,256,458 in cash (please refer to page 63 of Appendix IV of the Handbook).

(4) With the exception of proposals passed in the 13th meeting of the 7th-term Board of Directors on January 27, 2021 and the 14th meeting of the 7th-term Board of Directors on March 12, 2021, the Company did not receive any other proposals from shareholders from February 9 to February 25, 2021.

Proposals

Item 1

Proposed by the Board

Proposal: Ratification of the 2020 Business Report and Financial Statements.

Description: I. The Company's 2020 Business Report and Financial Statements have been reviewed by the Audit Committee and approved by the Board, and the Parent Company Only Financial Statements and Consolidated Financial Statements audited by independent auditors, CPA Calvin Chen and CPA Fangwen Lee of EY Taiwan, accompanied by the audit report with unqualified opinions.

II. The aforementioned Business Report, Parent Company Only Financial Statement, Consolidated Financial Statement and Audit Committee's Review Report (Please refer to Attachments I to III on pages 7 to 30 of the Handbook).

III. Submitted for proposal.

Resolution:

Item 2

Proposed by the Board

Proposal: Ratification of the 2020 Earnings Distribution Proposal.

Description: I. The Company's 2020 Earnings Distribution Proposal was passed in resolutions of the

Audit Committee and the meeting of the Board of Directors (Please refer to page 35, Attachment V of the Handbook).

II. Submitted for proposal.

Resolution:

Discussion

Item 1

Proposed by the Board

Proposal: Amendment to the Company's Articles of Incorporation.

Description: I. Due to operation needs, the Company intends to amend certain clauses of the Company's Articles of Incorporation; The comparison table of amended articles is provided in the Attachments (Please refer to pages 36 to 39, Attachment VI of the Handbook).

II. Submitted for discussion.

Resolution:

Item 2

Proposed by the Board

Proposal: Amendments to the "Rules of Procedure for Shareholders' Meeting," "Rules for Director Elections" and "Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees" are submitted for discussion.

Description: I. The Company amended the rules in accordance with related laws and regulations. The comparison tables of amended articles are provided in the Attachments (Please refer to page 40 to 45, Attachment VII of the Handbook).

II. Submitted for discussion.

Resolution:

Item 3

Proposed by the Board

Proposal: The proposal for the removal of the non-compete clause for Directors and their proxies is submitted for discussion.

Description: I. Handled pursuant to Article 209 of the Company Act, a Director who does anything for himself/herself or on behalf of another person that is within the scope of the company's business, shall explain to the meeting of shareholders the essential contents of such an act and secure its approval.

II. If the Company's Directors and their representatives also invest in and act as the Directors of other companies that have the same or similar business scope as the Company, they shall submit this matter to the Shareholders' Meeting for approval according to the law. The prohibitions on Directors and their representatives from participating in competitive business shall be released upon their appointment as Directors or managers of other companies.

III. Concurrent posts of the current members of the Board of Directors (Please refer to page 45 to 47, Attachment VIII of the Handbook).

IV. Submitted for discussion.

Resolution:

Questions and Motions

Adjournment

Attachments

Jia Wei Lifestyle, Inc.

2020 Business Report

Business Results of 2020

Business Plan Implementation Results and Budget Execution:

After the Company's successful transition into the houseware industry, it experienced the global pandemic, economic turmoil, China-US trade war and the US election in 2020. The Company continued to maximize its expertise in houseware products by taking actions in a timely manner and responding to customer needs. While the business climate became increasingly challenging, the Company continued to grow against all odds. Looking back at 2020, the Company performed better than the beginning of 2019 after the merger in terms of consolidated revenue, profit after tax, operating capability and profitability.

Financial Income and Expenditure:

Unit: NT\$ thousand

Item		Year		Amount of increase/decrease	Percentage of change (%)
		2020	2019		
Financial revenue and expenditure	Net operating revenue	4,428,573	1,690,231	2,738,342	162.01
	Operating costs	2,638,612	1,049,687	1,588,925	151.37
	Net income (loss)	723,887	217,451	506,436	232.90
	Total comprehensive income in this period	696,777	229,529	467,248	203.57

Profitability:

Item		Year	
		2020	2019
Profitability	Return on equity (%)	54.21	26.83
	Ratio of pretax income to paid-up capital (%)	104.06	20.02
	Net profit margin (%)	16.35	12.86
	Earnings per share (NT\$)	10.01	3.25

Financial revenue and expenditure analysis and explanation of reason for profitability changes:

As the Company's first complete fiscal year since its merger in August 2019, it experienced significant growth in consolidated revenue and profit after tax amid the pandemic and global economic turmoil by being diligent and taking the right steps. Profitability also improved in comparison with the beginning of the merger back in 2019.

Research and Development:

Unit: NT\$ thousand

Item	2020	2019	In 2020, the Company continued to design trendy and aesthetically-pleasing houseware products by launching a variety of functional, fun and ingenious brand kitchenware, and by developing environmentally friendly raw materials and products that combine different materials to maintain its leading position as the pioneer in the industry.
Research and development expenses	66,348	59,676	
Turnover	4,428,573	1,690,231	
Ratio of R&D expenses to operating revenue (%)	1.50%	3.53%	

Summary of Business Plan of 2020

Business Strategy:

With the transformation of the global economy, the manufacture-centered economy is moving towards service economy, knowledge economy, creative economy, and eventually experience economy. The competitive edge of an industry does not depend solely on land, capital or labor, but the integration of knowledge, creativity, culture and character. Design is about more than design but something that connects life and culture, and the imagination about the relationship between design and life has also become more complex and diversified, contributing to changes in the "meaning of life and the value of consumption."

The houseware product industry is deeply intertwined with the population and economy, as well as a reflection of culture. We aim to enhance the quality of houseware products that bring positive experience in terms of sight and touch, while combining an elegant home environment with a refined taste that encourages a lifestyle centered on enjoyment. Looking forward to 2021, the Company will continue to expend greater effort in houseware products, expand kitchenware and branded products, develop environmentally friendly products, bring eco benefits for the clients and the Company, increase growth and fulfill social responsibility in terms of sustainable management in response to the global economy, industrial development, changes in the customers' retail business models, and the rise of e-commerce.

Forecast sales volume and basis: The sales volume is based on the market demand and the orders the Company receives.

Significant production and sales policies:

The Company shall integrate operations, production and sales information and systems to meet the requirements setting up headquarters in Taiwan for global multi-site business operations in the future, optimize the operation foundation, and consolidate strength for medium and long-term development.

The Future Development Strategies of the Company and the Impact of the External Competitive Environment, Regulatory Environment, and Macroeconomic Conditions

The Company shall collect and pay attention to relevant information on changes in the external competitive environment, regulatory environment and overall operating environment at all times, and quickly develop necessary response measures to meet the Company's operational development needs.

In the future, all employees of the Company will continue to be diligent and conscientious while striving to enhance the Company's competitiveness. We aim to become an enterprise with sustainable operations and reward our shareholders with more profits.

Thank you again for your continuous support for the Company throughout the year!

Person in Charge: Vincent Chen

Manager: David Wu

Chief Accountant: Kelly Ko

Independent Auditors' Report

To Jia Wei Lifestyle, Inc.

Opinion

We have audited the accompanying consolidated balance sheets of Jia Wei Lifestyle, Inc. (the "Company") and its subsidiaries as of 31 December 2020 and 2019, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2020 and 2019, and notes to the consolidated financial statements, including the summary of significant accounting policies (together "the consolidated financial statements").

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of 31 December 2020 and 2019, and their consolidated financial performance and cash flows for the years ended 31 December 2020 and 2019, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China (the "Norm"), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, 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 most significant in our audit of 2020 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue Recognition

The main source of income for the Company and its subsidiaries is the sale of household goods. The Company recognized by the Company amounted to \$4,428,573 thousand. Since the products are mainly for overseas companies and shipped by sea, the income is recognized when the ownership and control of the promised goods are transferred to the customer and the performance obligation is fulfilled., and Therefore, we determined this a key audit matter.

Our audit procedures included (but were not limited to), understanding and testing the effectiveness of internal control in the sales cycle at the time of revenue recognition, selecting samples (including the newly added top ten customers in this period) to perform test of control , selecting samples to perform test of details, such as check sales orders, finished product delivery orders, sales invoices, export declarations and subsequent payments, etc., including checking whether the sales was appropriately recognized and the recipient of the payment is the same company, performing cut-off tests before and after the balance sheet date, performing analytical procedures on sales products, regions, monthly sales revenue and gross profit margin. We also considered the appropriateness of disclosures of operating income in Notes 4. (18) and 6. (11) to the consolidated financial statements.

2. Loss allowance for accounts receivable

As of 31 December 2020, the Company and its subsidiaries' accounts receivable and loss allowance amounted to \$970,787 thousand and \$76,996 thousand, respectively. The net account receivable accounted for 20% of the total assets. Since the amount of allowance for receivables is measured by the lifetime expected credit loss, the measurement process must appropriately group the account receivables and determine the use of relevant assumptions in the analytical and measurement procedures, including the appropriate accounting aging schedule and the loss rate of each accounting aging interval. The measurement of expected credit losses involved judgment, analysis and estimation, while the measurement results would affect the net amount of accounts receivable, we therefore considered this a key audit matter.

Our audit procedures included (but not limited to) analyzing the appropriateness of the grouping method of accounts receivable; understanding the appropriateness of the management's provision of allowances for bad debts; testing the provision matrix the Company and its subsidiaries adopted, including assessing whether the aging interval is reasonably determined; testing the statistical information related to the average loss rate based on the monthly roll rate, and assessing its reasonableness; selecting samples to perform test the correctness of the aging; selecting samples to check the collection situation after the period of accounts receivable and assessing the recoverability. We also considered the appropriateness of the disclosure of the expected credit impairment loss of accounts receivable in Notes 4. (18), 5. (3) and 6. (12) of the consolidated financial statements.

3. Impairment Loss for Intangible Assets (Including Goodwill)

The Company and its subsidiaries' goodwill amounted to \$ 845,283 thousand as of 31 December

2020, as a result of goodwill arising from the acquisition of Achieve Goal Limited, Golden Star Ocean Ltd., and Freshlink Product Development, LLC. The goodwill accounted for 19% of the total assets, and the impairment assessment is based on management's assessment and involves assumptions such as accounting estimates. Therefore, we considered this a key audit matter.

Our audit procedures included (but not limited to), evaluating the management's assessment approaches and assumptions of value in use; involving internal expert to assist us in evaluating the reasonableness of key assumptions used by management such as discount rates, involving internal expert to assist us in evaluating the reasonableness of key components of discount rates such as cost of equity, company-specific risk premium and market risk premium by comparing them to other companies of similar size with the cash-generating units; interviewing management and assessing the reasonableness of assumptions used in their model such as gross margin, growth rates, and the expected future market and economic conditions; comparing the actual financials to date with previously forecast financials and analyzing the Company's historical data and performance to assess the reasonableness of the cash flow forecast. We also considered the appropriateness of the impairment assessment of goodwill in Notes 4. (16), 5. (4) and 6. (20) of the consolidated financial statements.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance, including audit committee, are responsible for overseeing the financial reporting process of the Company and its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

1. 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 internal control of the Company and its subsidiaries.
2. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
3. 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 ability to continue as a going concern of the Company and its subsidiaries. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
4. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the accompanying notes, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
5. Obtain sufficient appropriate audit evidence regarding the financial information of the

entities or business activities within the Company and its subsidiaries 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 2020 consolidated financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

We have audited and expressed an unqualified opinion on the parent company only financial statements of the Company as of and for the years ended 31 December 2020 and 2019.

Chen,Cheng-Chu

Lee,Fang-Wen

Ernst & Young, Taiwan

12 March 2021

Notice to Readers

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

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English translation of Consolidated Financial Statements Originally issued in Chinese
JIA WEI LIFESTYLE, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
31 December, 2020 and 2019
(Amounts in thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2020		December 31, 2019		Liabilities and Equity	Notes	December 31, 2020		December 31, 2019	
		Amount	%	Amount	%			Amount	%	Amount	%
Current assets						Current liabilities					
Cash and cash equivalents	4,6(1),12	\$369,611	8	\$401,584	8	Short-term loans	6(6)	\$780,401	17	\$1,205,844	25
Accounts receivable, net	4,6(2)(12),12	893,791	20	809,845	17	Contract liabilities, current	4,6(11)	10,552	0	16,914	0
Accounts receivable-related parties, net	4,6(2)(12),12	-	-	69,424	1	Accounts payable	4,12	136,285	3	191,467	4
Other receivables	4,12	11,157	0	37,686	1	Other payables	4,6(8),12	900,025	20	1,905,270	40
Current tax assets	4	932	0	-	-	Current tax liabilities	4,6(17)	6,758	0	6,093	0
Inventories	4,6(3)	875,926	19	935,767	20	Provisions	4	16,476	0	5,598	0
Other current assets		68,365	2	54,348	1	Lease liabilities-Current	4,6(13)	6,010	0	5,680	0
Other financial assets, current	8,12	126,764	3	168,417	4	Advance Receipts		7,267	0	-	-
Total current assets		2,346,546	52	2,477,071	52	Current portion of long-term loans	6(7)	254,332	6	3,777	0
						Other current liabilities		2,908	1	21,603	1
Non-current assets						Total current liabilities		2,121,014	47	3,362,246	70
Property, plant and equipment	4,6(4)	871,236	19	895,532	19	Non-current liabilities					
Right-of-use assets	4,6(13)	76,473	2	83,717	2	Long-term loans	6(7)	751,668	17	276,223	6
Intangible assets	4,6(5)	1,098,538	25	1,190,965	25	Deferred tax liabilities	4,6(17)	12,864	0	-	-
Deferred tax assets	4,6(17)	101,647	2	81,532	2	Lease liabilities-Non current	4,6(13)	16,375	0	22,045	1
Refundable deposits	12	3,333	0	3,329	0	Total non-current liabilities		780,907	17	298,268	7
Other non-current assets		3,038	0	387	0	Total liabilities		2,901,921	64	3,660,514	77
Total non-current assets		2,154,265	48	2,255,462	48	Equity attributable to the parent company	6(10)				
						Capital					
						Common stock		723,004	17	723,004	16
						Additional paid-in capital		149,027	3	149,027	3
						Retained earnings					
						Appropriated as legal capital reserve		18,791	0	-	-
						Undistributed earnings(Retained deficits)	6.19	723,100	16	187,910	4
						Other equity		(15,032)	(0)	12,078	0
						Total equity		1,598,890	36	1,072,019	23
Total assets		\$4,500,811	100	\$4,732,533	100	Total liabilities and equity		\$4,500,811	100	\$4,732,533	100

(The accompanying notes are an integral part of the consolidated financial statements.)

English translation of Consolidated Financial Statements originally issued in Chinese
JIA WEI LIFESTYLE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the years ended 31 December , 2020 and 2019
(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

Items	Notes	2020		2019	
		Amount	%	Amount	%
Operating Revenue	4,6(11)	\$4,428,573	100	\$1,690,231	100
Operating costs	4,6(3)	(2,638,612)	(60)	(1,049,687)	(62)
Gross profit		1,789,961	40	640,544	38
Operating expenses					
Sales and marketing expenses	4,6(14)	(607,318)	(14)	(283,886)	(17)
General and administrative expenses	4,6(14)	(324,737)	(7)	(152,946)	(8)
Research and development expenses	4,6(14)	(66,348)	(1)	(59,676)	(4)
Expected credit impairment (loss) gain	4,6(12)	(10,036)	(0)	2,185	0
Subtotal		(1,008,439)	(22)	(494,323)	(29)
Operating income		781,522	18	146,221	9
Non-operating income and expenses	4,6(14)				
Other income		32,957	1	14,836	1
Other gains and (losses)		(36,522)	(1)	1,137	0
Finance costs		(25,575)	(1)	(17,428)	(1)
Subtotal		(29,140)	(1)	(1,455)	(0)
Income from continuing operations before income tax		752,382	17	144,766	9
Income tax (expense) benefit	4,6(17)	(28,495)	(1)	72,685	4
Profit from continuing operations		723,887	16	217,451	13
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations	4,6(16)	(32,856)	(1)	12,078	0
Income tax related to items that may be reclassified subsequently	4,6(16)	5,746	0	-	-
Total comprehensive income		\$696,777	15	\$229,529	13
Net income attributable to:					
Stockholders of the parent		\$723,887	16	\$217,451	13
Non-controlling interests		-	-	-	-
		\$723,887	16	\$217,451	13
Comprehensive income attributable to:					
Stockholders of the parent		\$696,777	15	\$229,529	13
Non-controlling interests		-	-	-	-
		\$696,777	15	\$229,529	13
Earnings per share (NTD)					
Earnings per share-basic	4,6(21)	\$10.01		\$3.25	
Earnings per share-diluted		\$9.98		\$3.25	

(The accompanying notes are an integral part of the consolidated financial statements.)

English translation of Consolidated Financial Statements originally issued in Chinese

JIA WEI LIFESTYLE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the years ended 31 December, 2020 and 2019

(Amounts in thousands of New Taiwan Dollars)

Items	Equity Attributable to the Parent Company						Total Equity
	Common Stock	Additional Paid-in Capital	Retained Earnings		Other Equity	Total	
			Legal Reserve	(Retained deficits) Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations		
Balance as of January 1, 2019	\$773,254	\$4,908	-	(\$229,541)	-	\$548,621	\$548,621
Net income for the year ended December 31, 2019	-	-	-	217,451	-	217,451	217,451
Other comprehensive income, net of tax for the year ended December 31, 2019	-	-	-	-	\$12,078	12,078	12,078
Total comprehensive income	-	-	-	217,451	12,078	229,529	229,529
Issuance of common stock for cash	149,750	144,119	-	-	-	293,869	293,869
Capital reduction for cover accumulated deficit	(200,000)	-	-	200,000	-	-	-
Balance as of December 31, 2019	\$723,004	\$149,027	-	\$187,910	\$12,078	\$1,072,019	\$1,072,019
Balance as of January 1, 2020	\$723,004	\$149,027	-	\$187,910	\$12,078	\$1,072,019	\$1,072,019
Legal reserve	-	-	\$18,791	(18,791)	-	-	-
Cash dividends	-	-	-	(169,906)	-	(169,906)	(169,906)
Net income for the year ended December 31, 2020	-	-	-	723,887	-	723,887	723,887
Other comprehensive income, net of tax for the year ended December 31, 2020	-	-	-	-	(27,110)	(27,110)	(27,110)
Total comprehensive income	-	-	18,791	723,887	(27,110)	696,777	696,777
Balance as of December 31, 2020	\$723,004	\$149,027	\$18,791	\$723,100	(\$15,032)	\$1,598,890	\$1,598,890

(The accompanying notes are an integral part of the consolidated financial statements.)

English translation of Consolidated Financial Statements originally issued in Chinese
JIA WEI LIFESTYLE, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended 31 December, 2020 and 2019
(Amounts in thousands of New Taiwan Dollars)

Items	2020	2019
Cash flows from operating activities:		
Net income before tax	\$752,382	\$144,766
Adjustments to reconcile net income before tax to net cash provided by operating activities:		
Income and expense adjustments :		
Depreciation	60,513	28,474
Amortization	48,416	17,964
Expected credit impairment Loss (gain)	10,036	(2,185)
Interest expense	23,422	17,428
Interest income	(868)	(11,698)
Loss on disposal of property, plant and equipment	-	2,875
Loss on Non-financial asset impairment	13,045	4,519
Inventory valuation and obsolescence loss	27,453	-
Other expenses transferred from Intangible assets	22,144	6,407
Changes in operating assets and liabilities:		
Accounts receivable	(92,325)	(205,743)
Accounts receivable-related parties	69,424	(69,424)
Other receivables	25,526	2,466
Inventories	30,711	(462,108)
Prepayments	(16,131)	(50,071)
Other current assets	2,114	21,368
Contract liabilities	(6,362)	16,914
Notes payable	-	(720)
Accounts payable	(55,182)	13,432
Other payables	(89,680)	98,064
Provisions	10,878	-
Advance receipts	7,267	(84)
Other current liabilities	(18,695)	(9,763)
Cash generated from operations	<u>824,088</u>	<u>(437,119)</u>
Interest received	939	11,775
Income tax paid	<u>(29,335)</u>	<u>(2,754)</u>
Net cash provided by (used in) operating activities	<u>795,692</u>	<u>(428,098)</u>
Cash flows from investing activities:		
Disposal of financial assets at amortized costs	-	301,929
Acquisition of subsidiaries (deduct cash obtained)	(1,083,393)	(629,046)
Acquisition of property, plant and equipment	(14,922)	(29,119)
Disposal of property, plant and equipment	-	77
Acquisition of intangible assets	(2,237)	(7,022)
Increase in refundable deposits	-	(1,690)
Decrease (Increase) in Other financial assets	41,653	(63,553)
(Increase) in other noncurrent assets-others	(2,651)	(190)
Net cash (used in) investing activities	<u>(1,061,550)</u>	<u>(428,614)</u>
Cash flows from financing activities:		
(Decrease) Increase in short-term loans	(425,443)	401,564
Increase in long-term loans	726,000	280,000
Cash payments for the principal portion of the lease liability	(5,742)	(4,436)
Issuance of common stock for cash	-	293,869
Interest paid	(25,500)	(16,649)
Net cash provided by financing activities	<u>269,315</u>	<u>954,348</u>
Effect of exchange rate changes on cash and cash equivalents	<u>(35,430)</u>	<u>45,359</u>
Net (Decrease) increase in cash and cash equivalents	<u>(31,973)</u>	<u>142,995</u>
Cash and cash equivalents at beginning of year	<u>401,584</u>	<u>258,589</u>
Cash and cash equivalents at end of year	<u>\$369,611</u>	<u>\$401,584</u>

(The accompanying notes are an integral part of the consolidated financial statements.)

Independent Auditors' Report

To Jia Wei Lifestyle, Inc.

Opinion

We have audited the accompanying parent balance sheets of Jia Wei Lifestyle, Inc. (the “Company”) and as of 31 December 2020 and 2019, and the related parent statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2020 and 2019, and notes to the parent financial statements, including the summary of significant accounting policies (together “the parent financial statements”).

In our opinion, the parent financial statements referred to above present fairly, in all material respects, the parent financial position of the Company as of 31 December 2020 and 2019, and their parent financial performance and cash flows for the years ended 31 December 2020 and 2019, in conformity with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed and became effective by Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants, and Attestation of Financial Statements by Certified Public Accountants and auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Parent 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 (the “Norm”), and we have fulfilled our other ethical responsibilities in accordance with the Norm. Based on our audits and the reports of other auditors, 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 most significant in our audit of 2020 parent financial statements. These matters were addressed in the context of our audit of the parent financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Revenue Recognition

The main source of income for the Company is the sale of household goods and recognized by the Company amounted to \$4,338,821 thousand. Since the products are mainly for overseas companies and shipped by sea, the income is recognized when the ownership and control of the promised goods are transferred to the customer and the performance obligation is fulfilled., and Therefore, we determined this a key audit matter.

Our audit procedures included (but were not limited to), understanding and testing the effectiveness of internal control in the sales cycle at the time of revenue recognition, selecting samples (including the newly added top ten customers in this period) to perform test of control , selecting samples to perform test of details, such as check sales orders, finished product delivery orders, sales invoices, export declarations and subsequent payments, etc., including checking whether the sales was appropriately recognized and the recipient of the payment is the same company, performing cut-off tests before and after the balance sheet date, performing analytical procedures on sales products, regions, monthly sales revenue and gross profit margin. We also considered the appropriateness of disclosures of operating income in Notes 4.(17) and 6.(12) to the consolidated financial statements.

2. Loss allowance for accounts receivable

As of 31 December 2020, the Company's accounts receivable and loss allowance amounted to \$1,024,122 thousand and \$32,593 thousand, respectively. The net accounts receivable accounted for 21% of the total assets. Since the loss allowance for receivables is measured by the lifetime expected credit loss, the measurement process must appropriately group the account receivables and determine the use of relevant assumptions in the analytical and measurement procedures, including the appropriate accounting aging schedule and the loss rate of each aging interval. The measurement of expected credit losses involved judgment, analysis and estimation, while the measurement results would affect the net amount of accounts receivable, we therefore considered this a key audit matter.

Our audit procedures included (but not limited to) analyzing the appropriateness of the grouping method of accounts receivable; understanding the appropriateness of the management's provision of allowances for bad debts; testing the provision matrix the Company and its subsidiaries adopted, including assessing whether the aging interval is reasonably determined; testing the statistical information related to the average loss rate based on the monthly roll rate, and assessing its reasonableness; selecting samples to perform test the correctness of the aging; selecting samples to check the collection situation after the period of accounts receivable and assessing the recoverability. We also considered the appropriateness of the disclosures regarding the expected credit impairment loss of accounts receivable in Notes 5 and 6 of the parent financial statements.

3. Impairment assessment of investments accounted for using equity method

As of 31 December 2020, the Company reinvested in Achieve Goal Limited, Golden Star Ocean Ltd. and Freshlink Product Development, LLC. The reinvestment amount was material and goodwill was

generated with the reinvestment. While the amount was material using the equity method, impairment assessment was based on the assessment of management, which also involved accounting assumptions, we therefore considered this is a key Audit matter.

Our audit procedures included (but not limited to), understanding and evaluating the rationality of the management's basis and procedures for assessing the impairment of the asset, including analyzing the sales model and regions involved; evaluating the management's assessment approaches and assumptions of value in use; involving internal expert to assist us in evaluating the reasonableness of key assumptions used by management such as discount rates, involving internal expert to assist us in evaluating the reasonableness of key components of discount rates such as cost of equity, company-specific risk premium and market risk premium by comparing them to other companies of similar size with the cash-generating units; interviewing management and assessing the reasonableness of assumptions used in their model such as gross margin, growth rates, and the expected future market and economic conditions; comparing the actual financials to date with previously forecast financials and analyzing the Company's historical data and performance to assess the reasonableness of the cash flow forecast. We also considered the appropriateness of disclosures of investments accounted for using equity method in Note 4. (11), Note 5. (4) and Note 6. (4) to the parent financial statements.

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

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the requirements of the Regulations Governing the Preparation of Financial Reports by Securities Issuers and International Financial Reporting Standards, International Accounting Standards, Interpretations developed by the International Financial Reporting Interpretations Committee or the former Standing Interpretations Committee as endorsed by Financial Supervisory Commission of the Republic of China and for such internal control as management determines is necessary to enable the preparation of parent company only financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company only financial statements, management is responsible for assessing the ability to continue as a going concern of the Company, 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 audit committee, are responsible for overseeing the financial reporting process of the Company.

Auditor's 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company only financial statements.

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

1. Identify and assess the risks of material misstatement of the 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 internal control of the Company.
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 ability to continue as a going concern of the Company. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's 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 auditor's 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 accompanying notes, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient 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 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 2020 parent company only financial statements and are therefore the key audit matters. We describe these matters in our auditor's 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.

Chen,Cheng-Chu

Lee,Fang-Wen

Ernst & Young, Taiwan

12 March 2021

Notice to Readers

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

Accordingly, the accompanying financial statements and report of independent accountants are not intended for use by those who are not informed about the accounting principles or auditing standards generally accepted in the Republic of China, and their applications in practice. As the financial statements are the responsibility of the management, Ernst & Young cannot accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may derive from the translation.

English Translation of the parent company only Financial Statements originally issued in Chinese

JIA WEI LIFESTYLE INC.

PARENT COMPANY ONLY BALANCE SHEETS

December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

Assets	Notes	December 31, 2020		December 31, 2019	
		Amount	%	Amount	%
Current assets					
Cash and cash equivalents	4,6(1),12	\$281,473	6	\$152,122	4
Accounts receivable, net	4,6(2),12	848,973	18	166,879	5
Accounts receivable-related parties, net	4,6(2),7	142,556	3	460,286	14
Other receivables	4,12	726	0	-	-
Other receivables-related parties	7,12	486,147	11	208,049	6
Current tax assets	4	932	0	1,393	0
prepayment	4	50,798	1	12,110	0
Other current assets	4	151	0	570	0
Other financial assets, current	8,12	126,764	3	30,630	1
Total current assets		1,938,520	42	1,032,039	30
Non-current assets					
Investments accounted for under the equity method	4,6(4),6(20)	2,535,398	56	2,358,742	68
Property, plant and equipment	4,6(5)	13,331	0	15,993	0
Right-of-use assets	4,6(14)	9,206	0	12,362	0
Deferred tax assets	4,6(18)	101,647	2	81,532	2
Refundable deposits	12	742	0	602	0
Total non - current assets		2,660,324	58	2,469,231	70
Total Assets		\$4,598,844	100	\$3,501,270	100

(The accompanying notes are an integral part of parent company only financial statements.)

English Translation of the parent company only Financial Statements originally issued in Chinese

JIA WEI LIFESTYLE INC.

PARENT COMPANY ONLY BALANCE SHEETS

December 31, 2020 and 2019

(Amounts in thousands of New Taiwan Dollars)

Liabilities and Equity	Notes	December 31, 2020		December 31, 2019	
		Amount	%	Amount	%
Current liabilities					
Short-term loans	6(7)	\$780,401	17	\$186,100	5
Contract liabilities- current	4,6(12)	9,208	0	1,590	0
Accounts payable	12	11,431	0	35,004	1
Accounts payable-related parties	7,12	345,577	8	314,612	9
Other payables	4,6(9),12	804,145	18	1,579,421	45
Provisions	4	-	-	5,598	0
Current portion of long-term loans	6(8)	254,332	6	3,777	0
Lease liabilities-Current	4,6(14)	3,288	0	3,216	0
Other current liabilities		20,911	0	14,433	1
Total current liabilities		2,229,293	49	2,143,751	61
Non-current liabilities					
Long-term loans	6(8)	751,668	16	276,223	9
Deferred tax liabilities	4,6(18)	12,864	0	-	-
Lease liabilities-Non current	4,6(14)	6,129	0	9,277	0
Total non-current liabilities		770,661	16	285,500	9
Total liabilities		2,999,954	65	2,429,251	70
Equity attributable to the parent company	6(11)				
Capital					
Common stock		723,004	16	723,004	21
Additional paid-in capital		149,027	3	149,027	4
Retained earnings					
Appropriated as legal capital reserve		18,791	0	-	-
Undistributed earnings		723,100	16	187,910	5
Other equity		(15,032)	(0)	12,078	0
Total equity		1,598,890	35	1,072,019	30
Total liabilities and equity		\$4,598,844	100	\$3,501,270	100

(The accompanying notes are an integral part of parent company only financial statements.)

English Translation of the parent company only Financial Statements originally issued in Chinese
JIA WEI LIFESTYLE INC.
PARENT COMPANY ONLY STATEMENTS OF COMPREHENSIVE INCOME
For the years ended December 31, 2020 and 2019
(Amounts in thousands of New Taiwan Dollars)

Item	Notes	2020		2019	
		Amount	%	Amount	%
Operating revenues	4,6(12)	\$4,338,821	100	\$1,534,329	100
Operating costs	4,6(3)	(3,209,899)	(74)	(1,228,281)	(80)
Unrealized gross profit		(24,790)	(1)	(6,612)	(0)
Gross profit		1,104,132	25	299,436	20
Operating expenses	4,6(15)				
Sales and marketing expenses		(352,085)	(8)	(48,236)	(3)
General and administrative expenses		(166,991)	(4)	(79,280)	(5)
Research and development expenses		(11,346)	(0)	(2,364)	(0)
Expected credit impairment gain	4,6(13)	37,009	1	2,185	0
Subtotal		(493,413)	(11)	(127,695)	(8)
Operating income		610,719	14	171,741	12
Non-operating uncome and expense	4,6(16)				
Other income		12,858	0	10,051	1
Other gains and losses		(2,616)	(0)	6,051	0
Finance costs		(14,871)	(0)	(1,521)	(0)
Share of profit or loss of associates	4,6(3)	116,292	3	(50,403)	(3)
Subtotal		111,663	3	(35,822)	(2)
Income from continuing operations before income tax		722,382	17	135,919	10
Income tax benefit	4,6(18)	1,505	0	81,532	5
Profit from continuing operations		723,887	17	217,451	15
Items that may be reclassified subsequently to profit or loss:					
Exchange differences on translation of foreign operations	4,6(4),6(17)	(32,856)	(1)	12,078	1
Income tax related to items that may be reclassified subsequently		5,746	0	-	-
Total comprehensive income		\$696,777	16	\$229,529	16
Earnings per share (NTD)	6(19)				
Earnings per share-basic		\$10.01		\$3.25	
Earnings per share-diluted		\$9.98		\$3.25	

(The accompanying notes are an integral part of parent company only financial statements.)

English translation of the parent company only Financial Statements originally issued in Chinese

JIA WEI LIFESTYLE INC.

PARENT COMPANY ONLY STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31, 2020 and 2019

(Amounts in thousands of New Taiwan Dollars)

Items	Common Stock	Additional Paid-in Capital	Retained Earnings		Other Equity	Total
			Legal reserve	(Retained deficits) Unappropriated Earnings	Exchange Differences on Translation of Foreign Operations	
Balance as of January 1, 2019	\$773,254	\$4,908	-	(\$229,541)	-	\$548,621
Net income for the year ended December 31, 2019	-	-	-	217,451	-	217,451
Other comprehensive income, net of tax for the year ended December 31, 2019	-	-	-	-	\$12,078	12,078
Total comprehensive income	-	-	-	217,451	12,078	229,529
Issuance of common stock for cash	149,750	144,119	-	-	-	293,869
Capital reduction for cover accumulated deficit	(200,000)	-	-	200,000	-	-
Balance as of December 31, 2019	<u>\$723,004</u>	<u>\$149,027</u>	<u>-</u>	<u>\$187,910</u>	<u>\$12,078</u>	<u>\$1,072,019</u>
Balance as of January 1, 2020	\$723,004	\$149,027	-	\$187,910	\$12,078	\$1,072,019
Legal reserve	-	-	\$18,791	(18,791)	-	-
Cash dividends	-	-	-	(169,906)	-	(169,906)
Net income for the year ended December 31, 2020	-	-	-	723,887	-	723,887
Other comprehensive income, net of tax for the year ended December 31, 2020	-	-	-	-	(27,110)	(27,110)
Total comprehensive income	-	-	-	723,887	(27,110)	696,777
Balance as of December 31, 2020	<u>\$723,004</u>	<u>\$149,027</u>	<u>\$18,791</u>	<u>\$723,100</u>	<u>(\$15,032)</u>	<u>\$1,598,890</u>

(The accompanying notes are an integral part of parent company only financial statements.)

English translation of the parent company only Financial Statements originally issued in Chinese

JIA WEI LIFESTYLE INC.

PARENT COMPANY ONLY STATEMENTS OF CASH FLOWS

For the years ended December 31, 2020 and 2019

(Amounts in thousands of New Taiwan Dollars)

Items	2020	2019	Items	2020	2019
Cash flows from operating activities:			Cash flows from investing activities:		
Net income before tax	\$722,382	\$135,919	Acquisition of investments accounted for equity method	(1,201,403)	(884,099)
Adjustments to reconcile net income before tax to net cash provided by operating activities:			Disposal of financial assets measured at amortized costs	-	301,929
Income and expense adjustments:			Acquisition of property, plant and equipment	(1,274)	(11,084)
Depreciation	7,302	5,140	Disposal of property, plant and equipment	-	77
Expected credit impairment gain	(37,009)	(2,185)	(Increase) in refundable deposits	(140)	(352)
Interest expense	12,718	1,521	(Increase) Decrease in other financial assets - others	(96,134)	(30,630)
Interest income	(167)	(9,346)	Decrease in other noncurrent assets - others	-	1,050
Share of (gain) loss of associates accounted for using equity	(116,292)	50,403	Net cash(used in) investing activities	(1,298,951)	(623,109)
Loss on disposal of property, plant and equipment	-	2,875	Cash flows from financing activities:		
Unrealized gross profit	24,790	6,612	Cash payments for the principal portion of the lease liability	(3,286)	(2,969)
Changes in operating assets and liabilities:			Increase in short-term loans	594,301	186,100
Accounts receivable	(645,085)	(113,756)	Increase in long-term loans	726,000	280,000
Accounts receivable-related parties	317,730	(460,286)	Issuance of common stock for cash	-	293,869
Other receivables	(336)	-	Interest paid	(11,777)	(768)
Other receivables-related parties	(278,098)	(208,049)	Net cash provided by financing activities	1,305,238	756,232
Prepayments	(38,688)	(12,110)	Net increase (decrease) in cash and cash equivalents	129,351	(103,339)
Other current assets	419	1,152	Cash and cash equivalents at beginning of year	152,122	255,461
Contract liabilities	7,618	1,590	Cash and cash equivalents at end of year	\$281,473	\$152,122
Notes payable	-	(720)			
Accounts payable	(23,573)	(16,546)			
Accounts payable-related parties	30,965	314,612			
Other payables	137,270	58,988			
Provisions	(5,598)	-			
Advance receipts	-	(84)			
Other current liabilities	6,478	(145)			
Cash generated from operations	122,826	(244,415)			
Interest received	238	9,346			
Income tax paid	-	(1,393)			
Net cash provided by (used in) operating activities	123,064	(236,462)			

(The accompanying notes are an integral part of parent company only financial statements.)

Jia Wei Lifestyle, Inc.
Audit Committee's Review Report

The Audit Committee has reviewed the consolidated financial report and individual financial report for 2020, together with the business report and earnings distribution statement prepared by the Board of Directors of Jia Wei and found no inconsistency in these materials in accordance with Article 14-4 of the Securities Exchange Act and Article 219 of the Company Act. Please verify.

Jia Wei Lifestyle, Inc.

Convener of the Audit Committee: Hau-Min Chu

March 12, 2021

Jia Wei Lifestyle, Inc. Comparison Table of Amended Articles for the Rules of Procedure for Board of Directors Meetings

Revised contents	Existing contents	Explanation
<p>Article 11: The first and second paragraphs are omitted.</p> <p>During the proceeding of a Board meeting, if the Directors sitting at the meeting are not over half of the Directors in attendance, the chair shall declare a suspension of meeting upon the motion by the Directors sitting at the meeting, in which case Paragraph 3 and 4 of Article 8 shall apply mutatis mutandis.</p>	<p>Article 11: The first and second paragraphs are omitted.</p> <p>During the proceeding of a Board meeting, if the Directors sitting at the meeting are not over half of the Directors in attendance, the chair shall declare a suspension of meeting upon the motion by the Directors sitting at the meeting, in which case Paragraph 2 and 3 of Article 8 shall apply mutatis mutandis.</p>	<p>Adjustment to the numbering applied mutatis mutandis</p>
<p>Article 12: The following matters shall be submitted to the Board of Directors for discussion:</p> <p>I. Corporate business plans.</p> <p>II. Annual financial report and financial report for the second quarter requiring the auditing and attestation of the CPA.</p> <p>Contents below are omitted.</p>	<p>Article 12: The following matters shall be submitted to the Board of Directors for discussion:</p> <p>I. Corporate business plans.</p> <p>II. Annual financial report and Semi-annual financial report. With the exception of semiannual financial reports which, under relevant laws and regulations, need not be audited or attested by a CPA.</p> <p>Contents below are omitted.</p>	<p>Amendments in line with laws</p>
<p>Article 15: The first paragraph is omitted.</p> <p>Where the spouse, a relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, the director shall be deemed to have a personal interest</p>	<p>Article 15: The first paragraph is omitted.</p> <p>Where the spouse, a relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, the director shall be deemed to have a</p>	<p>Amendments in line with laws</p>

<p>in the matter.</p> <p>The resolution of this company's board of directors shall follow Article 206-4 of the Company Act and in accordance to Article 180-2 in regards to director with no voting rights.</p>	<p>personal interest in the matter.</p> <p>Where a director is prohibited by the two preceding paragraphs from exercising voting rights with respect to a resolution at a board meeting, the provisions of Article 180, Paragraph 2 of the Company Act apply mutatis mutandis in accordance with Article 206, Paragraph 4 of the same Act.</p>	
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Jia Wei Lifestyle, Inc.
**Comparison between Original and Amendments to the Codes of
Ethical Conduct**

Revised contents	Existing contents	Explanation
<p>Article 2: Content of the Code</p> <p>1. Prevention of conflicts of interest: The Company's directors and managers shall handle official business in an objective and efficient manner, and not pursue improper benefits for themselves, their spouse, or relatives within the second degree of kinship by their positions in the Company. The Company shall pay special attention to preventing conflicts of interest, and state clearly whether there is a potential conflict of interest with the Company when the Company lends funds to or provides guarantees for, has material asset transaction with or purchases goods from or sells goods to the company in which the aforementioned personnel works. Omission.</p> <p>6. Legal compliance: The Company shall strengthen its compliance with the Securities and Exchange Act and other applicable laws, regulations, and bylaws.</p> <p>7. Encourage reporting of illegal or unethical activities: The company shall raise awareness of ethics internally and encourage employees to report to a company supervisor, managerial officer, chief internal auditor, or</p>	<p>Article 2: Content of the Code</p> <p>1. Prevention of conflicts of interest: The Company's directors and managers shall handle official business in an objective and efficient manner, and not pursue improper benefits for themselves, their spouse, parents, children or relatives within the second degree of kinship by their positions in the Company. The Company shall pay special attention to preventing conflicts of interest, and state clearly whether there is a potential conflict of interest with the Company when the Company lends funds to or provides guarantees for, has material asset transaction with or purchases goods from or sells goods to the company in which the aforementioned personnel works. Omission.</p> <p>6. Legal compliance: the Company's directors and managerial officers shall abide by the Securities and Exchange Act and other laws and regulations</p> <p>7. Encourage reporting of illegal or unethical activities: The company shall raise awareness of ethics internally and encourage employees to report to a company supervisor,</p>	<p>Amendments based on actual conditions and regulation revision.</p>

<p>other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report illegal conduct, the company shall establish a concrete whistle-blowing system and communicate to employees that the company will spare no effort to ensure the safety of informants and protect them from reprisals.</p> <p>8. Disciplinary measures: When an employee violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. An investigation will be conducted in accordance with relevant rules to provide the violator with remedies.</p>	<p>managerial officer, chief internal auditor, or other appropriate individual upon suspicion or discovery of any activity in violation of a law or regulation or the code of ethical conduct. To encourage employees to report violations, the Company shall protect whistle-blowers to ensure that they are not subjected to retaliation in accordance with the Employee Reward and Punishment (CMP-110).</p> <p>8. Disciplinary measures: When an employee violates the code of ethical conduct, the company shall handle the matter in accordance with the disciplinary measures prescribed in the code, and shall without delay disclose on the Market Observation Post System (MOPS) the date of the violation by the violator, reasons for the violation, the provisions of the code violated, and the disciplinary actions taken. The investigation will be conducted in accordance with the Employee Reward and Punishment (CMP-110) to provide the violator with remedies.</p>	
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Jia Wei Lifestyle, Inc.
Statement of Earnings Distribution
2020

Unit: NT\$

Undistributed earnings at the end of the period	169,119,373
Plus: Net income after tax	723,887,341
Minus:	
Legal reserve (10%) (Note 3)	(69,677,811)
Special reserve (Note 4)	(15,031,740)
Surplus available for distribution	808,297,163
Distribution Items	
Shareholder bonus: Cash	
Distributed for Q1 2020	0
Distributed for Q3 2020	0
Distributed for Q3 2020 (Note 1)	(169,905,975)
Distributed for Q4 2020 (Note 2)	(263,896,515)
Shareholder dividends: Stocks	0
Undistributed earnings at the end of the period	374,494,673

Note 1: The allotted surplus for 2019 was NT\$169,119,373 and a partial surplus for 2020 was NT\$786,602, totaling at NT\$169,950,975 translated into the cash dividend of NT\$2.35 per share (NT\$2,350 per thousand shares).

Note 2: The allotted surplus for 2020 was NT\$263,896,515, which translated into the cash dividend of NT\$3.65 per share (NT\$3,650 per thousand shares).

Note 3: (The net profit after tax for the current period was NT\$723,887,341 plus the items other than the net profit after tax for the current period (NT\$27,109,230)) *10%= NT\$69,677,811

Note 4: The net deduction of other equity of the company was NT\$15,031,740.

Person in Charge: Vincent Chen

Manager: David Wu

Chief Accountant: Kelly Ko

Comparison Table of Amended Articles for the Articles of Incorporation (1)

Revised contents	Existing contents	Explanation
<p>Article 22: The Company's profits distribution or appropriation for making up for losses may be performed after the end of each quarter. The profits shall be distributed in cash and shall be processed based on a resolution of the Board of Directors in accordance with Article 228-1 and Article 240, Paragraph 5 of the Company Act. The proposal shall also be reported to the shareholder's meeting but the submission shall not be required. Submitted to the Shareholders' Meeting for approval.</p> <p>If there is any profit in the year (i.e. profit before tax before deduction of remuneration allocated to employees and directors), Jia Wei shall allocate no less than 3% of the profit as employee's remuneration, which shall be distributed by shares or cash by the resolution of the Board of directors, including employees of subsidiaries meeting the requirements of laws and regulations. In addition, Jia Wei shall allocate no more than 5% of the profit as director's remuneration. However, if there are still accumulated losses, Jia Wei shall reserve the amount to be covered in advance, and then allocate employees' and Directors' compensation in proportion as stipulated in the preceding paragraph.</p> <p>The allocation of employees' and Directors' compensation shall be reported</p>	<p>Article 22: The distribution of earnings or allocation of losses of Jia Wei may be made after the end of each quarter. The distribution of earnings in cash shall be handled after the resolution of the Board of Directors in accordance with the provisions of paragraph 1 of Article 228 and paragraph 5 of Article 240 of the Company Act and reported to the shareholders' meeting without submitting to the shareholders' meeting for recognition.</p> <p>If there is any profit in the year (i.e. profit before tax before deduction of remuneration allocated to employees and directors), Jia Wei shall allocate no less than 3% of the profit as employee's remuneration, which shall be distributed by shares or cash by the resolution of the Board of directors, including employees of subsidiaries meeting the requirements of laws and regulations. In addition, Jia Wei shall allocate no more than 5% of the profit as director's remuneration. However, if there are still accumulated losses, Jia Wei shall reserve the amount to be covered in advance, and then allocate employees' and Directors' compensation in proportion as stipulated in the preceding paragraph.</p> <p>The allocation of employees' and Directors' compensation shall be</p>	<p>Amended for operation</p>

<p>to the shareholders' meeting.</p> <p>If there are earnings distribution half fiscal year, the payable tax shall be estimated and retained and deficits shall be made up in accordance with laws. Then, 10% of the earnings shall be allocated as the statutory capital reserve. However, when the statutory capital reserve has reached the Company's paid-in capital, the aforementioned ratio does not apply. The special capital reserve shall be withdrawn or revolved when necessary, and any earnings plus the accumulated undistributed earnings in the previous quarter shall be added as shareholders' bonus. The Board of Directors shall prepare the distribution proposal after reserving earnings as operation needs, and submit to the shareholders' meeting for resolution of distribution of shareholder dividends.</p> <p>If there is any surplus in the annual general report, Jia Wei shall first pay taxes and make up for the accumulated losses, and then withdraw 10% of the surplus for the statutory surplus reserve, except when the statutory surplus reserve has reached the paid-in capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous quarter shall be deemed as surplus available for distribution. The Board of Directors shall prepare a surplus distribution plan. When the surplus is to be distributed in cash, the proposal shall be approved by the Board of Directors. When surplus is to be</p>	<p>reported to the shareholders' meeting.</p> <p>If there is earnings distribution in each quarter, Jia Wei shall estimate and retain the tax payable, make up the loss according to law, estimate and retain the remuneration of employees and directors, and set aside 10% of the profit as the statutory surplus reserve except when the statutory surplus reserve accumulation has reached the total capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous quarter shall be deemed as the shareholders' dividends. The Board of Directors shall prepare a surplus distribution plan. When the surplus is to be distributed in cash, the proposal shall be approved by the Board of Directors. When surplus is to be distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for resolution before distribution.</p> <p>If there is any surplus in the annual general report, Jia Wei shall first pay taxes and make up for the accumulated losses, and then withdraw 10% of the surplus for the statutory surplus reserve, except when the statutory surplus reserve has reached the paid-in capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous quarter shall be deemed as surplus available for distribution. The Board of</p>	
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<p>distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for resolution before distribution.</p>	<p>Directors shall prepare a surplus distribution plan. When the surplus is to be distributed in cash, the proposal shall be approved by the Board of Directors. When surplus is to be distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for resolution before distribution.</p>	
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Jia Wei Lifestyle, Inc.
**Comparison Table of Amended Articles for the Articles of
Incorporation (2)**

Revised contents	Existing contents	Explanation
<p>The Company may, with due consideration to financial, business, or operation factors, appropriate all or a part of the reserve to issue new shares or distribute cash to shareholders in accordance with the laws or the regulations of the competent authority. Where profits are distributed in cash, it may be processed based on a resolution of the Board of Directors in accordance with Article 241 of the Company Act. The proposal shall also be reported to the shareholder's meeting but the ratification of the shareholder's meeting shall not be required.</p> <p>Dividend policies Jia Wei is in an industry with constantly changing environment. When allocating surplus, Jia Wei shall examine Jia Wei's financial structure and the needs of its expected future expenditures, and distribute surplus according to laws and the Articles of Association. The amount of surplus distribution shall account for more than 20% of the surplus available for distribution, of which the cash dividends distributed shall not be less than 10% of the total dividend distribution.</p>	<p>The Company may, with due consideration to financial, business, or operation factors, appropriate all or a part of the reserve to issue new shares or distribute cash to shareholders in accordance with the laws or the regulations of the competent authority. Where profits are distributed in cash, it may be processed based on a resolution of the Board of Directors in accordance with Article 241 of the Company Act. The proposal shall also be reported to the shareholder's meeting but the ratification of the shareholder's meeting shall not be required.</p> <p>Dividend policies Jia Wei is in an industry with a constantly changing environment. When allocating surplus, Jia Wei shall examine Jia Wei's financial structure and the needs of its expected future expenditures, and distribute surplus according to laws and the Articles of Association. The amount of surplus distribution shall account for more than 20% of the surplus available for distribution, of which the cash dividends distributed shall not be less than 10% of the total dividend distribution.</p>	
<p>Article 25: The Articles of Incorporation were established on April 15, 2005. Rest omitted. <u><i>The 17th amendment was made on April 23, 2021.</i></u></p>	<p>Article 25: The Articles of Incorporation were established on April 15, 2005. Rest omitted. The 16th amendment was made on May 26, 2020.</p>	<p style="text-align: center;">Add amendment date and number of times</p>

Jia Wei Lifestyle, Inc.

Comparison Table of Amended Articles for the Rules of Procedure for Shareholders' Meetings (1)

Revised contents	Existing contents	Explanation
<p>Article 3: Paragraph 1 to 3 omitted. Election or dismissal of directors or supervisors, 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 Articles of Incorporation," "Article 26, paragraph 1 and Article 43, paragraph 6 of the Securities and Exchange Act," or "Article 51, paragraph 1 and Article 60, paragraph 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. Paragraph 5 omitted. Shareholders holding 1% or more of the total number of outstanding shares of the Company may submit a written proposal to the Company for discussion at a regular shareholders' meeting. However, only one matter shall be allowed in each single proposal. If a proposal contains more than one matter, such proposal shall not be included in the agenda. In addition, when the circumstances of any subparagraph of</p>	<p>Article 3: Paragraph 1 to 3 omitted. Election or dismissal of Directors, amendments to the Articles of Incorporation, capital reduction, application for suspension of public listing, approval for Directors' competition, conversion of earnings to capital, conversion of surplus to capital increase, the dissolution, merger, or demerger of the Company, or any matter under the "subparagraphs of Article 185 Paragraph 1 of the Company Act" shall be set out in the notice of the reasons for convening the shareholders' meeting and the main contents shall be explained. None of the above matters may be raised by an extraordinary motion. The main contents may be placed on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice. Paragraph 5 omitted. Shareholders holding 1% or more of the total number of outstanding shares of the Company may submit a written proposal to the Company for discussion at a regular shareholders' meeting. However, only one matter shall be allowed in each single proposal. If a proposal contains more than one matter, such proposal shall not be included in the agenda. However, where the</p>	<p>Amendments in line with laws</p>

<p>"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. Shareholders may submit proposed proposals to urge the Company to promote the public interest or fulfill its social responsibilities. The procedures shall be limited to one item in accordance with the "Article 172-1 of the Company Act". Any proposal in excess shall be excluded from the agenda. Contents below are omitted.</p>	<p>shareholder's proposal is a recommendation filed to encourage the Company to promote public interests or fulfill social responsibilities, the Board of Directors may include it in the agenda. In addition, 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. Contents below are omitted.</p>	
<p>Article 9: The first paragraph is omitted. The chairperson shall call the meeting to order at the time scheduled for the meeting, as well as announcing information such as the number of shares with no voting right and shares present. In the event that the meeting is attended by shareholders representing less than half of the total issued shares, the chairperson may announce a postponement of the meeting. However, there may not be more than two postponements in total and the total time accumulated in the postponement(s) shall not exceed one hour. If the quorum is not met after two postponements and the attending shareholders still represent less than one third of the total number of issued shares, the chair shall declare the meeting adjourned. Contents below are omitted.</p>	<p>Article 9: The first paragraph is omitted. The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued shares, the chairperson 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. Contents below are omitted.</p>	<p>Amendments made to enhance corporate governance and safeguard shareholders' rights and interests.</p>

Jia Wei Lifestyle, Inc.
**Comparison Table of Amended Articles for the Rules of Procedure
for Shareholders' Meetings (2)**

Revised contents	Existing contents	Explanation
<p>Article 14: The election of Directors at the shareholder meeting, if any, shall be handled according to the relevant regulations on election made by the Company, and the voting results shall be announced on the spot including the list of elected Directors and the numbers of votes, as well as the list of unelected Directors and the respective number of votes received. Contents below are omitted.</p>	<p>Article 14: The election of Directors at the shareholder meeting, if any, shall be handled according to the relevant regulations on election made by the Company, and the voting results shall be announced on the spot including the list of elected Directors and the numbers of votes. Contents below are omitted.</p>	<p>Amendment made to enhance corporate governance and safeguard shareholders' rights and interests.</p>

Jia Wei Lifestyle, Inc.
**Comparison between Original and Amendments to Rules for
Election of Directors (1)**

Revised contents	Existing contents	Explanation
<p>Article 5: Elections of the Company's directors shall be conducted in accordance with the candidate nomination system and procedures set out in Article 192-1 of the Company Act.</p> <p>Contents below are omitted.</p>	<p>Article 5: The Directors of the Company shall be elected from the nomination list prepared by the Company in accordance with the provisions of Article 192-1 of the Company Act. The qualification, education background and work experience of the nominated Directors, as well as situations as specified in Article 30 of the Company Act shall be reviewed and no certificate documents for other qualifications shall be added arbitrarily. The results of the review shall be provided to the shareholders for reference in order to elect the competent Directors.</p> <p>Contents below are omitted.</p>	<p>Amendments in line with laws</p>
<p><u>Omitted.</u></p>	<p><u>Article 10:</u> <u>If a candidate is a shareholder, a voter must enter the candidate's account name and shareholder account number in the "candidate" column of the ballot; for a non-shareholder, the voter shall enter the candidate's full name and identity card number. However, when the candidate is a government organization or corporate shareholder, the name of the government organization or corporate shareholder shall be entered in the column for the candidate's account name in the ballot paper, or both the name of the government organization or corporate shareholder and the name of its representative may be written. When there are multiple representatives, the names of each representative shall be written.</u></p>	<p>Amendments in line with laws</p>
<p>Article 10: An election ballot is deemed null and void under any of</p>	<p>Article 11: An election ballot is deemed null and void under any of the following circumstances:</p>	<p>Amendments in line with laws</p>

<p>the following circumstances:</p> <ol style="list-style-type: none"> 1. The ballot was not prepared by a person with the right to convene. 2. Placing a blank ballot into the ballot box. 3. The writing on the ballot is unclear and indecipherable or has been altered. 4. The candidate whose name is entered in the ballot does not conform to the director candidate list. 5. Other words or marks are entered in addition to the number of voting rights allotted. <p><u>Omitted.</u></p>	<ol style="list-style-type: none"> 1. Use the ballots not prepared by the Board of Directors. 2. Placing a blank ballot into the ballot box. 3. The writing on the ballot is unclear and indecipherable or has been altered. 4. The candidate whose name is written on the ballot is a shareholder, but the candidate's account name and shareholder account number do not conform with those given in the shareholder register, or the candidate whose name is entered in the ballot is a non-shareholder, but upon checking it shows that the candidate's name and identity card number do not match. 5. Other words or marks are written on the ballot in addition to the candidate's account name or shareholder account number (or identity card number) and the number of voting rights allotted. <p><u>VI. The name of the candidate written in the ballot is identical to that of another shareholder, but no shareholder account number or identity card number is provided in the ballot to identify such individual.</u></p>	
<p>Article 11: Omitted</p>	<p>Article 12: Omitted</p>	<p>Adjusted number of Articles</p>
<p>Article 12: Omitted</p>	<p>Article 13: Omitted</p>	<p>Adjusted number of Articles</p>
<p>Article 13: Omitted</p>	<p>Article 14: Omitted</p>	<p>Adjusted number of Articles</p>

Jia Wei Lifestyle, Inc.
Comparison between Original and Amendments to Regulations
Governing Loaning of Funds and Making of
Endorsements/Guarantees

Revised contents	Existing contents	Explanation
5.2.1 The aggregate amount of endorsements/guarantees that is set as the ceiling for the Company reaches 100% or more of the net worth of the Company.	5.2.1 The aggregate amount of endorsements/guarantees that is set as the ceiling for the Company reaches 500% or more of the net worth of the Company.	Adjustment to the limit
5.2.2 The aggregate amount of endorsement/guarantee provided by the Company to any single institution or entity shall not exceed 100% of the Company's net worth as stated in its latest financial statement.	5.2.2 The aggregate amount of endorsement/guarantee provided by the Company to any single institution or entity shall not exceed 500% of the Company's net worth as stated in its latest financial statement.	Adjustment to the limit
5.2.3 The total amount for the external endorsement/guarantee provided by the Company to a single corporate shall not exceed 100% of the net value of the latest financial statements of the Company. A single endorsement/guarantee shall not exceed the total transaction amount with the Company in the latest year (the higher of the purchase or sales between both parties).	5.2.3 The total amount for the external endorsement/guarantee provided by the Company to a single corporate shall not exceed 500% of the net value of the latest financial statements of the Company. A single endorsement/guarantee shall not exceed the total transaction amount with the Company in the latest year (the higher of the purchase or sales between both parties).	Adjustment to the limit
5.2.4 The aggregate amount as well as the endorsement/guarantee provided by the Company and its subsidiaries as a whole to any single institution or entity shall not exceed 100% of the Company's net worth as stated in its latest financial statement.	The total amount of the endorsement/guarantees of the Company and its Subsidiaries as a whole and the amount of endorsement guarantees for a single enterprise shall not exceed 500% of the net value of the Company's most recent financial statement.	Adjustment to the limit

Jia Wei Lifestyle, Inc.

New Posts of the Current Members of the Board of Directors

Title	Name	Currently Holding Concurrent Posts in the Company and Other Companies	Main Business of the Company
Chairperson	SUPER DOMAIN INVESTMENTS LIMITED Representative: Vincent Chen	Star Limited Representative: Directors of Rexen Asset Management Ltd.	Investment Consultancy
		You-Hsiang Investment Co., Ltd. Chairperson	Investment
		Sheng-Guang Investment Co., Ltd. Representative of corporate Director	Investment
		Hsu-Huang Investment Co., Ltd. Chairperson	Investment
		Taiwan Alpha Electronic Co., Ltd. Representative of the business corporation and general manager	Manufacturing, processing and trading of variable resistors, switching silicon rectifiers, and import and export of relevant raw materials and products
		Alpha International (B.V.I.) Capital Ltd. Juristic Person Director Rep.	Investment
		Hong Kong Alpha Company Ltd. Director	Trading of variable resistors and switches, import and export of relevant raw materials and products
		Director of Dongguan Shihua Electronic Co.,Ltd.	Production and sales of variable resistors, switches and encoders
		Director of Dongguan Alpha Electronic Co., Ltd.	Production and sales of variable resistors, switches and encoders
		Chairperson of Taiwan Alpha Technology Co., Ltd.	Electronic component manufacturing, material wholesale and retail
Director	DIGITAL SOLUTION INVESTMENTS LIMITED Representative: David Wu	Jia Wei Lifestyle, Inc. President	Houseware products
		Achieve Goal Limited Director	Investment
		Widely Watched Limited President	Houseware products
		First Design Global, Inc. Director	Houseware products
		Firstlink Product Development, LLC Director	Kitchen equipment business
		Digital Solution Investments Limited Director	Investment
		Smart Wealth Corp. Director and Secretary of the Board	Investment
		Smart Investment Company Representative	Investment
Director	SUPER DOMAIN INVESTMENTS LIMITED Representative: Li-Hua Wu	Super Domain Investments Limited Director	Investment
		Mega Service Inc. Director	Investment
		Widely Watched Limited Design Director	Houseware products
Director	DIGITAL SOLUTION INVESTMENTS LIMITED Representative: Ray Hou	Director of E&R Engineering Corp. (Legal Representative)	Manufacturing of machinery equipment

Independent Directors	Hau-Min Chu	Central Deposit Insurance Corporation Representative of corporate Director	Deposit insurance industry
		Vivasolid Biotechnology Co., Ltd. Director	Biotechnology, research and development, other consultancy services

Appendix

Jia Wei Lifestyle, Inc.

Rules of Procedure for Shareholders' Meeting

Article 1: In order to establish a good governance system of shareholder meetings, improve supervision functions and strengthen management functions of the Company, these rules are made in accordance with the provisions of Article 5 of Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: The rules for procedure of the shareholders' meetings of the Company shall be subject to these Rules, unless otherwise specified by laws or regulations.

Article 3: The shareholders' meeting of the Company shall be convened by the Board of Directors unless otherwise specified by laws.

The Company shall upload the electronic version of the meeting notice for the shareholders' meeting, paper for the power of attorney, the proposals, discussions, election or dismissal of Directors to the Market Observation Post System 30 days before the annual meeting of shareholders, or 15 days before the extraordinary shareholders' meeting. Meanwhile, the Company shall upload the electronic version of the handbook for shareholders' meeting and supplementary information to the Market Observation Post System 21 days before the annual shareholders' meeting or 15 days before the extraordinary shareholders' meeting. The Company shall prepare the handbook for shareholders' meeting and supplementary information for shareholders' reference 15 days before the convention of a shareholders' meeting; keep one copy of the handbook in the Company and another in the professional stock agencies entrusted by the Company so that it is accessible to shareholders, and issue them at the shareholders' meeting.

The meeting notice and public announcements shall state the reasons for convening the meeting, and the information may be announced in electronic means.

Election or dismissal of Directors, amendments to the Articles of Incorporation, capital reduction, application for suspension of public listing, approval for Directors' competition, conversion of earnings to capital, conversion of surplus to capital increase, the dissolution, merger, or demerger of the Company, or any matter under the "subparagraphs of Article 185 Paragraph 1 of the Company Act" shall be set out in the notice of the reasons for convening the shareholders' meeting and the main contents shall be explained. None of the above matters may be raised by an extraordinary motion. The main contents may be placed on the website designated by the competent authority in charge of securities affairs or the company, and such website shall be indicated in the above notice.

Where the notice of the reasons for convening the shareholders meeting already specifies the election of all Directors and the date elected Directors take office, once the election is completed in the shareholders' meeting, the date the elected Directors take office may not be changed by motions or other methods in the same meeting.

Shareholders holding 1% or more of the total number of outstanding shares of the Company may submit a written proposal to the Company for discussion at a regular shareholders' meeting. However, only one matter shall be allowed in each single

proposal. If a proposal contains more than one matter, such proposal shall not be included in the agenda. However, where the shareholder's proposal is a recommendation filed to encourage the Company to promote public interests or fulfill social responsibilities, the Board of Directors may include it in the agenda. In addition, 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.

Prior to the book closure date before the convention of a regular shareholders' meeting, the Company shall give a public notice announcing the place and the period for shareholders to submit proposals to be discussed at the meeting and the method for submitting the proposals in writing or in electronic format; the period for accepting such proposals shall not be less than 10 days.

The number of words of a proposal to be submitted by a shareholder shall be limited to not more than 300 words, and any proposal containing more than 300 words shall not be included in the agenda of the shareholders' meeting. The shareholder who has submitted a proposal shall attend, in person or by a proxy, the annual shareholders' meeting and shall take part in the discussion of such proposal.

The Company shall inform the shareholder who advances the proposal of the results before the date of convening the shareholders' meeting, and shall list the proposals which are in accordance with this Article in the meeting notice. With regard to the proposals submitted by shareholders but not included in the agenda of the meeting, the cause of exclusion of such proposals and explanation shall be made by the Board of Directors at the shareholders' meeting.

Article 4: Shareholders may provide the power of attorney issued by the Company, specify the scope of authorization at each shareholder meeting, and entrust a proxy to attend the shareholders' meeting.

A shareholder shall issue a power of attorney and entrust one proxy only, and shall deliver the power of attorney to the Company five days before the shareholders' meeting; if more than one powers of attorney are delivered, the earliest one received by the Company shall prevail. However, a statement to revoke an earlier power of attorney is not subject to the aforementioned rule.

After the power of attorney is delivered to the Company, the shareholder who wants to attend the shareholder meeting in person or exercise the voting rights in writing or electronic means shall cancel the advice of proxy to the Company in writing two days before the shareholders' meeting. If the shareholder revokes the advice exceeding the time limit, the power of attorney which designates a proxy to attend the meeting and exercise the voting rights shall prevail.

Article 5: The shareholder meeting shall be convened in the place where the Company is located or the place which is convenient for shareholders to be present or appropriate to convene the shareholder meeting. The meeting shall not start earlier than 9:00 a.m. or later than 3:00 p.m., and the place and time of the meeting shall be determined with full consideration of Independent Director's opinions.

Article 6: The shareholders' meeting notice shall include the sign-in time and location as well as other relevant matters.

The time period for accepting attendance registration of shareholders shall be at least 30 minutes prior to the commencement of the meeting. There shall be clear signs at the attendance register and appropriate personnel shall be designated for the registration procedure.

The Company shall prepare an attendance register for the attending shareholders or their proxies (hereinafter referred to as the shareholders) to sign in, or the attending shareholders may hand in the sign-in card instead of signing in.

The Company shall deliver the handbooks, annual reports, attendance cards, speaker's slip, votes and other meeting materials to the shareholders attending the shareholder meeting; if there are Directors to be elected, the ballots shall also be provided.

Shareholders shall attend the shareholders' meeting with the attendance card, sign-in card, or other attendance certificates; the Company shall not arbitrarily require any other certificates to attend the meeting; the solicitor of the powers of attorney shall bring the identity documents for verification.

When a government or legal entity is a shareholder, there may be more than one representative attending the shareholders' meeting. When a legal entity is entrusted to attend the shareholders' meeting, only one representative can be present.

Article 7: If the shareholders' meeting is convened by the Board of Directors, its chairperson shall be the Chairman of the Board. If the Chairman asks for leave or fails to exercise his/her powers for any reason, he/she shall designate a Director as a proxy. If the Chairman does not designate a proxy, the Directors shall elect one from among themselves.

Shareholders meetings convened by the Board of Directors should be attended by more than half of the board (including at least one Independent Director) and at least one Audit Committee Member in person, and attended by at least one representative member of each functional committee. In addition, a record of attendance shall be made in the minutes of the shareholders' meeting.

If the shareholders' meeting is convened by other conveners other than the Board of Directors, the chairperson shall be the convener, and if there are more than two conveners, they shall elect one chairperson from among themselves.

The Company may designate the entrusted lawyers, certified public accountants or related personnel to attend the shareholders' meeting.

Article 8: The Company shall record audio or video commencing from the shareholder attendance registrations to the shareholders' meeting, and the voting and ballot counting processes uninterruptedly and retain the recording for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, it shall be kept until the conclusion of the litigation.

Article 9: The attendance of the shareholders' meeting shall be counted based on the number of shares. The number of shares in attendance is calculated based on the attendance register or the sign-in cards handed in plus the number of shares through which the voting rights are exercised in writing or electronic means.

The chair shall call the meeting to order at the appointed meeting time. However, when the attending shareholders do not represent a majority of the total number of issued

shares, the chairperson 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.

If the quorum is not met after two postponements as referred to in the preceding paragraph, but the attending shareholders represent one third or more of the total number of issued shares, a tentative resolution may be adopted pursuant to Article 175, Paragraph 1 of the Company Act; all shareholders shall be notified of the tentative resolution and another shareholders' meeting shall be convened within one month. Before the end of the meeting, if the number of shares representing the shareholders has reached more than half of the total number of issued shares, the chairperson shall re-submit the tentative resolution for a vote by the shareholders' meeting pursuant to Article 174 of the Company Act.

Article 10: In the event that the shareholder meeting is convened by the Board of Directors, the agenda shall be formulated by the Board of Directors. All proposals (including extempore motions and amendments to original proposals) shall be voted on in sequence. The meeting shall be conducted according to the arranged agenda, and shall 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 chairperson may not declare the meeting adjourned prior to completion of deliberation on the meeting agenda of the preceding two paragraphs (including questions and motions), except by a resolution of the shareholders' meeting. If the chairperson declares the meeting adjourned in violation of the rules of procedure, other members of the Board of Directors shall promptly assist the attending shareholders in electing a new chairperson according to statutory procedures, by agreement of a majority of the votes represented by the attending shareholders, and then continue the meeting.

The chairperson shall provide opportunities for full explanation and discussion of the proposals and the amendments or questions and motions proposed by the shareholders. If the chairperson believes that the proposal can be decided by voting, he/she shall announce the discussion closed and call for a vote. The chairperson shall also arrange adequate time for voting.

Article 11: An attending shareholder shall issue and submit a floor note before speaking at the shareholder meeting. The floor note shall expressly describe the subject of his or her opinions and his or her shareholder account number (or the code of the participation certificate) so that the chairperson may fix the order of speaking. The present shareholders only hand in the speaker's slip but fail to make a speech are deemed to have not made a speech. If the content of the speech is inconsistent with that on the speaker's slip, the content of the speech shall prevail.

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

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

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

After an attending shareholder has spoken, the chairperson may respond in person or designate a directly relevant member of personnel to respond.

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

With respect to the resolutions of shareholders' meetings, the number of shares held by a shareholder with no voting rights shall not be calculated as part of the total number of issued shares.

When a shareholder is an interested party in relation to an agenda item, and there is the likelihood that such a relationship would prejudice the interests of the Company, such a shareholder shall not vote on that item, and shall not exercise voting rights as proxy for any other shareholder.

The number of shares for which voting rights may not be exercised under the preceding paragraph shall not be calculated as part of the voting rights represented by attending shareholders.

With the exception of a trust enterprise or a shareholder services agent approved by the competent securities authority, when one person is concurrently appointed as proxy by two or more shareholders, the voting rights represented by that proxy may not exceed 3% of the voting rights represented by the total number of issued shares. If that percentage is exceeded, the voting rights in excess of that percentage shall not be included in the calculation.

Article 13: A shareholder shall have one vote in respect of each share; however, this limit is not applicable to those who are restricted, or who do not have the right to vote under Paragraph 2, Article 179 of the Company Act.

When the Company convenes a shareholder meeting, the shareholder shall exercise its voting rights via electronic means and the shareholder may also exercise such rights in writing. When exercising its voting rights in writing or electronic means, he/she shall list the method of exercise in the advice of convening shareholder meeting. Shareholders who exercise their voting rights in writing or electronic means are deemed to attend the shareholders' meeting in person. However, the questions and motions of the shareholders' meeting and the amendment to the original proposal are deemed to be a waiver.

A shareholder intending to exercise voting rights by correspondence or electronic transmission under the preceding paragraph shall deliver a written declaration of intent to the Company two days before the date of the shareholders' meeting. When duplicate declarations of intent are delivered, the one received earliest shall prevail. However, when a declaration is made to cancel an earlier declaration of intent is not subject to the limits.

After the shareholders exercise their voting rights in writing or electronic means, if they want to attend the shareholders' meeting in person, they shall cancel the intent of exercising voting rights in the preceding paragraph in the same manner as exercising the voting rights two days before the shareholders' meeting; if it is canceled after the time limit, voting rights exercised in writing or via electronic means shall prevail. If the voting rights are exercised in writing or via electronic means and a proxy is entrusted to attend the shareholders' meeting by a power of attorney, the voting rights exercised by the attending entrusted proxy shall prevail.

The voting of proposal shall be passed upon the majority of the voting rights of the present shareholders, unless otherwise specified by the Company Act and the Articles of Incorporation. At the time of voting, the total number of voting rights of the present shareholders shall be announced by the chairperson or the personnel who he designates case by case. The shareholders shall vote on each proposal and the results of shareholders' agreement, objection, and abstention shall be entered in the Market Observation Post System.

When there is an amendment or an alternative to the same proposal, the chairperson shall decide its order of voting with the original proposal. If one of the proposals has been passed, the other proposals are deemed to be vetoed and no further voting is required.

The scrutineer and the counter for the voting of the proposal shall be designated by the chairperson, but the scrutineer shall be a shareholder.

Vote counting in relation to resolutions and elections in shareholder meetings shall be processed publicly in shareholder meetings and the results including statistical weights shall be reported on the spot and shall be recorded in the minutes of the meeting.

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

The ballots for elections referred to in the preceding paragraph shall be sealed and signed by the scrutineer and kept safely for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the Company Act, it shall be kept until the conclusion of the litigation.

Article 15: The resolutions at the shareholder meeting shall be made into a minute book, signed or sealed by the chairperson, and issued to the shareholders within 20 days after the meeting. The minute book shall be made and issued in electronic means.

The minute book in the preceding paragraph shall be uploaded to the Market Observation Post System in form of announcement.

The minute book shall include the meeting date (mm/dd/yy), place, chairperson's name, resolution method, main points, and voting results (including the tallied number of votes). Where there is an election of Directors, the number of votes of each candidate shall be disclosed. The records shall be kept permanently during the existence of the

Company.

Article 16: The Company shall clearly disclose the number of shares solicited by the solicitor and the number of shares of the entrusted agent at the shareholder meeting on the date of the meeting according to the statistical table prepared in the prescribed form.

If the resolutions of the shareholder meeting are of material information stipulated by laws and regulations or Taiwan Stock Exchange Corporation (Taiwan Exchange), the Company shall upload the contents to the Market Observation Post System within the specified time.

Article 17: The conference personnel for the shareholder meeting shall wear an identification card.

The chairperson shall command the proctors or security personnel to maintain the order of the meeting place. The proctors or security personnel shall wear armbands with "Proctor" or identification cards when maintaining the order of the meeting place.

There is amplification equipment at the meeting place, if the shareholder makes a speech with amplification equipment not provided by the Company, the chairperson shall stop it.

If the shareholders violate the rules of procedure and do not obey the chairperson's rectification, or obstruct the meeting regardless of prevention, the chairperson shall command the proctors or security personnel to take them away from the meeting place.

Article 18: During the meeting, the chairperson shall take a rest according to the time. In case of a force majeure situation occurs, the chairperson shall suspend the meeting temporarily and announce the time to resume the meeting as appropriate.

If the meeting place is unavailable before the completion of proposals (including questions and motions) under the agenda scheduled by the shareholders' meeting, the shareholders' meeting shall resolve to find another site to continue the meeting.

The shareholder meeting shall resolve to be postponed or resumed within five days according to Article 182 of the Company Act.

Article 19: These rules are implemented upon the approval of the shareholders' meeting, and the same to the amendments.

Jia Wei Lifestyle, Inc.

Articles of Incorporation

Chapter I General Provisions

Article 1: The Company was organized in accordance with the provisions of the Company Act and was named "Jia Wei Lifestyle, Inc."

Article 2: The Company's businesses are listed as below:

- (I) C601030 Paper Containers Manufacturing.
- (II) C601990 Other Paper Products Manufacturing.
- (III) C805030 Plastic Made Grocery Manufacturing.
- (IV) C805990 Other Plastic Products Manufacturing.
- (V) CA02990 Other Fabricated Metal Products Manufacturing Not Elsewhere Classified.
- (VI) CH01030 Stationery Articles Manufacturing.
- (VII) CH01040 Toys Manufacturing.
- (VIII) F106010 Wholesale of Ironware.
- (IX) F106020 Wholesale of Articles for Daily Use.
- (X) F107200 Wholesale of Chemistry Raw Material.
- (XI) F109070 Wholesale of Stationery Articles, Musical Instruments and Educational Entertainment Articles.
- (XII) F113010 Wholesale of Machinery.
- (XIII) F199990 Other Wholesale Trade.
- (XIV) F206010 Retail Sale of Ironware.
- (XV) F207200 Retail sale of Chemistry Raw Material.
- (XVI) F209060 Retail sale of Stationery Articles, Musical Instruments and Educational Entertainment Articles
- (XVII) F213080 Retail Sale of Machinery and Equipment.
- (XVIII) F299990 Retail Sale of Other Retail Trade Not Elsewhere Classified.
- (XIX) F105050 Wholesale of Furniture, Bedclothes Kitchen Equipment and Fixtures.
- (XX) F205040 Retail sale of Furniture, Bedclothes, Kitchen Equipment and Fixtures.
- (XXI) F206020 Retail Sale of Articles for Daily Use.
- (XXII) F401010 International Trade.
- (XXIII) ZZ99999 All business items that are not prohibited or restricted by law, except those that are subject to special approval.

Article 3: The Company, due to business needs, can guarantee and transfer the investment in other businesses with a total investment amount transferred more than 40% of the Company's paid-in capital stock.

Article 4: The Company is headquartered in Taipei City and may establish branch organizations in other appropriate locations as necessary, the establishment and dissolution of which are determined by the Board of Directors.

Chapter II Shares

Article 5: The Company's capitalization is NT\$2.05 billion, divided into 205 million shares, and the

amount of each share is NT\$10, which shall be issued by the Board of Directors in installments upon authorization. NT\$100 million shall be divided into 10 million shares with a value of NT\$10 each. They are retained as employee subscription warrants.

Article 6: The Company's stocks are registered and signed or sealed by the representative directors. Issuance will be carried out after legal verification. Share certificates issued by the Company are exempted from printing; however, they shall be registered in the central securities depository.

Article 6-1: The Company's treasury shares purchased in accordance with the Company Act shall be transferred to recipients that include employees of controlling or subordinate companies that meet the criteria.

The Company's employee share option certificates are issued to recipients that include employees of controlling or subordinate companies that meet the criteria.

When the Company issues new shares, the employees eligible for share subscription shall include employees of controlling or subordinate companies that meet the criteria.

The recipients of restricted employee shares issued by the Company include employees of controlling or subordinate companies that meet the criteria.

Chapter III Shareholders' Meeting

Article 7: All changes made to the list of shareholders shall be halted sixty days prior to an upcoming Annual Shareholders' Meeting, thirty days prior to an Extraordinary Shareholders' Meeting, or five days prior to the baseline date before the Company issues dividends, bonuses, or other interests.

Article 8: The shareholders' meeting of the Company is categorized as annual meeting and extraordinary meeting, the former of which shall be convened within six months after the end of each fiscal year, and the latter convened according to law when necessary.

Article 9: Except that when there is no voting right on the shares as stated in Article 179, Paragraph 2 of the Company Act, or the pledge specified by the Director according to shares is more than half of the number of shares of the Company he owned at the time of election, the voting rights do not apply to the exceeding shares, as each share of the shareholders of the Company corresponds to one voting right.

Article 10: When the shareholders fail to attend the shareholders' meeting for any reason, they shall provide the power of attorney issued by the Company, specify the scope of authorization, and entrust a proxy to attend the shareholders' meeting.

Article 11: The Chairperson of the Shareholders' Meeting is the Chairman of the Board. If the Chairman is absent, he/she shall designate one Director as the proxy. If the Chairman does not designate a proxy, the Directors shall elect one from among themselves.

Article 12: The shareholders' meeting shall be attended by shareholders who have held more than half of the total number of issued shares, and the resolution shall be passed upon majority of the voting rights of the shareholders, unless otherwise stipulated by the Company Act.

Article 12-1: If the Company wants to revoke the public issuance, it shall submit it to the shareholders' meeting for a resolution, and this provision shall not be amended during the emerging

stock period and the listing period.

Chapter IV Board of Directors

Article 13: The Company shall select five to nine Directors with disposing capacity from the shareholders' meeting to organize the Board of Directors with a term of three years. Directors may be re-elected. The Company shall purchase liability insurance for the compensation of the Directors within their scope of business during their term in accordance with the law. As stipulated in Article 183 of the Securities and Exchange Act, there shall be no less than two Independent Directors in the aforementioned quota of Directors, and the number of Independent Directors shall not be less than one-fifth of the total Directors. The specialty qualifications, shareholdings, restrictions on concurrent posts, nomination and election methods and other compliance of the Independent Directors shall be subject to the relevant provisions of the competent authority of securities.

The Directors of the Company shall be elected from the nomination list prepared by the Company. The Directors referred to in the Articles of Incorporation include Independent Directors.

Article 13-1: All Independent Directors of the Company constitute the Audit Committee in accordance with Article 14-4 of the Securities and Exchange Act. The exercise of the functional authorities and related matters of the Audit Committee and its members shall be handled in accordance with the relevant provision of the Securities and Exchange Act.

Article 14: The Board of Directors shall be organized by the Directors. More than two-thirds of the Directors shall attend the meeting and one Chairman is recommended from them upon consent of the majority of the present Directors, and the chairman shall act on behalf of the Company.

Article 15: The Board meeting shall be convened by the Chairman as the Chairperson, unless otherwise stipulated by the Company Act. If the Chairman asks for leave or fails to exercise his/her functional authorities for any reason, he/she shall designate a Director as a proxy. If the Chairman does not designate a proxy, the Directors shall elect one from among themselves.

The convening of the Board meeting shall be advised in the manner of a written notice, or via e-mail or fax, etc.

Article 16: More than half of the Directors shall attend the Board meeting, and the resolution shall be passed upon consent of the majority of the Directors present, unless otherwise stipulated by the Company Act.

Article 17: If a Director cannot attend the board meeting for any reason, he/she shall entrust other Directors to attend the meeting. However, a Director can only be entrusted by one person to attend the Board meeting.

If a Board meeting is convened in the form of videoconferencing, the Directors attending the meeting via videoconferencing are deemed to be present in person.

Article 18: The Company shall pay remuneration to the Directors provided they have performed their duties, regardless of the Company's profit and loss, and their remuneration shall be

determined depending on their participation in the Company's operation and their distribution values, and shall not be higher than the highest salary standard of the same industry.

Chapter V Managers

Article 19: The Company shall set up managers whose appointment, dismissal and remuneration are determined upon consent of the majority of the present Directors at the Board meeting that more than half of the Directors attend.

Chapter VI Accounting

Article 20: The fiscal year of the Company is from January 1 to December 31.

Article 21: After the annual accounts of the Company, the Board of Directors shall submit the following forms and reports to the shareholders' meeting for approval:

I. Business report.

II. Financial statements.

III. Proposal of profits distribution or deficit compensation.

Article 22: The Company's profits distribution or appropriation for making up for losses may be performed after the end of each quarter. The profits shall be distributed in cash and shall be processed based on a resolution of the Board of Directors in accordance with Article 228-1 and Article 240, Paragraph 5 of the Company Act. The proposal shall also be reported to the shareholder's meeting but the ratification of the shareholder's meeting shall not be required.

If there is any profit in the year (i.e. profit before tax before deduction of remuneration allocated to employees and directors), Jia Wei shall allocate no less than 3% of the profit as employee's remuneration, which shall be distributed by shares or cash by the resolution of the Board of directors, including employees of subsidiaries meeting the requirements of laws and regulations. In addition, Jia Wei shall allocate no more than 5% of the profit as director's remuneration. However, if there are still accumulated losses, Jia Wei shall reserve the amount to be covered in advance, and then allocate employees' and Directors' compensation in proportion as stipulated in the preceding paragraph.

The allocation of employees' and Directors' compensation shall be reported to the shareholders' meeting.

If there is earnings distribution in each quarter, Jia Wei shall estimate and retain the tax payable, make up the loss according to law, estimate and retain the remuneration of employees and directors, and set aside 10% of the profit as the statutory surplus reserve except when the statutory surplus reserve accumulation has reached the total capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous quarter shall be deemed as the shareholders' dividends. The Board of Directors shall prepare a surplus distribution plan. When the surplus is to be distributed in cash, the proposal shall be approved by the Board of Directors. When surplus is to be distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for

resolution before distribution.

If there is any surplus in the annual general report, Jia Wei shall first pay taxes and make up for the accumulated losses, and then withdraw 10% of the surplus for the statutory surplus reserve, except when the statutory surplus reserve has reached the paid-in capital of Jia Wei. If necessary, the special surplus reserve shall be withdrawn or reversed in accordance with the law. The surplus if any plus the accumulated undistributed surplus of the previous quarter shall be deemed as surplus available for distribution. The Board of Directors shall prepare a surplus distribution plan. When the surplus is to be distributed in cash, the proposal shall be approved by the Board of Directors. When surplus is to be distributed by issuing new shares, the proposal shall be submitted to the shareholders' meeting for resolution before distribution.

The Company may, with due consideration to financial, business, or operation factors, appropriate all or a part of the reserve to issue new shares or distribute cash to shareholders in accordance with the laws or the regulations of the competent authority. Where profits are distributed in cash, it may be processed based on a resolution of the Board of Directors in accordance with Article 241 of the Company Act. The proposal shall also be reported to the shareholder's meeting but the ratification of the shareholder's meeting shall not be required.

Dividend policies

As the Company operates in a complicated industry environment, the earnings shall be distributed in full consideration of the Company's financial structure and the expected capital expenditure in the future in accordance with laws and the Articles of Incorporation. The earnings distribution shall account for more than 20% of the distributable earnings, and the cash dividends distributed shall not be lower than 10% of the total dividends.

Chapter VII Supplementary Provisions

Article 23: The Company's organization procedures and rules of procedure are prescribed separately.

Article 24: The matters not specified in the Articles of Incorporation shall be subject to the Company Act.

Article 25: The Articles of Incorporation were established on April 15, 2005.

The 1st amendment was made on May 10, 2005.

The 2nd amendment was made on December 8, 2005.

The 3rd amendment was made on June 30, 2006.

The 4th amendment was made on February 1, 2007.

The 5th amendment was made on August 24, 2007.

The 6th amendment was made on March 14, 2008.

The 7th amendment was made on June 16, 2009.

The 8th amendment was made on June 17, 2010.

The 9th amendment was made on June 17, 2011.

The 10th amendment was made on June 19, 2012.

The 11th amendment was made on June 23, 2016.

The 12th amendment was made on October 19, 2016.

The 13th amendment was made on May 29, 2018.

The 14th amendment was made on May 28, 2019.

The 15th amendment was made on October 15, 2019

The 16th amendment was made on May 26, 2020.

Jia Wei Lifestyle, Inc. Shareholding of Directors

- I. As of February 23, 2021, the book closure date upon this annual shareholders' meeting, the Company's paid-in capital was NT\$723,004,150, totaling 72,300,415 shares.
- II. According to Article 26 of the Securities and Exchange Act, all Directors shall own at least 5,784,033 shares, and all Supervisors shall own at least 578,403 shares. However, as the Company has set up an Audit Committee according to law and the shareholding for Supervisors shall not apply.
- III. Details of Shareholding of Directors:

Unit: Share; February 23, 2021

Title	Name	Election Date	Term of Office	Shareholdings at Election		Shareholdings Stated in Roster of Shareholders as of the Book Closure Date	
				Number of shares	Proportion of Shareholdings	Number of shares	Proportion of Shareholdings
Chairperson	SUPER DOMAIN INVESTMENTS LIMITED Representative: Vincent Chen	108.05.28	3 years	15,342,838	19.84%	7,018,294	9.71%
Directo	DIGITAL SOLUTION INVESTMENTS LIMITED Representative: David Wu	108.05.28	3 years	15,342,838	19.84%	12,018,294	16.62%
Director	SUPER DOMAIN INVESTMENTS LIMITED Representative: Li-Hua Wu	108.05.28	3 years	15,342,838	19.84%	7,018,294	9.71%
Director	DIGITAL SOLUTION INVESTMENTS LIMITED Representative: Ray Hou	108.05.28	3 years	15,342,838	19.84%	12,018,294	16.62%
Independent Directors	Hau-Min Chu	108.05.28	3 years	-	-	-	-
Independent Directors	John Li	108.05.28	3 years	-	-	-	-
Independent Directors	Jacky Huang	108.05.28	3 years	-	-	-	-
Total of all Directors				30,685,676	39.68%	19,036,588	26.33%

Jia Wei Lifestyle, Inc.
Information on Compensation to Employees and Directors

Item	Allocation amount by resolution of the Board of Directors (A)	Estimated Amount Recognized as Annual Expenses (B)	Difference (A-B)	Reasons for discrepancy and processing method
Employees' compensation (in cash)	23,553,876	23,530,310	23,566	Differences should be accounted for as changes in accounting estimates and listed as income or loss for 2021.
Directors' Remuneration (in cash)	39,256,458	39,217,184	39,274	