



Stock Symbol: 3557

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

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

2022 Annual Meeting of Shareholders
Handbook

Time: 9:00 a.m., Tuesday, May 31, 2022

Venue: International Conference, 3F, National Tainan Living Art Center, No. 34,
Sec. 2, Zhonghua West Rd., Zhongxi District, Tainan City

Method of holding: Physical shareholders' meeting

Jia Wei Lifestyle, Inc.
Handbook of 2022 Annual Meeting of Shareholders
Table of Content

| | |
|---|----|
| Meeting Procedure and Agenda | 1 |
| Management Presentations | |
| I. 2021 Business Report..... | 2 |
| II. Audit Committee's Review Report on the 2021 Financial Statements..... | 2 |
| III. Report on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)..... | 2 |
| IV. Other Management Presentations..... | 2 |
| Proposals | |
| I. Proposal for 2021 Business Report and Financial Statements..... | 3 |
| II. Proposal for 2021 Earnings Distribution..... | 3 |
| Discussion | |
| I. Revision of Some Provisions of the "Administrative Measures for Acquisition or Disposal of Assets"..... | 3 |
| Election | |
| I. Comprehensive Reelection of Directors..... | 3 |
| Other Proposals | |
| I. Proposal for the Removal of the Non-Compete Clause for New Directors and Their Proxies..... | 4 |
| Questions and Motions | 4 |
| Attachments | |
| I. 2021 Business Report..... | 6 |
| II. 2021 Financial Statements..... | 9 |
| III. Audit Committee's Review Report..... | 28 |
| IV. Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)..... | 29 |
| V. Table for 2021 Earnings Distribution..... | 36 |
| VI. Comparison Table on Revision of the "Administrative Measures for Acquisition or Disposal of Assets"..... | 37 |
| VII. Candidates for the Eighth Term of Directors and Independent Directors..... | 42 |
| VIII. Concurrent Posts of the Eighth Term of Directors and Independent Directors. | 44 |
| Appendices | |
| I. Rules of Procedure for Shareholders' Meeting..... | 46 |
| II. Articles of Incorporation..... | 54 |
| III. Method for the Election of Directors..... | 60 |
| IV. Shareholding of Directors..... | 63 |
| V. Information on Compensation to Employees and Directors..... | 64 |

Jia Wei Lifestyle, Inc.

Procedures and Agenda for the 2022 Annual Meeting of Shareholders

Time: 9:00 a.m., Tuesday, May 31, 2022

Venue: International Conference, 3F, National Tainan Living Art Center, No. 34, Sec. 2, Zhonghua West Rd., Zhongxi District, Tainan City)

Method of holding: Physical shareholders' meeting

I. Call the Meeting to Order

II. Chairperson Takes Chair

III. Chairperson Remarks

IV. Management Presentations

(I) 2021 Business Report

(II) Audit Committee's Review Report on the 2021 Financial Statements

(III) Report on Revision of the Code of Practice on Sustainable Development
(formerly the Code of Practice on Corporate Social Responsibility)

(IV) Other Management Presentations

V. Proposals

(I) Proposal for 2021 Business Report and Financial Statements

(II) Proposal for 2021 Earnings Distribution

VI. Discussion

(I) Revision of Some Provisions of the "Administrative Measures for Acquisition or Disposal of Assets"

VII. Election

(I) Comprehensive Reelection of Directors

VIII. Other Proposals

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

IX. Questions and Motions

X. Adjournment

Management Presentations

- I. 2021 Business Report (Please refer to page 6 to 8, Attachment I of the Handbook).
- II. Submit the Audit Committee's Review Report on the 2021 Financial Statements for deliberation.
 - (1) The Company's 2021 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 28, Attachment III of the Handbook).
- III. Report on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility).

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 29 to 35, Attachment IV of the Handbook).

IV. Other Management Presentations:

- (1) On April 23, 2021, the Company passed a resolution at the regular shareholders' meeting to amend the Company's Articles of Incorporation, authorizing the Board of Directors to distribute cash dividends at the end of each half fiscal year. The amount and date of the cash dividends for each half fiscal year of 2021 resolved by the Board of Directors of the Company are as follows:

Unit: NT\$

| 2021 | Board of Directors Meeting | Dividend Payout Date | Dividend per share | Total Amount |
|--------------|----------------------------|----------------------|--------------------|--------------------|
| H1 | 11/5/2021 | 12/13/2021 | 3.00 | 240,901,245 |
| H2 | 3/14/2022 | 5/5/2022 | 3.00 | 240,901,245 |
| Total | | | 6.00 | 481,802,490 |

- (2) Distribution of Remuneration for Employees and Directors of 2021:
The distribution of remuneration of employees and Directors of the Company for 2021 was approved by the Remuneration Committee, Audit Committee and Board of Directors on March 14, 2022. According to Ernst & Young's audit, the profit before tax after the distribution of remuneration of employees and Directors was NT\$650,023,825. 4% was allocated for employees at NT\$26,000,952, and 4% was allocated for Directors at NT\$26,000,952 in cash (please refer to page 64 of Appendix 5 of the Handbook).
- (3) With the exception of proposals passed in the 20th meeting of the 7th term of Board of Directors on January 14, 2022 and the 21st meeting of the 7th term of Board of Directors on March 14, 2022, the Company did not receive any other proposals from shareholders from March 28 to April 6, 2022.

Proposals

Proposal 1

Proposed by the Board

Cause: Submit the Proposal for 2021 Business Report and Financial Statements for deliberation.

Note: I. The Company's 2021 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 6 to 28 of the Handbook).

III. Submitted for proposal.

Resolutions:

Proposal 2

Proposed by the Board

Cause: Ratification of the 2021 Earnings Distribution Proposal.

Note: I. The Company's 2021 Earnings Distribution Proposal was passed in resolutions of the Audit Committee and the meeting of the Board of Directors (Please refer to page 36, Attachment V of the Handbook).

II. Submitted for proposal.

Resolutions:

Discussion

Proposal 1

Proposed by the Board

Cause: Revision of Some Provisions of the "Administrative Measures for Acquisition or Disposal of Assets".

Note: I. Revised according to the J.G.Z.Z. No. 1110380465 issued by the Financial Supervisory Commission. The comparison table of the revised articles are hereby attached (Please refer to page 37 to 41, Attachment VI of the Handbook).

II. Submitted for discussion.

Resolutions:

Election

Proposal 1

Proposed by the Board

Cause: Comprehensive reelection of directors. Submitted for voting.

Note: I. The tenure of the seventh term of directors of the Company will expire on May 27, 2022, so it is planned to hold a re-election in accordance with the relevant laws and the Articles of Incorporation of the Company, and the eighth director of the Company should be elected for 7 seats (including 3 independent directors), who will take office from the election date of this

shareholders' meeting, and the term of office will be three years from May 31, 2022 to May 30, 2025.

- II. In addition, in accordance with Article 192-1 of the Company Act and Article 13 of the Company's Articles of Incorporation, the election of directors and independent directors of the Company will adopt a candidate nomination system. Except for the list of candidates for directors and independent directors proposed by the Board of Directors of the Company, no other shareholders have nominated candidates for directors and independent directors.
- III. The current list of candidates for directors and independent directors (please refer to pages 42 to 43 of Attachment VII of this Handbook).
- IV. Submitted for election.

Election result:

Other Proposals

Proposal 1

Proposed by the Board

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

- Note: 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 eighth term of Directors (Please refer to page 44, Attachment VIII of the Handbook).
 - IV. Submitted for discussion.

Resolutions:

Questions and Motions

Adjournment

Attachments

Jia Wei Lifestyle, Inc.

2021 Business Report

Business Results of the Previous Year

Business Plan Implementation Results and Budget Execution:

In 2021, in the United States as the main market, due to the increase in the rate of vaccine administration, the normalized people's lives and the pace of economic recovery drove the demand for inventory replenishment of end customers; and, benefited from the low interest rate on housing loans, which led to the boom in the housing market, which stimulated the high correlation with the housing market, the increase in demand for houseware products has led to a new high in revenue. Although affected by the unreasonable rise in global raw materials and shipping costs, the profit for the year remained at a certain level.

Financial Income and Expenditure:

Unit: NT\$ thousand

| Year | | 2021 | 2020 | Amount of increase/decrease | Percentage of change (%) |
|-----------------------------------|---|-----------|-----------|-----------------------------|--------------------------|
| Item | | | | | |
| Financial revenue and expenditure | Net operating revenue | 5,301,547 | 4,428,573 | 872,974 | 19.71 |
| | Operating costs | 3,428,520 | 2,638,612 | 789,908 | 29.94 |
| | Net income (loss) | 582,581 | 723,887 | (141,306) | (19.52) |
| | Total comprehensive income for the period | 569,546 | 696,777 | (127,231) | (18.26) |

Profitability:

| Year | | 2021 | 2020 |
|---------------|---|-------|--------|
| Item | | | |
| Profitability | Return on equity (%) | 30.06 | 54.21 |
| | Ratio of pretax income to paid-up capital (%) | 75.19 | 104.06 |
| | Net profit margin (%) | 10.98 | 16.35 |
| | Earnings per share (NT\$) | 7.74 | 10.01 |

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

In 2021, the recovery of the economy and customer inventories and the booming housing market in the US market, which is the major market of the company, have boosted the demand for houseware products and resulted in a new high in revenue. However, the profit was affected by the unreasonable increase in global raw materials and freight, and the capital increase in cash increased the share capital and diluted the EPS.

Research and Development:

Unit: NT\$ thousand

| Item | 2021 | 2020 | In 2021, 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 | 112,586 | 66,348 | |
| Turnover | 5,301,547 | 4,428,573 | |
| Ratio of R&D expenses to operating revenue (%) | 2.12% | 1.50% | |

Summary of Business Plan of this yearBusiness 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 2022, amid the unreasonable rise in raw materials and shipping costs, the prices of raw materials have gradually returned to the expected level, and we have negotiated with customers to adjust supporting measures; while the global economic recovery continues, and the post-epidemic era has changed people's life and consumption patterns, more attention has been paid to living at home, which will contribute to the overall demand for houseware products, and in response to the new trend of ESG net zero globally, Jia Wei has developed various products that conform to environmental trends such as decomposable materials, and will keep bringing business growth to its customers and itself, and practicing sustainable operation.

Expected 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 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 2021 and 2020, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2021 and 2020, 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 2021 and 2020, and their consolidated financial performance and cash flows for the years ended 31 December 2021 and 2020, 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 2021 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 \$5,301,547 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 monthly sales revenue and gross profit margin. We also considered the appropriateness of disclosures of operating income in Notes 4. (18) and 6. (13) to the consolidated financial statements.

2. Loss allowance for accounts receivable

As of 31 December 2021, the Company and its subsidiaries' accounts receivable and loss allowance amounted to \$1,062,550 thousand and \$75,862 thousand, respectively. The net account receivable accounted for 19% 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. (14) 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 2021, 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 17% 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. (22) 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. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control of the Company and its subsidiaries.

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 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.
5. 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.
6. 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 2021 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 2021 and 2020.

Chen, Cheng-Chu

Lee, Fang-Wen

Ernst & Young, Taiwan

14 March 2022

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 2021 and 2020
(Amounts in thousands of New Taiwan Dollars)

| Assets | Notes | 31 December 2021 | | 31 December 2020 | | Liabilities and Equity | Notes | 31 December 2021 | | 31 December 2020 | |
|---------------------------------|---------------|------------------|-----|------------------|-----|--|-----------|------------------|-----|------------------|-----|
| | | Amount | % | Amount | % | | | Amount | % | Amount | % |
| Current assets | | | | | | Current liabilities | | | | | |
| Cash and cash equivalents | 4,6(1),12 | \$193,740 | 4 | \$369,611 | 8 | Short-term loans | 6(7) | \$1,369,554 | 27 | \$780,401 | 17 |
| Accounts receivable, net | 4,6(2)(14),12 | 986,688 | 20 | 893,791 | 20 | Contract liabilities, current | 4,6(13) | 17,732 | 0 | 10,552 | 0 |
| Other receivables | 4,12 | 5,580 | 0 | 11,157 | 0 | Accounts payable | 4,12 | 212,796 | 4 | 136,285 | 3 |
| Current tax assets | 4 | 8,456 | 0 | 932 | 0 | Other payables | 4,6(9),12 | 390,592 | 8 | 900,025 | 20 |
| Inventories | 4,6(3) | 1,276,181 | 25 | 875,926 | 19 | Current tax liabilities | 4,6(19) | 18,363 | 0 | 6,758 | 0 |
| Prepayments | 6(4) | 109,762 | 2 | 68,365 | 2 | Provisions | 4 | 22,520 | 0 | 16,476 | 0 |
| Other financial assets, current | 8,12 | 370,290 | 7 | 126,764 | 3 | Lease liabilities-Current | 4,6(15) | 10,268 | 0 | 6,010 | 0 |
| Total current assets | | 2,950,697 | 58 | 2,346,546 | 52 | Advance Receipts | 4,6(13) | - | - | 7,267 | 0 |
| Non-current assets | | | | | | Current portion of long-term loans | 6(8) | 269,845 | 5 | 254,332 | 6 |
| Property, plant and equipment | 4,6(5),8 | 860,459 | 17 | 871,236 | 19 | Other current liabilities | | 4,983 | 1 | 2,908 | 1 |
| Right-of-use assets | 4,6(15) | 89,671 | 2 | 76,473 | 2 | Total current liabilities | | 2,316,653 | 45 | 2,121,014 | 47 |
| Intangible assets | 4,6(6)(22) | 1,046,816 | 21 | 1,098,538 | 25 | Non-current liabilities | | | | | |
| Deferred tax assets | 4,6(19) | 109,617 | 2 | 101,647 | 2 | Long-term loans | 6(8) | 447,000 | 9 | 751,668 | 17 |
| Refundable deposits | 12 | 8,343 | 0 | 3,333 | 0 | Deferred tax liabilities | 4,6(19) | - | - | 12,864 | 0 |
| Other non-current assets | | 3,312 | 0 | 3,038 | 0 | Lease liabilities-Non current | 4,6(15) | 28,512 | 1 | 16,375 | 0 |
| Total non-current assets | | 2,118,218 | 42 | 2,154,265 | 48 | Total non-current liabilities | | 475,512 | 10 | 780,907 | 17 |
| | | | | | | Total liabilities | | 2,792,165 | 55 | 2,901,921 | 64 |
| | | | | | | Equity attributable to the parent company | 6(11) | | | | |
| | | | | | | Capital | | | | | |
| | | | | | | Common stock | | 803,004 | 16 | 723,004 | 17 |
| | | | | | | Additional paid-in capital | 6(12) | 682,138 | 14 | 149,027 | 0 |
| | | | | | | Retained earnings | | | | | |
| | | | | | | Appropriated as legal capital reserve | | 124,150 | 2 | 18,791 | 0 |
| | | | | | | Appropriated as special capital reserve | | 37,984 | 1 | - | - |
| | | | | | | Undistributed earnings | | 657,541 | 13 | 723,100 | 16 |
| | | | | | | Total retained earnings | | 819,675 | 16 | 741,891 | 16 |
| | | | | | | Other equity | | (28,067) | (1) | (15,032) | (0) |
| | | | | | | Total equity | | 2,276,750 | 45 | 1,598,890 | 36 |
| Total assets | | \$5,068,915 | 100 | \$4,500,811 | 100 | Total liabilities and equity | | \$5,068,915 | 100 | \$4,500,811 | 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 2021 and 2020
(Amounts in thousands of New Taiwan Dollars, except for earnings per share)

| Items | Notes | 2021 | | 2020 | |
|---|---------|-------------|------|-------------|------|
| | | Amount | % | Amount | % |
| Operating Revenue | 4,6(13) | \$5,301,547 | 100 | \$4,428,573 | 100 |
| Operating costs | 4,6(3) | (3,428,520) | (65) | (2,638,612) | (60) |
| Gross profit | | 1,873,027 | 35 | 1,789,961 | 40 |
| Operating expenses | | | | | |
| Sales and marketing expenses | 4,6(16) | (745,052) | (14) | (607,318) | (14) |
| General and administrative expenses | 4,6(16) | (363,762) | (7) | (324,737) | (7) |
| Research and development expenses | 4,6(16) | (112,586) | (2) | (66,348) | (1) |
| Expected credit impairment (loss) | 4,6(14) | (23,505) | (0) | (10,036) | (0) |
| Subtotal | | (1,244,905) | (23) | (1,008,439) | (22) |
| Operating income | | 628,122 | 12 | 781,522 | 18 |
| Non-operating income and expenses | 4,6(17) | | | | |
| Interest income | | 653 | 0 | 868 | 0 |
| Other income | | 40,766 | 1 | 32,089 | 1 |
| Other gains and (losses) | | (14,974) | (0) | (36,522) | (1) |
| Finance costs | | (50,718) | (1) | (25,575) | (1) |
| Subtotal | | (24,273) | (0) | (29,140) | (1) |
| Income from continuing operations before income tax | | 603,849 | 12 | 752,382 | 17 |
| Income tax (expense) | 4,6(19) | (21,268) | (1) | (28,495) | (1) |
| Profit from continuing operations | | 582,581 | 11 | 723,887 | 16 |
| Other comprehensive income | | | | | |
| Items that may be reclassified subsequently to profit or loss: | | | | | |
| Exchange differences on translation of foreign operations | 4,6(18) | (14,305) | (0) | (32,856) | (1) |
| Income tax related to items that may be reclassified subsequent | 4,6(18) | 1,270 | 0 | 5,746 | 0 |
| Total comprehensive income | | \$569,546 | 11 | \$696,777 | 15 |
| Net income attributable to: | | | | | |
| Stockholders of the parent | | \$582,581 | 11 | \$723,887 | 16 |
| Non-controlling interests | | - | - | - | - |
| | | \$582,581 | 11 | \$723,887 | 16 |
| Comprehensive income attributable to: | | | | | |
| Stockholders of the parent | | \$569,546 | 11 | \$696,777 | 15 |
| Non-controlling interests | | - | - | - | - |
| | | \$569,546 | 11 | \$696,777 | 15 |
| Earnings per share (NTD) | 4,6(20) | | | | |
| Earnings per share-basic | | \$7.74 | | \$10.01 | |
| Earnings per share-diluted | | \$7.71 | | \$9.98 | |

(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 2021 and 2020

(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 | Special Reserve | Undistributed Earnings | Exchange Differences on Translation of Foreign Operations | | |
| Balance as of 1 January 2020 | \$723,004 | \$149,027 | - | - | \$187,910 | \$12,078 | \$1,072,019 | \$1,072,019 |
| Appropriation and distribution of 2020 retained earnings: | | | | | | | | |
| Legal reserve | - | - | \$18,791 | - | (18,791) | - | - | - |
| Cash dividends | - | - | - | - | (169,906) | - | (169,906) | (169,906) |
| Net income for the year ended 31 December 2020 | - | - | - | - | 723,887 | - | 723,887 | 723,887 |
| Other comprehensive income, net of tax for the year ended 31 December 2020 | - | - | - | - | - | (27,110) | (27,110) | (27,110) |
| Total comprehensive income | - | - | - | - | 723,887 | (27,110) | 696,777 | 696,777 |
| Balance as of 31 December 2020 | \$723,004 | \$149,027 | \$18,791 | - | \$723,100 | \$(15,032) | \$1,598,890 | \$1,598,890 |
| Balance as of 1 January 2021 | \$723,004 | \$149,027 | \$18,791 | - | \$723,100 | \$(15,032) | \$1,598,890 | \$1,598,890 |
| Appropriation and distribution of 2021 retained earnings: | | | | | | | | |
| Legal reserve | - | - | 105,359 | - | (105,359) | - | - | - |
| Special Reserve | - | - | - | \$37,984 | (37,984) | - | - | - |
| Cash dividends | - | - | - | - | (504,797) | - | (504,797) | (504,797) |
| Share-based payment transaction | - | 5,111 | - | - | - | - | 5,111 | 5,111 |
| Net income for the year ended 31 December 2021 | - | - | - | - | 582,581 | - | 582,581 | 582,581 |
| Other comprehensive income, net of tax for the year ended 31 December 2021 | - | - | - | - | - | (13,035) | (13,035) | (13,035) |
| Total comprehensive income | - | - | - | - | 582,581 | (13,035) | 569,546 | 569,546 |
| Issuance of common stock for cash | 80,000 | 528,000 | - | - | - | - | 608,000 | 608,000 |
| Balance as of 31 December 2021 | \$803,004 | \$682,138 | \$124,150 | \$37,984 | \$657,541 | \$(28,067) | \$2,276,750 | \$2,276,750 |

(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 2021 and 2020
(Amounts in thousands of New Taiwan Dollars)

| Items | 2021 | 2020 |
|--|-------------|-------------|
| Cash flows from operating activities: | | |
| Net income before tax | \$603,849 | \$752,382 |
| Adjustments to reconcile net income before tax to net cash provided by operating activities: | | |
| Income and expense adjustments : | | |
| Depreciation | 67,209 | 60,513 |
| Amortization | 47,393 | 48,416 |
| Expected credit impairment Loss | 23,505 | 10,036 |
| Interest expense | 50,718 | 25,575 |
| Interest income | (653) | (868) |
| Share-based payment | 5,111 | - |
| Loss on disposal of property, plant and equipment | 38 | - |
| Loss on Non-financial asset impairment | - | 13,045 |
| Inventory valuation and obsolescence (reversal gain) loss | (8,858) | 27,453 |
| Other expenses transferred from Intangible assets | 304 | 22,144 |
| Changes in operating assets and liabilities: | | |
| Accounts receivable | (115,020) | (92,325) |
| Accounts receivable-related parties | - | 69,424 |
| Other receivables | 5,598 | 25,526 |
| Inventories | (390,653) | 30,711 |
| Prepayments | (41,397) | (16,131) |
| Other current assets | - | 2,114 |
| Contract liabilities | 7,180 | (6,362) |
| Accounts payable | 76,511 | (55,182) |
| Other payables | 38,757 | (89,680) |
| Provisions | 6,044 | 10,878 |
| Advance receipts | (7,267) | 7,267 |
| Other current liabilities | 2,075 | (18,695) |
| Cash generated from operations | 370,444 | 826,241 |
| Interest received | 632 | 939 |
| Income tax paid | (36,751) | (29,335) |
| Net cash provided by operating activities | 334,325 | 797,845 |
| Cash flows from investing activities: | | |
| Acquisition of subsidiaries (deduct cash obtained) | (398,720) | (1,083,393) |
| Acquisition of property, plant and equipment | (51,956) | (14,922) |
| Disposal of property, plant and equipment | 1,170 | - |
| Acquisition of intangible assets | (1,885) | (2,237) |
| (Increase) in refundable deposits | (5,010) | - |
| (Increase) Decrease in Other financial assets | (243,526) | 41,653 |
| (Increase) in other noncurrent assets-others | (274) | (2,651) |
| Net cash (used in) investing activities | (700,201) | (1,061,550) |
| Cash flows from financing activities: | | |
| Increase (Decrease) Increase in short-term loans | 589,153 | (425,443) |
| Increase in long-term loans | 1,022,390 | 726,000 |
| Repayments of long-term loans | (1,311,545) | - |
| Cash payments for the principal portion of the lease liability | (7,441) | (5,742) |
| Cash dividends | (674,703) | - |
| Issuance of common stock for cash | 608,000 | - |
| Interest paid | (30,282) | (27,653) |
| Net cash provided by financing activities | 195,572 | 267,162 |
| Effect of exchange rate changes on cash and cash equivalents | (5,567) | (35,430) |
| Net (Decrease) in cash and cash equivalents | (175,871) | (31,973) |
| Cash and cash equivalents at beginning of year | 369,611 | 401,584 |
| Cash and cash equivalents at end of year | \$193,740 | \$369,611 |

(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 2021 and 2020, and the related parent statements of comprehensive income, changes in equity and cash flows for the years ended 31 December 2021 and 2020, 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 2021 and 2020, and their parent financial performance and cash flows for the years ended 31 December 2021 and 2020, 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 2021 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 \$5,332,663 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.(14) to the consolidated financial statements.

2. Loss allowance for accounts receivable

As of 31 December 2021, the Company's accounts receivable and loss allowance amounted to \$1,257,638 thousand and \$19,721 thousand, respectively. The net accounts receivable accounted for 24% 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.(2) and 6.(15) of the parent financial statements.

3. Impairment assessment of investments accounted for using equity method

As of 31 December 2021, 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.(3) and Note 6.(5) 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 2021 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

14 March 2022

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

31 December 2021 and 2020

(Expressed in Thousands of New Taiwan Dollars)

| Assets | Notes | 31 December 2021 | | 31 December 2020 | |
|---|-----------|------------------|-----|------------------|-----|
| | | Amount | % | Amount | % |
| Current assets | | | | | |
| Cash and cash equivalents | 4,6(1),12 | \$127,256 | 3 | \$281,473 | 6 |
| Accounts receivable, net | 4,6(2),12 | 922,217 | 18 | 848,973 | 18 |
| Accounts receivable-related parties, net | 4,6(2),7 | 315,700 | 6 | 142,556 | 3 |
| Other receivables | 4,12 | 27 | 0 | 726 | 0 |
| Other receivables-related parties | 7,12 | 556,590 | 11 | 486,147 | 11 |
| Current tax assets | 4 | 8,456 | 0 | 932 | 0 |
| Prepayment | 4,6(4),7 | 186,150 | 4 | 50,949 | 1 |
| Other financial assets, current | 8,12 | 370,290 | 8 | 126,764 | 3 |
| Total current assets | | 2,486,686 | 50 | 1,938,520 | 42 |
| Non-current assets | | | | | |
| Investments accounted for under the equity method | 4,6(5) | 2,417,873 | 48 | 2,535,398 | 56 |
| Property, plant and equipment | 4,6(6) | 9,882 | 0 | 13,331 | 0 |
| Right-of-use assets | 4,6(15) | 9,677 | 0 | 9,206 | 0 |
| Deferred tax assets | 4,6(19) | 78,297 | 2 | 101,647 | 2 |
| Refundable deposits | 12 | 3,186 | 0 | 742 | 0 |
| Total non - current assets | | 2,518,915 | 50 | 2,660,324 | 58 |
| Total Assets | | \$5,005,601 | 100 | \$4,598,844 | 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

31 December 2021 and 2020

(Amounts in thousands of New Taiwan Dollars)

| Liabilities and Equity | Notes | 31 December 2021 | | 31 December 2020 | |
|---|------------|------------------|-----|------------------|-----|
| | | Amount | % | Amount | % |
| Current liabilities | | | | | |
| Short-term loans | 6(8) | \$1,369,554 | 27 | \$780,401 | 17 |
| Contract liabilities- current | 4,6(13) | 17,732 | 1 | 9,208 | 0 |
| Accounts payable | 12 | 12,926 | 1 | 11,431 | 0 |
| Accounts payable-related parties | 7,12 | 317,896 | 6 | 345,577 | 8 |
| Other payables | 4,6(10),12 | 272,330 | 5 | 804,145 | 18 |
| Provisions | 4 | 6,680 | 0 | - | - |
| Current portion of long-term loans | 6(9) | 269,845 | 5 | 254,332 | 6 |
| Lease liabilities-Current | 4,6(15) | 5,088 | 0 | 3,288 | 0 |
| Other current liabilities | | 4,982 | 0 | 20,911 | 0 |
| Total current liabilities | | 2,277,033 | 45 | 2,229,293 | 49 |
| Non-current liabilities | | | | | |
| Long-term loans | 6(9) | 447,000 | 9 | 751,668 | 16 |
| Deferred tax liabilities | 4,6(19) | - | - | 12,864 | 0 |
| Lease liabilities-Non current | 4,6(15) | 4,818 | 0 | 6,129 | 0 |
| Total non-current liabilities | | 451,818 | 9 | 770,661 | 16 |
| Total liabilities | | 2,728,851 | 54 | 2,999,954 | 65 |
| Equity attributable to the parent company | 6(12) | | | | |
| Capital | | | | | |
| Common stock | | 803,004 | 16 | 723,004 | 16 |
| Additional paid-in capital | | 682,138 | 14 | 149,027 | 3 |
| Retained earnings | | | | | |
| Appropriated as legal capital reserve | | 124,150 | 2 | 18,791 | 0 |
| Appropriated as special capital reserve | | 37,984 | 1 | - | - |
| Undistributed earnings | | 657,541 | 14 | 723,100 | 16 |
| Total retained earnings | | 819,675 | 17 | 741,891 | 16 |
| Other equity | | (28,067) | (1) | (15,032) | (0) |
| Total equity | | 2,276,750 | 46 | 1,598,890 | 35 |
| Total liabilities and equity | | \$5,005,601 | 100 | \$4,598,844 | 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 31 December 2021 and 2020
(Amounts in thousands of New Taiwan Dollars)

| Item | Notes | 2021 | | 2020 | |
|---|--------------|-------------|------|-------------|------|
| | | Amount | % | Amount | % |
| Operating revenues | 4,6(13) | \$5,332,663 | 100 | \$4,338,821 | 100 |
| Operating costs | 4,6(3) | (3,989,168) | (75) | (3,209,899) | (74) |
| Unrealized gross profit | | (24,213) | (0) | (24,790) | (1) |
| Gross profit | | 1,319,282 | 25 | 1,104,132 | 25 |
| Operating expenses | 4,6(16) | | | | |
| Sales and marketing expenses | | (364,079) | (7) | (352,085) | (8) |
| General and administrative expenses | | (146,420) | (3) | (166,991) | (4) |
| Research and development expenses | | (26,496) | (0) | (11,346) | (0) |
| Expected credit impairment (loss) gain | 4,6(14) | (2,339) | (0) | 37,009 | 1 |
| Subtotal | | (539,334) | (10) | (493,413) | (11) |
| Operating income | | 779,948 | 15 | 610,719 | 14 |
| Non-operating uncome and expense | 4,6(17) | | | | |
| Interest income | | 240 | 0 | 167 | 0 |
| Other income | | 2,732 | 0 | 12,691 | 0 |
| Other gains and losses | | 1,112 | 0 | (2,616) | (0) |
| Finance costs | | (49,357) | (1) | (14,871) | (0) |
| Share of profit or loss of associates | 4,6(5) | (133,658) | (3) | 116,292 | 3 |
| Subtotal | | (178,931) | (4) | 111,663 | 3 |
| Income from continuing operations before income tax | | 601,017 | 11 | 722,382 | 17 |
| Income tax (loss) benefit | 4,6(19) | (18,436) | (0) | 1,505 | 0 |
| Profit from continuing operations | | 582,581 | 11 | 723,887 | 17 |
| Items that may be reclassified subsequently to profit or loss: | | | | | |
| Exchange differences on translation of foreign operations | 4,6(5),6(18) | (14,305) | (0) | (32,856) | (1) |
| Income tax related to items that may be reclassified subsequently | | 1,270 | 0 | 5,746 | 0 |
| Other comprehensive income | | (13,035) | (0) | (27,110) | (1) |
| Total comprehensive income | | \$569,546 | 11 | \$696,777 | 16 |
| Earnings per share (NTD) | 6(20) | | | | |
| Earnings per share-basic | | \$7.74 | | \$10.01 | |
| Earnings per share-diluted | | \$7.71 | | \$9.98 | |

(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 31 December 2021 and 2020

(Amounts in thousands of New Taiwan Dollars)

| Items | Common Stock | Additional Paid-in Capital | Retained Earnings | | | Other Equity | Total |
|--|------------------|-------------------------------|-------------------|-----------------|----------------------------|---|--------------------|
| | | | Legal reserve | Special Reserve | Unappropriated Earnings | Exchange Differences on Translation of Foreign Operations | |
| Balance as of 1 January 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 31 December 2020 | - | - | - | - | 723,887 | - | 723,887 |
| Other comprehensive income, net of tax for the year ended 31 December 2020 | - | - | - | - | - | (27,110) | (27,110) |
| Total comprehensive income | - | - | - | - | 723,887 | (27,110) | 696,777 |
| Balance as of 31 December 2020 | <u>\$723,004</u> | <u>\$149,027</u> | <u>\$18,791</u> | <u>-</u> | <u>\$723,100</u> | <u>(\$15,032)</u> | <u>\$1,598,890</u> |
| Balance as of 1 January 2021 | \$723,004 | \$149,027 | \$18,791 | - | \$723,100 | (\$15,032) | \$1,598,890 |
| Legal reserve | - | - | 105,359 | - | (105,359) | - | - |
| Special reserve | - | - | - | 37,984 | (37,984) | - | - |
| Cash dividends | - | - | - | - | (504,797) | - | (504,797) |
| Share-based payment transaction | - | 5,111 | - | - | - | - | 5,111 |
| Net income for the year ended 31 December 2021 | - | - | - | - | 582,581 | - | 582,581 |
| Other comprehensive income, net of tax for the year ended 31 December 2021 | - | - | - | - | - | (13,035) | (13,035) |
| Total comprehensive income | - | - | - | - | 582,581 | (13,035) | 569,546 |
| Issuance of common stock for cash | 80,000 | 528,000 | - | - | - | - | 608,000 |
| Balance as of 31 December 2021 | <u>\$803,004</u> | <u>\$682,138</u> | <u>\$124,150</u> | <u>\$37,984</u> | <u>\$657,541</u> | <u>(\$28,067)</u> | <u>\$2,276,750</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 31 December 2021 and 2020

(Amounts in thousands of New Taiwan Dollars)

| Items | 2021 | 2020 | Items | 2021 | 2020 |
|--|-----------|-----------|--|-------------|-------------|
| Cash flows from operating activities: | | | Cash flows from investing activities: | | |
| Net income before tax | \$601,017 | \$722,382 | Acquisition of investments accounted for equity method | (468,731) | (1,201,403) |
| Adjustments to reconcile net income before tax to net cash provided by operating activities: | | | Disposal of investments using the equity method | 15,360 | - |
| Income and expense adjustments: | | | Acquisition of property, plant and equipment | (1,762) | (1,274) |
| Depreciation | 8,179 | 7,302 | Disposal of property, plant and equipment | 6 | - |
| Expected credit impairment losses (gains) | 2,339 | (37,009) | (Increase) in refundable deposits | (2,444) | (140) |
| Interest expense | 49,357 | 14,871 | (Increase) in other financial assets - others | (243,375) | (96,134) |
| Interest income | (240) | (167) | Net cash(used in) investing activities | (700,946) | (1,298,951) |
| Share-based payment | 5,111 | - | | | |
| Share of loss (profit) of associates accounted for using equity | 133,658 | (116,292) | Cash flows from financing activities: | | |
| Loss on disposal of property, plant and equipment | 992 | - | Increase in short-term loans | 589,153 | 594,301 |
| Unrealized gross profit | 24,213 | 24,790 | Increase in long-term loans | 1,022,390 | 726,000 |
| | | | Repayments of long-term loans | (1,311,545) | - |
| Changes in operating assets and liabilities: | | | Cash payments for the principal portion of the lease liability | (3,948) | (3,286) |
| Accounts receivable | (75,583) | (645,085) | Issuance of common stock for cash | 608,000 | - |
| Accounts receivable-related parties | (173,144) | 317,730 | Cash dividends | (674,703) | - |
| Other receivables | 649 | (336) | Interest paid | (28,921) | (13,930) |
| Other receivables-related parties | (70,443) | (278,098) | Net cash provided by financing activities | 200,426 | 1,303,085 |
| Prepayments | (135,352) | (38,269) | | | |
| Contract liabilities | 8,524 | 7,618 | | | |
| Accounts payable | 1,495 | (23,573) | Net (decrease) increase in cash and cash equivalents | (154,217) | 129,351 |
| Accounts payable-related parties | (27,681) | 30,965 | Cash and cash equivalents at beginning of year | 281,473 | 152,122 |
| Other payables | 16,375 | 137,270 | Cash and cash equivalents at end of year | \$127,256 | \$281,473 |
| Provisions | - | (5,598) | | | |
| Other current liabilities | (15,929) | 6,478 | | | |
| Cash generated from operations | 353,537 | 124,979 | | | |
| Interest received | 290 | 238 | | | |
| Income tax paid | (7,524) | - | | | |
| Net cash provided by operating activities | 346,303 | 125,217 | | | |

(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 2021, 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: Jacky Huang

March 14, 2022

Jia Wei Lifestyle, Inc.

Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Name | Current Name | Note |
|--|--|------------------------------|
| Code of Practice on <u>Sustainable Development</u> | Code of Practice on <u>Corporate Social Responsibility</u> | Amendments in line with laws |
| Revised Content | Current Content | Note |
| <p>Article 1:</p> <p>In order to practice corporate social responsibility, promote economic, environmental and social progress and achieve the goal of sustainable development, this code of practice is hereby formulated with reference to the Code of Practice on <u>Sustainable Development</u> for TWSE/TPEX Listed Companies after being listed on TWSE/TPEX and relevant laws and regulations for observance and management of the economic, environmental and social risks and impacts.</p> | <p>Article 1:</p> <p>In order to practice corporate social responsibility, promote economic, environmental and social progress and achieve the goal of sustainable development, this code of practice is hereby formulated with reference to the Code of Practice on <u>Corporate Social Responsibility</u> for TWSE/TPEX Listed Companies after being listed on TWSE/TPEX and relevant laws and regulations for observance and management of the economic, environmental and social risks and impacts.</p> | Amendments in line with laws |
| <p>Article 2:</p> <p>The scope of this Code covers the overall operating activities of the Company and its group companies. While engaging in business operations, this Code actively practices <u>sustainable development</u> in line with international development trends, and through corporate citizenship, enhances national economic contribution, improves the quality of life of employees, communities and society, and promotes the competitive advantages with <u>sustainable development</u> as the foundation.</p> | <p>Article 2:</p> <p>The scope of this Code covers the overall operating activities of the Company and its group. While engaging in business operations, this Code actively practices <u>corporate social responsibility</u> in line with international development trends, and through corporate citizenship, enhances national economic contribution, improves the quality of life of employees, communities and society, and promotes the competitive advantages with <u>corporate social responsibility</u> as the foundation.</p> | Amendments in line with laws |
| <p>Article 3:</p> <p>While <u>promoting sustainable development</u>, the Company should pay attention to the rights and interests of stakeholders. While pursuing sustainable operation and profitability, it should</p> | <p>Article 3:</p> <p>While <u>performing corporate social responsibility</u>, the Company should pay attention to the rights and interests of stakeholders. While pursuing sustainable operation and profitability,</p> | Amendments in line with laws |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Content | Current Content | Note |
|--|--|------------------------------|
| also pay attention to the factors of environment, society and corporate governance, and incorporate them into the Company's management policy and operating activities. | it should also pay attention to the factors of environment, society and corporate governance, and incorporate them into the Company's management policy and operating activities. | |
| <p>Article 4:</p> <p>For the practice of <u>sustainable development</u>, the Company should follow the following principles:</p> <p>I. Implement corporate governance.</p> <p>II. Develop a sustainable environment.</p> <p>III. Maintain social welfare.</p> <p>IV. Strengthen the disclosure of information on the <u>sustainable development</u> of enterprises.</p> | <p>Article 4:</p> <p>For the practice of <u>corporate social responsibility</u>, the Company should follow the following principles:</p> <p>I. Implement corporate governance.</p> <p>II. Develop a sustainable environment.</p> <p>III. Maintain social welfare.</p> <p>IV. Strengthen the disclosure of information on the corporate <u>social responsibility</u>.</p> | Amendments in line with laws |
| <p>Article 5:</p> <p>The Company should consider the relevance between the development trend of <u>sustainable development</u> at home and abroad and the core business of the Company, the impact of the Company itself and the overall operating activities of its group companies on stakeholders, etc., to formulate sustainable development policies, systems or related management guidelines and specific promotion plans.</p> <p>When shareholders put forward relevant proposals related to sustainable development, the Board of Directors of the Company should consider to list them as proposals for the shareholders' meeting.</p> | <p>Article 5:</p> <p>The Company should consider the relevance between the development trend of <u>corporate social responsibility</u> at home and abroad and the core business of the Company, the impact of the Company itself and the overall operating activities of its group companies on stakeholders, etc., to formulate corporate social responsibility policies, systems or related management guidelines and specific promotion plans.</p> <p>When shareholders put forward relevant proposals related to corporate social responsibility, the Board of Directors of the Company should consider to list them as proposals for the shareholders' meeting.</p> | Amendments in line with laws |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Content | Current Content | Note |
|--|--|-------------------------------------|
| <p>Article 7:</p> <p>The Directors of the Company should fulfill the duty of care of a good manager, urge the Company to practice <u>sustainable development</u>, and review its implementation effectiveness and continuous improvement at any time to ensure the implementation of the <u>sustainable development</u> policy.</p> <p>When the Company's Board of Directors <u>promotes the goal of sustainable development</u>, it should fully consider the interests of stakeholders and include the following:</p> <p>I. Propose a <u>sustainable development</u> mission or vision, and formulate <u>sustainable development</u> policies, systems or related management guidelines.</p> <p>II. Incorporate <u>sustainable development</u> into the Company's operating activities and development direction, and approve specific promotion plans for <u>sustainable development</u>.</p> <p>III. Ensure the timeliness and correctness of disclosure of information related to <u>sustainable development</u>.</p> <p>(Contents below are omitted)</p> | <p>Article 7:</p> <p>The Directors of the Company should fulfill the duty of care of a good manager, urge the Company to practice corporate <u>social responsibility</u>, and review its implementation effectiveness and continuous improvement at any time to ensure the implementation of the <u>corporate social responsibility</u> policy.</p> <p>When the Company's Board of Directors <u>performs the corporate social responsibility</u>, it should fully consider the interests of stakeholders and include the following:</p> <p>I. Propose a <u>corporate social responsibility</u> mission or vision, and formulate <u>corporate social responsibility</u> policies, systems or related management guidelines.</p> <p>II. Incorporate <u>corporate social responsibility</u> into the Company's operating activities and development direction, and approve specific promotion plans for <u>corporate social responsibility</u>.</p> <p>III. Ensure the timeliness and correctness of disclosure of information related to <u>corporate social responsibility</u>.</p> <p>(Contents below are omitted)</p> | <p>Amendments in line with laws</p> |
| <p>Article 8:</p> <p>The Company should regularly organize education and training to <u>promote sustainable development</u>, including publicizing the matters in the second paragraph of the preceding article.</p> | <p>Article 8:</p> <p>The Company should regularly organize education and training to <u>perform corporate social responsibility</u>, including publicizing the matters in the second paragraph of the preceding article.</p> | <p>Amendments in line with laws</p> |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Content | Current Content | Note |
|--|--|-------------------------------------|
| <p>Article 9:</p> <p>In order to improve the management of <u>sustainable development</u>, the Company should <u>establish a governance structure to promote sustainable development</u>, and set up a dedicated (part-time) unit to promote <u>sustainable development</u>, responsible for the proposal and implementation of <u>sustainable development</u> policies, systems or related management guidelines and specific promotion plans, and regularly reporting to the Board of Directors. The Company should formulate a reasonable remuneration policy to ensure that the remuneration plan can meet the organizational strategic objectives and the interests of stakeholders.</p> <p>The employee performance appraisal system should be combined with the <u>sustainable development</u> policy, and a clear and effective reward and punishment system should be established.</p> | <p>Article 9:</p> <p>In order to improve the management of <u>corporate social responsibility</u>, the Company should set up a dedicated (part-time) unit to promote <u>corporate social responsibility</u>, responsible for the proposal and implementation of <u>corporate social responsibility</u> policies, systems or related management guidelines and specific promotion plans, and regularly reporting to the Board of Directors.</p> <p>The Company should formulate a reasonable remuneration policy to ensure that the remuneration plan can meet the organizational strategic objectives and the interests of stakeholders.</p> <p>The employee performance appraisal system should be combined with the <u>corporate social responsibility</u> policy, and a clear and effective reward and punishment system should be established.</p> | <p>Amendments in line with laws</p> |
| <p>Article 10:</p> <p>The Company should respect the rights and interests of stakeholders, identify the stakeholders of the Company, and set up a special area for stakeholders on the Company's website; understand the reasonable expectations and needs of stakeholders through appropriate communication methods, and appropriately respond to their concerns on important <u>sustainable development</u> issues.</p> | <p>Article 10:</p> <p>The Company should respect the rights and interests of stakeholders, identify the stakeholders of the Company, and set up a special area for stakeholders on the Company's website; understand the reasonable expectations and needs of stakeholders through appropriate communication methods, and appropriately respond to their concerns on important <u>corporate social responsibility</u> issues.</p> | <p>Amendments in line with laws</p> |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable
Development (formerly the Code of Practice on Corporate Social
Responsibility)

| Revised Content | Current Content | Note |
|---|---|------------------------------|
| <p>Article 12:</p> <p>The Company should strive to improve <u>the use efficiency of energy and</u> use recycled materials with low impact on the environment, so that the earth's resources can be used sustainably.</p> | <p>Article 12:</p> <p>The Company should strive to improve <u>the use efficiency of various resources and</u> use recycled materials with low impact on the environment, so that the earth's resources can be used sustainably.</p> | Amendments in line with laws |
| <p>Article 17:</p> <p>The Company should evaluate the potential risks and opportunities of climate change to the enterprise now and in the future, and take <u>relevant</u> countermeasures.</p> <p>The Company should adopt the standards or guidelines commonly used at home and abroad to carry out corporate greenhouse gas inventory and disclose it the scope of which should include:</p> <p>I. Direct greenhouse gas emissions: The source of greenhouse gas emissions is owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: those generated from the utilization of energy such as <u>imported</u> electricity, heat or steam.</p> <p><u>III. Other indirect emissions: The emissions from the Company's activities are not indirect emissions from energy sources, but come from sources owned or controlled by other companies.</u></p> <p>(Contents below are omitted)</p> | <p>Article 17:</p> <p>The Company should evaluate the potential risks and opportunities of climate change to the enterprise now and in the future, and take <u>climate related</u> countermeasures.</p> <p>The Company should adopt the standards or guidelines commonly used at home and abroad to carry out corporate greenhouse gas inventory and disclose it the scope of which should include:</p> <p>I. Direct greenhouse gas emissions: The source of greenhouse gas emissions is owned or controlled by the Company.</p> <p>II. Indirect greenhouse gas emissions: those generated from the utilization of energy such as <u>outsourced</u> electricity, heat or steam.</p> <p>Additions</p> <p>(Contents below are omitted)</p> | Amendments in line with laws |
| <p>Article 28:</p> <p>The Company shall conduct information disclosure in accordance with relevant laws and regulations and the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies after being listed on TWSE/TPEX,</p> | <p>Article 28:</p> <p>The Company shall conduct information disclosure in accordance with relevant laws and regulations and the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies after being listed on TWSE/TPEX,</p> | Amendments in line with laws |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Content | Current Content | Note |
|--|---|------|
| <p>and shall fully disclose relevant and reliable information related to <u>sustainable development</u> to enhance information transparency.</p> <p>The relevant information on <u>sustainable development</u> disclosed by the Company is as follows:</p> <p>I. Policies, systems or related management guidelines and specific promotion plans for <u>sustainable development</u> approved by the Board of Directors.</p> <p>II. Risks and impacts on the Company's operations and financial status arising from factors such as implementing corporate governance, developing a sustainable environment, and maintaining social welfare.</p> <p>III. The <u>promotion</u> goals, measures and implementation performance formulated by the Company for <u>sustainable development</u>.</p> <p>IV. Main stakeholders and their concerns.</p> <p>V. Disclosure of management and performance information of major suppliers on major environmental and social issues.</p> <p>VI. Other information related to <u>sustainable development</u>.</p> | <p>and shall fully disclose relevant and reliable information related to <u>corporate social responsibility</u> to enhance information transparency.</p> <p>The relevant information on <u>corporate social responsibility</u> disclosed by the Company is as follows:</p> <p>I. Policies, systems or related management guidelines and specific promotion plans for <u>corporate social responsibility</u> approved by the Board of Director.</p> <p>II. Risks and impacts on the Company's operations and financial status arising from factors such as implementing corporate governance, developing a sustainable environment, and maintaining social welfare.</p> <p>III. The <u>performance</u> goals, measures and implementation performance formulated by the Company for <u>corporate social responsibility</u>.</p> <p>IV. Main stakeholders and their concerns.</p> <p>V. Disclosure of management and performance information of major suppliers on major environmental and social issues.</p> <p>VI. Other information related to <u>corporate social responsibility</u>.</p> | |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the Code of Practice on Sustainable Development (formerly the Code of Practice on Corporate Social Responsibility)

| Revised Content | Current Content | Note |
|--|---|------------------------------|
| <p>Article 29:</p> <p>The Company should adopt internationally recognized standards or guidelines for the preparation of the <u>sustainability</u> report to disclose the promotion of <u>sustainable development</u>, and it is advisable to obtain assurance or guarantee from a third party to improve the reliability of the information. The content should include:</p> <p>I. Implementing policies, systems or related management guidelines and specific promotion plans for <u>sustainable development</u>.</p> <p>II. Main stakeholders and their concerns.</p> <p>III. The Company's performance and review in implementing corporate governance, developing a sustainable environment, maintaining social welfare and promoting economic development.</p> <p>IV. Direction and goals for future improvement.</p> | <p>Article 29:</p> <p>The Company should adopt internationally recognized standards or guidelines for the preparation of the <u>corporate social responsibility</u> report to disclose the promotion of <u>corporate social responsibility</u>, and it is advisable to obtain assurance or guarantee from a third party to improve the reliability of the information. The content should include:</p> <p>I. Implementing policies, systems or related management guidelines and specific promotion plans for <u>corporate social responsibility</u>.</p> <p>II. Main stakeholders and their concerns.</p> <p>III. The Company's performance and review in implementing corporate governance, developing a sustainable environment, maintaining social welfare and promoting economic development.</p> <p>IV. Direction and goals for future improvement.</p> | Amendments in line with laws |
| <p>Article 30:</p> <p>The Company should always pay attention to the development of relevant standards for <u>sustainable development</u> at home and abroad and changes in the corporate environment, so as to review and improve the <u>sustainable development</u> system established by the company to enhance the effectiveness of promoting <u>sustainable development</u>.</p> | <p>Article 30:</p> <p>The Company should always pay attention to the development of relevant standards for <u>corporate social responsibility</u> at home and abroad and changes in the corporate environment, so as to review and improve the <u>corporate social responsibility</u> system established by the company to enhance the effectiveness of <u>performing corporate social responsibility</u>.</p> | Amendments in line with laws |

Jia Wei Lifestyle, Inc.
Statement of Earnings Distribution
2021

Attachment V

Unit: NT\$

| | |
|---|---------------|
| Beginning undistributed earnings | 374,494,673 |
| Plus: Net income after tax | 582,581,178 |
| Less: Provision for statutory surplus reserves (10%) (Note 1) | (58,258,118) |
| Provision for special surplus reserves - Other equity | (13,034,695) |
| Surplus available for distribution | 885,783,038 |
| Distribution Items | |
| Shareholder dividends: Cash | |
| Allocation for 2021 (Board meeting on 11/05/2021) | (240,901,245) |
| Allocation for 2021 (current allocation) (Note 4) | (240,901,245) |
| Shareholder dividends: Stocks | 0 |
| Undistributed earnings at the end of the period | 403,980,548 |

Note 1: (Net after-tax profit of the current period is NT\$ 582,581,178, plus items other than net after-tax profit of the current period are included in the undistributed surplus of the current year of NT\$ 0)* 10%=NT\$ 58,258,118

Note 2: Net deduction of other equity of the Company (NT\$28,066,435) shall be provided for as special surplus reserve in accordance with J.G.Z.F.Z. No. 1010012865 on 4/6/2012.
(28,066,435-15,031,740)=13,034,695

Note 3: The allotted surplus for 2020 was NT\$240,901,245, which can be translated into the cash dividend of NT\$3 per share (NT\$3,000 per thousand shares).

Note 4: The allotted surplus for 2021 was NT\$240,901,245, which can be translated into the cash dividend of NT\$3 per share (NT\$3,000 per thousand shares).

Person in Charge: Vincent Chen

Manager: David Wu

Chief Accountant: Kelly Ko

Jia Wei Lifestyle, Inc.
**Comparison Table on Revision of the "Administrative Measures
for Acquisition or Disposal of Assets"**

| Revised Content | Current Content | Note |
|--|--|------------------------------|
| 5.2.1.3 If the appraisal results of a professional appraiser fall under any of the following circumstances, except that the appraisal results of the acquired assets are all higher than the transaction amount, or the appraisal results of the disposed assets are all lower than the transaction amount, the accountant should be requested to express specific opinions on the reasons for the discrepancy and the reasonableness of the transaction price: | 5.2.1.3 If the appraisal results of a professional appraiser fall under any of the following circumstances, except that the appraisal results of the acquired assets are all higher than the transaction amount, or the appraisal results of the disposed assets are all lower than the transaction amount, the accountant should proceed <u>in accordance with the "Regulations on Auditing Standards Bulletin No. 20" issued by the Accounting Research and Development Foundation (hereinafter referred to as "ARDF")</u> , and should express specific opinions on the reasons for the discrepancy and the reasonableness of the transaction price: | Amendments in line with laws |
| 5.3.1.1 When the company acquires or disposes of marketable securities, it shall take the most recent financial statements of the subject company that has been checked, certified or reviewed by an accountant before the date of the fact as a reference for evaluating the transaction price, and if the transaction amount exceeds 20% of the Company's paid-in capital or NT\$300 million or more, an accountant should be requested to issue an opinion on the reasonableness of the transaction price prior to the date of the fact. However, this does not apply if the securities are publicly quoted in an active market or otherwise stipulated by the FSC. | 5.3.1.1 When the company acquires or disposes of marketable securities, it shall take the most recent financial statements of the subject company that has been checked, certified or reviewed by an accountant before the date of the fact as a reference for evaluating the transaction price, and if the transaction amount exceeds 20% of the Company's paid-in capital or NT\$300 million or more, an accountant should be requested to issue an opinion on the reasonableness of the transaction price prior to the date of the fact. <u>If the accountant needs to use an expert report, it shall do so in accordance with the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation.</u> However, this does not apply if the securities are publicly quoted in an active market or otherwise stipulated by the FSC. | |
| 5.3.1.2 If the Company acquires or disposes of intangible assets or its right-of-use assets, or the transaction amount of membership card exceeds 20% of the Company's paid-in capital or NT\$300 million or more, in addition to transactions with | 5.3.1.2 If the Company acquires or disposes of intangible assets or its right-of-use assets, or the transaction amount of membership card exceeds 20% of the Company's paid-in capital or NT\$300 million or more, in addition to transactions with | |

Jia Wei Lifestyle, Inc.
**Comparison Table on Revision of the "Administrative Measures
for Acquisition or Disposal of Assets"**

| Revised Content | Current Content | Note |
|---|---|-------------------------------------|
| domestic government agencies, it shall request an accountant to express an opinion on the reasonableness of the transaction price before the date of the fact. | domestic government agencies, it shall request an accountant to express an opinion on the reasonableness of the transaction price before the date of the fact. <u>The CPA shall also comply with the Auditing Standards Bulletin No. 20 issued by the Accounting Research and Development Foundation.</u> | |
| 5.3.3 The calculation of the transaction amount as specified in 5.2 and 5.3 shall be subject to the provisions of 5.7.1.8, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the valuation reports or accountants' opinions issued by those who have obtained professional valuations in accordance with the provisions of this Method shall not be included in the calculation. | 5.3.3 The calculation of the transaction amount as specified in 5.2 and 5.3 shall be subject to the provisions of 5.7.1.5, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the valuation reports or accountants' opinions issued by those who have obtained professional valuations in accordance with the provisions of this Method shall not be included in the calculation. | Amended the articulation provisions |
| 5.4.1 Where the Company acquires or disposes of real estate or its right-of-use assets from a related party, or acquires or disposes of other assets other than real estate or its right-of-use assets with a related party and the transaction amount reaches 20% of the paid-in capital or 10% of total assets of the Company or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following documents shall be submitted to the Audit Committee | 5.4.1 Where the Company acquires or disposes of real estate or its right-of-use assets from a related party, or acquires or disposes of other assets other than real estate or its right-of-use assets with a related party and the transaction amount reaches 20% of the paid-in capital or 10% of total assets of the Company or NT\$300 million or more, in addition to buying and selling domestic government bonds, bonds subject to repurchase and sell-back conditions, and purchasing or buying back money market funds issued by domestic securities investment trust enterprises, the following documents shall be submitted to the Audit Committee and | |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the "Administrative Measures
for Acquisition or Disposal of Assets"

| Revised Content | Current Content | Note |
|--|---|------------------------------|
| and the Board of Directors for approval before signing the transaction contract and making payment; when submitting the information to the Board of Directors for discussion in accordance with the provisions of 5.4.1.1~5.4.1.7, the opinions of each independent director should be fully considered. If the independent directors have objections or reservations, they shall be recorded in the minutes of the board. | the Board of Directors for approval before signing the transaction contract and making payment; when submitting the information to the Board of Directors for discussion in accordance with the provisions of 5.4.1.1~5.4.1. <u>6</u> , the opinions of each independent director should be fully considered. If the independent directors have objections or reservations, they shall be recorded in the minutes of the board. | Amendments in line with laws |
| 5.4.1. <u>7</u> Restrictions on this transaction and other important agreements. | Former 5.4.1. <u>9</u> | |
| 5.4.1.8 The Company and its parent company, subsidiaries, or <u>its</u> subsidiaries that it directly or indirectly holds 100% of the issued shares or total capital are engaged in the following transactions, the Board of Directors may authorize the Chairman of the Board to decide in advance within a certain limit in accordance with 3.2.1, and then submit it to the nearest board meeting for approval: | 5.4.1.8 The Company <u>and</u> its parent company, subsidiaries, or its subsidiaries that it directly or indirectly holds 100% of the issued shares or total capital are engaged in the following transactions, the Board of Directors may authorize the Chairman of the Board to decide in advance within a certain limit in accordance with 3.2.1, and then submit it to the nearest board meeting for approval: | |
| 5.4.1.9 <u><i>If the Company or its non-domestic subsidiary has a transaction in 5.4.1, and the transaction amount is more than 10% of the Company's total assets, the Company shall submit the documents listed in 5.4.1 to the shareholders' meeting for approval before signing transaction contract and making payment. However, this does not apply to the transactions between the Company and its parent company, subsidiaries, or its subsidiaries.</i></u> | Additions | |
| 5.4.1. <u>10</u> The calculation of the transaction amount in <u>5.4.1 and 5.4.1.9</u> shall be carried out in accordance with the provisions of 5.7.1.8, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retrospectively calculated one year ahead, and the part already adopted by the shareholders' meeting, the | 5.4.1.7 The calculation of the transaction amount shall be subject to the provisions of 5.7.1. <u>5</u> , and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already adopted by the Audit Committee and the Board of Directors shall be exempted from being further | |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the "Administrative Measures
for Acquisition or Disposal of Assets"

| Revised Content | Current Content | Note |
|---|---|------|
| Audit Committee and the <u>Board of Directors</u> shall be exempted from being further counted. | counted. | |
| 5.7.1.7 Asset transactions other than 5.7.1.1 to 5.7.1.6 above, disposal of creditor's rights by financial institutions, or investment in the mainland China where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, this does not apply to the following circumstances: A. Buying and selling domestic government bonds <u>or foreign government bonds with a credit rating not lower than Taiwan's sovereign rating.</u> B. Those who specialize in investment, trading in securities on stock exchanges or the business offices of securities firms, or subscribing for <u>foreign public bonds</u> in the primary market or issuing ordinary corporate bonds and general financial bonds that do not involve equity (excluding second-ranked bonds), or subscribing for or buying back securities investment trust funds or futures trust funds, <u>or subscribing for or selling back index investment securities,</u> or for the needs of the underwriting business, the securities firm acting as a counselor for emerging companies and recommending securities firms to subscribe for securities in accordance with the regulations of the TPEX. | 5.7.1.7 Asset transactions other than 5.7.1.1 to 5.7.1.6 above, disposal of creditor's rights by financial institutions, or investment in the mainland China where the transaction amount reaches 20% of the Company's paid-in capital or NT\$300 million or more. However, this does not apply to the following circumstances: A. Buying and selling domestic government bonds. B. Those who specialize in investment, trading in securities on stock exchanges or the business offices of securities firms, or subscribing for ordinary corporate bonds and general financial bonds that do not involve equity (excluding second-ranked bonds) in the primary market, or subscribing for or buying back securities investment trust funds or futures trust funds, or for the needs of the underwriting business, the securities firm acting as a counselor for emerging companies and recommending securities firms to subscribe for securities in accordance with the regulations of the TPEX. C. Trading bonds with buyback and sellback conditions, and subscribing for or buying back money market funds issued by domestic securities | |

Jia Wei Lifestyle, Inc.
Comparison Table on Revision of the "Administrative Measures
for Acquisition or Disposal of Assets"

| Revised Content | Current Content | Note |
|---|--|-------------------------------------|
| C. Trading bonds with buyback and sellback conditions, and subscribing for or buying back money market funds issued by domestic securities investment trust enterprises. | investment trust enterprises. | Amendments in line with laws |
| 5.7.1.8 The calculation of the transaction amount shall be subject to the provisions of <u>5.7.1.1~5.7.1.7</u> , and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already announced according to the regulations shall be exempted from being further counted. | 5.7.1.8 The calculation of the transaction amount shall be subject to the provisions of 5.7.1.7, and the said term within one year shall be based on the date of the actual occurrence of the transaction, retroactively calculated for one year, and the part already adopted by the Audit Committee and the Board of Directors shall be exempted from being further counted. | Amended the articulation provisions |
| 5.9.2 Professional appraisers and their appraisal personnel, accountants, lawyers or securities underwriters shall, when issuing appraisal reports or opinions, follow <u>the self-discipline regulations of their respective trade associations and</u> the following: | 5.9.2 Professional appraisers and their appraisal personnel, accountants, lawyers or securities underwriters shall, when issuing appraisal reports or opinions, follow the following: | Amendments in line with laws |
| 5.9.2.2 When <u>executing</u> a case, it should properly plan and implement the appropriate operation process to form a conclusion and issue a report or opinion letter accordingly, and publish the executed procedure, collected data and conclusion in the case working paper in detail. | 5.9.2.2 When <u>reviewing</u> a case, it should properly plan and implement the appropriate operation process to form a conclusion and issue a report or opinion letter accordingly, and publish the executed procedure, collected data and conclusion in the case working paper in detail. | |
| 5.9.2.3 The <u>appropriateness</u> and rationality of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing a valuation report or opinion letter. | 5.9.2.3 The <u>completeness, correctness</u> and rationality of the data sources, parameters and information used shall be evaluated item by item as the basis for issuing a valuation report or opinion letter. | |
| 5.9.2.4 The statement should include the professionalism and independence of the relevant personnel, the assessment that the information used is <u>appropriate and</u> reasonable, and the compliance with relevant laws and regulations. | 5.9.2.4 The statement should include the professionalism and independence of the relevant personnel, the assessment that the information used is reasonable <u>and correct</u> , and the compliance with relevant laws and regulations. | |

Jia Wei Lifestyle, Inc.
Candidates for the Eighth Term of Directors

| Title | Director | Director |
|--|---|---|
| Name | Vincent Chen | Li-Hua Wu |
| Present Title | Chairman of Jia Wei Lifestyle, Inc. | Design Director of Jia Wei Lifestyle, Inc. |
| Education Background | Master of International Economics, National Donghwa University Bachelor of Economics, College of Law & Business, National Chung Hsing University (Taipei University) | Nan-Ying Vocational High School |
| Experience | Director of Investment and Management Research Office, Acer Incorporated Investment Manager, Smart Finance Group Smart Finance Re-Engineering Consultants Ltd. Executive Director and Financial Controller of Aker Technology Co., Ltd. Executive Director and Financial Controller of Tung Kai Technology Engineering Co., Ltd. Executive Director and Financial Controller of Adda Corporation General Manager of Jia Wei Lifestyle, Inc. General Manager of Taiwan Alpha Electronic Co., Ltd. | Widely Watched Limited Design Director |
| For and on behalf of | Hsin-Fu Investment Limited | Hsin-Fu Investment Limited |
| Number of shares held (Shares) □ (Up to 4/2/2022 - Start date of transfer cessation period) | Corporate: 1,100,000 shares Representative: 345,325 shares | Corporate: 1,100,000 shares Representative: 1,563,044 shares |

| Title | Director | Director |
|--|---|--|
| Name | David Wu | Ray Hou |
| Present Title | General Manager of Jia Wei Lifestyle, Inc. | Principal of Ray Hou Accountants |
| Education Background | Hsin-feng Senior High School | Institute of Accountancy, National Cheng Kung University |
| Experience | General Manager of Widely Watched Limited | Partner of EY Taiwan (Director of Kaohsiung Institute) |
| For and on behalf of | Smart Investment Limited | Smart Investment Limited |
| Number of shares held (Shares) □ (Up to 4/2/2022 - Start date of transfer cessation period) | Corporate: 5,326,740 shares Representative: 251,000 shares | Corporate: 5,326,740 shares Representative: 0 shares |

Jia Wei Lifestyle, Inc.
Candidates for the Eighth Term of Independent Directors

| Title | Independent Directors | Independent Directors | Independent Directors |
|--|---|---|--|
| Name | Shou-Te Hsu | Chin-Chou Hsu | Jacky Huang |
| Present Title | Independent Director of Wah Lee Industrial Corp. | Member of Remuneration Committee of Jia Wei Lifestyle, Inc. | None |
| Education Background | PhD. in Finance, University of Alabama | Department of Economics, National Taiwan University Master of Economics, National Taiwan University Research on the Ph.D. Program of the Johns Hopkins Institute for Economics | Graduated from International Trade Department of Feng Chia University |
| Experience | Professor, Dean of the Department of Finance, Deputy Dean and Dean of the College of Management, National Sun Yat-Sen University President of Takming University of Science and Technology The ninth President of the Association of Private Universities of Colleges Director of the Staff Retirement Pension and Retirement Severance Fund Management Committee of Private Universities of Colleges Vice President of Kaohsiung Red Cross | Section Chief and Group Leader of Financial Bureau, Ministry of Finance Vice General Manager of Hua Chiao Commercial Bank Counselor, Ministry of Finance and Deputy Executive Secretary, Development Fund, Executive Yuan Director, FSC Comprehensive Planning Division Deputy Director, FSC Insurance Bureau Director, International Business Division, FSC Chairman of SinoPac Venture Capital Co., Ltd. Director of Taiwan Semiconductor Manufacturing Co., Ltd. Director of Vanguard International Semiconductor Corporation Director of Powerchip Technology Corporation Director of ScinoPharm Taiwan, Ltd. Director of Polaris Group Independent Director of Foci Fiber Optic Communications, Inc. | General manager of Han Ying Co., Ltd. General Manager of Boqi Craft Co. |
| Number of shares held (Shares) (Up to 4/2/2022 - Start date of transfer cessation period) | 0 share | 0 share | 0 share |

Jia Wei Lifestyle, Inc.

Concurrent Posts of the Eighth Term of Directors and Independent Directors

| Title | Name | Currently Holding Concurrent Posts in Other Companies | Main Business of the Company |
|-----------------------|---|--|--|
| Director | Representative of Hsin-Fu Investment Limited: Vincent Chen | Chairman of Rexen Asset Management Ltd. | Investment Consultancy |
| | | Legal Representative and Director of Aker Technology Co., Ltd. (Legal Representative) | Production and sales of quartz oscillation components |
| | | Director of Achieve Goal Limited | Investment |
| | | Director of Golden Star Ocean Ltd. | Investment |
| | | Legal Representative and Director of Tzeng Shyng Industries Corp. | Houseware products |
| | | Freshlink Product Development, LLC Member (representative for Jia Wei Lifestyle, Inc.) | Kitchen equipment business |
| | | Legal Representative of Star Limited | Investment Consultancy |
| | | Legal Representative of Chang-Hsin Capital LLP | Investment Consultancy |
| | | Chairman of You-Hsiang Investment Co., Ltd. | Investment |
| | | Chairman of Hsu-Huang Investment Co., Ltd. | Investment |
| | | Legal Representative and Director of Taiwan Alpha Electronic Co., Ltd. | Manufacturing, processing and trading of variable resistors, switching silicon rectifiers, and import and export of relevant raw materials and products |
| | | Legal Representative and Director of Alpha International (B.V.I) Capital Ltd. | Investment |
| | | Director of Hong Kong Alpha Company Ltd. | 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 |
| | | Chairman of Taiwan Alpha Technology Co., Ltd. | Electronic component manufacturing, material wholesale and retail |
| Director | Representative of Smart Investment Company: David Wu | Director of Achieve Goal Limited | Investment |
| | | Freshlink Product Development, LLC Manager | Kitchen equipment business |
| | | Director of Digital Solution Investments Limited | Investment |
| | | Director and Secretary of Smart Wealth Corp. | Investment |
| | | Representative of Smart Investment Company | Investment |
| Director | Representative of Hsin-Fu Investment Limited: Li-Hua Wu | Director of Super Domain Investments Limited | Investment |
| | | Director of Mega Service Inc. | Investment |
| | | Representative of Ou-Mei-Chia Investment Company | Investment |
| | | Representative of Joyful Luck Investment Limited | Investment |
| Director | Representative of Smart Investment Company: Ray Hou | Principal of Ray Hou Accountants | Accounting firm |
| | | Legal Representative and Director of Sheh Fung Screws Co., Ltd. | Manufacturing of screws, nuts, rivets and so on |
| | | Independent Director of Jiyan Packaging Holdings Limited, British Cayman Islands | Manufacturing of metal products |
| | | Independent Director of T.Y.C. Brother Industrial Co., Ltd. | Manufacturing, processing and sales of transportation machinery and its parts |
| | | Independent Director of United Fiber Optic Communication Inc. | Optical fiber cable and matching materials |
| | | Legal Representative and Director of E&R Engineering Corp. | Design, research and development, manufacturing, installation and trading of automatic machinery and parts |
| | | Representative and Director of Family Tree Limited | Investment Consultancy |
| Independent Directors | Shou-Te Hsu | Independent Director of Wah Lee Industrial Corp. | Information communication, flat panel display, semiconductor process, printed circuit board materials and equipment Solar energy, wind power and other green energy materials, equipment and power generation |
| | | Independent Director of Soft-World International Corporation | Distribution and sale of game software, magazines and books |
| | | Independent Director of Myson Century, Inc. | Research and development, production, marketing of mixed digital analog, pure digital, analog integrated circuit, mixed signal integrated circuit products |
| Independent Directors | Chin-Chou Hsu | Independent Director of Allied Circuit Co., Ltd. | Electronic component manufacturing, electronic material wholesale and retail, international trade |
| | | Independent Director of South China Insurance Co., Ltd. | Property insurance business |
| Independent Directors | Jacky Huang | None | N/A |

Appendices

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 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 56, 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. 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. 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. 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.

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 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.

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 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.

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.

History of the "Rules of Procedure for Shareholders' Meeting of Jia Wei Lifestyle, Inc."

1. These rules are made on July 1, 2006.
2. The 1st revision was made on February 1, 2007.
3. The 2nd revision was made on June 17, 2011.
4. The 3rd revision was made on June 19, 2012.
5. The 4th revision was made on June 29, 2015.
6. The 5th revision was made on May 26, 2020.
7. The 6th revision was made on April 23, 2021.

Jia Wei Lifestyle, Inc.

Articles of Incorporation

Chapter I General

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 left:

- (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 Manager

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 submission 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 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.

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

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.

Chapter VII Supplementary Terms

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.
The 17th amendment was made on April 23, 2021.

Jia Wei Lifestyle, Inc. Method for the Election of Directors

Article 1: For the fair, just and open election of directors, these measures are formulated in accordance with Articles 21 and 41 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies.

Article 2: The election and appointment of directors of the Company shall be subject to these Rules, unless otherwise specified by laws or regulations.

Article 3: The election and appointment of directors of the Company shall take into account the overall configuration of the Board of Directors. The composition of the Board of Directors should consider diversity, and formulate an appropriate diversity policy based on its own operation, operation type and development needs, and should include but not be limited to the following two standards:

- I. Basic conditions and values: gender, age, nationality and culture, etc.
- II. Expertises and skills: professional background (such as law, accounting, industry, finance, marketing or technology), professional skills and industry experience, etc.

The members of the Board of Directors shall generally possess the necessary knowledge, skills and qualities to perform their duties, and their overall abilities shall be as follows:

- I. Operational judgment ability.
- II. Accounting and financial analysis ability.
- III. Operation and management ability.
- IV. Crisis handling capability.
- V. Industrial knowledge.
- VI. International market view.
- VII. Leadership.
- VIII. Decision-making ability.

Directors shall have more than half of the seats, and shall not have spouses or relatives within the second degree of kinship.

The Board of Directors of the Company shall take into account the adjustment of the composition of the Board of Directors based on the results of the performance evaluation.

Article 4: The qualifications of independent directors of the Company shall comply with the provisions of Articles 2, 3 and 4 of the Regulations on the Establishment of Independent Directors of Public Companies and Matters to be Followed.

The election and appointment of independent directors of the Company shall comply with the provisions of Articles 5, 6, 7, 8 and 9 of the Regulations on the Establishment

of Independent Directors of Public Companies and Matters to be Followed, and shall be subject to Article 24 of the Corporate Governance Best Practice Principles for TWSE/TPEX Listed Companies after being listed on TWSE/TPEX.

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.

If a director is dismissed for any reason and there are fewer than five directors, the Company shall hold a by-election at the latest shareholders' meeting. However, if the vacancy of directors reaches one-third of the seats specified in the Articles of Incorporation, the Company shall convene an extraordinary general meeting of shareholders for by-election within 60 days from the date of occurrence of the fact.

If the number of independent directors is insufficient, a by-election shall be held at the latest shareholders' meeting; when all independent directors are dismissed, the Company shall convene an extraordinary shareholders' meeting for by-election within 60 days from the date of occurrence of the fact.

Article 6: The directors of the Company shall be elected by cumulative voting system, and each share shall have the same voting power as the number of directors to be elected. Either one person or several persons can be elected.

Article 7: The Board of Directors shall be responsible for preparing ballots equal to the number of directors to be elected, filling in their weights, and distributing them to shareholders attending the shareholders' meeting. The names of the electors may be replaced by the attendance certificate number printed on the ballot.

Article 8: The voting rights of independent directors and non-independent directors shall be counted separately according to the number of directors stipulated in the Articles of Incorporation of the Company, and those who have more voting rights shall be elected in turn. If there are more than two directors who have the same voting rights but more than the number of directors, the voting rights shall be decided by those who have the same voting rights, and the Chairman shall draw lots for those who are not present.

Article 9: Before the election begins, the chairman shall designate a number of scrutineers and tellers with shareholder status to perform various relevant duties. The ballot boxes shall be prepared by the Board of Directors and open for inspection by the scrutineers before voting.

Article 10: An election ballot is deemed null and void under any of the following circumstances:

I. The ballot was not prepared by a person with the right to convene.

II. Placing a blank ballot into the ballot box.

III. The writing on the ballot is unclear and indecipherable or has been altered.

IV. The candidate whose name is entered in the ballot does not conform to the director candidate list.

V. Other words or marks are entered in addition to the number of voting rights allotted.

Article 11: After the voting is completed, the votes will be issued on the spot, and the results of

the voting will be announced by the chairman on the spot, including the list of directors elected and their right to be elected.

Article 12: 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 13: This Method shall be implemented upon the approval by the shareholders' meeting, and the same to the amendments.

History of the Method for the Election of Directors of Jia Wei Lifestyle, Inc.

1. These rules are made on July 1, 2006.
2. The 1st revision was made on February 1, 2007.
3. The 2nd revision was made on March 14, 2008.
4. The 3rd revision was made on June 17, 2011.
5. The 4th revision was made on June 19, 2012.
6. The 5th revision was made on June 29, 2015.
7. The 6th revision was made on May 26, 2020.
8. The 7th revision was made on April 23, 2021.

Jia Wei Lifestyle, Inc. Shareholding of Directors

I. As of April 2, 2022, the book closure date upon this annual shareholders' meeting, the Company's paid-in capital was NT\$803,004,150, totaling 80,300,415 shares.

II. According to Article 26 of the Securities and Exchange Act, all Directors shall own at least 6,424,034 shares, and all Supervisors shall own at least 642,404 shares. However, as the Company has set up an Audit Committee according to law, the number of shares that the Supervisors is legally required to hold does not apply.

III. Details of Shareholding of Directors:

Unit: Shares; April 2, 2022

| Title | Name | Appointment Date | Tenure | 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 (%) |
| Chairman | SUPER DOMAIN INVESTMENTS LIMITED Representative: Vincent Chen | 05/28/2019 | 3 years | 15,342,838 | 19.84% | 7,018,294 | 8.74% |
| Director | DIGITAL SOLUTION INVESTMENTS LIMITED Representative: David Wu | 05/28/2019 | 3 years | 15,342,838 | 19.84% | 7,018,294 | 8.74% |
| Director | SUPER DOMAIN INVESTMENTS LIMITED Representative: Li-Hua Wu | 05/28/2019 | 3 years | 15,342,838 | 19.84% | 7,018,294 | 8.74% |
| Director | DIGITAL SOLUTION INVESTMENTS LIMITED Representative: Ray Hou | 05/28/2019 | 3 years | 15,342,838 | 19.84% | 7,018,294 | 8.74% |
| Independent Directors | John Li | 05/28/2019 | 3 years | - | - | - | - |
| Independent Directors | Jacky Huang | 05/28/2019 | 3 years | - | - | - | - |
| Total of all Directors | | | | 30,685,676 | 39.68% | 14,036,588 | 17.48% |

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) | 26,000,952 | 24,502,941 | 1,498,011 | Differences should be accounted for as changes in accounting estimates and listed as income or loss for 2022. |
| Remuneration of directors (In cash) | 26,000,952 | 24,502,942 | 1,498,010 | |