

Time: 9 a.m. on Wednesday, July 7, 2021

Place: No.21, Nongke Rd., Changzhi Township, Pingtung County 90846, Taiwan (R.O.C.)

The total number of shares present in person or by proxy in 2021 Annual Shareholders' Meeting was 78,618,446 shares (including 40,750,712 votes casted electronically). Percentage of total outstanding shares (117,223,830 shares) present in person or by proxy is 67.06%.

Directors Present:Yung-Hsiang Lin, Pi-Shu Li, Chen-I Kao (Independent Director),
Sung-Yuan Liao (Independent Director), Shih-Ming Li (Independent Director)
A total of 5 directors attended, more than half of the 7 directors.

Other Attendants: Ming-Chuan Hsu (PwC CPA), Yuan-Yao Chung (Attorney from CPA Legal)

Chairman of the Board of Directors: Yung-Hsiang Lin



Minutes Taken by Chun-Ying Chiu

I. Calling the Meeting to Order

The aggregate shareholding of the shareholders present in person or by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairman Remarks: omitted

III. Management Presentation

1.2020 Business Report

Explanation: The 2020 Business Report is attached as Attachment 1.

(Shareholders have been informed.)

2. 2020 Audit Committee's Review Report

Explanation: The 2020 Audit Committee's Review Report is attached as Attachment 2.

(Shareholders have been informed.)

3. 2020 Directors' Compensation and Employee Bonus Plans

Explanation:

- (1) In accordance with Article 18 of the Articles of Incorporation of TCI Co., Ltd., after TCI Co., Ltd. offsets its losses in previous years, TCI Co., Ltd. shall set aside not more than 3% of its annual profits as compensation to its directors, and not less than 5% and not more than 15% as profit sharing bonuses to its employees. The annual profits are defined as its annual profit before tax.
- (2) The Directors' Compensation and Employee Bonus Plans have been approved at the meeting of the Board of Directors on March 8, 2021. The amount of 2020 employees' profit sharing bonus is NT\$ 163,401,000. The amount of 2020 directors' compensation is NT\$ 4,200,000. The compensation and the profit sharing bonus will be distributed by cash, and shall be distributed through one or several payment(s).

(Shareholders have been informed.)

4. Review Report on the 2nd Issuance of Unsecured Convertible Bonds

Explanation:

- (1) The 2nd issuance of unsecured convertible bonds which value NT\$ 1.2 billion was approved at the 2nd meeting of the Board of Directors in 2018. The issuance date is June 8, 2018. It has a validity of 3 years.
- (2) Until the printing date of this handbook, there are 2,102,840 shares have been converted to ordinary shares in this issuance.

Remark:

The Company's 2nd issuance of unsecured convertible bonds was valid until June 8, 2021, and on the business day following the maturity date (June 9, 2021), the OTC trading was terminated. The due repayment to the creditor was made by remittance on June 24, 2021.

(Shareholders have been informed.)

5. Review Report on the Repurchase of Treasury Stock

(1) TCI's Repurchase of Shares (Executed)

May 1, 2021

| Serial Number of Repurchase | 1 |
|--|--|
| Purpose of Repurchase | Maintenance of the Company's creditability and the share' olders' rights |
| Repurchase Period | 2020/02/07-2020/04/06 |
| Repurchase Price Period | 148.75-406.59 |
| Type and Number of Repurchased Shares | 2,000,000 ordinary shares |
| Total Price of Repurchased Shares | NT\$ 438,143,659 |
| Number of Purchased Shares as a Percentage of Number of Shares to be Repurchased | 100% |
| Number of Shares Canceled or Transferred | 2,000,000 shares |
| Accumulated Number of Shares Held by TCI | 0 shares |
| Accumulated Number of Shares Held by TCI as a Percentage of Total Number of Issued Shares | 0% |

(2) TCI's Repurchase of Shares (Executed)

May 1, 2021

| | 111) 1, 2021 |
|--|-------------------------------|
| Serial Number of Repurchase | 2 |
| Purpose of Repurchase | For the transfer to employees |
| Repurchase Period | 2020/03/24-2020/05/22 |
| Repurchase Price Period | 108.5-319.5 |
| Type and Number of Repurchased Shares | 1,016,000 ordinary shares |
| Total Price of Repurchased Shares | NT\$ 227,419,497 |
| Number of Purchased Shares as a Percentage of Number of Shares to be Repurchased | 33.87% |
| Number of Shares Canceled or Transferred | 0 shares |
| Accumulated Number of Shares Held by TCI | 1,016,000 shares |
| Accumulated Number of Shares Held by TCI as a Percentage of Total Number of Issued Shared | 0.86% |

(Shareholders have been informed.)

IV. Proposals

1. Proposed by the Board

Proposal: Adoption of the 2020 Business Report and Financial Statements

Explanation:

- (1) TCI Co., Ltd.'s 2020 Financial Statements, including Consolidated Financial Statements and Business Report, were audited by independent auditors, Ming-Chuan Hsu and Ping-Chun Chih of PwC Taiwan. Also, Financial Statements and Consolidated Financial Statements have been approved by the Board of Directors and examined by the Audit Committee on March 8, 2021.
- (2) The 2020 Business Rport, Independent Auditors' Report, Financial Statements, and Consolidated Financial Statements are attached as Attachment 1 and Attachment 3.
- (3) Please resolve.

Resolution: The above proposal be and hereby was adopted as proposed.

Total number of voting shares: 78,618,446 shares

The voting results are as follows:

| Votes] | For | Votes Against | | Votes] | Invalid | Votes Abstained | | |
|------------|-------|---------------|------|---------|---------|-----------------|-------|--|
| Shares | % | Shares | % | Shares | % | Shares | % | |
| 68,859,587 | 87.58 | 5,276 | 0.00 | 0 | 0.00 | 9,753,583 | 12.40 | |

2. Proposed by the Board

Proposal: Adoption of the Proposal for Distribution of 2020 Profits

Explanation:

- The Board has adopted the proposal of for distribution of 2020 Profits on March 8, 2021. The 2020 Profit Distribution Proposal is attached as Attachment 4.
- (2) The distribution of 2020 profits is calculated based on the total number of issued shares (118,220,169 shares). The cash dividend payment is NT\$8.88 per share, and the total amount of cash dividend is NT\$1,040,755,261. The amount of cash dividend payment per share is rounded down to the nearest whole number. The amount of the remaining cash dividend which cannot be distributed (less than NT\$1 per share) will be disturbed in accordance with the percentage of current shareholding to meet the total amount of distribution of 2020 profits.
- (3) In the event that, after this meeting, the proposed profit distribution is affected by any changes in equity like convertible bonds or the execution of employee stock options, it is proposed that the Board of Directors will be authorized to adjust each shareholder's percentages of the cash dividend and the stock dividend.

- (4) The amount of dividend is distributed to shareholders on the basis of the shareholding recorded in the shareholders list on the ex-dividend date. Upon the approval of the Annual Shareholders' Meeting and the competent authority, it is proposed that the Board of Directors will be authorized to resolve the ex-dividend date and other relevant issues.
- (5) Please resolve.

Resolution: The above proposal be and hereby was adopted as proposed.

Total number of voting shares: 78,618,446 shares

The voting results are as follows:

| Votes] | For | Votes Against | | Votes] | Invalid | Votes Abstained | | |
|------------|-------|---------------|------|---------|---------|-----------------|-------|--|
| Shares | % | Shares | % | Shares | % | Shares | % | |
| 68,854,553 | 87.58 | 12,278 | 0.01 | 0 | 0.00 | 9,751,615 | 12.40 | |

V. Discussion

1. Proposed by the Board

Proposal: Proposal for the amendments to the Articles of Incorportion

Explanation:

- In order to meet the operational requirements, it is proposed to amend some provisions of the Articles of Incorporation of TCI. For the Table for Comparisonof Amendments to the Articles of Incorporation with the Current Version, please refer to Attachment 5.
- (2) Please discuss.

According to the "Relevant Measures to Postpone the Shareholders' Meeting of Publicly Held Companies in Response to the Epidemic" announced by the competent authority, the Company's annual shareholders' meeting was postponed to July 7, 2021. The revision date should be based on the actual meeting of the shareholders' meeting. Therefore, the revision date of Article 20 was revised to July 7, 2021.

Resolution: The above proposal be and hereby was adopted as proposed.

Total number of voting shares: 78,618,446 shares

Votes For Votes Against Votes Invalid Votes Abstained Shares % Shares % Shares % Shares % 58,344,252 74.21 10,396,600 13.22 0 0.00 9,877,594 12.56

The voting results are as follows:

2. Proposed by the Board

Proposal: Proposal for the amendments to the Operational Procedures for Acquisition or Disposal

Explanation:

- (1) In order to meet the operational requirements, it is proposed to amend some provisions of the Operational Procedures for Acquisition or Disposal of Assets. For the Table for Comparison of Amendments to the Operational Procedures for Acquisition or Disposal of Assets with the Current Version, please refer to Attachment 6.
- (2) Please discuss.

According to the "Relevant Measures to Postpone the Shareholders' Meeting of Publicly Held Companies in Response to the Epidemic" announced by the competent authority, the Company's annual shareholders' meeting was postponed to July 7, 2021. The revision date should be based on the actual meeting of the shareholders' meeting. Therefore, the revision date of Article 20 was revised to July 7, 2021.

Resolution: The above proposal be and hereby was adopted as proposed.

Total number of voting shares: 78,618,446 shares

The voting results are as follows.

| Votes I | For | Votes Against | | Votes] | Invalid | Votes Abstained | | |
|------------|-------|---------------|-------|---------|---------|-----------------|-------|--|
| Shares | % | Shares | % | Shares | % | Shares | % | |
| 54,941,607 | 69.88 | 13,798,074 | 17.55 | 0 | 0.00 | 9,878,765 | 12.56 | |

3. Proposed by the Board

Proposal: Proposal of the lifting of non-competition restriction for directors and their representatives

Explanation:

- (1) The lifting is proposed in accordance with Article 209 of Company Act that "a director who does anything for himself 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."
- (2) In view of the fact that the Directors may happen to concurrently serve as directors of companies with the same or similar business scope as TCI, it is proposed, according to Article 209 of the Company Act, that the non-competition restrictions for the Directors shall be lifted on the premise that TCI's interested will not be jeopardized.

Resolution: The above proposal be and hereby was adopted as proposed.

Total number of voting shares: 78,618,446 shares

| Votes I | For | Votes Against | | Votes] | Invalid | Votes Abstained | | |
|------------|-------|---------------|-------|---------|---------|-----------------|-------|--|
| Shares | % | Shares % | | Shares | % | Shares | % | |
| 54,679,588 | 69.55 | 13,583,228 | 17.27 | 0 | 0.00 | 10,355,630 | 13.17 | |

The voting results are as follows:

VI. Questions and Motions

None.

VII. Closing of the Meeting

The Chairman announced closing of the Meeting at 10:25 a.m. on the same day.

Attachment 1

TCI Co., Ltd. Business Report

Dear Shareholders,

Affected by the pandemic in 2020, TCI suffered its first business recession in more than a decade, which made us accelerate our examination of our shortcomings, improve our technical capabilities and lean management, and achieve the highest gross profit margin, 45.5%, in the third quarter of 2020 and reached 55th place among all listed companies in terms of the operating net profit margin. Furthermore, TCI is looking to the future, accelerating its global deployment, and moving towards the goal of 2023- a global bioscience design trading company.

The operating plan adopted by the Company in 2021 is as follows:

1. Make good products, bring the world to the customer, and bring the customer to the world.

Continuing the strategy for 2020, TCI takes customers as the core, is committed to serving large global customers, and also helping brand customers sell products globally, and focuses on the development of high-efficacy products with the advantages of R&D and global procurement strength, and make good differentiated products that are easy to market, efficient and cost-effective so as to bring the world to the customer, and bring the customer to the world!

2. Precise iManufacturing

TCI is continuously optimizing the production process, and its supply chain management is becoming more refined. In 2021, it will develop and import intelligent software by itself, and use the data-assisted decision making approach of the 3U strategy (ultra-automation, unlimited connection, ubiquitousness) to achieve "precise imanufacturing": on-time production, less loss, fast shipping, low inventory!

3. A good working environment

In response to the pandemic, TCI will set up Virtual Global Offices (VGOs) all over the world in 2020 to use global talents to expand its business. While recruiting outstanding talents, it must also create a friendly and good working environment. In 2021, TCI will strive for recognition as Asia's Best Employer by Forbes and continue to promote corporate social responsibility, and for the glory of the first place, create ubiquitous administrative services for employees in virtual or real working environments, and create sustainable development opportunities for the environment!

TCI will continue to work hard to become the world's No. 1 global bioscience design trading company with revenue of more than NT\$ 200 billion.

2020 Financial Performance

1. Operational Results

Unit: NT\$ thousands

| | TCI Co | o., Ltd. | | |
|-------------------------------------|------------------|----------------|-------------|------|
| | Consolidated Ind | come Statement | | |
| Item | 2020 | 2019 | Difference | % |
| Net Revenue | 8,223,851 | 9,566,132 | (1,342,281) | -14% |
| Cost of Revenue | (4,634,123) | (5,550,645) | 916,522 | -17% |
| Gross Profit | 3,589,728 | 4,015,487 | (425,759) | -11% |
| Operating Expenses | (1,571,923) | (1,813,170) | 241,247 | -13% |
| Income from Operations | 2,017,805 | 2,202,317 | (184,512) | -8% |
| Other Operating Income and Expenses | 180,416 | 202,914 | (22,498) | -11% |
| Income before Income Tax | 2,198,221 | 2,405,231 | (207,010) | -9% |
| Income Tax Expenses | (345,483) | (367,265) | 21,782 | -6% |
| Net Income | 1,852,738 | 2,037,966 | (185,228) | -9% |

2. Analysis of Financial Performance

- (1) In 2020, TCI's net revenue totaled NT\$ 8.223851 billion, a decrease of 14 percent compared with the NT\$ 9.566132 billion in 2019; the income from operations totaled NT\$ 2.017805 billion, a decrease of 8 percent compared with the NT\$ 2.202317 in 2019; the net income totaled NT\$ 1.852738, a decrease of 9 percent compared with the NT\$ 2.037966 in 2019.
- (2) In 2020, the gross profit margin was 43.65%, up 1.67% compared with the 41.98% in 2019; the operating income margin was 24.54%, up 1.52% compared with the 24.54% in 2019; the profit margin was 22.53%, up 1.23% compared with the 21.30% in 2019.
- (3) In 2020, the earnings per share was NT\$ 15.69, down 7.8% compared with the NT\$ 17.02 in 2019.

TCI sincerely thanks you again for your support. As you read this Report, you will be assured of the correctness of investing in TCI! Please continue to believe in TCI and hold your shares for a lon term. For more information, you can refer to TCI's official website or scan the QR codes below. In 2021, TCI will work as hard as before in 2021 but in a better and smarter way to "join and delight consumer's life"!



Chairman: Yung-Hsiang Lin



CEO: Yung-Hsiang Lin



Accounting Manager: Chen-Chen Fu



Attachment 2

2021 Audit Committee's Review Report

The Board of Directors has prepared the Company's 2020 Financial Statements. The CPAs of PwC Taiwan, Ming-Chuan Hsu and Ping-Chun Chih, were retained to audit TCI's Financial Statements. The Business Report, Financial Statements, and earning allocation proposal have been reviewed and determined to be correct and accurate by the Audit Committee members of TCI Co., Ltd. According to relevant requirements of Article 14-4 of the Securities and Exchange Act and Article 219 of the Company Act, we herby submit this report.

То

2021 Annual Shareholders' Meeting of TCI Co., Ltd.

TCI Co., Ltd.

Chairman of the Audit Committee Sung-Yuan Liao

March 8, 2021

Attachment 3

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TCI Co., Ltd.

Opinion

We have audited the accompanying parent company only balance sheets of TCI Co., Ltd. (the "Company") as at December 31, 2020 and 2019, and the related parent company only statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the parent company only financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying parent company only financial statements present fairly, in all material respects, the parent company only financial position of TCI Co., Ltd as at December 31, 2020 and 2019, and its parent company only financial performance and its parent company only cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards in the Republic of China. Our responsibilities under those standards are further described in the *Auditors' responsibilities for the audit of the parent company only financial statements* section of our report. We are independent of the Company in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Company's 2020 parent company only financial statements. These matters were addressed in the context of our audit of the parent company only financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Company's 2020 parent company only financial statements are stated as follows:

Existence and occurrence of top ten customers

Description

The Company's and its subsidiaries' (listed as investments accounted for under equity method) sales revenue arise mainly from manufacturing and sales of health foods and cosmetics. Customers are mostly direct marketing companies in Europe and Asia and cosmetic companies.

With the expansion of direct marketing companies in Europe and Asia, the sales revenue from top ten customers has increased significantly and became a significant portion of operating income to the parent company only financial statements. Because of the rapid development in the internet sales market, more time and resources were required in performing the audit procedures. Thus, we consider the existence and occurrence of top ten customers as a key audit matter.

Please refer to Note 4(29) for accounting policies on revenue recognition and Note 6(20) for details of sales revenue and Note 6(5) for details of investments accounted for under equity method.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

- Understanding and testing the internal control procedures of the top ten customers and testing the effectiveness of internal control related to sales revenue.
- Selecting samples from sales transactions of the top ten customers and comparing against orders and delivery bills to confirm whether the sales transactions did occur.
- Examining sales returns and discounts from the top ten customers after the balance sheet date to confirm the existence of sales revenue.

Allowance for inventory valuation losses

Description

The Company and its subsidiaries (listed as investments accounted for under equity method) are primarily engaged in developing, manufacturing and sales of health foods and cosmetics. As these kinds of products are substituted easily and have a highly competitive nature in the market, there is higher risk of incurring inventory valuation losses or obsolescence. The Company and its subsidiaries recognise inventories at the lower of cost and net realisable value. For those inventory with ages over a certain period and individually recognised as obsolete inventories, the net realisable value is calculated based on the inventory closeout and historical data of discounts.

Considering that the market demand has changed, the Company and its subsidiaries reinvents its products quickly. As the determination of the net realisable value used in the valuation of obsolete inventories involves subjective judgement and uncertainty, and considering the allowance for inventory valuation losses is material to the financial statements, we consider the allowance for inventory valuation losses as a key audit matter.

Please refer to Note 4(12) for accounting policy on inventory valuation and Note 6(4) for details of allowance for inventory valuation losses and Note 6(5) for details of investments accounted for under equity method.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

- Understanding the operations and industry of the Company and its subsidiaries to assess the reasonableness of policies and procedures on allowance for inventory valuation losses, including inventory classification, the degree of inventory closeout and historical data source of price discounts, and the reasonableness of the guidelines for obsolete and slow-moving inventory.
- Understanding the inventory management process, participating and examining annual physical counts to assess the effectiveness of management's classification and controls over obsolete and slow-moving inventory, and verifying whether it was in agreement with obsolete inventory lists.
- Evaluating the reasonableness of the logic of inventory aging statements used in valuation to confirm whether the information on such statements is in agreement with its policies.

• Interviewing management and reviewing sales after balance sheet date to assess the reasonableness of allowance for inventory valuation losses.

Responsibilities of management and those charged with governance for the parent company only financial statements

Management is responsible for the preparation and fair presentation of the parent company only financial statements in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance, including audit committee, are responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the parent company only financial statements

Our objectives are to obtain reasonable assurance about whether the parent company only financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards 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 the generally accepted auditing standards 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 Company's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the parent company only financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the parent company only financial statements, including the disclosures, and whether the parent company only financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient 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 parent company audit. We remain solely responsible for our audit opinion.

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

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

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

Hsu, Ming-Chuan Chih, Ping-Chiun For and on behalf of PricewaterhouseCoopers, Taiwan March 8, 2021

The accompanying parent company only financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying parent company only 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, PricewaterhouseCoopers 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.

| | | | December 31, 2020 | | December 31, 2019 | |
|--------------|--|------------|-------------------|----|-------------------|----|
| | Assets | Notes | AMOUNT | % | AMOUNT | % |
| | Current assets | | | | | |
| 1100 | Cash and cash equivalents | 6(1) | \$ 507,239 | 5 | \$ 1,025,245 | 10 |
| 1110 | Financial assets at fair value through | 6(10) | | | | |
| | profit or loss - current | | 135,402 | 1 | - | - |
| 1136 | Current financial assets at amortised | 6(1) and 8 | | | | |
| | cost | | 176,953 | 2 | - | - |
| 1150 | Notes receivable, net | 6(3) | 15,653 | - | 2,940 | - |
| 1170 | Accounts receivable, net | 6(3) | 207,976 | 2 | 221,091 | 2 |
| 1180 | Accounts receivable - related parties, | 7 | | | | |
| | net | | 539,233 | 5 | 403,315 | 4 |
| 1200 | Other receivables | | 21,316 | - | 12,871 | - |
| 1210 | Other receivables - related parties | 7 | 8,103 | - | 67,373 | 1 |
| 1220 | Current income tax assets | 6(27) | - | - | 2,229 | - |
| 130X | Inventories | 6(4) | 361,986 | 3 | 670,441 | 7 |
| 1410 | Prepayments | | 105,402 | 1 | 221,953 | 2 |
| 1470 | Other current assets | | 27,228 | | 27,872 | |
| 11XX | Total current assets | | 2,106,491 | 19 | 2,655,330 | 26 |
| | Non-current assets | | | | | |
| 1517 | Non-current financial assets at fair | 6(2) | | | | |
| | value through other comprehensive | | | | | |
| | income | | 23,568 | - | 23,568 | - |
| 1550 | Investments accounted for using | 6(5) | | | | |
| | equity method | | 4,698,485 | 43 | 4,039,995 | 39 |
| 1600 | Property, plant and equipment | 6(6) | 2,985,462 | 27 | 1,883,457 | 18 |
| 1755 | Right-of-use assets | 6(7) | 26,621 | - | 41,651 | 1 |
| 1780 | Intangible assets | 6(8) | 13,477 | - | 19,532 | - |
| 1840 | Deferred income tax assets | 6(27) | 59,758 | 1 | 34,199 | - |
| | | (0) | 1,036,403 | 10 | 1,678,305 | 16 |
| | Other non-current assets | 6(9) | 1,050,105 | 10 | _ , , | |
| 1900 15XX | Other non-current assets Total non-current assets | 0(9) | 8,843,774 | 81 | 7,720,707 | 74 |

(Continued)

| | | | | December 31, 2020 | | December 31, 2019 | | |
|------|--|-------|----|-------------------|-----|-------------------|------------|-----|
| | Liabilities and Equity | Notes | | AMOUNT | % | | AMOUNT | % |
| | Current liabilities | | | | | | | |
| 2100 | Short-term borrowings | 6(13) | \$ | 1,076,334 | 10 | \$ | 200,000 | 2 |
| 2130 | Current contract liabilities | 6(20) | | 144,143 | 1 | | 698,191 | 7 |
| 2150 | Notes payable | | | 1,350 | - | | 2,520 | - |
| 2170 | Accounts payable | | | 534,154 | 5 | | 711,117 | 7 |
| 2180 | Accounts payable - related parties | 7 | | 127,685 | 1 | | 144,742 | 1 |
| 2200 | Other payables | 6(11) | | 628,469 | 6 | | 788,401 | 8 |
| 2220 | Other payables - related parties | 7 | | 13,321 | - | | 23,948 | - |
| 2230 | Current income tax liabilities | 6(27) | | 409,022 | 4 | | 167,235 | 2 |
| 2280 | Current lease liabilities | | | 10,533 | - | | 14,009 | - |
| 2320 | Long-term liabilities, current portion | 6(12) | | 434,268 | 4 | | - | - |
| 2399 | Other current liabilities, others | | | 49,365 | 1 | | 31,332 | |
| 21XX | Total current liabilities | | | 3,428,644 | 32 | | 2,781,495 | 27 |
| | Non-current liabilities | | | | | | | |
| 2530 | Corporate bonds payable | 6(12) | | - | - | | 431,389 | 4 |
| 2540 | Long-term borrowings | | | 3,980 | - | | - | - |
| 2570 | Deferred income tax liabilities | 6(27) | | - | - | | 2,149 | - |
| 2580 | Non-current lease liabilities | | | 16,479 | - | | 27,929 | - |
| 2600 | Other non-current liabilities | 6(5) | | 1,126 | - | | - | - |
| 25XX | Total non-current liabilities | | | 21,585 | - | | 461,467 | 4 |
| 2XXX | Total liabilities | | | 3,450,229 | 32 | | 3,242,962 | 31 |
| | Equity | | | | | | | |
| | Share capital | 6(16) | | | | | | |
| 3110 | Share capital - common stock | | | 1,182,202 | 11 | | 1,196,172 | 11 |
| | Capital surplus | 6(17) | | | | | | |
| 3200 | Capital surplus | | | 2,618,432 | 23 | | 2,600,733 | 25 |
| | Retained earnings | 6(18) | | | | | | |
| 3310 | Legal reserve | | | 598,016 | 5 | | 396,403 | 4 |
| 3320 | Special reserve | | | 325,709 | 3 | | 168,346 | 2 |
| 3350 | Unappropriated retained earnings | | | 3,259,603 | 30 | | 3,192,547 | 31 |
| | Other equity interest | 6(19) | | | | | | |
| 3400 | Other equity interest | | (| 257,069) (| 2) | (| 421,126) (| 4) |
| 3500 | Treasury shares | 6(16) | (| 226,857) (| 2) | | | - |
| 3XXX | Total equity | | | 7,500,036 | 68 | | 7,133,075 | 69 |
| 3X2X | Total liabilities and equity | | \$ | 10,950,265 | 100 | \$ | 10,376,037 | 100 |

| | | | | Years ended December 31, | | | | | | | |
|--------------|--|---------------------------------|------------|--------------------------|-------|------------|--------------|------------|--|--|--|
| | | | | 2020 | | | 2019 | | | | |
| | Items | Notes | | AMOUNT | % | | AMOUNT | % | | | |
| 4000 5000 | Sales revenue Operating costs | 6(20) and 7 6(4)(14)(25)(26) | \$ | 6,068,526 | 100 | \$ | 6,332,067 | 100 | | | |
| | 1 8 | and 7 | (| 3,439,476)(| 57 |) (| 4,134,552)(| 66) | | | |
| 5900 | Net operating margin | | ` <u> </u> | 2,629,050 | 43 | | 2,197,515 | 34 | | | |
| 5910 | Unrealized profit from sales | 6(5) | (| 264,433) (| |) (| 136,040) (| 2) | | | |
| 5920 | Realized profit on from sales | 6(5) | , | 136,040 | 2 | | 185,417 | 3 | | | |
| 5950 | Net operating margin | ~ / | | 2,500,657 | 41 | | 2,246,892 | 35 | | | |
| | Operating expenses | 6(14)(25)(26) | | | | | | | | | |
| 6100 | Selling expenses | | (| 270,179)(| 4 |) (| 317,406)(| 5) | | | |
| 6200 | General and administrative | | , | | | | , , , , , | , | | | |
| | expenses | | (| 515,748)(| 8 |) (| 547,548)(| 9) | | | |
| 6300 | Research and development | | | , , , , , | | | , , , , | , , | | | |
| | expenses | | (| 397,896)(| 7 |) (| 402,466)(| 6) | | | |
| 6000 | Total operating expenses | | (| 1,183,823) (| 19 |) (| 1,267,420) (| 20) | | | |
| 6900 | Operating profit | | ` | 1,316,834 | 22 | <u> </u> | 979,472 | 15 | | | |
| | Non-operating income and | | | | | | | | | | |
| | expenses | | | | | | | | | | |
| 7100 | Interest income | 6(21) | | 374 | - | | 3,484 | - | | | |
| 7010 | Other income | 6(22) and 7 | | 104,047 | 1 | | 238,862 | 4 | | | |
| 7020 | Other gains and losses | 6(23) | (| 586) | - | (| 8,643) | - | | | |
| 7050 | Finance costs | 6(24) | (| 13,009) | - | (| 4,060) | - | | | |
| 7070 | Share of profit of associates and joint ventures accounted for | 6(5) | | | | | | | | | |
| | using equity method, net | | | 669,481 | 11 | | 1,015,670 | 16 | | | |
| 7000 | Total non-operating income | | | | | | 1,012,070 | 10 | | | |
| , | and expenses | | | 760,307 | 12 | | 1,245,313 | 20 | | | |
| 7900 | Profit before income tax | | | 2,077,141 | 34 | | 2,224,785 | 35 | | | |
| 7950 | Income tax expense | 6(27) | (| 238,349) (| 4 |) (| 208,656) (| <u>3</u>) | | | |
| 8200 | Profit for the year | •(=-) | <u>\$</u> | 1,838,792 | 30 | <u>\$</u> | 2,016,129 | 32 | | | |
| | Other comprehensive income | | Ψ | 1,000,772 | | Ψ | 2,010,125 | | | | |
| | (loss) | | | | | | | | | | |
| | Components of other | | | | | | | | | | |
| | comprehensive income that will | | | | | | | | | | |
| | be reclassified to profit or loss | | | | | | | | | | |
| 8361 | Financial statements translation | 6(5)(19) | | | | | | | | | |
| 0001 | differences of foreign operations | | \$ | 81,009 | 2 | (\$ | 157,363)(| 3) | | | |
| 8300 | Other comprehensive income | | Ψ | 01,009 | | <u>(</u> Ψ | <u> </u> | <u> </u> | | | |
| 0200 | (loss) for the year | | \$ | 81,009 | 2 | (<u></u> | 157,363)(| 3) | | | |
| 8500 | Total comprehensive income for | | | · · · · · · | | | / ``/```_ | ŕ | | | |
| | the year | | \$ | 1,919,801 | 32 | \$ | 1,858,766 | 29 | | | |
| | Earnings per share (In dollars) | | | | | | | | | | |
| 9750 | Basic earnings per share | 6(28) | \$ | | 15.69 | \$ | | 17.02 | | | |
| 9850 | Diluted earnings per share | 6(28) | \$ | | 15.37 | \$ | | 16.63 | | | |
| | | | | | | | | | | | |

| 900 CCL 3 \$ | <u>\$ 2,016,129</u> | (157,363) | 1,858,766 | | | | | (718,253) | 76 660 | 000,00 | 66,052 | 166, 353 | (379) | \$7,133,075 | |
|---|--|---|-----------------------------------|---------------------------------|---------------|-----------------|-----------------|----------------|----------------------------|----------------|--|----------------------|--|------------------------------|-------------|
| ÷ | · · | | ' | | | ' | • | | | | | ı | | ' \$ | |
| | (<u>-</u> | | ' | | ı | | | | | | | 90,992) | | (\$ 95,417) | |
| \$7 < 9L5 11 | <u>(0/c,11</u> | | | | | | | | | 1 | | - | | 11,576) (\$ | |
| (300 0 - 3) (925 11 - 3) (022 731 - 3) | <u>()</u> (<u>)</u> (<u>)</u> (<u>+</u>) | (157,363) | (157,363) | | | | | | | | ı | | | (\$ 314,133) (\$ | |
| 121 APC C\$ | $\frac{22,2/0,431}{2,016,129}$ | I | 2,016,129 | | (179,490) | (47,980) | (153,911) | (718,253) | | | | | (379) | \$3,192,547 | |
| 996 UCI \$ | - 120, 000 | I | ' | | | 47,980 | | | | | | | | \$ 168,346 | (Continued) |
| ¢ 716 013 | | I | | | 179,490 | | | ı | | | | | , | \$ 396,403 | (Con |
| 120 33C C\$ | - | ı | ' | | | | | ' | 180 | 001,10 | 64,207 | 248,475 | | \$2,600,733 | |
| 9 122 0 | <u>, c (, c (</u> | | | | | • | • | | < 00F | 470) | 3,335) | | | ' \$ | |
| | • 1,022,321 | ı | ' | | | | 153,911 | | 2 000 |) 060,0 | 5,180 (| 8,870 | | \$1,196,172 | |
| | 6(10) | (6 1 J) | | | | | | | 6(16)(17) | | 6(12)(16) | 6(16)(19)(26) | 6(5) | | |
| For the year ended December 31, 2019 Belance of Lonuner 1, 2010 | Profit for the year Other commentantic loss for the | Outer comprehensive loss for the o(19) year | Total comprehensive income (loss) | Appropriations of 2018 earnings | Legal reserve | Special reserve | Stock dividends | Cash dividends | Exercise of employee stock | purchase plans | Conversion of convertible bonds into shares | Share-based payments | Adjustment not proportionately to shareholdino ratio | Balance at December 31, 2019 | |

| $\frac{\$7,133,075}{1,838,792}$ | $\frac{81,009}{1,919,801}$ | - - (1,040,622) | 36,106 | ~ |) (664,895) - - <u>-</u> - <u>-</u> |
|---|--|---|--|---|--|
| ∽ | | | · | | $\begin{array}{ccc} (& 664, 895 \\ & 438, 038 \\ \hline (\$ & 226, 857 \\ \end{array})$ |
| $(\frac{\$}{1}, \frac{95,417}{-})$ | | | | 83,048 - | - - (<u>\$ 12,369</u>) |
| <u>\$ 11,576</u>) | | | · | | - - \$ 11,576 |
| $(\frac{1}{2}, \frac{314, 133}{-})$ $(\frac{11, 576}{-})$ $(\frac{10, 95, 417}{-})$ | 81,009 81,009 | | · | | - - - (<u>\$ 233,124</u>) (|
| $\frac{\$3,192,547}{1,838,792}$ | $\frac{1}{1,838,792}$ | (201,613) (157,363) (1,040,622) | | | $(\frac{372,138}{\$3,259,603})$ |
| <u>\$ 168,346</u> | | - 157,363 - | ı | | - - \$ 325,709 |
| <u>\$ 396,403</u> | | 201,613 - - | | | - - \$ 598,016 |
| <u>\$2,600,733</u> - | | | 29,856 | 33,743 - | $(\frac{45,900}{\$2,618,432})$ |
| · ا ج | | | · | | · · · |
| <u>\$1,196,172</u> | | | 6,250 | - 220) | $(\frac{20,000}{\$1,182,202})$ |
| | 0(1)) T | | 6(15)(16) 6(15)(19)(| 26) f 6(16) | 6(16) 6(16) |
| 2020 Balance at January 1, 2020 Profit for the year | Unter comprehensive income for $0(19)$ the year Total comprehensive income | Appropriations of 2019 earnings Legal reserve Special reserve Cash dividends | Exercise of employee stock purchase plans Share-based payments | 26) Proceeds from capital reduction of 6(16) restricted stocks to employees | Purchase of treasury shares Retirement of treasury shares Balance at December 31, 2020 |

- 21 -

| CASH FLOWS FROM OPERATING ACTIVITIES Profit before tax | | \$ | 2,077,141 | \$ | 2,224,785 |
|---|-------------|-----|-----------|------------|---|
| Adjustments | | Ψ | 2,077,111 | Ψ | 2,221,703 |
| Adjustments to reconcile profit (loss) | | | | | |
| Net gain on financial assets at fair value through | 6(10)(23) | | | | |
| profit or loss | -(-)(-) | (| 509) | (| 125) |
| Gain on disposal of property, plant and | 6(23) | , | , | × | , |
| equipment | 、 , | (| 180) | | - |
| Share of profit of subsidiaries accounted for | 6(5) | × × | / | | |
| under equity method | () | (| 669,481) | (| 1,015,670) |
| Unrealized profit from sales | 6(5) | × × | 128,393 | Ì | 49,377) |
| Depreciation | 6(6)(7)(25) | | 227,203 | × | 176,572 |
| Amortisation | 6(8)(25) | | 13,911 | | 11,575 |
| Interest income | 6(21) | (| 374) | (| 3,484) |
| Dividend income | 6(22) | Ì | 149) | | 242) |
| Interest expense | 6(24) | × × | 13,009 | | 4,060 |
| Compensation cost arising from employee stock | 6(15)(26) | | 10,000 | | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |
| options | | | 116,791 | | 157,483 |
| Profit from lease modifications | 6(23) | (| 42) | | - |
| Changes in operating assets and liabilities | 、 , | , | , | | |
| Changes in operating assets | | | | | |
| Notes receivable | | (| 12,713) | | 40 |
| Accounts receivable | | × × | 13,115 | (| 29,473) |
| Accounts receivable - related parties | | (| 135,918) | × | 310,147 |
| Other receivables | | Ì | 8,445) | | 15,501 |
| Other receivables - related parties | | × × | 59,270 | (| 46,869) |
| Inventories | | | 308,455 | ì | 150,192) |
| Prepayments | | | 116,551 | ì | 69,014) |
| Other current assets | | | 644 | Ì | 4,742) |
| Changes in operating liabilities | | | | × | .,, |
| Contract liabilities - current | | (| 554,048) | | 581,799 |
| Notes payable | | Ì | 1,170) | (| 249,798) |
| Accounts payable | | Ì | 176,963) | | 380,969) |
| Accounts payable - related parties | | Ì | 17,057) | ` | 52,824 |
| Other payables | | Ì | 78,203) | | 156,909 |
| Other current liabilities | | × × | 18,033 | (| 27,032) |
| Other payables - related parties | | (| 10,627) | í | 8,309) |
| Cash inflow generated from operations | | \ | 1,426,637 | \ | 1,656,399 |
| Interest received | | | 374 | | 3,682 |
| Dividends received | | | 149 | | 242 |
| Interest paid | | (| 9,557) | (| 331) |
| Income tax paid | | (| 22,041) | ì | 171,272) |
| Net cash flows from operating activities | | \ | 1,395,562 | ` <u> </u> | 1,488,720 |
| The cush no no non operating derivities | | | 1,000,002 | | 1,100,720 |

(Continued)

| Increase in investments accounted for under equity | 6(5) | | | | |
|---|-------|-----|------------|-----|------------|
| method | | (\$ | 35,267) | (\$ | 15,626) |
| Acquisition of property, plant and equipment | 6(29) | (| 100,807) | (| 251,401) |
| Proceeds from disposal of property, plant and | | | | | |
| equipment | | | 416 | | - |
| Acquisition of intangible assets | 6(8) | (| 7,856) | (| 15,153) |
| Acquisition of financial assets at fair value through | 6(10) | | | | |
| profit or loss | | (| 134,893) | | - |
| Increase in financial assets at amortised cost | 6(1) | (| 176,953) | | - |
| Increase in prepayments for purchase of equipment | | (| 653,842) | (| 1,137,961) |
| Increase in refundable deposits | | (| 1,472) | (| 5,408) |
| (Increase) decrease in other non-current assets | | (| 217) | | 24,026 |
| Net cash flows used in investing activities | | (| 1,110,891) | (| 1,401,523) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| Repayments of short-term borrowings | | (| 3,111,636) | (| 450,000) |
| Proceeds from short-term borrowings | | | 3,987,970 | | 650,000 |
| Lease liabilities paid | 6(7) | (| 13,360) | (| 13,542) |
| Proceeds from long-term borrowings | | | 3,980 | | - |
| Cash dividends paid | | (| 1,040,622) | (| 718,253) |
| Employee stock options | | | 36,106 | | 36,650 |
| Proceeds from issuance of restricted stock | 6(15) | | - | | 8,870 |
| Acquisition of treasury shares | 6(16) | (| 664,895) | | - |
| Unvested redeemed stocks from restricted stocks to | 6(16) | | | | |
| employees | | (| 220) | | - |
| Net cash flows used in financing activities | | (| 802,677) | (| 486,275) |
| Net decrease in cash and cash equivalents | | (| 518,006) | (| 399,078) |
| Cash and cash equivalents at beginning of year | 6(1) | | 1,025,245 | | 1,424,323 |
| Cash and cash equivalents at end of year | 6(1) | \$ | 507,239 | \$ | 1,025,245 |

INDEPENDENT AUDITORS' REPORT TRANSLATED FROM CHINESE

To the Board of Directors and Shareholders of TCI CO., LTD.

Opinion

We have audited the accompanying consolidated balance sheets of TCI CO., LTD. and subsidiaries (the "Group") as at December 31, 2020 and 2019, and the related consolidated statements of comprehensive income, of changes in equity and of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission.

Basis for opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and generally accepted auditing standards 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 Group in accordance with the Norm of Professional Ethics for Certified Public Accountant of the Republic of China, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group's 2020 consolidated financial statements. These matters were addressed in the context of our audit of the consolidated financial statements as a whole and, in forming our opinion thereon, we do not provide a separate opinion on these matters.

Key audit matters for the Group's 2020 consolidated financial statements are stated as follows:

Existence and occurrence of top ten customers

Description

The Group's sales revenue arises mainly from manufacturing and sales of health foods and cosmetics. Customers are mostly direct marketing companies in Europe and Asia and cosmetic companies.

With the expansion of direct marketing companies in Europe and Asia, the sales revenue arising from such transactions has become a major operating item of the Group. And the sales revenue from top ten customers represents a significant portion of operating income to the consolidated financial statements. Because of the rapid development in the internet sales market, more time and resources were required in performing the audit procedures. Thus, we consider the existence and occurrence of top ten customers as a key audit matter.

Please refer to Note 4(30) for accounting policies on revenue recognition and Note 6(21) for details of sales revenue.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

- 1. Understanding and testing the internal control procedures of the top ten customers and testing the effectiveness of internal control related to sales revenue.
- 2. Selecting samples from sales transactions of the top ten customers and comparing against orders and delivery bills to confirm whether the sales transactions did occur.
- 3. Examining sales returns and discounts from the top ten customers after the balance sheet date to confirm the existence of sales revenue.

Allowance for inventory valuation losses

Description

The Group is primarily engaged in developing, manufacturing and sales of health foods and cosmetics. As these kinds of products are substituted easily and have a highly competitive nature in the market, there is higher risk of incurring inventory valuation losses or obsolescence. The Group recognises inventories at the lower of cost and net realisable value. For those inventory with ages over a certain period and individually recognised as obsolete inventories, the net realisable value is calculated based on the inventory closeout and historical data of discounts.

Considering that the market demand has changed, the Group rapidly reinvents its products. As the determination of the net realisable value used in the valuation of obsolete inventories involves subjective judgement and uncertainty, and considering the allowance for inventory valuation losses is material to the financial statements, we consider the allowance for inventory valuation losses a key audit matter.

Please refer to Note 4(13) for accounting policy on inventory valuation and Note 6(4) for details of allowance for inventory valuation losses.

How our audit addressed the matter

Our audit procedures in respect of the above key audit matter included:

- 1. Understanding the operations and industry of the Group to assess the reasonableness of policies and procedures on allowance for inventory valuation losses, including inventory classification, the degree of inventory closeout and historical data source of price discounts, and the reasonableness of the guidelines for obsolete and slow-moving inventory.
- 2. Understanding the inventory management process, participating and examining annual physical counts to assess the effectiveness of management's classification and controls over obsolete and slow-moving inventory, and verifying whether it was in agreement with obsolete inventory lists.
- 3. Evaluating the reasonableness of the logic of inventory aging statements used in valuation to confirm whether the information on such statements is in agreement with its policies.
- 4. Interviewing management and reviewing sales after balance sheet date to assess the reasonableness of allowance for inventory valuation losses.

Other matter – Parent company only financial reports

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

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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and the International Financial Reporting Standards, International Accounting Standards, IFRIC Interpretations, and SIC Interpretations as endorsed by the Financial Supervisory Commission, 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 Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group 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 Group's financial reporting process.

Auditors' responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the generally accepted auditing standards 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 the generally accepted auditing standards 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 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 Group's internal control.
- 3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- 4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group 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 on the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Hsu, Ming-Chuan Chih, Ping-Chiun

For and on behalf of PricewaterhouseCoopers, Taiwan

March 8, 2021

As the financial statements are the responsibility of the management, PricewaterhouseCoopers 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.

The accompanying consolidated financial statements are not intended to present the financial position and results of operations and cash flows in accordance with accounting principles generally accepted in countries and jurisdictions other than the Republic of China. The standards, procedures and practices in the Republic of China governing the audit of such financial statements may differ from those generally accepted in countries and jurisdictions other than the Republic of China. Accordingly, the accompanying consolidated financial statements and independent auditors' report 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.

| | | | | December 31, 2020 | | | December 31, 2019 | |
|------|--|-------------|----|-------------------|-----|----|-------------------|-----|
| | Assets | Notes | | AMOUNT | % | | AMOUNT | % |
| | Current assets | | | | | | | |
| 1100 | Cash and cash equivalents | 6(1) | \$ | 4,856,361 | 41 | \$ | 3,848,194 | 36 |
| 1110 | Financial assets at fair value through | 6(12) | | | | | | |
| | profit or loss - current | | | 135,402 | 1 | | - | - |
| 1136 | Current financial assets at amortised | 6(1) and 8 | | | | | | |
| | cost | | | 395,803 | 3 | | 433,490 | 4 |
| 1150 | Notes receivable, net | 6(3) | | 15,669 | - | | 5,840 | - |
| 1170 | Accounts receivable, net | 6(3) | | 619,844 | 5 | | 601,553 | 6 |
| 1180 | Accounts receivable - related parties | 7 | | 2,605 | - | | 1,610 | - |
| 1200 | Other receivables | | | 56,952 | 1 | | 18,500 | - |
| 1220 | Current income tax assets | 6(28) | | 2,281 | - | | 3,807 | - |
| 130X | Inventories | 6(4) | | 649,244 | 5 | | 1,084,323 | 10 |
| 1410 | Prepayments | 6(5) | | 174,754 | 2 | | 273,066 | 2 |
| 1470 | Other current assets | | | 35,940 | | | 29,972 | |
| 11XX | Total current assets | | | 6,944,855 | 58 | | 6,300,355 | 58 |
| | Non-current assets | | | | | | | |
| 1517 | Non-current financial assets at fair | 6(2) | | | | | | |
| | value through other comprehensive | | | | | | | |
| | income | | | 25,848 | - | | 25,848 | - |
| 1550 | Investments accounted for using | 6(6) | | | | | | |
| | equity method | | | 1,900 | - | | - | - |
| 1600 | Property, plant and equipment | 6(7) | | 3,714,190 | 31 | | 2,488,439 | 23 |
| 1755 | Right-of-use assets | 6(8) | | 113,026 | 1 | | 110,857 | 1 |
| 1780 | Intangible assets | 6(9) | | 22,239 | - | | 31,196 | - |
| 1840 | Deferred income tax assets | 6(28) | | 59,758 | 1 | | 34,199 | 1 |
| 1900 | Other non-current assets | 6(10) and 8 | | 1,083,042 | 9 | | 1,837,724 | 17 |
| 15XX | Total non-current assets | | | 5,020,003 | 42 | | 4,528,263 | 42 |
| 1XXX | Total assets | | \$ | 11,964,858 | 100 | \$ | 10,828,618 | 100 |
| | | | Ψ | 11,701,000 | 100 | Ψ | 10,020,010 | 100 |

(Continued)

| | | | | December 31, 2020 | | _ | December 31, 2019 | |
|------|--|-------|----|-------------------|-----|----|-------------------|-----|
| | Liabilities and Equity | Notes | | AMOUNT | % | | AMOUNT | % |
| | Current liabilities | | | | | | | |
| 2100 | Short-term borrowings | 6(11) | \$ | 1,076,334 | 9 | \$ | 200,000 | 2 |
| 2130 | Current contract liabilities | 6(21) | | 653,708 | 5 | | 579,789 | 5 |
| 2150 | Notes payable | | | 1,944 | - | | 3,115 | - |
| 2170 | Accounts payable | | | 728,508 | 6 | | 920,869 | 9 |
| 2180 | Accounts payable - related parties | 7 | | 12,309 | - | | 29,278 | - |
| 2200 | Other payables | 6(13) | | 855,157 | 7 | | 1,083,081 | 10 |
| 2230 | Current income tax liabilities | 6(28) | | 456,175 | 4 | | 238,430 | 2 |
| 2280 | Current lease liabilities | | | 30,635 | - | | 38,499 | 1 |
| 2320 | Long-term liabilities, current portion | 6(14) | | 434,268 | 4 | | - | - |
| 2399 | Other current liabilities, others | | | 56,458 | 1 | | 37,071 | - |
| 21XX | Total current liabilities | | | 4,305,496 | 36 | | 3,130,132 | 29 |
| | Non-current liabilities | | | | | | | |
| 2530 | Corporate bonds payable | 6(14) | | - | - | | 431,389 | 4 |
| 2540 | Long-term borrowings | | | 3,980 | - | | - | - |
| 2570 | Deferred income tax liabilities | 6(28) | | 441 | - | | 3,030 | - |
| 2580 | Non-current lease liabilities | | | 54,666 | 1 | | 44,888 | - |
| 2600 | Other non-current liabilities | | | 11,872 | - | | 11,678 | - |
| 25XX | Total non-current liabilities | | | 70,959 | 1 | | 490,985 | 4 |
| 2XXX | Total liabilities | | | 4,376,455 | 37 | | 3,621,117 | 33 |
| | Equity attributable to owners of | | | | | | | |
| | parent | | | | | | | |
| | Share capital | 6(17) | | | | | | |
| 3110 | Share capital - common stock | | | 1,182,202 | 10 | | 1,196,172 | 11 |
| | Capital surplus | 6(18) | | | | | | |
| 3200 | Capital surplus | | | 2,618,432 | 21 | | 2,600,733 | 24 |
| | Retained earnings | 6(19) | | | | | | |
| 3310 | Legal reserve | | | 598,016 | 5 | | 396,403 | 4 |
| 3320 | Special reserve | | | 325,709 | 3 | | 168,346 | 2 |
| 3350 | Unappropriated retained earnings | | | 3,259,603 | 27 | | 3,192,547 | 29 |
| | Other equity interest | 6(20) | | | | | | |
| 3400 | Other equity interest | | (| 257,069) (| 2) | (| 421,126) (| 4) |
| 3500 | Treasury shares | 6(17) | (| 226,857) (| 2) | | - | - |
| 31XX | Equity attributable to owners of | | | | | | | |
| | the parent | | | 7,500,036 | 62 | | 7,133,075 | 66 |
| 36XX | Non-controlling interest | | | 88,367 | 1 | | 74,426 | 1 |
| 3XXX | Total equity | | | 7,588,403 | 63 | | 7,207,501 | 67 |
| | Significant contingent liabilities and | 9 | | | | | | |
| | unrecognised contract commitments | | | | | | | |
| | Significant events after the balance | 11 | | | | | | |
| | sheet date | | | | | | | |
| 3X2X | Total liabilities and equity | | \$ | 11,964,858 | 100 | \$ | 10,828,618 | 100 |

| | | | Years ended December 31 | | | | | |
|------|-------------------------------------|------------------|-------------------------|--------------|-------|-----------|-------------|--------------|
| | | | | 2020 | | | 2019 | |
| | Items | Notes | | AMOUNT | % | | AMOUNT | % |
| 4000 | Sales revenue | 6(21) | \$ | 8,223,851 | 100 | \$ | 9,566,132 | 100 |
| 5000 | Operating costs | 6(4)(15)(26)(27) | (| 4,634,123) (| 56 |) (| 5,550,645)(| <u>58</u>) |
| 5900 | Net operating margin | | | 3,589,728 | 44 | | 4,015,487 | 42 |
| | Operating expenses | 6(15)(26)(27) | | | | | | |
| 6100 | Selling expenses | | (| 504,761)(| 6 |) (| 606,357)(| 7) |
| 6200 | General and administrative | | | | | | | |
| | expenses | | (| 591,352)(| 7 |) (| 693,796)(| 7) |
| 6300 | Research and development | | | | | | | |
| | expenses | | (| 497,208)(| 6 |) (| 510,846)(| 5) |
| 6450 | Expected credit impairment loss | | | 21,398 | | (| 2,171) | - |
| 6000 | Total operating expenses | | (| 1,571,923)(| 19 |) (| 1,813,170)(| <u> 19</u>) |
| 6900 | Operating profit | | | 2,017,805 | 25 | | 2,202,317 | 23 |
| | Non-operating income and | | | | | | | |
| | expenses | | | | | | | |
| 7100 | Interest income | 6(22) | | 74,914 | 1 | | 59,772 | - |
| 7010 | Other income | 6(23) | | 118,223 | 1 | | 162,002 | 2 |
| 7020 | Other gains and losses | 6(24) | | 852 | - | (| 13,886) | - |
| 7050 | Finance costs | 6(25) | (| 13,573) | - | (| 4,974) | - |
| 7000 | Total non-operating income | | | | | | | |
| | and expenses | | | 180,416 | 2 | | 202,914 | 2 |
| 7900 | Profit before income tax | | | 2,198,221 | 27 | | 2,405,231 | 25 |
| 7950 | Income tax expense | 6(28) | (| 345,483) (| 4 | | 367,265)(| <u>4</u>) |
| 8200 | Profit for the year | | \$ | 1,852,738 | 23 | \$ | 2,037,966 | 21 |
| | Other comprehensive income | | | | | | | |
| | Other comprehensive income | | | | | | | |
| | (loss) that will be reclassified to | | | | | | | |
| | profit or loss | | | | | | | |
| 8361 | Financial statements translation | 6(20) | | | | | | |
| | differences of foreign operations | | \$ | 81,004 | 1 | (<u></u> | 157,509)(| <u> </u> |
| 8300 | Total other comprehensive | | | | | | | |
| | income (loss) for the year | | \$ | 81,004 | 1 | (<u></u> | 157,509)(| 1) |
| 8500 | Total comprehensive income for | | | | | | | |
| | the year | | \$ | 1,933,742 | 24 | \$ | 1,880,457 | 20 |
| | Profit attributable to: | | | | | | | |
| 8610 | Owners of the parent | | \$ | 1,838,792 | 23 | \$ | 2,016,129 | 21 |
| 8620 | Non-controlling interest | | | 13,946 | - | | 21,837 | - |
| | | | \$ | 1,852,738 | 23 | \$ | 2,037,966 | 21 |
| | Comprehensive income attributable | | | | | | | |
| | to: | | | | | | | |
| 8710 | Owners of the parent | | \$ | 1,919,801 | 24 | \$ | 1,858,766 | 20 |
| 8720 | Non-controlling interest | | | 13,941 | - | | 21,691 | _ |
| | | | \$ | 1,933,742 | 24 | \$ | 1,880,457 | 20 |
| | | | | | | | | |
| | Basic earnings per share (In | 6(29) | | | | | | |
| | dollars) | | | | | | | |
| 9750 | Basic earnings per share | | \$ | | 15.69 | \$ | | 17.02 |
| 9850 | Diluted earnings per share | | \$ | | 15.37 | \$ | | 16.63 |
| | | | <u> </u> | | | <u>,</u> | | |

| For the year ended December 31, 2019 | | 100 000 1 0 | | | 610 210 ¢ | 770 UCI # | | 1 OLL 731 47 | 2023 II 47 | | ÷ | 700 CVL 3 4 | ¢ 4 € 1 € 6 | | |
|---|---------------|-------------|--------|--------------|------------|-------------|--|-----------------------|---------------------|---|-----|--------------|--------------------------|---------------------------------|--|
| Profit for the year | | 4 1,022,321 | | | | | $\frac{4}{2}$, 2, 2/0, 431 2, 016, 129 | $(\frac{0/1,001}{2})$ | (<u>0/c,11 ¢</u>) | $\left(\frac{0.01}{0.000}\right) \left(\frac{0.01}{0.0000}\right) \left(\frac{0.01}{0.0000}\right) \left(\frac{0.01}{0.00000}\right)$ | ¢ ' | 2,016,129 | $\frac{440,100}{21,837}$ | $\frac{4.5,109,042}{2,037,966}$ | |
| Other comprehensive loss for the | | | | | | | | | | | | | | | |
| | | ' | ' | ' | ' | ' | ' | (157,363) | ' | ' | | (157,363) | (146) | (157,509) | |
| Total comprehensive income (loss) (| 6(20) | | 1 | | | | 2,016,129 | (157,363) | 1 | ' | 1 | 1,858,766 | 21,691 | 1,880,457 | |
| Appropriations of 2018 camings | | | | | | | | | | | | | | | |
| Legal reserve | | ' | ' | | 179,490 | | (179,490) | | ' | | | | | | |
| Special reserve | | ' | ' | | | 47,980 | (47,980) | | | | | | | | |
| Stock dividends | | 153,911 | ' | | | ' | (153,911) | | ' | | | • | | | |
| Cash dividends | | • | ' | | • | ' | (718,253) | | | | | (718,253) | | (718,253) | |
| Exercise of employee stock purchase plans | | 5,890 | (420) | 31,180 | | | | | | | | 36,650 | | 36,650 | |
| Conversion of convertible bonds into 6(14)(17) shares | 6(14)(17) | 5.180 | | | | | | | | | , | 66.052 | | 66.052 | |
| based payments | 6(16)(17)(20) | 8,870 | | 248,475 | , | ı | , | ı | ' | (90,992) | , | 166,353 | · | 166,353 | |
| ionately to | | | ı | , | , | ı | (379) | | , | | | (379) | 379 | , | |
| Increase in non-controlling interests | | ' | ' | | ' | ' | | | ' | | | • | 7,200 | 7,200 | |
| Balance at December 31, 2019 | | \$1,196,172 | * | \$ 2,600,733 | \$ 396,403 | \$168,346 | \$ 3,192,547 | (\$314,133) | (\$ 11,576) | (\$ 95,417) | • | \$ 7,133,075 | \$74,426 | \$ 7,207,501 | |
| | | | | | | (Continued) | nued) | | | | | | | | |

- 33 -

| \$74,426 \$ 7,207,501 | | ~ | 13,941 1,933,742 | l | | | - (1,040,622) | | - 36,106 | - 116,791 | | - (664.895) | | \$88,367 \$ 7,588,403 |
|--|---------------------|--|----------------------------|---------------------------------|---------------|-----------------|-----------------|-------------------------------------|----------|----------------------|--|-----------------------------|-------------------------------|------------------------------|
| \$ 7,133,075 | | 81,009 (| 1,919,801 | | | | (1,040,622) | | 36,106 | 116,791 | (0.00) | (664.895) | | \$ 7,500,036 |
| ، ج | ' | ı | ' | | ı | ' | ' | | ' | ' | | (664.895) | 438,038 | (\$226,857) |
| (\$ 95,417) | ' | ı | ' | | I | , | | | | 83,048 | | | ı | (\$ 12,369) |
| \$314,133) (\$ 11,576) (\$ 95,417) | ' | ı | ' | | | , | | | • | , | | | , | \$ 11,576) |
| (\$314,133) (| ' | 81,009 | 81,009 | | , | , | | | , | , | | | ı | (\$233,124) (|
| \$ 3,192,547 | 1,838,792 | , | 1,838,792 | | (201,613) | (157,363) | (1,040,622) | | | , | , | | (372,138) | \$ 3,259,603 |
| \$168,346 | ' | ı | ' | | 1 | 157,363 | | | | ' | | | 1 | \$325,709 |
| \$ 396,403 | ' | ı | ' | | 201,613 | , | | | | , | | | 1 | \$ 598,016 |
| \$ 2,600,733 | ' | I | ' | | | , | | | 29,856 | 33,743 | | | (45,900) | \$ 2,618,432 |
| ۰ ج | ' | ı | ' | | ı | , | ' | | ' | , | | ' | I | ' ج |
| \$ 1,196,172 | | | ' | | | | | | 6,250 | | (066) | | (20,000) | \$1,182,202 |
| 0 | | | 6(20) | | | | | | | 6(16)(20) | 6(17) | 6(17) | 6(17) | |
| For the year ended December 31, 2020 Balance at January 1, 2020 | Profit for the year | Other comprehensive income (loss) for the year | Total comprehensive income | Appropriations of 2019 earnings | Legal reserve | Special reserve | Cash dividends | Exercise of employee stock purchase | plans | Share-based payments | Proceeds from capital reduction of restricted stocks to employees | Purchase of treasury shares | Retirement of treasury shares | Balance at December 31, 2020 |

| rofit before tax | | \$ | 2,198,221 | \$ | 2,405,231 |
|--|-------------|----|-----------|------------|-----------|
| djustments | | | | | |
| Adjustments to reconcile profit (loss) | | | | | |
| Expected credit impairment (gain) loss | 12(2) | (| 21,398) | | 2,171 |
| Net gain on financial assets at fair value through | 6(12)(24) | | | | |
| profit or loss | | (| 509) | (| 125 |
| Loss on disposal of property, plant and | 6(24) | | | | |
| equipment | | | 222 | | 3,657 |
| Depreciation | 6(7)(8)(26) | | 320,315 | | 255,118 |
| Amortisation | 6(9)(26) | | 16,908 | | 14,223 |
| Interest income | 6(22) | (| 74,914) | (| 59,772 |
| Dividend income | 6(23) | (| 149) | (| 242 |
| Interest expense | 6(25) | | 13,573 | | 4,974 |
| Compensation cost arising from employee stock | 6(16)(27) | | | | , |
| options | | | 116,791 | | 157,483 |
| Profit from lease modification | 6(8)(24) | (| 42) | | - |
| Changes in operating assets and liabilities | | | , | | |
| Changes in operating assets | | | | | |
| Notes receivable | | (| 9,829) | | 19,076 |
| Accounts receivable | | | 3,107 | (| 78,833 |
| Accounts receivable - related parties | | (| 995) | Ì | 1,610 |
| Other receivables | | Ì | 38,452) | | 19,586 |
| Inventories | | , | 435,079 | | 203,496 |
| Prepayments | | | 98,312 | (| 47,234 |
| Other current assets | | (| 5,968) | , | 13,657 |
| Changes in operating liabilities | | , | | | , |
| Contract liabilities - current | | | 73,919 | (| 649,852 |
| Notes payable | | (| 1,171) | (| 250,086 |
| Accounts payable | | (| 192,361) | | 417,504 |
| Accounts payable - related parties | | (| 16,969) | × | 29,278 |
| Other payables | | (| 147,374) | | 213,683 |
| Other current liabilities | | , | 19,387 | (| 23,792 |
| Cash inflow generated from operations | | | 2,785,703 | \ | 1,812,583 |
| Interest received | | | 74,914 | | 59,968 |
| Dividends received | | | 149 | | 242 |
| Interest paid | | (| 9,557) | (| 441 |
| Income tax paid | | (| 154,443) | (| 406,850 |
| Net cash flows from operating activities | | \ | 2,696,766 | ` <u> </u> | 1,465,502 |

(Continued)

| CASH FLOWS FROM INVESTING ACTIVITIES | | | | | |
|---|-------|-----|------------|-----|------------|
| Acquisition of property, plant and equipment | 6(31) | (\$ | 119,394) | (\$ | 273,429) |
| Proceeds from disposal of property, plant and | | | | | |
| equipment | | | 416 | | 3,446 |
| Increase in refundable deposits | 6(10) | (| 5,389) | (| 7,211) |
| Acquisition of intangible assets | 6(9) | (| 7,948) | (| 15,563) |
| Net cash flows from business combination | 6(30) | | - | | 498 |
| (Increase) decrease in other non-current assets | | (| 15,004) | | 5,779 |
| Acquisition of financial assets at fair value through | | | | | |
| profit or loss | | (| 134,893) | | - |
| Decrease in financial assets at amortised cost | | | 37,687 | | 214,950 |
| Increase in investments accounted for under the | | | | | |
| equity method | | (| 1,900) | | - |
| Increase in prepayments for purchase of equipment | | (| 697,554) | (| 1,352,021) |
| Net cash flows used in investing activities | | (| 943,979) | (| 1,423,551) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | | |
| Proceeds from short-term borrowings | | | 3,987,970 | | 650,000 |
| Repayments of short-term borrowings | | (| 3,115,909) | (| 462,000) |
| Proceeds from long-term borrowings | | | 3,980 | | - |
| Increase (decrease) in guarantee deposits | | | 194 | (| 4) |
| Employee stock options | | | 36,106 | | 36,650 |
| Lease liabilities paid | 6(8) | (| 39,104) | (| 39,158) |
| Cash dividends paid | | (| 1,040,622) | (| 718,253) |
| Proceeds from issuance of restricted stock | 6(16) | | - | | 8,870 |
| Acquisition of treasury shares | 6(17) | (| 664,895) | | - |
| Unvested redeemed stocks from restricted stocks to | 6(17) | | | | |
| employees | | (| 220) | | - |
| Net cash flows used in financing activities | | (| 832,500) | (| 523,895) |
| Exchange rate effect | | | 87,880 | (| 87,407) |
| Net increase (decrease) in cash and cash equivalents | | | 1,008,167 | (| 569,351) |
| Cash and cash equivalents at beginning of year | 6(1) | | 3,848,194 | | 4,417,545 |
| Cash and cash equivalents at end of year | 6(1) | \$ | 4,856,361 | \$ | 3,848,194 |



| | | Unit: NT\$ |
|--|-----------------|-----------------|
| Item | Amou | nt |
| Unappropriated Retained Earnings of Previous Years | | 1,792,949,305 |
| Adjustment to Retained Earnings | _ | - |
| Adjusted Unappropriated Earnings of Previous Years | | 1,792,949,305 |
| Net Income of 2020 | 1,838,791,414 | |
| Disposal (Retirement) of Treasury Shares Debited to Retained Earnings | (372,138,117) | |
| Plus: Inclusion of the net income for the current period plus items other than the net income for the current period into the amount of unappropriated retained earnings for 2020 | 1,466,653,297 | 1,466,653,297 |
| Less: 10% Legal Reserve | | (146,665,330) |
| Plus: Reversal of Appropriated Retained Earnings | _ | 81,009,231 |
| Earnings Available for Distribution | | 3,193,946,503 |
| Distribution Item: | | |
| Cash Dividends to Common Shareholders (NT\$8.88 per share) | (1,040,755,261) | (1,040,755,261) |
| Unappropriated Retained Earnings | _ | 2,153,191,242 |

Chairman: Yung-Hsiang Lin



CEO: Yung-Hsiang Lin



Accounting Manager: Chen-Chen Fu



TCI Co., Ltd. ("The Company")

Table for Comparison of Amendments to the Articles of Incorporation with the Current Version

| Amended Article | Present Article | Legal Sources of the Amendment |
|---|---|------------------------------------|
| | | (or Explanation) |
| Article 2 | Article 2 | The amendment is |
| The scope of business of the Company shall be | The scope of business of the Company shall be | applied to conform to the needs of |
| as follows: | as follows: | |
| | | company operations. |
| 25.A101011 Seedling | 25. ZZ999999 All business items that are not | |
| 26. A101020 Food Crops | prohibited or restricted by law, | |
| 27. A101030 Special Crops | except those that are subject to | |
| 28. A101040 Edible Fungus and Algae | special approval | |
| 29. A102050 Crops Cultivation | | |
| 30. A102060 Grain Commerce | | |
| 31. A201010 Deforestation | | |
| 32. A301030 Aquaculture | | |
| 33. C201010 Prepared Animal Feeds | | |
| <u>Manufacturing</u> | | |
| 34. C201020 Pet Food Processing | | |
| 35. C801110 Fertilizer Manufacturing | | |
| 36. F101050 Wholesale of Aquatic Products | | |
| 37. F101990 Wholesale of Other Agricultural, | | |
| Husbandry and Aquatic Products | | |
| 38. F103010 Wholesale of Animal Feeds | | |
| 39. F106060 Wholesale of Pet Food and | | |
| Appliances | | |
| 40. F107050 Wholesale of Manure | | |
| 41.F201010 Retail Sale of Agricultural | | |
| Products | | |
| 42. F201030 Retail Sale of Aquatic Products | | |
| 43.F201990 Retail Sale of Other Agricultural, | | |
| Husbandry and Aquatic Products | | |
| 44. F202010 Retail Sale of Animal Feeds | | |
| 45. F206050 Retail of Pet Food and | | |
| Appliances | | |
| 46. F207050 Retail Sale of Manure | | |
| 47. J101020 Pathogen Controlling Services | | |
| 48.ZZ99999 All business items that arnot | | |
| prohibited or restricted by | | |
| law, except those that are subject | | |
| to special approval | | |
| Article 6 | Article 6 | The amendment is |
| The total capital stock shall be in the amount of | The total capital stock shall be in the amount of | apllied to conform to |
| NT\$3,000,000,000 and is divided into | NT\$3,000,000,000 and is divided into | legal regulations. |
| 300,000,000 shares at par value of NT\$10.00 per | 300,000,000 shares at parvalue of NT\$10.00 per | |
| share. The Board of Directors is authorized to | share. The Board of Directors is authorized to | |
| issue those undistributed share in installments. | issue those undistributed share in installments. | |

| | | Legal Sources of |
|---|---|---|
| Amended Article | Present Article | the Amendment (or Explanation) |
| Within the total registered capital, in the amount of NT\$100,000,000, divided into10,000,000 shares at par value of NT\$10.00 per share, is reserved to be used in issuing employee stock options and restricted stock- awards , and the reserved capital may be issued in installments according to the resolution of Board of Directors. Article 6-4 | Within the total registered capital, in the amount of NT\$100,000,000, divided into10,000,000 shares at par value of NT\$10.00 per share, is reserved to be used in issuing employee stock options and restricted stock awards, and the reserved capital may be issued in installments according to the resolution of Board of Directors. | (or Explanation) |
| When the company issues new stocks, employees who have taken up shares and restricted stock awards may include employees of affiliated companies who meet certain conditions. | | |
| Article 18-1 When allocating the earnings for each fiscal year if there is earnings after the annual final accounts, the Company shall first offset its losses in previous years and set aside relevant taxes a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled the total capital of the Company; If there is still balance of earning, together with the undistributed earnings (including adjusted undistributed earnings) to calculate earnings distributable and the Board of Directors shall prepare Earnings Distribution Proposal for resolution of Shareholders' Meetingand distribute it after the Resolution of Shareholders' Meeting. In accordance with Article 240 of the Company Act, the Company may authorize the distributable dividends and bonuses, or legal reserve and capital reserve, as stipulated in Article 241 of the Company Act, in whole or in part may be paid in cash after a resolution has been adopted by a majority vote at a meeting of the total number of directors; and in addition, thereto a report of such distribution shall be submitted to the shareholders' meeting. The provisions of the preceding paragraph that shall be resolved by the shareholders' meeting are not applicable. | Article 18-1 When allocating the earnings for each fiscal year if there is earnings after the annual final accounts, the Company shall first offset its losses in previous years and set aside relevant taxes a legal capital reserve at 10% of the earnings left over, until the accumulated legal capital reserve has equaled the total capital of the Company; If there is still balance of earning, together with the undistributed earnings (including adjusted undistributed earnings) to calculate earnings distributable and the Board of Directors shall prepare Earnings Distribution Proposal for resolution of Shareholders' Meetingand distribute it after the Resolution of Shareholders' Meeting. | The amendment is apllied to conform to legal regulations. |
| Article 20 These Articles of Incorporation were constituted on August 8, 1980 and The first amendment on August 16, 1981; | Article 20 These Articles of Incorporation were constituted on August 8, 1980 and The first amendment on August 16, 1981; | This amendment is applied to add the date of new amendments. |

| Amended Article | Present Article | Legal Sources of the Amendment (or Explanation) |
|--|--|---|
| The second amendment on April 20, 1983; | The second amendment on April 20, 1983; | |
| The third amendment on April 24, 1989; | The third amendment on April 24, 1989; | |
| The fourth amendment on October 6, 1989; | The fourth amendment on October 6, 1989; | |
| The fifth amendment on March 13, 1990; | The fifth amendment on March 13, 1990; | |
| The sixth amendment on May 1, 1991; | The sixth amendment on May 1, 1991; | |
| The seventh amendment on May 10, 1993; | The seventh amendment on May 10, 1993; | |
| The eighth amendment on November 21, 1993; | The eighth amendment on November 21, 1993; | |
| The ninth amendment on May 27, 1997; | The ninth amendment on May 27, 1997; | |
| The tenth amendment on November 6, 1997; | The tenth amendment on November 6, 1997; | |
| The eleventh amendment on June 14, 2001; | The eleventh amendment on June 14, 2001; | |
| The twelfth amendment on November 1, 2002; | The twelfth amendment on November 1, 2002; | |
| The thirteenth amendment on March 19, 2004; | The thirteenth amendment on March 19, 2004; | |
| The fourteenth amendment on April 13, 2005; | The fourteenth amendment on April 13, 2005; | |
| The fifteenth amendment on July 25, 2006; | The fifteenth amendment on July 25, 2006; | |
| The sixteenth amendment on May 10, 2010; | The sixteenth amendment on May 10, 2010; | |
| The seventeenth amendment on May 14, 2010; | The seventeenth amendment on May 14, 2010; | |
| The eighteenth amendment on June 17, 2011; | The eighteenth amendment on June 17, 2011; | |
| The nineteenth amendment on March 16, 2012; | The nineteenth amendment on March 16, 2012; | |
| The twentieth amendment on June 29, 2012; | The twentieth amendment on June 29, 2012; | |
| The twenty-first amendment on May 30, 2014; | The twenty-first amendment on May 30, 2014; | |
| The twenty-second amendment on October 6, | The twenty-second amendment on October 6, | |
| 2014; | 2014; | |
| The twenty-third amendment on May 29, 2015; | The twenty-third amendment on May 29, 2015; | |
| The twenty-fourth amendment on June 6, 2016; | The twenty-fourth amendment on June 6, 2016; | |
| The twenty-fifth amendment on May 19, 2017; | The twenty-fifth amendment on May 19, 2017; | |
| The twenty-sixth amendment on May 18, 2018; | The twenty-sixth amendment on May 18, 2018; | |
| The twenty-seventh amendment on June 18, | The twenty-seventh amendment on June 18, | |
| 2020; | 2020. | |
| The twenty-eighth amendment on July 7, 2021. | | |

TCI Co., Ltd. ("The Company")

Table for Comparison of Amendments to the Operational Procedures forAcquisition or Disposal of Assets

| Amended Article | Present Article | Legal Sources of the Amendment |
|---|--|--------------------------------|
| Amended Atticle | Flesent Afficie | (or Explanation) |
| Article 4 | Article 4 | The amendment is |
| Limits of Amounts on the acquisition of real | Limits of Amounts on the acquisition of real | applied to conform |
| estate and securities by the Company (or each | estate and securities by the Company (or each | to the needs of |
| subsidiary of the Company) for non-operating | subsidiary of the Company) for non-operating | company operations. |
| purpose: | purpose: | 1 7 1 |
| 1. The total amount of the investment in real | 1. The total amount of the investment in real | |
| property by the Company for non-operating | property by the Company for non-operating | |
| purpose should not exceed 50% of the | purpose should not exceed 50% of the | |
| Company's net worth (based on the latest | Company's net worth (based on the latest | |
| Financial Statements). | Financial Statements). | |
| 2. The total amount of the investment in | 2. The total amount of the investment in | |
| securities should not exceed the net value of | securities should not exceed 100% of the | |
| the company's latest financial statements | Company's net worth. The total amount of | |
| audited, attested and verified by public | the investment in short-term securities should | |
| certified accountants. 100% of the Company's | not exceed 20% of the Company's net worth. | |
| net worth. The total amount of the investment | 3. The amount of the investment in each | |
| in short term securities should not exceed | respective security should not exceed 10% of | |
| 20% of the Company's net worth. | the Company's net worth. The amount of the | |
| 3. The amount of the investment in each | investment in each respective short-term | |
| respective security should not exceed the net | security should not exceed 5% of the | |
| value of the company's latest financial | Company's net worth. | |
| statements audited, attested and verified by | 4. The limits of amounts on the investment in | |
| public certified accountants. 10% of the | each respective security shall not apply | |
| Company's net worth. The amount of the | where the investment is a strategic | |
| investment in each respective short term | investment. | |
| security should not exceed 5% of the | | |
| Company's net worth. 4. The limits of amounts on the investment in | | |
| each respective security shall not apply | | |
| where the investment is a strategic | | |
| investment. | | |
| Article 6 | Article 6 | The amendment is |
| Operating Procedures for Acquisition or | Operating Procedures for Acquisition or | applied to conform |
| Disposal of Securities | Disposal of Securities | to Article 28-3 of |
| 1. Appraisal Procedures and Operating Procedures | 1. Appraisal Procedures and Operating Procedures | Securities and |
| The Company's buying and selling of long | The Company's buying and selling of long | Exchange Act. |
| and short term securities should be made in | and short-term securities should be made in | Entenangerieu |
| accordance with the Procedures for | accordance with the Procedures for | |
| Investment Cycle, the regulations established | Investment Cycle, the regulations established | |
| | | |
| | | |
| transaction terms and the degree of authority | transaction terms and the degree of authority | |
| delegated are as follows; | delegated are as follows; | |
| | | |

| Amended Article | Present Article | Legal Sources of the Amendment (or Explanation) |
|---|---|---|
| (1) The trading of securities on a centralized | (1) The trading of securities on a centralized | (01 2.1 |
| exchange market or an over-the-counter | exchange market or an over-the-counter | |
| market shall be determined by the | market shall be determined by the | |
| individual organization responsible for | individual organization responsible for | |
| the acquisition or disposal market in | the acquisition or disposal market in | |
| accordance with the value of securities. If | accordance with the value of securities. If | |
| the transaction price is less than NT\$300 | the transaction price is less than NT\$60 | |
| <u>million</u> , the chairman of the Company | million (NT\$60 million included), the | |
| will be delegated by the Board of | chairman of the Company will be | |
| Directors to make final decisions. The | delegated by the Board of Directors to | |
| decisions shall be subsequently submitted | make final decisions. The decisions shall | |
| to and ratified by the Board of Directors. | be subsequently submitted to and ratified | |
| - | | |
| If the transaction price is <u>equal to or</u> | by the Board of Directors. If the | |
| greater than NT\$300 million, the proposal | transaction price is higher than NT\$30 million, the proposal shall be approved by | |
| shall be approved by the chairman first, | | |
| and then be subsequently submitted to the Board of Directors to make final | the chairman first, and then be subsequently submitted to the Board of Directors to | |
| | | |
| decisions. The acquisition or disposal of | make final decisions. The acquisition or | |
| derivatives shall be subject to Article 8 in | disposal of derivatives shall be subject to | |
| this Operational Procedures for | Article 8 in this Operational Procedures | |
| Acquisition or Disposal of Assets. | for Acquisition or Disposal of Assets. | |
| (2) To examine the trading of securities | (2) To examine the trading of securities | |
| which are not on a centralized market or | which are not on a centralized market or | |
| an over-the-count market (the original | an over-the-count market (the original | |
| subscription of a registered stock which | subscription of a registered stock which | |
| includes subscription of stocks to | includes subscription of stocks to | |
| incorporate a company and subscription | incorporate a company and subscription | |
| of new capitalization shares of a start-up | of new capitalization shares of a start-up | |
| company by cash exlcuded), the | company by cash exlcuded), the | |
| Company shall, prior to the date of | Company shall, prior to the date of | |
| occurrence of the event, obtain financial | occurrence of the event, obtain financial | |
| statements of the issuing company for the | statements of the issuing company for the | |
| most recent period, certified or reviewed | most recent period, certified or reviewed | |
| by a certified public accountant, for | by a certified public accountant, for | |
| reference in appraising the transaction | reference in appraising the transaction | |
| price. The net asset value of each share, | price. The net asset value of each share, | |
| the earning power, and the future | the earning power, and the future | |
| potential shall be taken as considerations. | potential shall be taken as considerations. | |
| If the transaction price is <u>less than</u> | If the transaction price is less than NT\$60 | |
| NT\$300 million, the chairman of the | million (NT\$60 million included), the | |
| Company will be delegated by the Board | chairman of the Company will be | |
| of Directors to make final decisions. The | delegated by the Board of Directors to | |
| decisions shall be subsequently submitted | make final decisions. The decisions shall | |
| to and ratified by the Board of Directors. | be subsequently submitted to and ratified | |
| If the transaction price is higher than | by the Board of Directors. If the | |
| equal to or greater than NT\$300 million, | transaction price is higher than NT\$60 | |
| the proposal shall be approved by the | million, the proposal shall be approved by | |
| chairman first, and then be subsequently | the chairman first, and then be | |

| Amended Article | Present Article | Legal Sources of the Amendment (or Explanation) |
|---|---|---|
| submitted to the Board of Directors to | subsequently submitted to the Board of | |
| make final decisions. | Directors to make final decisions. | |
| (4) About appraisal procedures for long- | (4) About appraisal procedures for long- | |
| term/short-term investments, the | term/short-term investments, the | |
| responsible departments shall prepare the | responsible departments shall prepare the | |
| reason(s) for acquisition or disposal, the | reason(s) for acquisition or disposal, the | |
| counterpart of the transaction, the | counterpart of the transaction, the | |
| transaction price, the payment terms, and | transaction price, the payment terms, and | |
| the appraisal reports for approval first, | the appraisal reports for approval first, | |
| and then the responsible departments are | and then the responsible departments are | |
| permitted tprepare the relevant trading | permitted tprepare the relevant trading | |
| contracts. | contracts. | |
| 3. Responsible departments | 3. Responsible departments | |
| The Company's investment in long and | The Company's investment in long and | |
| short term securities should be approved by | short-term securities should be approved by | |
| the persons with the decision-making | the persons with the decision-making | |
| authority defined in the preceding paragraph, | authority defined in the preceding paragraph, | |
| and the departments responsible therefor | and the departments responsible therefor | |
| should be Financial Department or other | should be Financial Department or other | |
| related department. | related department. | |
| Article 9 | Article 9 | The amendment is |
| 2. Other Items to Note | 2. Other Items to Note | applied to conform |
| (1) Convening the meeting of the Board of | (1) Convening the meeting of the Board of | to Securities and |
| Directors and the date of | Directors and the date of shareholders' | Exchange Act. |
| shareholders' meetings | meetings | 8 |
| i. A company participating in a merger, | i. A company participating in a merger, | |
| demerger, or acquisition shall convene | demerger, or acquisition shall convene | |
| a board of directors meeting and | a board of directors meeting and | |
| shareholders' meeting on the day of | shareholders' meeting on the day of | |
| the transaction to resolve matters | the transaction to resolve matters | |
| relevant to the merger, demerger, or | relevant to the merger, demerger, or | |
| acquisition, unless another act | acquisition, unless another act | |
| provides otherwise or <u>the FSC</u> is | provides otherwise or the FSC is | |
| notified in advance of extraordinary | notified in advance of extraordinary | |
| circumstances and grants consent. | circumstances and grants consent. | |
| ii. A company participating in a transfer | ii. A company participating in a transfer | |
| of shares shall call a board of directors | of shares shall call a board of directors | |
| meeting on the day of the transaction, | meeting on the day of the transaction, | |
| unless another act provides otherwise | unless another act provides otherwise | |
| or <u>the FSC</u> is notified in advance of | or the FSC is notified in advance of | |
| extraordinary circumstances and | extraordinary circumstances and | |
| grants consent. | grants consent. | |
| iii | iii | |
| iv. When participating in a merger, | iv. When participating in a merger, | |
| demerger, acquisition, or transfer of | demerger, acquisition, or transfer of | |
| another company's shares, a company | another company's shares, a company | |
| | | |
| that is listed on an exchange or has its | that is listed on an exchange or has its | |

| Amended Article | Present Article | Legal Sources of the Amendment (or Explanation) |
|--|--|---|
| within 2 days counting inclusively | within 2 days counting inclusively | |
| from the date of passage of a | from the date of passage of a | |
| resolution by the board of directors, | resolution by the board of directors, | |
| report (in the prescribed format and | report (in the prescribed format and | |
| via the Internet-based information | via the Internet-based information | |
| system) the information set out in | system) the information set out in | |
| subitem A and B of the preceding | subitem A and B of the preceding item | |
| item to the FSC for recordation. | to the FSC for recordation. | |
| Article 15 | Article 15 | This amendment is |
| Implementation and Amendments to Procedures | Implementation and Amendments to Procedures | applied to add the |
| 1 | 1 | date of new |
| 2 | 2 | amendment. |
| 3. Full articles promulgated on June 17, 2011. | 3. Full articles promulgated on June 17, 2011. | |
| 1st amendment conducted on June 29, 2012. | 1st amendment conducted on June 29, 2012. | |
| 2nd amendment conducted on May 20, 2013. | 2nd amendment conducted on May 20, 2013. | |
| 3rd amendment conducted on May 30, 2014. | 3rd amendment conducted on May 30, 2014. | |
| 4th amendment conducted on May 29, 2015. | 4th amendment conducted on May 29, 2015. | |
| 5th amendment conducted on May 19, 2017. | 5th amendment conducted on May 19, 2017. | |
| 6th amendment conducted on May 18, 2018. | 6th amendment conducted on May 18, 2018. | |
| 7th amendment conducted on May 16, 2019. | 7th amendment conducted on May 16, 2019. | |
| 8th amendment conducted on June 18, 2020. | 8th amendment conducted on June 18, 2020. | |
| 9th amendment conducted on July 7, 2021. | | |