

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)								

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\$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.		