

**Stock Code: 8406**

# **Ginko International Co., Ltd.**

## **2021 General Shareholders' Meeting Meeting Handbook (Translation)**

**Time and Date:** 9:00 am June 25 (Friday), 2021

**Address:** 2F, No.8, Keya 2nd Rd, Daya District, Taichung City  
(Conference Room)

*Notice to Readers:*

*For the convenience of readers, the Meeting Handbook has been translated into English from the original Chinese version prepared and used in the Republic of China. If there is any conflict between the English version and the original Chinese version or any difference in the interpretation of the two versions, the Chinese version shall prevail.*

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## Meeting Agenda

### **Ginko International Co., Ltd.** 2021 Annual Shareholders' Meeting Agenda

Time: 9:00 a.m. June 25, 2021 (Friday)

Venue: 2F, No.8, Keya 2nd Rd, Daya District, Taichung City (Conference Room)

I. Call Meeting to Order

II. Chairperson's Remarks

III. Reports

1. 2020 Business Report.
2. Supervisors' Review Report on 2020 Final Accounts.
3. 2020 Employees, Directors and Supervisors Remuneration Distribution Report.
4. Amendment to Procedures for Ethical Management and Guidelines for Conduct.

IV. Ratifications

1. 2020 Business Report and Consolidated Financial Statements.
2. 2020 Profit Distribution Table.

V. Discussion Items

1. Proposed amendments to the Articles of Procedures for Lending Funds to Other Parties.
2. Proposed amendments to the Articles of Procedures for Endorsement and Guarantee.
3. Proposed amendments to the name and some Articles of Rules for Director and Supervisor Elections.
4. Proposed abrogation of Rules Governing the Scope of Powers of Supervisors.

VI. Election matters: to elect new Directors of the Company.

VII. Other matters: 1. To release the non-competition restriction on newly-appointed directors and representatives.

VIII. Motions

IX. Adjournment

## **Reports**

### Item 1

Purpose: 2020 Business Report.

Description: For the Company's 2020 Business Report, please refer to #Pages 7-9# of Attachment I.

### Item 2

Purpose: Supervisors' Review Report on 2020 Final Accounts.

Description: For the Review Report on the Company's 2020 Final Accounts, please refer to #Page 10# of Attachment II.

### Item 3

Purpose: Report on 2020 Employees' Compensation and Directors' and Supervisors' Remuneration Distribution.

Description: In accordance with Article 132 of the Articles of Association, and with the resolution of the Board of Directors, to distribute in cash, NT\$45,802,373 as 2020 employees' compensation and NT\$7,851,835 as directors' and supervisors' remuneration. The difference between the amount to be distributed and the original estimate is proposed to be recognized as profit and loss in 2021 due to changes in accounting estimates.

### Item 4

Purpose: Report on amendments to the Procedures for Ethical Management and Guidelines for Conduct.

Description: For amendments to the Procedures for Ethical Management and Guidelines for Conduct, please refer to #Pages 11-17# of Attachment III.

## **Proposed Resolutions**

Proposal 1 (Proposed by the Board)

Purpose: To approve 2020 Business Report and Consolidated Financial Statements

Description: 2020 Consolidated Financial Statements prepared by the Company have been audited by certified public accountants, Yu-Feng Hsu and Yuan-Chen Mei from KPMG Taiwan and submitted to the supervisors for review, and the supervisors have issued the Supervisors' Review Report accordingly. For 2020 Business Report and Consolidated Financial Statements, please refer to Pages 7-9 of Attachment I and #Pages 18-26# of Attachment IV.

Resolution:

Proposal 2 (Proposed by the Board)

Purpose: To approve 2020 Profit Distribution Proposal.

Description: 1. For the Company's 2020 Profit Distribution Table, please refer to #Page 27# of Attachment V.

2. In accordance with the Company Act and Articles of Association, it is proposed to distribute cash dividends of NT\$582,437,976 and cash dividend is to be distributed at NT\$6.0 per share. Cash dividend distribution is calculated to the nearest NT\$ (round down to the nearest NT\$), and the remainder will be recognized as Other Income of the Company.
3. Upon resolution of this General Meeting of Shareholders, propose to request the shareholders' meeting to authorize the board of directors to set the ex-dividend date, distribution date and other matters.
4. Before the ex-dividend date, if the number of issued and outstanding shares of the Company subsequently changes due to share repurchase, share transfer, share cancellation or non-guaranteed conversion of corporate bond and other reasons, once resolved at the Annual General Meeting, the Chairman is authorized to set the ex-dividend date subject to actual number of outstanding shares on the ex-dividend date.

Resolution:

## **Discussions**

### Proposal 1 (Proposed by the Board)

Purpose: To discuss the amendments to the Articles of Procedures for Lending Funds to Other Parties.

Description: In line with the needs of enterprise operation, the Company hereby proposes to amend the Procedures for Lending Funds to Other Parties. For comparison table of before and after amendment, please refer to #Page 28# of Attachment VI.

Resolution:

### Proposal 2 (Proposed by the Board)

Purpose: To discuss the amendments to the Articles of Procedures for Endorsement and Guarantee.

Description: In line with the needs of enterprise operation, the Company hereby proposes to amend the Procedures for Endorsement and Guarantee. For comparison table of before and after amendment, please refer to #Page 30# of Attachment VII.

Resolution:

### Proposal 3 (Proposed by the Board)

Purpose: To discuss the amendments to the name and some Articles of Rules for Director and Supervisor Elections

Description: In line with the needs of enterprise operation, the Company hereby proposes to amend the Rules for Director and Supervisor Elections. For comparison table of before and after amendment, please refer to #Pages 32-36# of Attachment VIII.

Resolution:

### Proposal 4 (Proposed by the Board)

Purpose: To discuss the abrogation of Rules Governing the Scope of Powers of Supervisors.

Description: In response to setting up the Audit Committee in lieu of supervisors, the Company hereby proposes to abrogate Rules Governing the Scope of Powers of Supervisors. Please refer to #Pages 37-39# of Attachment IX.

Resolution:

## **Election Matters**

Proposal: To re-elect directors and please elect.

- Description: 1. The term of the fifth directors and supervisors was expired, directors and supervisors are re-elected at this shareholders meeting. According to Article 81 of the Article of Association of the Company, the Company shall be managed by nine directors (including three independent directors), for a term of three years from June 25, 2021 to June 24, 2024. but he/she may be eligible for re-election. The former directors and supervisors (including the former independent directors) shall retire from office as of the date when the newly elected directors are elected. The new directors will take office immediately after the election at this General Meeting of Shareholders.
2. According to Article 192-1 of Company Act and Articles of Association of the Company, the election of the directors (including independent directors) shall adopt candidates nomination system. With respect to election, education, experience and other information about the candidate list, please refer to #Pages 40-42# of Attachment X.
3. The proposal is hereby submitted for election.

Election results:

## Other Matters

### Proposal 1: (Proposed by the Board of Directors)

Cause of action: It is proposed to lift the non-competition restrictions for newly elected directors of the Company and their representatives.

Explanations:

- I. According to Paragraph 1, Article 209 of the Company Act: A director who does anything for himself or on behalf of another person that is within the business scope of the Company, shall explain the essential contents of such act to the shareholders' meeting and obtain its approval.
- II. Without prejudice to the interests of the Company, the newly elected directors and their representatives may seek the consent of the shareholders' meeting to lift their non-competition restrictions if they have invested in, engaged in, or may concurrently engage in, any business identical to or similar to the Company's business scope.
- III. It is proposed to lift the non-competition restrictions for directors and corporate director representatives as follows:

Title	Name	Current concurrent position (related to competition)
Director	Kuo-Chou Tsai	Chairman of New Path International Co., Ltd. Chairman of Jiangsu East Optics Co., Ltd. Chairman of Ginko Glasses Co., Ltd. Chairman, Chieh Fu International Co., Ltd. Chairman, Chi Sheng Co., Ltd. Chairman of Formosa Optical Technology Co., Ltd.
Director	Kuo-Yuan Tsai	Director of Ocean Heart International Limited Director of Ginko Optical Industrial Co., Ltd. Director, Chieh Fu International Co., Ltd. Director, Chi Sheng Co., Ltd. Director of Hei Longjiang Haichang Biotechnology Co., Ltd. Chairman of Yung Sheng Japan Optical Co. Ltd.

Resolution:

## Motions

## Adjournment



## [Attachment I] 2020 Business Report

# Ginko International Co., Ltd. Business Report

## I. Operating Performance in 2020

### (I.) Business plan implementation results

Ginko generated consolidated net revenue of NT\$7,329,725,000 in 2020, a decrease of 10.40% compared to NT\$8,180,183,000 in 2020; net profit after tax was NT\$993,776,000 a decrease of 17.15% compared to NT\$1,199,556,000.

(II.) Budget execution: Ginko did not prepare a financial forecast for 2020.

(III.) Analysis of revenues, expenditures and profitability: Please refer to the attached financial statements for the financial overview of 2020.

### (IV.) Research and development status:

In 2020, Ginko invested NT\$194,320,000 in research and development, which is 0.88% higher than that of NT\$192,630,000 in 2018. The fund was mainly used for new materials development, process automation technology upgrade and development of new products.

## II. Business Plan for 2021

### (I.) Operating strategies

1. Continue to focus on both physical retail and e-commerce, to cater to China's changing market demand.
2. Make use of low, mid and high-end brand strategies to continue to seize China's market share.
3. Expand brand market from China and Taiwan to Asia.
4. Effective use of production capacity and high quality to increase orders.

### (II.) Expected sales volume and its basis

Expected sales volume for 2021 is compiled based on the analysis of data compiled from industrial environment, market supply and demand, past production and market capabilities and outlook.

	Expected sales volume (1000 pieces, 1000 bottles)
Contact lens	530,000
Contact lens solutions	47,000

### (III.) Important production and marketing policies:

#### 1. Production strategies:

- (a.) Increase degree of automation, expand economies of scale.
- (b.) Increase proportion of Taiwan manufactured high-end products, to complement China production base.
- (c.) Refine core process capabilities to lay foundation for future revenue growth.

#### 2. Marketing strategies:

- (a.) Multi-channel, multi-price and diverse segments, focus on physical retail and e-commerce concurrently.
- (b.) Increase proportion of high-end segment, strengthen depth of brand.
- (c.) Increase proportion of overseas market, establish Asian market position.

### III. Future Development Strategies of the Company

- (I.) Concurrently develop China and overseas markets, speed up to become first in Asia.
- (II.) Make use of diverse high-end brands to sell back to China, expand market shares in e-commerce and cities of various levels.
- (III.) Focus on colored contact lens production, continue to strengthen process technological capabilities, and widen the lead from the peers.

### IV. Impact due to External Competitive Environment, Governmental Regulations, and Overall Operational Environment.

#### (I.) External competitive environment

Technological development such as LASIK and implantable contact lens pose product substitutivity risk in contact lens industry. However, as both types belongs to invasive surgery, they do not have high acceptance among people with normal vision impairment. Also, as LASIK is irreversible, and implantable contact lens has the disadvantage of requiring regular surgery to replace the implanted lens, the degree of them substituting contact lens are very limited. Since Johnson & Johnson adopted the low-price silicone products strategy, and launched short-term disposable silicone hydrogel contact lens, it has generated significant impact on contact lens market. Silicone hydrogel lens is gradually eroding the market share of hydrogel lens, starting from US market to the global market. According to Contact Lens Spectrum's market research, silicone hydrogel lens has become mainstream with a global market share of 65%. However, the acceptance level in China and main Asian countries is still low at present due to different consumption behaviors. Also, as China's contact lens penetration is low, silicone hydrogel lens will not be become mainstream in the near future.

#### (II.) Governmental regulations

With regards to medical device operations, China has established various laws and regulations such as "Regulations on Supervision and Administration of Medical Device", "Measures for Supervision and Administration of Medical Device Production", "Measures for the Administration of Medical Device Registration", "Measures for the Administration of Permits for Medical Device Operation Enterprises", "Regulations on Disinfection Administration", "Regulations on Hygiene of Disinfection Products Manufacturers", etc. Companies are required to apply for various legal and valid licenses and permits, include but not limited to medical device business permits and manufacturer permits, etc. in order to operate medical device business in China. Obtaining medical equipment related licenses has great impact on the Company's operations. However, as of the date of publication of the annual report, Ginko has not obtained the license or permit required for business or operation, and thus unable to obtain information or update on the situation. Lifting e-commerce related regulations will drive down industry price.

#### (III.) Overall operational environment

The growth of China's 2021 total domestic production will be around 8%. As Ginko's main source of revenue is from China at present, its business success is highly dependent on China's economy and consumer demand. If China's economy slows down rapidly in the future, it may have unfavorable impact on Ginko's operations. However, (I) contact lens is a medical device that counters economic impact, and hence less affected; and China's contact lens penetration is only about 10%, with still a high future growth momentum. (II) Ginko has started to duplicate its successful operation model in China to other Asian countries, and

appropriately distribute Ginko's operational risk due to China's overall economic changes. In addition, the COVID-19 pandemic still remains uncertain. If the epidemic persists, Ginko's operations in various regions will be restricted this year. However, Ginko has taken various response measures to ensure normal operation, in preparation for business to hit a new high when the operations are recovered this year since the operations fell at rock-bottom last year due to the pandemic.

On behalf of all members of Ginko, I'd like to extend my sincere gratitude to the shareholders, for the guidance and confidence in us over the years, and we hope to continue to receive your guidance recommendations. We lay our foundation in the industry by upholding the business philosophies of integrity and pragmatism, innovation, working together, and pursuing well-being. We'd also like to express our most sincere gratitude to all our customers, suppliers, shareholders and all staff for your support over the years.

Chairman:

Manager:

Accounting Manager:

**[Attachment II] Review Report on 2020 Final Accounts**

**Ginko International Co., Ltd.**  
**Review Report on 2020 Final Accounts**

Approval for

We, the Supervisors, have duly audited the 2020 final accounts including Business Report, Financial Report and Profit Distribution Table, and 2020 financial statements including Consolidated Balance Sheets, Income Statements, Statements of Changes in Equity, and Statements of Cash Flows, submitted by the Board of Directors, in accordance with Article 219 of the Company Act of Taiwan, and have found no inconsistencies, and hereby submit this report for your inspection.

Sincerely,

2021 Annual General Meeting of Shareholders

Supervisors: Zhi-Kai Hu

Wei-Lun Lo

Bai-Sen Qiu

March 10, 2021

## **[Attachment III] Procedures for Ethical Management and Guidelines for Conduct**

### **Ginko International Co., Ltd. Procedures for Ethical Management and Guidelines for Conduct**

#### **Article 1 (Purpose and Scope)**

The Company engages in commercial activities based the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct are adopted pursuant to the provisions of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies", with a view to providing all personnel of the Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50% of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

#### **Article 2 (Applicable subjects)**

For the purpose of these Procedures and Guidelines, the term “personnel of the Company” refers to any director, managerial officer, employee or person having substantial control, of the Company or its group enterprises and organizations.

Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.

#### **Article 3 (Definition of unethical conduct)**

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparty of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

#### **Article 4 (Types of benefits)**

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

#### **Article 5 (Responsible unit and duties)**

The Company shall designate the Finance Department as the responsible unit (hereinafter, "responsible unit"), and allocate sufficient resources and suitable personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall also submit regular reports (at least once per year) to the board of directors.

## **Article 6** (Exceptions for providing or accepting benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/TPEX-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

- I. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, communication and coordination.
- II. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes or developing relationships.
- III. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
- IV. Attendance at folk festivals that are open to and invite the attendance of the general public.
- V. Rewards, emergency assistance, condolence payments, or honorariums from the management.
- VI. Other conduct that complies with the rules of the Company

## **Article 7** (Procedures for handling provision and acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of the Company is provided with or is promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

- I. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
- II. If a relationship of interest exists between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

- I. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
- II. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
- III. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

**Article 8 (Prohibition of providing or promising facilitating payments)**

If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

**Article 9 (Regulations for providing political contributions)**

Political contributions by the Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the responsible unit, and when the amount of a contribution is NT\$500,000 or more, it shall be made only after being reported to and approved by the board of directors:

- I. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
- II. A written record of the decision making process shall be kept.
- III. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
- IV. In making political contributions, commercial dealings, applications for permits or carrying out other matters involving the interests of the Company with the related government agencies shall be avoided.

**Article 10 (Regulations for charitable donations or sponsorships)**

Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the Chairman for approval, and a notification shall be given to the responsible unit. When the amount is NT\$1 million or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

- I. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.
- II. A written record of the decision making process shall be kept.
- III. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
- IV. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counter-party or the Company's commercial dealings or a party with which any personnel of the Company has a relationship of interest.
- V. After the donation or sponsorship has been given, it must be confirmed that the funds are used in accordance with the intended purpose.

For any charitable donation or sponsorship during the year, the recipient and amount shall be reported to the board of directors.

## **Article 11 (Recusal)**

Where any Company's Director, manager or other stakeholder attending or present at a board meeting, or the juristic person represented thereby, has a stake in a proposal at the meeting, which may impair the interest of the Company, such personnel shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another Director. The directors shall also exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, the director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.

## **Article 12 (Confidentiality)**

The Company designates the Finance Department as the special unit charged with formulating and implementing procedures for managing, preserving and maintaining the confidentiality of the Company's trade secrets, trademark, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of the Company unrelated to their individual duties.

## **Article 13 (Prohibition against unfair competitive practices)**

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

## **Article 14 (Compliance with regulations and international standards)**

The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe, gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.



**Article 15** (Prohibition against insider trading and non-disclosure agreement)

All Company personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading.

Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

**Article 16** (Compliance and declaration of ethical management policy)

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the Company's websites, and in other promotional materials, and shall make timely announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

**Article 17** (Ethical management evaluation for developing commercial relationships with others)

Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counter-party with which it will have commercial dealings with respect to the following matters,

in order to gain a comprehensive knowledge of its ethical management:

- I. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
- II. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
- III. Whether enterprise's business operations are located in a country with a high risk of corruption.
- IV. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
- V. The long-term business condition and degree of goodwill of the enterprise.
- VI. Consultation with the enterprise's business partners on their opinion of the enterprise.
- VII. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

**Article 18** (Statement of ethical management policy to transacting parties)

Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

**Article 19** (Avoidance of dealing with unethical transactions)

All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.

**Article 20** (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's integrity management, and shall make the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

- I. Where each party is aware of the violation of the prohibition of acceptance of commissions, rebates or other improper contract benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party a certain percentage of the contract price as damages, and may also deduct the full amount of the damages from the contract price payable.
- II. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
- III. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

**Article 21** (Handling of unethical conduct by personnel of the Company)

The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for internal and external personnel of the Company to submit reports.

Upon discovering or receiving report of unethical conduct of the Company's personnel, the Company shall immediately verify the facts. If a person being informed of is confirmed to have indeed violated applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, damages shall be claimed through legal proceedings to safeguard the reputation, rights and interests of the Company.

For unethical conduct that has occurred, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

The Company's responsible unit shall submit to the board of directors a report on the unethical conduct, actions taken, and subsequent reviews and corrective measures.

**Article 22** (Reporting and actions upon event of unethical conduct by others towards the Company)

If any personnel of the Company discover that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

**Article 23** (Internal announcement and establishment of a system for rewards, penalties, and complaints)

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of the Company seriously violate ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

**Article 24** (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the Board of Directors.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

Established on: December 28, 2018

First amendment on: March 25, 2020

Second amendment on: March 10, 2021

## Independent Auditors' Report

To the Board of Directors of Ginko International Co., Ltd.:

### Opinion

We have audited the consolidated financial statements of Ginko International Co., Ltd. and Subsidiaries ("the Group"), which comprise the consolidated statement of financial position as of December 31, 2020 and 2019, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement 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 of 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 with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") .

### Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Attestation of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion. in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2020. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### 1. Revenue Recognition

Please refer to note 4(n) "Revenue" for the accounting policy of revenue, note 5(a) "Revenue recognition" for significant accounting assumptions, judgments, and major sources of estimation uncertainty, and note 6(r) "Revenue from contract with customers" for estimation of allowance for sales discount and sales return of the consolidated financial statements.

How the matter was addressed in our audit:

When the Group recognized revenue, it recorded sales return and allowance that were agreed upon in negotiated contracts to clients. The Group's management recognized the estimated sales return and allowance as a deduction to revenue. Since revenue is regarded as the main index of the Group's financial and sales

performance for investors and management, the correct period and amount for revenue recognition have a major impact on the consolidated financial statements. Therefore, sales revenue, return and allowance have been identified as one of the key judgmental areas for our audit.

Our principal audit procedures included:

Our key audit procedures performed for the above included testing the revenue cycle transactions and its relevant controls, inspecting the Group's sales contracts and relevant documents, reviewing and assessing client's information, conducting analytical reviews for changes of sales from major clients and product categories, adopting sales cut-off test to ensure that sales were recorded in the proper period and assessing the adequacy of the Group's disclosures of its revenue recognition policy and other related disclosures.

The key audit procedures for the Group's estimated sales return and allowance included assessing the estimation adopted by the Group's management, comparing the estimation to internal or external sources and examining any significant sales return and allowance after the end of the reporting period.

## 2. Inventories Evaluation

Please refer to note 4(h) "Inventories" for the accounting policy of inventory valuation, note 5(b) "Net realizable value of inventory" for the estimation and assumption uncertainty of the valuation of inventory, and note 6(d) "Inventories" for description of the significant account in the consolidated financial statements.

How the matter was addressed in our audit:

The Group's major operation activities are manufacturing and distributing contact lenses, lens care solutions and eye-care products. The Group's production and research activities are based on market demand, and the products are unique in the market. The probable changes in market demand and price can cause relevant product demand to fluctuate. The inventories are valued at the lower of cost or net realizable value, and the Group's management assesses the product price through internal and external relevant information. Therefore, inventory has been identified as one of the key judgmental areas for our audit.

Our principal audit procedures included:

Our key audit procedures performed included assessing whether the policies for valuation of inventory obsolescence and inventory allowance are in accordance with the rules of communique provisions, reviewing inventory aging report, analyzing the changes in inventory aging report, reviewing selling condition, and assessing the reasonableness of the lower of cost or net realizable value adopted by the Group. Thus, the reasonableness of inventory allowance valuation can be verified, and the relevant information of inventory allowance valuation is properly disclosed by the Group's management.

## 3. Trade Receivables Evaluation

Please refer to note 4(g) "Financial instruments" for the accounting policy of trade receivables, note 5(c) "Impairment loss of trade receivables" for estimation and assumption uncertainty of trade receivables, and note 6(c) "Notes and trade receivables" for description of the significant account in the consolidated financial statements.

How the matter was addressed in our audit:

The Group has a broad base of customers with various account collection terms. Therefore, the Group's management has evaluated the expected impairment loss based on historical experience. Thus, the valuation of trade receivables has been identified as one of the key judgmental areas for our audit.

Our principal audit procedures included:

Our key audit procedures performed for the valuation of trade receivables allowance included, using the expected credit loss rate as basis to estimate a loss allowance, assessing historical collection records,

analyzing the industrial environment, reviewing customers' recent credit status, assessing the extent of credit risk concentration and other relevant information. By performing the above, we are able to evaluate whether the valuation method for the loss allowance is appropriate and whether the amount recognized is reasonable.

### **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 Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRC, SIC 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 the Audit Committee or supervisors) are responsible for overseeing the Group's financial reporting process.

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

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

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

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 auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the 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 and 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.

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 auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are

Yu-Feng Hsu and Yuan-Chen Mei.

KPMG

Taipei, Taiwan (Republic of China)

March 26, 2021

#### Notes to Readers

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

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**Ginko International Co., Ltd. and Subsidiaries**  
**Consolidated Balance Sheets**  
**December 31, 2020 and 2019**

(Expressed in thousands of currency)

Assets	December 31, 2020			December 31, 2019				Liabilities and equity	December 31, 2020			December 31, 2019		
	CNY	TWD	%	CNY	TWD	%			CNY	TWD	%	CNY	TWD	%
<b>Current assets:</b>								<b>Current liabilities:</b>						
1100 Cash and cash equivalents (note 6(a))	\$ 654,304	2,863,887	13	545,753	2,349,467	11	2100	Short-term bank loans (notes 6(j), (w) and 8)	\$ 1,027,291	4,496,451	20	1,407,900	6,061,008	28
1150 Notes receivable, net (note 6(c))	3,542	15,505	-	5,468	23,540	-	2130	Current contract liabilities (note 6(r))	15,685	68,654	-	13,247	57,030	-
1170 Trade receivables, net (note 6(c))	845,826	3,702,182	17	884,901	3,809,500	17	2150	Notes payable	9,046	39,594	-	14,950	64,360	-
1181 Trade receivables from related parties (notes 6(c) and 7)	26,276	115,007	1	39,390	169,574	1	2170	Trade payables	108,595	475,321	2	102,863	442,824	2
1200 Other receivables (including related parties) (note 7)	8,389	36,718	-	16,246	69,940	-	2180	Trade payables to related parties (note 7)	12,343	54,025	-	14,952	64,370	-
130X Inventory (note 6(d))	649,584	2,843,228	13	562,724	2,422,528	11	2200	Other payables (notes 6(l) and (s))	131,411	575,184	3	144,046	620,120	3
1410 Prepayments (note 6(e))	118,171	517,233	2	101,584	437,317	2	2220	Other payables to related parties (note 7)	2,996	13,115	-	5,858	25,223	-
1476 Other financial assets (notes 6(b) and 8)	776,737	3,399,777	15	883,034	3,801,460	17	2230	Current income tax liabilities	45,944	201,099	1	51,378	221,183	1
1470 Other current assets	5,287	23,144	-	18,090	77,878	-	2280	Current lease liabilities (note 6(k))	8,840	38,693	-	8,725	37,555	-
<b>Total current assets</b>	<b>3,088,116</b>	<b>13,516,681</b>	<b>61</b>	<b>3,057,190</b>	<b>13,161,204</b>	<b>59</b>	2322	Long-term loans within a year (notes 6(j) and (w))	46,836	205,000	1	17,422	75,000	-
<b>Non-Current assets:</b>							2365	Current refund liabilities (note 6(m))	27,306	119,519	1	30,105	129,603	1
1600 Property, plant and equipment (notes 6(f) and 8)	1,830,600	8,012,537	36	1,919,497	8,263,435	38		<b>Total current liabilities</b>	<b>1,436,293</b>	<b>6,286,655</b>	<b>28</b>	<b>1,811,446</b>	<b>7,798,276</b>	<b>35</b>
1755 Right-of-use assets (notes 6(g) and 8)	88,248	386,263	2	100,030	430,628	2	2540	<b>Non-current liabilities:</b>						
1780 Intangible assets (note 6(h))	8,768	38,378	-	10,038	43,216	-	2570	Long-term bank loans (notes 6(j), (w) and 8)	920,174	4,027,600	18	787,828	3,391,600	15
1840 Deferred income tax assets (note 6(o))	33,948	148,589	1	30,931	133,157	1	2580	Deferred income tax liabilities (note 6(o))	6,670	29,194	-	4,652	20,027	-
1915 Prepayments on purchase of equipment (note 9)	3,055	13,372	-	15,719	67,667	-		Non-current lease liabilities (note 6(k))	59,719	261,390	2	68,719	295,834	1
1932 Long-term receivables (note 6(c))	13,073	57,222	-	23,512	101,220	-		<b>Total non-current liabilities</b>	<b>986,563</b>	<b>4,318,184</b>	<b>20</b>	<b>861,199</b>	<b>3,707,461</b>	<b>16</b>
1990 Other non-current assets (notes 6(i), 7 and 8)	2,155	9,431	-	10,181	43,830	-		<b>Total liabilities</b>	<b>2,422,856</b>	<b>10,604,839</b>	<b>48</b>	<b>2,672,645</b>	<b>11,505,737</b>	<b>51</b>
<b>Total non-current assets</b>	<b>1,979,847</b>	<b>8,665,792</b>	<b>39</b>	<b>2,109,908</b>	<b>9,083,153</b>	<b>41</b>		<b>Equity attributable to owners of parent (note 6(p)):</b>						
							3110	Share capital - common stock	202,938	970,730	4	191,908	924,505	4
							3200	Capital surplus	676,407	3,073,227	13	676,407	3,073,227	13
							3300	Retained earnings	1,785,804	8,388,325	35	1,630,890	7,718,125	32
							3410	Exchange differences on translation of foreign financial statements	(17,004)	(841,369)	-	(887)	(960,598)	-
								<b>Equity attributable to owners of the parent</b>	<b>2,648,145</b>	<b>11,590,913</b>	<b>52</b>	<b>2,498,318</b>	<b>10,755,259</b>	<b>49</b>
							36XX	Non-controlling interest	(3,038)	(13,279)	-	(3,865)	(16,639)	-
								<b>Total equity</b>	<b>2,645,107</b>	<b>11,577,634</b>	<b>52</b>	<b>2,494,453</b>	<b>10,738,620</b>	<b>49</b>
<b>Total assets</b>	<b>\$ 5,067,963</b>	<b>22,182,473</b>	<b>100</b>	<b>5,167,098</b>	<b>22,244,357</b>	<b>100</b>		<b>Total liabilities and equity</b>	<b>\$ 5,067,963</b>	<b>22,182,473</b>	<b>100</b>	<b>5,167,098</b>	<b>22,244,357</b>	<b>100</b>



(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
Ginko International Co., Ltd. and Subsidiaries

**Consolidated Statements of Comprehensive Income**  
For the years ended December 31, 2020 and 2019

(Expressed in thousands of Chinese Yuan)

		2020		2019	
		Amount	%	Amount	%
4000	<b>Operating revenue (notes 6(r) and 7)</b>	\$ 1,711,913	100	1,829,118	100
5000	<b>Operating costs (notes 6(d), (f), (n), 7 and 12)</b>	<u>778,055</u>	45	<u>834,692</u>	46
	<b>Gross profit from operations</b>	<u>933,858</u>	55	<u>994,426</u>	54
	<b>Operating expenses (notes 6(c), (f), (g), (h), (n), (s) 7, 9, and 12):</b>				
6100	Selling expenses	462,979	27	448,654	25
6200	General and administrative expenses	157,105	9	156,341	9
6300	Research and development expenses	45,385	3	43,073	2
6450	Reversal of impairment loss determined in accordance with IFRS 9	<u>(1,125)</u>	-	<u>(13,486)</u>	(1)
	<b>Total operating expenses</b>	<u>664,344</u>	39	<u>634,582</u>	35
	<b>Operating Profit</b>	<u>269,514</u>	16	<u>359,844</u>	19
	<b>Non-operating income and expenses (note 6(t)):</b>				
7100	Interest income	23,600	1	14,370	1
7010	Other income	11,825	1	11,448	-
7020	Other gains and losses	31,252	2	18,429	1
7050	Financial costs	<u>(42,796)</u>	(2)	<u>(56,678)</u>	(3)
	<b>Total non-operating income and expenses</b>	<u>23,881</u>	2	<u>(12,431)</u>	(1)
7900	<b>Profit before income tax</b>	293,395	18	347,413	18
7950	<b>Income tax expense (note 6(o))</b>	<u>60,487</u>	4	<u>79,169</u>	4
	<b>Net income for the year</b>	<u>232,908</u>	14	<u>268,244</u>	14
	<b>Other comprehensive income (loss):</b>				
8360	<b>Items that may be subsequently reclassified into profit or loss</b>				
8361	Foreign currency translation differences for foreign operations	(16,077)	(1)	5,501	-
8399	Income tax relating to components of other comprehensive income	-	-	-	-
	<b>Total items that may be subsequently reclassified into profit or loss</b>	<u>(16,077)</u>	(1)	<u>5,501</u>	-
8300	<b>Other comprehensive income (loss), net of tax</b>	<u>(16,077)</u>	(1)	<u>5,501</u>	-
8500	<b>Total comprehensive income for the year</b>	<u>\$ 216,831</u>	<u>13</u>	<u>273,745</u>	<u>14</u>
	<b>Profit attributable to:</b>				
8610	Shareholders of the parent	\$ 232,121	14	268,224	14
8620	Non-controlling interest	<u>787</u>	-	<u>20</u>	-
		<u>\$ 232,908</u>	14	<u>268,244</u>	14
	<b>Comprehensive income attributable to:</b>				
8710	Shareholders of the parent	\$ 216,004	13	273,841	14
8720	Non-controlling interest	<u>827</u>	-	<u>(96)</u>	-
		<u>\$ 216,831</u>	<u>13</u>	<u>273,745</u>	<u>14</u>
9710	<b>Basic earnings per share (expressed in Chinese Yuan) (note 6(q))</b>	<u>\$ 2.39</u>		<u>2.76</u>	
9810	<b>Diluted earnings per share (expressed in Chinese Yuan) (note 6(q))</b>	<u>\$ 2.38</u>		<u>2.75</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
Ginko International Co., Ltd. and Subsidiaries

**Consolidated Statements of Comprehensive Income**  
For the years ended December 31, 2020 and 2019

(Expressed in thousands of New Taiwan Dollars)

		2020		2019	
		Amount	%	Amount	%
4000	<b>Operating revenue (notes 6(r) and 7)</b>	\$ 7,329,725	100	8,180,183	100
5000	<b>Operating costs (notes 6(d), (f), (n), 7 and 12)</b>	<u>3,331,319</u>	45	<u>3,732,910</u>	46
	<b>Gross profit from operations</b>	<u>3,998,406</u>	55	<u>4,447,273</u>	54
	<b>Operating expenses (notes 6(c), (f), (g), (h), (n), (s) 7, 9, and 12):</b>				
6100	Selling expenses	1,982,292	27	2,006,471	25
6200	General and administrative expenses	672,659	9	699,190	9
6300	Research and development expenses	194,320	3	192,630	2
6450	Reversal of impairment loss determined in accordance with IFRS 9	<u>(4,818)</u>	-	<u>(60,313)</u>	(1)
	<b>Total operating expenses</b>	<u>2,844,453</u>	39	<u>2,837,978</u>	35
	<b>Operating Profit</b>	<u>1,153,953</u>	16	<u>1,609,295</u>	19
	<b>Non-operating income and expenses (note 6(t)):</b>				
7100	Interest income	101,047	1	64,266	1
7010	Other income	50,628	1	51,199	-
7020	Other gains and losses	133,807	2	82,417	1
7050	Financial costs	<u>(183,233)</u>	(2)	<u>(253,476)</u>	(3)
	<b>Total non-operating income and expenses</b>	<u>102,249</u>	2	<u>(55,594)</u>	(1)
7900	<b>Profit before income tax</b>	1,256,202	18	1,553,701	18
7950	<b>Income tax expense (note 6(o))</b>	<u>258,982</u>	4	<u>354,058</u>	4
	<b>Net income for the year</b>	<u>997,220</u>	14	<u>1,199,643</u>	14
	<b>Other comprehensive income (loss):</b>				
8360	<b>Items that may be subsequently reclassified into profit or loss</b>				
8361	Foreign currency translation differences for foreign operations	119,145	2	(384,906)	(5)
8399	Income tax relating to components of other comprehensive income	-	-	-	-
	<b>Total items that may be subsequently reclassified into profit or loss</b>	<u>119,145</u>	2	<u>(384,906)</u>	(5)
8300	<b>Other comprehensive income (loss), net of tax</b>	<u>119,145</u>	2	<u>(384,906)</u>	(5)
8500	<b>Total comprehensive income for the year</b>	<u>\$ 1,116,365</u>	16	<u>814,737</u>	9
	<b>Profit attributable to:</b>				
8610	Shareholders of the parent	\$ 993,776	14	1,199,556	14
8620	Non-controlling interest	<u>3,444</u>	-	<u>87</u>	-
		<u>\$ 997,220</u>	14	<u>1,199,643</u>	14
	<b>Comprehensive income attributable to:</b>				
8710	Shareholders of the parent	\$ 1,113,005	16	814,608	9
8720	Non-controlling interest	<u>3,360</u>	-	<u>129</u>	-
		<u>\$ 1,116,365</u>	16	<u>814,737</u>	9
9710	<b>Basic earnings per share (expressed in New Taiwan Dollars) (note 6(q))</b>	<u>\$ 10.24</u>		<u>12.36</u>	
9810	<b>Diluted earnings per share (expressed in New Taiwan Dollars) (note 6(q))</b>	<u>\$ 10.19</u>		<u>12.32</u>	

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
**Ginko International Co., Ltd. and Subsidiaries**  
**Consolidated Statements of Changes in Equity**

(Expressed in thousands of currency)

	Equity attributable to owners of parent																			
	Share capital - Common stock		Capital surplus		Legal reserve		Special reserve		Undistributed earnings		Total		Foreign currency translation differences		Equity attributable to owners of the parent		Non-controlling interest		Total equity	
	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD	CNY	TWD
<b>Balance at January 1, 2019</b>	\$ 191,908	924,505	676,407	3,073,227	183,992	876,518	35,641	505,265	1,244,806	5,599,038	1,464,439	6,980,821	(6,504)	(575,563)	2,326,250	10,402,990	(3,769)	(16,855)	2,322,481	10,386,135
Consolidated profit for the year	-	-	-	-	-	-	-	-	268,224	1,199,556	268,224	1,199,556	-	-	268,224	1,199,556	20	87	268,244	1,199,643
Other comprehensive income, net of income tax	-	-	-	-	-	-	-	-	-	-	-	-	5,617	(385,035)	5,617	(385,035)	(116)	129	5,501	(384,906)
Total comprehensive income, net of income tax	-	-	-	-	-	-	-	-	268,224	1,199,556	268,224	1,199,556	5,617	(385,035)	273,841	814,521	(96)	216	273,745	814,737
Appropriation and distribution of retained earnings:																				
Legal reserve	-	-	-	-	18,348	83,338	-	-	(18,348)	(83,338)	-	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	-	-	-	15,477	70,298	(15,477)	(70,298)	-	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	-	-	(101,773)	(462,252)	(101,773)	(462,252)	-	-	(101,773)	(462,252)	-	-	(101,773)	(462,252)
<b>Balance at December 31, 2019</b>	191,908	924,505	676,407	3,073,227	202,340	959,856	51,118	575,563	1,377,432	6,182,706	1,630,890	7,718,125	(887)	(960,598)	2,498,318	10,755,259	(3,865)	(16,639)	2,494,453	10,738,620
Consolidated profit for the year	-	-	-	-	-	-	-	-	232,121	993,776	232,121	993,776	-	-	232,121	993,776	787	3,444	232,908	997,220
Other comprehensive income, net of income tax	-	-	-	-	-	-	-	-	-	-	-	-	(16,117)	119,229	(16,117)	119,229	40	(84)	(16,077)	119,145
Total comprehensive income, net of income tax	-	-	-	-	-	-	-	-	232,121	993,776	232,121	993,776	(16,117)	119,229	216,004	1,113,005	827	3,360	216,831	1,116,365
Appropriation and distribution of retained earnings:																				
Legal reserve	-	-	-	-	28,622	119,956	-	-	(28,622)	(119,956)	-	-	-	-	-	-	-	-	-	-
Special reserve	-	-	-	-	-	-	91,872	385,035	(91,872)	(385,035)	-	-	-	-	-	-	-	-	-	-
Cash dividends	-	-	-	-	-	-	-	-	(66,177)	(277,351)	(66,177)	(277,351)	-	-	(66,177)	(277,351)	-	-	(66,177)	(277,351)
Cash dividends on ordinary shares	11,030	46,225	-	-	-	-	-	-	(11,030)	(46,225)	(11,030)	(46,225)	-	-	-	-	-	-	-	-
<b>Balance at December 31, 2020</b>	\$ 202,938	970,730	676,407	3,073,227	230,962	1,079,812	142,990	960,598	1,411,852	6,347,915	1,785,804	8,388,325	(17,004)	(841,369)	2,648,145	11,590,913	(3,038)	(13,279)	2,645,107	11,577,634

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)  
Ginko International Co., Ltd. and Subsidiaries

Consolidated Statements of Cash Flows  
For the years ended December 31, 2020 and 2019

(Expressed in thousands of currency)

	2020		2019	
	CNY	TWD	CNY	TWD
<b>Cash flows from operating activities:</b>				
Profit before tax	\$ 293,395	1,256,202	347,413	1,553,701
<b>Adjustments:</b>				
<b>Adjustments to reconcile profit (loss)</b>				
Depreciation	201,727	863,720	176,769	790,550
Amortization	1,446	6,191	1,956	8,748
Expected credit losses (gains)	(1,125)	(4,818)	(13,486)	(60,313)
Interest income	(23,600)	(101,047)	(14,370)	(64,266)
Financial cost	42,796	183,233	56,678	253,476
Loss on disposal of property, plant, and equipment	821	3,516	1,405	6,283
Loss (gain) on financial liabilities at fair value through profit or loss	14,007	59,975	(14,772)	(66,062)
Gain on lease modification	554	1,374	-	-
Total adjustments to reconcile profit and loss	<u>236,626</u>	<u>1,012,144</u>	<u>194,180</u>	<u>868,416</u>
<b>Change in operating assets and liabilities:</b>				
Decrease (increase) in notes receivable	1,926	8,035	3,455	16,361
Decrease (increase) in trade receivables	43,185	124,917	(40,855)	(26,667)
Decrease (increase) in trade receivables from related parties	13,114	54,567	(12,383)	(48,797)
Decrease (increase) in other receivables	7,857	33,222	7,339	35,531
Decrease (increase) in inventories	(86,860)	(420,700)	(46,266)	(112,927)
Decrease (increase) in prepayments	(16,587)	(79,916)	9,889	61,891
Decrease (increase) in other current assets	12,803	54,734	9,419	45,142
Decrease (increase) in other non – current assets	4,217	18,155	10,020	44,673
Increase (decrease) in contract liabilities	2,438	11,624	(1,264)	(7,863)
Increase (decrease) in notes payable	(5,904)	(24,766)	(245)	(3,593)
Increase (decrease) in trade payables	5,732	32,497	15,750	53,254
Increase (decrease) in trade payables to related parties	(2,609)	(10,345)	14,952	64,370
Increase (decrease) in other payables	(12,635)	(44,936)	13,538	36,539
Increase (decrease) in other payables to related parties	(2,862)	(12,108)	2,286	9,250
Increase (decrease) in provisions for liabilities	(2,799)	(10,084)	13,857	56,942
Net changes in operating assets and liabilities	<u>(38,984)</u>	<u>(265,104)</u>	<u>(508)</u>	<u>224,106</u>
Total reconciliation adjustment	<u>197,642</u>	<u>747,040</u>	<u>193,672</u>	<u>1,092,522</u>
<b>Cash provided by operating activities</b>	<u>491,037</u>	<u>2,003,242</u>	<u>541,085</u>	<u>2,646,223</u>
Income taxes paid	(66,920)	(285,331)	(42,006)	(192,057)
<b>Net cash flows from operating activities</b>	<u>424,117</u>	<u>1,717,911</u>	<u>499,079</u>	<u>2,454,166</u>
<b>Cash flows used in investing activities:</b>				
Acquisition of property, plant and equipment	(107,011)	(457,987)	(299,659)	(1,340,116)
Proceeds from disposal of property, plant and equipment	259	1,108	1,217	5,441
Increase in prepayments on purchase of equipment	(1,628)	(7,234)	(24,624)	(100,471)
Acquisition of intangible assets	(179)	(777)	(245)	(1,096)
Decrease (increase) in long-term receivables	7,454	31,217	7,570	37,777
Decrease (increase) in other financial assets	110,106	469,533	(370,180)	(1,507,977)
Increase in other non-current assets	-	-	(872)	(2,903)
Acquisition of right-of-use assets	-	-	(7,735)	(34,593)
Interest received	23,600	101,047	14,370	64,266
<b>Net cash flows from (used in) investing activities</b>	<u>32,601</u>	<u>136,907</u>	<u>(680,158)</u>	<u>(2,879,672)</u>
<b>Cash flows from financing activities:</b>				
Increase in short-term bank loans	(330,988)	(1,417,162)	148,843	665,656
Increase in long-term bank loans	314,367	1,346,000	177,228	792,600
Repayment of long-term bank loans	(135,463)	(580,000)	(64,398)	(288,000)
Cash dividends paid	(66,177)	(277,351)	(101,773)	(462,252)
Repayment of lease principal	(10,966)	(47,549)	(11,429)	(49,831)
Interest paid	(41,523)	(177,784)	(56,709)	(253,666)
<b>Net cash flows from (used in) financing activities</b>	<u>(270,750)</u>	<u>(1,153,846)</u>	<u>91,762</u>	<u>404,507</u>
<b>Effect of exchange rate changes on cash and cash equivalents</b>	<u>(77,417)</u>	<u>(186,552)</u>	<u>25,520</u>	<u>(355,442)</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>108,551</u>	<u>514,420</u>	<u>(63,797)</u>	<u>(376,441)</u>
<b>Cash and cash equivalents, beginning of the year</b>	<u>545,753</u>	<u>2,349,467</u>	<u>609,550</u>	<u>2,725,908</u>
<b>Cash and cash equivalents, end of the year</b>	<u>\$ 654,304</u>	<u>2,863,887</u>	<u>545,753</u>	<u>2,349,467</u>

[Attachment V] 2020 Profit Distribution Table

## Ginko International Co., Ltd.

### 2020 Profit Distribution Table

Currency Unit: NT\$

Item	AMOUNT
Beginning undistributed earnings	5,354,135,791
Add: 2020 profit after tax	993,775,936
Less: Provision of legal reserve ( <sup>NOTE</sup> )	0
Add: Reversal of special surplus reserve	119,229,513
Distributable earnings	6,467,141,240
Distribution Item	
Cash dividends on common stock (NT\$6 per share)	( 582,437,976 )
End of Period Appropriation	5,884,703,264

Chairman:

Manager:

Accounting Manager:

NOTE: In accordance with Article 112 of the Company Act and Article 132A(c) of Articles of Association, and applicable laws or regulations, the deposit of 10% is the legal surplus reserve. However, if the statutory surplus reserve has reached the amount of paid-in capital, it would be an exception. As of 2019, the statutory surplus reserve was NT\$1,079,812,000. Thus, no statutory reserve is not accrued this year.

**[Attachment VI] Comparison Table for Amendments to the Articles of Procedures for Lending Funds to Other Parties**

**Ginko International Co., Ltd.**

Comparison Table for Amendments to the Articles to Procedures for Lending Funds to Other Parties

<b>Amended Provision</b>	<b>Current Provision</b>	<b>Description</b>
<p>Article 8: Internal Control</p> <p>I. (Omitted)</p> <p>II. (Omitted)</p> <p>III. If, as a result of a change in circumstances, the loan balance exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to <u>the Audit Committee of the Company</u>, and shall complete the rectification according to schedule.</p>	<p>Article 8: Internal Control</p> <p>I. (Omitted)</p> <p>II. (Omitted)</p> <p>III. If, as a result of a change in circumstances, the loan balance exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the supervisors, and shall complete the rectification according to schedule.</p>	<p>In line with corporate governance, the Audit Committee is set up for rectification.</p>
<p>Article 13: Implementation and Amendment</p> <p>I. <u>The formulation or amendment of these Procedures shall be approved by more than half of the members of the Audit Committee of the Company, and submitted to the board of directors for resolution, and then submitted to the board of shareholders for approval. If it is not approved by more than half of the members of the Audit Committee, it may be approved by more than two thirds of the directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board meeting. If any director expresses objection and with a record or written statement, the Company shall submit</u></p>	<p>Article 13: Implementation and Amendment</p> <p>When the Procedures have been passed by the board of directors, it shall be sent to every supervisor and submitted to the shareholders meeting for approval before implementation. If any director expresses dissent, where stated in minutes or in a written statement, the Company shall submit the dissenting opinions to each supervisor together and to the shareholders meeting for discussion; the same shall apply to any amendment thereto.</p> <p>When the Procedures for Lending Funds to Other Parties are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent</p>	<p>In line with corporate governance, the Audit Committee is set up for rectification.</p>

Amended Provision	Current Provision	Description
<p><u>such objection to each independent director and to the shareholders' meeting for discussion. All the members of the audit committee and directors mentioned above shall refer to the actual incumbents.</u></p> <p>II. <u>When the Procedures</u> are submitted to the board of directors for discussion, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	<p>director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.</p>	

**[Attachment VII] Comparison Table for Amendments to the Articles of Procedures for  
Endorsement and Guarantee**

**Ginko International Co., Ltd.**

Comparison Table for Amendments to the Articles of Procedures for  
Endorsement and Guarantee

<b>Amended Provision</b>	<b>Current Provision</b>	<b>Description</b>
<p>Article 6: Procedures for Endorsement and Guarantee:</p> <p>I-IV (Omitted).</p> <p>V. If, due to changes of circumstances, the party to whom the Company provided endorsement and/or guarantee no longer satisfies the criteria set forth in the Procedures herein, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, the exceeding part shall be eliminated at the end of the term stipulated in the contract or within a certain period of time after a corrective plan is drawn up, a corrective plan shall be provided to the Audit Committee.</p>	<p>Article 6: Procedures for Endorsement and Guarantee:</p> <p>I-IV (Omitted).</p> <p>V. If, due to changes of circumstances, the party to whom the Company provided endorsement and/or guarantee no longer satisfies the criteria set forth in the Procedures herein, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, the exceeding part shall be eliminated at the end of the term stipulated in the contract or within a certain period of time after a corrective plan is drawn up, a corrective plan shall be provided to supervisors.</p>	<p>In line with corporate governance, the Audit Committee is set up for rectification.</p>
<p>Article 14: Implementation and Amendment</p> <p>I. <u>The formulation or amendment of these Procedures shall be approved by one-half or more of all Audit Committee members, and furthermore shall be submitted for a resolution by the board of directors and approved by the shareholders' meeting. If the approval of one-half or more of all Audit</u></p>	<p>Article 14: Implementation and Amendment</p> <p>The Procedures for Endorsement and Guarantee shall be implemented after being approved by the board of directors, sent to the supervisors and submitted to the shareholders' meeting for approval, and the same shall apply to the amendments.</p> <p>If any director expresses dissent, where stated in minutes or in a written statement, the Company</p>	<p>In line with corporate governance, the Audit Committee is set up for rectification.</p>



Amended Provision	Current Provision	Description
<p><u>Committee members as required is not obtained, these Procedures may be formulated or amended if approved by two-thirds or more of all directors, and the resolution of the Audit Committee shall be recorded in the minutes of the board of directors meeting.</u> If any director expresses an objection and there is a record or written statement of the objection, the Company shall forward the director's objection to independent directors <u>and to the shareholders' meeting for discussion.</u></p> <p><u>All Audit Committee members and directors mentioned previously refer to the actual incumbents at that time.</u></p> <p>II. <u>When submitting these Procedures</u> to the board of directors for discussion, the opinions of the independent directors shall be fully considered. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes.</p>	<p>shall submit the dissenting opinions to each supervisor. <u>When submitting these Procedures</u> to the board of directors for discussion, the opinions of the independent directors shall be fully considered. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes.</p>	

**[Attachment VIII] Comparison Table for Amendments to the Articles of Rules for  
Director and Supervisor Elections**

**Ginko International Co., Ltd.**

Comparison Table for Amendments to the Articles of Rules for  
Director and Supervisor Elections

Amended Provision	Current Provision	Description
<b>Rules for Election of Directors</b>	<b>Rules for Election of Directors and Supervisors</b>	In response to setting up the Audit Committee in lieu of supervisors, <b>these Rules are hereby amended.</b>
Article 1: These Rules are formulated with a view to the open, just and fair election of directors.	Article 1: To ensure just, fair and open election of directors and <u>supervisors</u> , these Rules are adopted.	In response to setting up the Audit Committee in lieu of supervisors, these Rules are hereby amended and the contents related to supervisors are deleted.
Article 2: Except as otherwise provided by relevant laws and regulations (Cayman Islands laws and Taiwan Security Exchange laws) or by the Company's Articles of Association, elections of directors shall be conducted in accordance with these Rules.	Article 2: Except as otherwise provided by relevant laws and regulations (Cayman Islands laws and Taiwan Security Exchange laws) or by the Company's Articles of Association, elections of directors and <u>supervisors</u> shall be conducted in accordance with these Rules.	Same as above
Article 4: (This Article is deleted)	Article 4: Supervisors of the Company shall meet the following qualifications:  I. Integrity and a practical attitude. II. Impartial judgment. III. Professional knowledge. IV. Broad experience. V. Ability to read financial statements.	Same as above

Amended Provision	Current Provision	Description
	<p>In addition to the requirements of the preceding paragraph, at least one among the supervisors of this Corporation must be an accounting or finance professional.</p> <p>Appointments of supervisors shall be made with reference to the provisions on independence contained in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", in order to select appropriate supervisors to help strengthen the corporation's risk management and control of finance and operations.</p> <p>At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director.</p> <p>A supervisor may not serve concurrently as the director, managerial officer, or any other employee of this Corporation, and at least one of the supervisors must be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.</p>	
<p>Article 6: The cumulative voting method will be used for election of the directors (including independent directors) in the Company. Each share will have voting rights in number equal to the directors to be elected and the vote may be cast for a single candidate or split among multiple candidates. In accordance with Article 192(1) of Company Act, the election of the</p>	<p>Article 6: The cumulative voting method will be used for election of the directors (including independent directors) <u>and supervisors</u> in the Company. Each share will have voting rights in number equal to the <u>Directors or Supervisors</u> to be elected and the vote may be cast for a single candidate or split among multiple candidates. In accordance</p>	<p>Same as above</p>

Amended Provision	Current Provision	Description
<p>directors (including independent directors) shall adopt candidates nomination system.</p>	<p>with Article 192(1) and <u>Article 216 (1)</u> of Company Act, the election of the directors (including independent directors) <u>and supervisors</u> shall adopt candidates nomination system.</p>	
<p>Article 7: The Company shall prepare separate ballots for directors in numbers corresponding to the directors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders’ meeting. Attendance card number may be used instead of recording the names of voting shareholders.</p>	<p>Article 7: The Company shall prepare separate ballots for directors <u>and supervisors</u> in numbers corresponding to the directors and supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders’ meeting. Attendance card number may be used instead of recording the names of voting shareholders.</p>	<p>Same as above</p>
<p>Article 8: The number of directors and independent directors will be specified in the Company’s Articles of Association, those directors receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.</p>	<p>Article 8: The number of directors and independent directors will be specified in the Company’s Articles of Association, those directors <u>and supervisors</u> receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.</p>	

Amended Provision	Current Provision	Description
<p>Article 11: A ballot is invalid under any of the following circumstances:</p> <ul style="list-style-type: none"> <li>I. The ballot is not prepared by the Board of Directors.</li> <li>II. A blank ballot is placed in the ballot box.</li> <li>III. The writing is unclear and indecipherable or has been altered.</li> <li>IV. A candidate whose name is entered in the ballot does not conform with those given in <u>director candidate list</u>.</li> <li>V. Other words or marks are entered in addition to the candidate’s account (name) or shareholder account number (or identity card number) and the number of voting rights allotted.</li> </ul>	<p>Article 11: A ballot is invalid under any of the following circumstances:</p> <ul style="list-style-type: none"> <li>I. The ballot is not prepared by the Board of Directors.</li> <li>II. A blank ballot is placed in the ballot box.</li> <li>III. The writing is unclear and indecipherable or has been altered.</li> <li>IV. A candidate whose name is entered in the ballot is a <u>shareholder but his account name and shareholder account number do not conform with those given in the shareholder register or a candidate whose name is entered in the ballot is a non-shareholder and</u> a cross-check shows that his name and identity card number do not match.</li> <li>V. Other words or marks are entered in addition to the candidate’s account (name) or shareholder account number (or identity card number) and the number of voting rights allotted.</li> <li>VI. <u>The name of the candidate entered in the ballot is identical to that of another shareholder, but the shareholder account number of identity certificate number is not filled in the ballot to identify such individual.</u></li> </ul>	<p>Same as above</p>
<p>Article 12: The voting rights shall be calculated after the end of the poll, and the results of the calculation, including the list of persons elected as directors and the number of votes with which they were elected, shall</p>	<p>Article 12: The votes shall be calculated on site immediately after the end of the poll and the results of the calculation, including the list of persons elected <u>as directors and supervisors and</u></p>	<p>Same as above</p>

Amended Provision	Current Provision	Description
<p>be announced by the chairman or appointed person on the site.</p> <p>The ballots shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.</p>	<p>the number of votes with which they were elected, shall be announced by the chairman or designated person at the location of the meeting.</p> <p>The ballots shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.</p>	
<p>Article 13: The board of directors of the Company shall issue notifications to the persons elected as directors.</p>	<p>Article 13: The board of directors of the Company shall issue notifications to the persons elected as directors and <u>supervisors</u>.</p>	<p>Same as above</p>
<p>(Amendment records)</p> <p>Established on: October 20, 2009  First amendment: February 26, 2010  Second amendment: June 25, 2015  Third amendment: June 22, 2017  <u>Fourth amendment: June 25, 2021</u></p>	<p>(Amendment records)</p> <p>Established on: October 20, 2009  First amendment: February 26, 2010  Second amendment: June 25, 2015  Third amendment: June 22, 2017</p>	<p>Increased amendment date</p>

**[Attachment IX] Rules Governing the Scope of Powers of Supervisors**

**Ginko International Co., Ltd.**

**Rules Governing the Scope of Powers of Supervisors**

**Article 1 Purpose:**

To ensure the normal business operation of this Company and to develop an effective, comprehensive, and robust supervisory system for the supervisors, allowing supervisors to fulfill their functions, and for the purpose of strengthening this Company's internal monitoring mechanisms and ensuring sound corporate governance, in order to fulfill the responsibility for safeguarding the rights and interests of this Company and all of its shareholders, these Rules are adopted pursuant to the provisions of Chapter IV of the Corporate Governance Best-Practice Principles for the Companies in the R.O.C.

**Article 2 Scope of application for these Rules:**

Except as otherwise provided by law or regulation or by the Articles of Association, the powers and duties of the supervisors of this Company and the matters to be carried out by this Company when the supervisors exercise their powers shall be as set forth in these Rules.

**Article 3 Scope of duties:**

The supervisors shall faithfully perform their duties and fulfill the obligation to exercise the due care of a good administrator. They shall maintain a high degree of self-discipline and adopt a prudential attitude in supervising the business and financial conditions of this Company, in order to safeguard the rights and interests of this Company and its shareholders.

If in the course of their duties, a supervisor violates a law, regulation, or the Articles of Association, or if a supervisor neglects his or her supervisory duties, thereby causing damage to this Company, the supervisor shall be legally held liable to this Company for damages.

**Article 4 Exercise of supervisory powers:**

A supervisor shall be familiar with the relevant laws and regulations, and shall understand the rights, obligations, and duties of directors of the company and the functions, duties, and operation of each department. A supervisor shall attend meetings of the board of directors to supervise their operations and to state his/her opinions when appropriate so as to grasp or discover any abnormal situation early on.

In the exercise of supervisory powers by each respective supervisor, a supervisor that deems it necessary may convene a meeting, in consideration the overall interest of this Company and the shareholders, to exchange opinions with other supervisors, provided that in so doing the independent exercise of powers by other supervisors is not obstructed.

**Article 5 Supervision of business operations, the management team, and the internal control system of this Company:**

The supervisors shall monitor the business operations of this Company, examine its financial and business conditions from time to time, and review its books and records. They may request reports to be presented by the board of directors or any

of the managerial officers in order to understand the status of performance of their respective duties, and shall attend to the effectiveness and implementation of the internal control system so as to reduce the financial and operational risks of this Company.

Article 6 Notification of meetings of the board of directors:

When a meeting of the board of directors is held, each supervisor shall be notified of the meeting in accordance with the provisions of the Regulations Governing Procedure for Board of Directors Meetings of Public Companies, and the meeting notice and sufficient meeting materials shall be delivered to all supervisors.

Article 7 Recusal:

The supervisors shall maintain a high degree of self-discipline; when a proposal put forward at a meeting bears on the personal interest of a supervisor, and such relationship is likely to prejudice the interest of this Company, the supervisor shall enter into recusal.

Article 8 Limiting violations of law by the board or a director in the course of duties:

Where the board of directors or directors violate the law, Articles of Incorporation, or shareholders' meeting resolution when conducting business, the supervisor shall immediately notify the board of directors or the director to stop the action.

Article 9 Reviewing the books and records of this Company:

The supervisors shall thoroughly review and issue a report on the various books and records (including business reports, financial statements, proposals for distribution of earnings or for covering of losses) compiled by the board of directors and presented at shareholders' meetings, and shall state their opinion at the shareholders' meeting.

Article 10 Review of the business and finances of this Company:

A Supervisor may investigate the operational and financial conditions of the Company from time to time, and the relevant departments in the Company shall provide the books or documents that will be needed for the Supervisor's review.

When reviewing the finance or operations of the Company, a Supervisor may retain attorneys or CPAs on behalf of the Company to perform the review; however, the Company shall inform the relevant persons of their confidentiality obligations.

The Board of Directors or managers shall submit reports in accordance with the request of the Supervisors and shall not for any reason obstruct, circumvent, or refuse the inspection of the Supervisor.

When a supervisor performs his or her duties, this Company shall provide the necessary assistance in accordance with the needs of the supervisor, and any reasonable expenses required for such assistance shall be borne by this Company.

Article 11 Communication channels with relevant personnel in this Company:

The supervisors shall conduct periodic discussions with the internal auditors regarding their examination of deficiencies in the internal control system, and shall make a record of the discussions.



This Company shall establish a channel for communication between its employees, shareholders, and interested parties and the supervisors in order to facilitate the supervisory duties of the supervisors.

Upon discovering any misconduct, a supervisor shall take timely measures to curb its expansion, and if necessary shall file a report with the competent authority or relevant regulatory agencies.

If any of the Company's independent directors, general managers, heads of finance, accounting, research and development, or internal audit departments, or CPAs resigns or is removed from their position, the supervisors shall closely investigate the reasons and make necessary recommendations or take necessary measures.

**Article 12 Liability insurance for supervisors**

The Company should, in accordance with the Articles of Association or the resolution of the shareholders' meeting, purchase liability insurance for the supervisors in accordance with the compensation liability that they should bear in accordance with the law during their term of office, so as to reduce and mitigate the risk of serious damage to the rights and interests of the Company and shareholders caused by the supervisors' mistakes or negligent acts.

**Article 13 Continuing education for supervisors**

Upon becoming a supervisor and throughout the term in that position, a supervisor is advised to participate in training courses covering subjects related to corporate governance, such as finance, risk management, business, commerce, accounting, law, or corporate social responsibility, offered by the institutions designated in the Directions for the Implementation of Continuing Education for Directors and Supervisors of TWSE Listed and GTSM Listed Companies.

**Article 14** These Rules shall take effect after having been approved by a shareholders meeting. Subsequent amendments thereto shall be effected in the same manner.

**Formulated on: July 25, 2011**

[Attachment X] List of Director Candidates (including Three Independent Directors)

## Ginko International Co., Ltd.

### List of Directors Candidates (including Three Independent Directors)

Company Name	Shareholder Name	Major Experience (Education)	Current Position	Shares Held (Note)
Director Candidate	Kuo-Chou Tsai	- Master of Management, Tunghai University	<ul style="list-style-type: none"> <li>- Prosper Link International Limited Chairman</li> <li>- Haichang International Limited Chairman</li> <li>- Chairman of Hydron Contact Lens Co., Ltd.</li> <li>- Chairman of Jiangsu Horien Contact Lens Co., Ltd.</li> <li>- Chairman of Jiangsu East Optics Co., Ltd.</li> <li>- New Path International Co., Ltd. Chairman</li> <li>- Chairman of Ginko Optical Industrial Co., Ltd.</li> <li>- Chairman of Chieh Fu International Co., Ltd.</li> <li>- Chairman of Chi Sheng Co., Ltd.</li> <li>- Chairman of Yung Sheng Optical Co., Ltd.</li> <li>- Chairman of Formosa Optical Technology Co., Ltd.</li> <li>- Chairman of Master Harvest Global Ltd.</li> </ul>	147
	Kuo-Yuan Tsai	<ul style="list-style-type: none"> <li>- Lu Kang Senior High School</li> <li>- Hydron Contact Lens Co., Ltd. General Manager of Shanghai Subsidiary</li> </ul>	<ul style="list-style-type: none"> <li>- General Manager of the Company</li> <li>- Prosper Link International Limited General Manager</li> <li>- General Manager of Haichang International Limited</li> <li>- Director and General Manager of Hydron Contact Lens Co., Ltd.</li> <li>- Director and President of Jiangsu Horien Contact Lens Co., Ltd.</li> <li>- Director of Ginko Optical Industrial Co., Ltd.</li> <li>- Director of Chieh Fu International Co., Ltd.</li> <li>- Director of Chi Sheng Co., Ltd.</li> <li>- Ocean Heart International Limited Director</li> <li>- Director of Hei Longjiang Haichang Biotechnology Co., Ltd.</li> <li>- General Manager of Yung Sheng Optical Co., Ltd.</li> <li>- Director and General Manager of Shanghai Horien Contact Lens Optical Co., Ltd.</li> <li>- President of Yung Sheng Japan Optical Co. Ltd.</li> <li>- Chairman of Shanghai Fushiyuan Contact Lens Co., Ltd.</li> </ul>	75,600
	New Path International Co., Ltd.	N/A	N/A	N/A

Company Name	Shareholder Name	Major Experience (Education)	Current Position	Shares Held (Note)
	Hydron International Co., Ltd.	N/A	N/A	27,614,614
	Ocean Heart International Limited	N/A	N/A	2,513,750
	MIGHTY STAR INVESTMENT LIMITED.	N/A	N/A	862,050

Company Name	Shareholder Name	Major Experience (Education)	Current Position	Shares Held (Note)
Independent Director Candidate	Ken-Cheng Wu	<ul style="list-style-type: none"> <li>- Chinese Culture University College of Journalism</li> <li>- SVP at the Head Office of Want Want China Times Media Group</li> <li>- Publisher of China Times</li> <li>- President of China Times</li> <li>- Chairman of China Television Co., Ltd.</li> <li>- Chairman of China Times Weekly Co., Ltd.</li> <li>- General Manager of Infotimes Corporation</li> </ul>	<ul style="list-style-type: none"> <li>- Chairman of Jing Shi Finance Media Corporation</li> <li>- Director of Taiwan Sakura Corporation</li> <li>- Independent Director of Inalways Corporation</li> </ul>	0
	Jui-Lung Tung	<ul style="list-style-type: none"> <li>- Master of Institute of Hospital and Health Care Administration, National Yang-Ming University</li> <li>- Lecturer certified by the Ministry of Education</li> <li>- Member of Hospital and Social Welfare Organizations Administration Commission</li> </ul>	<ul style="list-style-type: none"> <li>- Vice Chairman of Tungs' Taichung MetroHarbor Hospital</li> <li>- Vice Chairman of Tung Chuan-Sheng Cultural Educational Foundation</li> <li>- Chairman of Jia-Bao Social Welfare Foundation</li> <li>- Chairman of Chuann Herh Enterprise Co., Ltd. - Director of Jing Dai Corporation - Director of Shang You Li Corporation</li> <li>- Director of Shuz Tung Machinery Industrial Co., Ltd.</li> <li>- Independent Director of Intai Technology Corporation</li> </ul>	0

Company Name	Shareholder Name	Major Experience (Education)	Current Position	Shares Held (Note)
	Chia-Chung Chan	<ul style="list-style-type: none"> <li>- PhD of Department of Business Management, National Sun Yat-sen University</li> <li>- PhD of Business Administration, Tunghai University</li> <li>- Bachelor of Department of Business Administration, Tamkang University</li> <li>- Dean of College of Management, Tunghai University</li> <li>- Chief of Marketing Division, Department of Finance, Tunghai University</li> <li>- Chief Secretary, Tunghai University</li> <li>- Chief, Department of Finance, Tunghai University</li> </ul>	<ul style="list-style-type: none"> <li>- Vice President, Tunghai University</li> <li>- Professor, Department of Finance, Tunghai University</li> <li>- Independent Director of AIDC/Aerospace Industrial Development Corporation</li> <li>- Independent Director of Mobiletron Co., Ltd.</li> </ul>	0

Note: Number of shares held as of the book closure date (April 27, 2021) for the 2021 Annual Meeting of Shareholders.

**[Appendix I] Procedures for Ethical Management and Guidelines for Conduct  
(Before Amendment)**

**Ginko International Co., Ltd.**

**Procedures for Ethical Management and Guidelines for Conduct**

**Article 1 (Purpose and Scope)**

The Company engages in commercial activities based the principles of fairness, honesty, faithfulness, and transparency, and in order to fully implement a policy of ethical management and actively prevent unethical conduct, these Procedures for Ethical Management and Guidelines for Conduct are adopted pursuant to the provisions of the "Ethical Corporate Management Best Practice Principles for TWSE/GTSM-Listed Companies", with a view to providing all personnel of the Company with clear directions for the performance of their duties.

The scope of application of these Procedures and Guidelines includes the subsidiaries of the Company, any incorporated foundation in which the Company's accumulated contributions, direct or indirect, exceed 50% of the total funds of the foundation, and other group enterprises and organizations, such as institutions or juristic persons, substantially controlled by the Company.

**Article 2 (Applicable subjects)**

For the purposes of these Procedures and Guidelines, the term "personnel of the Company" refers to any director, managerial officer, employee, mandataries or person having substantial control, of the Company or its group enterprises and organizations.

Any provision, promise, request, or acceptance of improper benefits by any personnel of the Company through a third party will be presumed to be an act by the personnel of the Company.

**Article 3 (Definition of unethical conduct)**

For the purposes of these Procedures and Guidelines, "unethical conduct" means that any personnel of the Company, in the course of their duties, directly or indirectly provides, promises, requests, or accepts improper benefits or commits a breach of ethics, unlawful act, or breach of fiduciary duty for purposes of acquiring or maintaining benefits.

The counterparty of the unethical conduct under the preceding paragraph include public officials, political candidates, political parties or their staffs, and government-owned or private-owned enterprises or institutions and their directors, supervisors, managerial officers, employees, persons having substantial control, or other interested parties.

**Article 4 (Types of benefits)**

For the purposes of these Procedures and Guidelines, the term "benefits" means any money, gratuity, gift, commission, position, service, preferential treatment, rebate, facilitating payment, entertainment, dining, or any other item of value in whatever form or name.

**Article 5 (Responsible unit and duties)**

The Company shall designate the Finance Department as the responsible unit (hereinafter,

"responsible unit"), and allocate sufficient resources and suitable personnel to be in charge of the amendment, implementation, interpretation, and advisory services with respect to these Procedures and Guidelines, the recording and filing of reports, and the monitoring of implementation. The responsible unit shall also submit regular reports (at least once per year) to the board of directors.

Article 6 (Exceptions for providing or accepting benefits)

Except under one of the following circumstances, when providing, accepting, promising, or requesting, directly or indirectly, any benefits as specified in Article 4, the conduct of the given personnel of the Company shall comply with the provisions of the Ethical Corporate Management Best Practice Principles for TWSE/TPEX-Listed Companies and these Procedures and Guidelines, and the relevant procedures shall have been carried out:

- I. The conduct is undertaken to meet business needs and is in accordance with local courtesy, convention, or custom during domestic (or foreign) visits, reception of guests, promotion of business, communication and coordination.
- II. The conduct has its basis in ordinary social activities that are attended or others are invited to hold in line with accepted social custom, commercial purposes or developing relationships.
- III. Invitations to guests or attendance at commercial activities or factory visits in relation to business needs, when the method of fee payment, number of participants, class of accommodations, and the time period for the event or visit have been specified in advance.
- IV. Attendance at folk festivals that are open to and invite the attendance of the general public.
- V. Rewards, emergency assistance, condolence payments, or honorariums from the management.
- VI. Other conduct that complies with the rules of the Company

Article 7 (Procedures for handling provision and acceptance of improper benefits)

Except under any of the circumstances set forth in the preceding article, when any personnel of the Company is provided with or is promised, either directly or indirectly, any benefits as specified in Article 4 by a third party, the matter shall be handled in accordance with the following procedures:

- I. If there is no relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall report to their immediate supervisor within 3 days from the acceptance of the benefit, and the responsible unit shall be notified if necessary.
- II. If a relationship of interest exists between the party providing or offering the benefit and the official duties of the Company's personnel, the personnel shall return or refuse the benefit, and shall report to his or her immediate supervisor and notify the responsible unit. When the benefit cannot be returned, then within 3 days from the acceptance of the benefit, the personnel shall refer the matter to the responsible unit for handling.

"A relationship of interest between the party providing or offering the benefit and the official duties of the Company's personnel," as referred to in the preceding paragraph, refers to one of the following circumstances:

- I. When the two parties have commercial dealings, a relationship of direction and supervision, or subsidies (or rewards) for expenses.
- II. When a contracting, trading, or other contractual relationship is being sought, is in progress, or has been established.
- III. Other circumstances in which a decision regarding the Company's business, or the execution or non-execution of business, will result in a beneficial or adverse impact.

The responsible unit of the Company shall make a proposal, based on the nature and value of the benefit under paragraph 1, that it be returned, accepted on payment, given to the public, donated to charity, or handled in another appropriate manner. The proposal shall be implemented after being reported and approved.

#### Article 8 (Prohibition of providing or promising facilitating payments)

If any personnel of the Company provides or promises a facilitating payment under threat or intimidation, they shall submit a report to their immediate supervisor stating the facts and shall notify the responsible unit.

Upon receipt of the report under the preceding paragraph, the responsible unit shall take immediate action and undertake a review of relevant matters in order to minimize the risk of recurrence. In a case involving alleged illegality, the responsible unit shall also immediately report to the relevant judicial agency.

#### Article 9 (Regulations for providing political contributions)

Political contributions by the Company shall be made in accordance with the following provisions, reported to the supervisor in charge for approval, and a notification given to the responsible unit, and when the amount of a contribution is NT\$500,000 or more, it shall be made only after being reported to and approved by the board of directors:

- I. It shall be ascertained that the political contribution is in compliance with the laws and regulations governing political contributions in the country in which the recipient is located, including the maximum amount and the form in which a contribution may be made.
- II. A written record of the decision making process shall be kept.
- III. Account entries shall be made for all political contributions in accordance with applicable laws and regulations and relevant procedures for accounting treatment.
- IV. In making political contributions, commercial dealings, applications for permits or carrying out other matters involving the interests of the Company with the related government agencies shall be avoided.

#### Article 10 (Regulations for charitable donations or sponsorships)

Charitable donations or sponsorships by the Company shall be provided in accordance with the following provisions and reported to the Chairman for approval, and a notification shall be given

to the responsible unit. When the amount is NT\$1 million or more, the donation or sponsorship shall be provided only after it has been submitted for adoption by the board of directors:

- I. It shall be ascertained that the donation or sponsorship is in compliance with the laws and regulations of the country where the Company is doing business.
- II. A written record of the decision making process shall be kept.
- III. A charitable donation shall be given to a valid charitable institution and may not be a disguised form of bribery.
- IV. The returns received as a result of any sponsorship shall be specific and reasonable, and the subject of the sponsorship may not be a counter-party or the Company's commercial dealings or a party with which any personnel of the Company has a relationship of interest.
- V. After the donation or sponsorship has been given, it must be confirmed that the funds are used in accordance with the intended purpose.

For any charitable donation or sponsorship during the year, the recipient and amount shall be reported to the board of directors.

#### Article 11 (Recusal)

When the Company's director, supervisor, officer or other stakeholder attending or present at a board meeting, or the juristic person represented thereby, has a stake in a proposal at the meeting, which may impair the interest of the Company, that director, supervisor, officer or stakeholder shall state the important aspects of the stake in the meeting and, where there is a likelihood that the interests of the Company would be prejudiced, may not participate in the discussion or vote on that proposal, shall recuse himself or herself from any discussion and voting, and may not exercise voting rights as proxy on behalf of another director. The directors shall also exercise discipline among themselves, and may not support each other in an inappropriate manner.

Where the spouse, a relative within the second degree of kinship of a director, or any company which has a controlling or subordinate relation with a director has interests in the matters under discussion in the meeting of the preceding paragraph, the director shall be deemed to have a personal interest in the matter.

If in the course of conducting company business, any personnel of the Company discovers that a potential conflict of interest exists involving themselves or the juristic person that they represent, or that they or their spouse, parents, children, or a person with whom they have a relationship of interest is likely to obtain improper benefits, the personnel shall report the relevant matters to both his or her immediate supervisor and the responsible unit, and the immediate supervisor shall provide the personnel with proper instructions.

No personnel of the Company may use company resources on commercial activities other than those of the Company, nor may any personnel's job performance be affected by his or her involvement in the commercial activities other than those of the Company.

#### Article 12 (Confidentiality)



The Company designates the Finance Department as the special unit charged with formulating and implementing procedures for managing, preserving and maintaining the confidentiality of the Company's trade secrets, trademark, patents, works and other intellectual properties and it shall also conduct periodical reviews on the results of implementation to ensure the sustained effectiveness of the confidentiality procedures.

All personnel of the Company shall faithfully follow the operational directions pertaining to intellectual properties as mentioned in the preceding paragraph and may not disclose to any other party any trade secrets, trademarks, patents, works, and other intellectual properties of the Company of which they have learned, nor may they inquire about or collect any trade secrets, trademarks, patents, and other intellectual properties of the Company unrelated to their individual duties.

Article 13 (Prohibition against unfair competitive practices)

The Company shall follow the Fair Trade Act and applicable competition laws and regulations when engaging in business activities, and may not fix prices, make rigged bids, establish output restrictions or quotas, or share or divide markets by allocating customers, suppliers, territories, or lines of commerce.

Article 14 (Compliance with regulations and international standards)

The Company shall collect and understand the applicable laws and regulations and international standards governing its products and services which it shall observe, gather and publish all guidelines to cause personnel of the Company to ensure the transparency of information about, and safety of, the products and services in the course of their research and development, procurement, manufacture, provision, or sale of products and services.

Article 15 (Prohibition against insider trading and non-disclosure agreement)

All Company personnel shall adhere to the provisions of the Securities and Exchange Act, and may not take advantage of undisclosed information of which they have learned to engage in insider trading.

Any organization or person outside of the Company that is involved in any merger, demerger, acquisition and share transfer, major memorandum of understanding, strategic alliance, other business partnership plan, or the signing of a major contract by the Company shall be required to sign a non-disclosure agreement in which they undertake not to disclose to any other party any trade secret or other material information of the Company acquired as a result, and that they may not use such information without the prior consent of the Company.

Article 16 (Compliance and declaration of ethical management policy)

The Company shall request their directors and senior management to issue a statement of compliance with the ethical management policy and require in the terms of employment that employees comply with such policy.

The Company shall disclose its policy of ethical management in its internal rules, annual reports, on the Company's websites, and in other promotional materials, and shall make timely

announcements of the policy in events held for outside parties such as product launches and investor press conferences, in order to make its suppliers, customers, and other business-related institutions and personnel fully aware of its principles and rules with respect to ethical management.

Article 17 (Ethical management evaluation for developing commercial relationships with others)  
Before developing a commercial relationship with another party, such as an agent, supplier, customer, or other counterparty in commercial dealings, the Company shall evaluate the legality and ethical management policy of the party and ascertain whether the party has a record of involvement in unethical conduct, in order to ensure that the party conducts business in a fair and transparent manner and will not request, offer, or take bribes.

When the Company carries out the evaluation under the preceding paragraph, it may adopt appropriate audit procedures for a review of the counter-party with which it will have commercial dealings with respect to the following matters, in order to gain a comprehensive knowledge of its ethical management:

- I. The enterprise's nationality, location of business operations, organizational structure, and management policy, and place where it will make payment.
- II. Whether the enterprise has adopted an ethical management policy, and the status of its implementation.
- III. Whether enterprise's business operations are located in a country with a high risk of corruption.
- IV. Whether the business operated by the enterprise is in an industry with a high risk of bribery.
- V. The long-term business condition and degree of goodwill of the enterprise.
- VI. Consultation with the enterprise's business partners on their opinion of the enterprise.
- VII. Whether the enterprise has a record of involvement in unethical conduct such as bribery or illegal political contributions.

Article 18 (Statement of ethical management policy to transacting parties)

Any personnel of the Company, when engaging in commercial activities, shall make a statement to the trading counterparty about the Company's ethical management policy and related rules, and shall clearly refuse to provide, promise, request, or accept, directly or indirectly, any improper benefit in whatever form or name.

Article 19 (Avoidance of dealing with unethical transactions)

All personnel of the Company shall avoid business transactions with an agent, supplier, customer, or other counterparty in commercial interactions that is involved in unethical conduct. When the counterparty or partner in cooperation is found to have engaged in unethical conduct, the personnel shall immediately cease dealing with the counterparty and blacklist it for any further business interaction in order to effectively implement the Company's ethical management policy.

Article 20 (Stipulation of terms of ethical management in contracts)

Before entering into a contract with another party, the Company shall gain a thorough knowledge of the status of the other party's integrity management, and shall make the ethical management policy of the Company part of the terms and conditions of the contract, stipulating at the least the following matters:

- I. Where each party is aware of the violation of the prohibition of acceptance of commissions, rebates or other improper contract benefits, the party shall immediately notify the other party of the violator's identity, the manner in which the provision, promise, request, or acceptance was made, and the monetary amount or other improper benefit that was provided, promised, requested or accepted. The party shall also provide the other party with pertinent evidence and cooperate fully with the investigation. If there has been resultant damage to either party, the party may claim from the other party a certain percentage of the contract price as damages, and may also deduct the full amount of the damages from the contract price payable.
- II. Where a party is discovered to be engaged in unethical conduct in its commercial activities, the other party may terminate or rescind the contract unconditionally at any time.
- III. Specific and reasonable payment terms, including the place and method of payment and the requirement for compliance with related tax laws and regulations.

Article 21 (Handling of unethical conduct by personnel of the Company)

The Company shall internally establish and publicly announce on its website and the intranet, or provide through an independent external institution, an independent mailbox or hotline, for internal and external personnel of the Company to submit reports.

Upon discovering or receiving report of unethical conduct of the Company's personnel, the Company shall immediately verify the facts. If a person being informed of is confirmed to have indeed violated applicable laws and regulations or the Company's policy and regulations of ethical management, the Company shall immediately require the violator to cease the conduct and shall make an appropriate disposition. When necessary, damages shall be claimed through legal proceedings to safeguard the reputation, rights and interests of the Company.

For unethical conduct that has occurred, the Company shall charge relevant units with the task of reviewing the internal control system and relevant procedures and proposing corrective measures to prevent recurrence.

The Company's responsible unit shall submit to the board of directors a report on the unethical conduct, actions taken, and subsequent reviews and corrective measures.

Article 22 (Reporting and actions upon event of unethical conduct by others towards the Company)

If any personnel of the Company discover that another party has engaged in unethical conduct towards the Company, and such unethical conduct involves alleged illegality, the Company shall report the relevant facts to the judicial and prosecutorial authorities; where a public

service agency or public official is involved, the Company shall additionally notify the governmental anti-corruption agency.

Article 23 (Internal announcement and establishment of a system for rewards, penalties, and complaints)

The Company shall link ethical management to employee performance evaluations and human resources policy, and establish clear and effective systems for rewards, penalties, and complaints.

If any personnel of the Company seriously violate ethical conduct, the Company shall dismiss the personnel from his or her position or terminate his or her employment in accordance with applicable laws and regulations or the personnel policy and procedures of the Company.

Article 24 (Enforcement)

These Procedures and Guidelines, and any amendments hereto, shall be implemented after adoption by resolution of the board of directors, and shall be delivered to each supervisor and reported to the shareholders meeting.

When these Procedures and Guidelines are submitted to the board of directors for discussion, each independent director's opinions shall be taken into full consideration, and their objections and reservations expressed shall be recorded in the minutes of the board of directors meeting. An independent director that is unable to attend a board meeting in person to express objection or reservation shall provide a written opinion before the board meeting unless there is a legitimate reason to do otherwise, and the opinion shall be recorded in the minutes of the board of directors meeting.

Established on: December 28,  
2018

Amended on March 25, 2020

**[Appendix II] Articles of Association**

Company No.: 188986

**AMENDED AND RESTATED MEMORANDUM**

**AND**

**AMENDED AND RESTATED ARTICLES OF ASSOCIATION**

**OF**

Ginko International Co., Ltd.

Incorporated on the 11th day of June, 2007  
Amended and Re-stated by a special resolution of shareholders dated the 23<sup>rd</sup> day of June,  
2020

**INCORPORATED IN THE CAYMAN ISLANDS**

THE COMPANIES LAW  
Company Limited by Shares

AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION

**OF**

Ginko International Co., Ltd.

**(Adopted by a Special Resolution passed on the 23<sup>rd</sup> day of June, 2020)**

1. The name of the Company is Ginko International Co., Ltd.
2. The Registered Office of the Company shall be at the offices of Vistra (Cayman) Limited, P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands or at such other place as the Directors may from time to time decide.
3. The objects for which the Company is established are unrestricted. The Company has full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law.
4. Except as prohibited or limited by the Companies Law, the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to Members of the Company; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance and to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.
5. The liability of each Member is limited to the amount from time to time unpaid on such Member's shares.
6. The share capital of the Company is NT\$1,200,000,000 divided into 120,000,000 shares of a nominal or par value of NT\$10.00 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law and the Articles of Association and the rules of the Designated Stock Exchange and/or any competent authority and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers

hereinbefore contained PROVIDED ALWAYS that, notwithstanding any provision to the contrary contained in this Memorandum of Association, the Company shall have no power to issue bearer shares, warrants, coupons or certificates.

7.If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law and, subject to the provisions of the Companies Law and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

## **[Appendix III] Regulations for Shareholders' Meetings**

### **SCHEDULE 1**

#### **PROCEDURAL RULES OF THE GENERAL MEETING OF MEMBERS**

##### **Article 1. Purpose**

These Rules are established pursuant to Article 5 of the Corporate Governance Best-Practice Principles for TWSE/GTSM Listed Companies in the ROC to develop a desirable governance system, perfect the supervision functions, and strengthen the management mechanism of the Company. These Rules shall become effective upon the listing of the Company on the Designated Stock Exchange.

##### **Article 2. Application**

The procedures of the general meeting of the Company, unless otherwise provided by laws, regulations, or the Articles of Association, shall be handled in accordance with the requirements in these Rules.

##### **Article 3. Convening the general meeting and the notice**

Unless otherwise provided by the laws of the Cayman Islands and the Articles of Association of the Company, the general meeting should be convened by the Board of Directors.

The Company shall prepare the notice of Members' meeting, the proxy form, and the information about the subject and description of proposals for recognition and for discussion, election and/or dismissal of directors in the form of electronic file to be uploaded to the Market Observation Post System ("MOPS") thirty (30) days before an annual general meeting of Members or fifteen (15) days before an extraordinary general meeting of the Members.

The meeting agenda for general meetings and supplemental meeting information shall be prepared in the form of electronic file to be uploaded to the MOPS twenty-one (21) days before an annual general meeting of Members or fifteen (15) days before an extraordinary general meeting of the Members. The meeting agenda and supplemental meeting information shall be ready for Members' review at all times by fifteen (15) days before the meeting of Members, and such information shall be available at the office of the Company and its assigned professional stock agent in Taiwan and be distributed at the meeting.

The cause(s) or subject(s) of a general meeting to be convened shall be indicated in the individual notice and the public notice to be given to Members; and the notice may, as an alternative, be given by means of electronic transmission, after obtaining the prior consent of the recipient(s) thereof.

The election or discharge of directors, the amendment of this Company's Articles of Incorporation, reduction of capital, application for the approval of ceasing its status as a public company, release the Company's directors from



non-competition restrictions, surplus profit distribution in the form of new shares, reserve distribution in the form of new shares, the dissolution, merger, or spin-off of the Company, or any matters as set forth in Article 185, Paragraph 1 of the Company Law, shall be specified in the notices of the meeting and the essential contents thereof shall be explained in such notices and may not be proposed as provisional motions; the essential contents may be posted on the website designated by the securities competent authority or the Company, and such website address shall be indicated in the above notice.

Member(s) holding one percent (1%) or more of the total number of outstanding shares of the Company may propose to the Company a proposal in writing or by way of electronic transmission for discussion at an annual general meeting of the Members. Unless any of the following circumstances is satisfied, the Board of Directors of the Company shall include the proposal submitted by a shareholder in the agenda: where the number of shares of the Company in the possession of the shareholder making the said proposal is less than one percent (1%) of the total number of outstanding shares; where the said proposal is submitted on a day beyond the deadline fixed and announced by the Company for accepting shareholder's proposals; where the number of words of a proposal containing more than three hundred (300) words or more than one matters in each single proposal. In the event that a shareholder proposal proposed for urging the Company to promote public interests or fulfill its social responsibilities may still be included in the agenda.

The Member who has submitted a proposal shall attend, in person or by proxy, the regular general meeting of the Members whereat his proposal is to be discussed and shall take part in the discussion of such proposal.

Subject to the condition that the Board of Directors of the Company does not or is unable to convene a meeting of shareholders, the Independent Directors of the Audit Committee may, for the benefit of the Company, convene an annual general meeting of the Members when necessary.

**Article 4. Appointment of a proxy to attend the general meeting and the authorization**

A Member may appoint a proxy to attend a general meeting of the Members in his/her/its behalf by executing a proxy printed by the Company stating therein the scope of power authorized to the proxy.

A Member may only execute one proxy and appoint one proxy only, and shall serve such written proxy to the Company no later than five (5) days prior to the meeting date of the general meeting of the Members. In case two or more written proxies are received from one Member, the first one received by the Company shall prevail, unless an explicit statement to revoke the previous written proxy is made in the proxy which comes later.

After the service of the proxy of a proxy to the Company, in case the Member issuing the said proxy intends to attend the general meeting of the Members in

person or exercise his voting power and cast his votes in writing or by way of electronic transmission, a proxy rescission notice shall be filed with the Company at least two (2) days prior to the date of the general meeting of the Members as scheduled in the notice of the general meeting of the Members so as to rescind the proxy at issue, otherwise the voting power exercised by the authorized proxy at the meeting shall prevail.

**Article 5. Guidelines for place and time for convening a general meeting of the Members**

The place for convening a general meeting of the Members of the Company shall be the premises of the Company, or any other place convenient for the presence of Members, and suitable for holding the said meeting. The time for commencing the said meeting shall not be earlier than 9 o'clock in the morning or later than 3 o'clock in the afternoon and the opinions of the Independent Directors shall be taken into consideration.

**Article 6. Preparation of attendance rosters and related documents**

It should be specified in the notice of Members' meeting the registration time, location and other matters to be noted.

The registration time should be set at least 30 minutes before the meeting commences. There should be conspicuous signs at the report location, and a sufficient number of competent staffs should be assigned at the location to assist the Members.

The Company shall provide a sign-in book allowing attending Members or their appointed proxies to sign in or require attending Members to submit attendance cards in lieu of signing in.

The Company shall deliver the agenda, the annual report, the attendance card, the slips for speeches, the slips for votes and other meeting materials to the Members attending the meeting. If there is an election of directors, the Company shall also provide the voting slips to the Members.

The Members shall provide the attendance certificate, the sign-in card and other certificates for attendance to attend the meeting. The Company shall not request any additional attendance identification. The solicitor of proxies shall bring identification documents for verification when attending the general meeting of the Members.

When a Member is Government or a corporation, its proxy shall not be limited to one person, provided that the voting right that may be exercised shall be calculated on the basis of the total number of voting shares it holds.

**Article 7. The Chairman of the general meeting and participants**

If a general meeting of the Members is called by the Board of Directors, the Chairman of the Board of Directors shall preside at the said general meeting of the Members. In case the Chairman is on leave of absence, or cannot exercise

his powers and authority, the Vice Chairman shall act in lieu of him. If there is no Vice Chairman, or the Vice Chairman is also on leave of absence, or cannot exercise his powers and authority, the Chairman shall designate a Managing Director to act in lieu of him; if there is no Managing Director, the Chairman shall designate a Director to act in lieu of him. If the Chairman does not designate a Director, the Managing Directors or Directors shall elect one from among themselves to act in lieu of the Chairman.

Any Managing Director or a Director who is to be elected as the Chairman, should have served as a Managing Director or a Director for more than six (6) months and understands the Company's financial situation and business operations. Such requirement applies to the Chairman who is a proxy of a corporate Director as well.

For the general meetings of the Members that are convened by the Board of Directors, it would be advisable that the chairman shall host the Shareholders' meeting in person and for a majority of the Directors to attend the meeting in person. In addition, all functional committees shall send at least one representative to preside over the Shareholders' meeting and their attendance shall be recorded in the meeting minutes.

As for a general meeting of the Members convened by any other person having the convening right, he/she shall act as the chairman of that meeting provided, however, that if there are two or more persons having the convening right, the chairman of the meeting shall be elected from among themselves.

The Company may designate its lawyer, certified public accountant or other relevant persons to attend the general meeting of the Members.

**Article 8. Archiving of the audio or video recording of the meeting**

The Company shall record without interruption with an audio and video tape from the time the Members report to the general meeting the report process, the whole proceedings of the general meeting of the Members, and the process of voting and ballots counting.

The said audio recording and video tape shall be kept for at least one (1) year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the ROC Company Act, the audio recording and video tape shall be retained until the conclusion of the litigation.

**Article 9. The calculation of the number of shares represented by Members attending the meeting**

The number of shares represented by Members attending the meeting shall be calculated in accordance with the sign-in book or the number of attendance cards submitted by Members, added with the number of votes exercised in writing or by means of electronic transmission.

The Chairman shall call the meeting to order at the time scheduled for the meeting. If the number of shares represented by the attending Members has

not yet constituted a quorum as set out in Article 50 of the Articles of Association of the Company at the time scheduled for the meeting, the Chairman may postpone the time for the meeting. The postponements shall be limited to two times at most, and the meeting shall not be postponed for more than one hour in total with the same quorum requirements as the meeting originally convened as set out in Article 50 of the Articles of Association of the Company. If after two postponements the number of shares represented by the attending Members has not yet constituted more than fifty percent (50%) of the total issued shares, the Chairman shall announce the dissolution of the meeting.

#### **Article 10. Deliberation**

The agenda of the meeting shall be set by the Board of Directors if the meeting is convened by the Board of Directors. Unless otherwise approved by the Members at the meeting, the meeting shall proceed in accordance with the agenda.

The preceding paragraph applies *mutatis mutandis* to cases where the meeting is convened by any person, other than the Board of Directors, entitled to convene such meeting.

Unless otherwise resolved at the meeting, the Chairman cannot announce adjournment of the meeting before all items listed in the agenda (including an extempore motion) are resolved. In case the Chairman adjourns the meeting in violation of these Rule, other members of the Board of Directors shall promptly assist the attending Members to elect, by the votes of more than one-half of the votes represented by attending Members present at the Meeting, another person to serve as Chairman to continue the meeting in accordance with due procedures.

The Chairman shall provide sufficient time for the explanation and discussion of all items listed in the agenda or an extempore motion and the amendments submitted by Members. The Chairman may announce an end of discussion and submit an item to a vote if the Chairman deems that the agenda item is ready for voting.

#### **Article 11. Statements from the Members**

When a Member attending the meeting wishes to speak, a slip for speeches should be filled out with a summary of the speech, the Member's account number (or the number of attendance card) and the account name of the Member. The sequence of speeches shall be determined by the Chairman.

If any attending Member at the meeting submits a slip for speeches but does not speak, no speech shall be deemed to have been made by such Member. In case the contents of the speech of a Member are inconsistent with the contents of the slip for speeches, the contents of the actual speech shall prevail.

The same Member may not speak more than twice concerning the same item without the Chairman's consent, and each speech time may not exceed five

minutes. In case the speech of any Member violates the above provision or is outside the scope of the agenda item, the Chairman may stop the speech of such Member.

Unless otherwise permitted by the Chairman and the speaking Member, no Member shall interrupt the speech of the other Member. The Chairman shall stop such interruption.

If a corporate Member has appointed two or more representatives to attend the Meeting, only one representative can speak for each agenda item.

After the speech of a Member, the Chairman may make responses by himself/herself or appoint an appropriate person to respond.

**Article 12. Voting at a Meeting shall be based on the number of shares and measures for recusal of Members.**

The shares of Members with no voting rights shall not be included in the total number of issued shares while voting on resolutions.

The voting shall be calculated based on the number of the shares.

If there is concern that a Member's interest may conflict with and adversely affect the Company's interests with regard to any matters discussed at the meeting, that Member shall not participate in voting, and may not represent another Member to exercise his or her voting rights.

The number of shares of those Members not permitted to exercise their voting rights in the foregoing paragraph shall not be included in counting the total number of voting shares for attending Members.

**Article 13. Voting, Checking and Counting Ballots**

Each Member is entitled to one vote for each share held, except where there is limitation on the voting right or the voting right is denied by operation of the second paragraph of Article 179 of the ROC Company Law.

The Company may resolve that the voting power of a Member at a general meeting may be exercised in written or by way of electronic transmission and the procedure of electronic casting shall be written in the notice of shareholders' meeting. Shareholders who vote in written or by way of electronic transmission shall be deemed as presented in person. With respect to extemporary motions and amendments of the original proposals in the shareholders' meeting, those who vote in written or by electronic transmission shall be considered as abstain.

In case a share holder elects to exercise his voting right in writing or by way of electronic transmission, his declaration of intention shall be delivered to the Company two (2) days prior to the scheduled meeting date of the shareholders' meeting, whereas if two or more declarations of the same intention are delivered to the Company, the first declaration of such intention received shall prevail, unless an explicit statement to rescind the previous declaration is made in the

declaration which comes later.

In case a shareholder who has exercised his voting right in written or by way of electronic transmission intends to attend the shareholders' meeting in person, he shall two (2) days prior to the meeting date of the scheduled shareholders' meeting and in the same manner previously used in exercising his voting right, deliver a separate declaration of intention to rescind his previous declaration of intention made in exercising the voting right under the preceding paragraph. In the absence of a timely rescission of the previous declaration of intention, the voting right of exercised in writing or by way of electronic transmission shall prevail. In case a shareholder has exercised his voting right in written or by way of electronic transmission, and has also authorized a proxy to attend the shareholders' meeting on his behalf, then the voting right exercised by the authorized proxy for the said shareholder shall prevail.

Except as otherwise provided by the legislation and in these Articles, resolutions of a shareholders' meeting shall be adopted at a meeting attended by shareholders representing a majority of the total number of issued shares and at which meeting a majority of the shareholders vote in favor of such resolutions. In voting, the Chairman or its designated person shall announce the total number of votes by the attending Members for each proposal, and the voting for each proposal shall be made on a poll. The Company shall publish the voting results (including the consent votes, the objection votes and those who waive their voting rights) to the MOPS on the same day of the meeting.

Should there be an amendment or alternative to one motion, the Chairman may combine the amendment or alternative into the original motion, and determine their order for resolution. If any one of the above shall be resolved, the others shall be considered as rejected, upon which no further resolution shall be required.

The Chairman shall appoint persons responsible for checking and counting ballots during votes on agenda items. However, the persons responsible for checking ballots must be Members.

The voting and ballots counting shall be done publicly at the meeting venue and the result of voting, including the calculation weight, shall be announced at the meeting and placed on record.

#### **Article 14. Election-related matters**

If the election of Directors is held at a general meeting of the Members, such an election shall be held in accordance with the Company's relevant election Rules and Procedures. The result of the election, including the list of elected Directors and their electoral vote counts must be announced at the meeting.

The ballots cast in the election in the foregoing paragraph must be given proper safekeeping and kept for at least one (1) year upon seal by and with signatures of the persons responsible for checking. If, however, a shareholder files a lawsuit pursuant to Article 189 of the ROC Company Act, the ballots shall be

retained until the conclusion of the litigation.

**Article 15. Meeting minutes and signature and seal of the minutes**

Resolutions made at a general meeting of the Members shall be compiled in the form of minutes in accordance with the Articles of Association of the Company and the laws of the Cayman Islands. The Chairman shall affix his/her signature or seal to the minutes, which shall be issued to Members within twenty (20) days after the end of the meeting. Minutes may be produced and issued to Members in electronic form.

The minutes may be distributed by publishing in the form of a public announcement at the MOPS.

The minutes must faithfully record the date (year, month, day) of the meeting, place, Chairman's name, resolution method, summary of proceedings, and results of resolutions. The minute of the meeting shall be kept for as long as the Company exists.

**Article 16. Public disclosure**

On the day of the meeting, this Company shall compile in the prescribed format a statistical statement of the number of shares obtained by solicitors through solicitation and the number of shares represented by proxies, and shall make an express disclosure of the same at the place of the meeting.

If matters put to a resolution at a meeting constitute material information under applicable laws or regulations or under GreTai Securities Market regulations, this Company shall upload the content of such resolution to the MOPS within the prescribed time period.

**Article 17. Preservation of order at the Meeting**

Those handling the business of a general meeting of the Members shall wear an identification card or an armband bearing the word "Proctor."

The Chairman may direct disciplinary personnel (or security personnel) to maintain the order of the meeting. For doing so they shall wear an identification badge.

If there is any speaker device at the meeting venue, the Chairman of the meeting may prevent Members from delivering a speech using the device provided by the Company.

The Chairman may direct the disciplinary personnel (or security personnel) to ask the Member who refuses to obey these Procedures or the orders of the Chairman and disturbs the proceedings of the meeting to leave the meeting premises.

**Article 18. Intermission and reconvening of the Meeting**

During the meeting, the Chairman may, at his or her discretion, set time for

intermission. In exceptional cases, when there are incidents that temporarily prevent the normal progress of the meeting of the Members, the Chairman may decide to temporarily suspend the meeting and announce, depending on the situation, the time that the meeting will resume.

Before the agenda (or an extempore motion) items set for the meeting of the Members are completed, if the meeting venue cannot continue to be used for the meeting, the Members may resolve to seek another venue to resume the meeting.

The Members may resolve, pursuant to Article 182 of the ROC Company Act, by an ordinary resolution to adjourn the meeting within five (5) days.

**Article 19.** These Rules, and any amendments hereto, shall be implemented after adoption by the general meeting of Members.



**[Appendix IV] Procedures for Lending Funds to Other Parties (Before Amendment)**

**Ginko International Co., Ltd.**  
Procedures for Lending Funds to Other Parties

Article 1 Purpose

Except as otherwise provided, the lending of funds to others to meet business needs shall be governed by these Procedures.

Article 2 The party to whom the Company may lend its funds shall be limited to:

- I. A company or firm with which it does business.
- II. A company or firm that requires short-term financing. (The total amount available for lending purpose shall not exceed 40% of the net worth of the Company)

The term "short-term" refers to either one year or one operating cycle, whichever is longer.

The term financing amount refers to the cumulative balance of the Company's short-term financing.

"Subsidiary" and "parent company" referred to in these Procedures shall be as determined under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

"Net worth" used herein shall mean the equity attributable to the equity holders of the parent company as recorded on the balance sheet under the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Article 3 The reasons and necessity of extending loans to others

Fund-lending to companies or firms having business relationship with the Company shall be conducted in accordance with Paragraph 2 Article 4 of the Procedures. Fund-lending to companies or firms which need funds for a short-term period shall be limited to the following situations:

- I. Where short-term financing is required for a company in which the Company holds 50% of shares due to business needs.
- II. Where short-term financing is required for a company or firm due to purchase of materials or operational needs.
- III. Where the loan is approved by the Board of Directors of the Company.

Article 4: The aggregate amount of loans and the maximum amount permitted to a single borrower

The Company's total loans shall not exceed 40% of the Company's net worth.

For a company or firm that has business dealings with the Company, the amount permitted to a single borrower is limited to the amount of business transactions between the parties. The transaction amount means the sales or purchasing amount between the parties, whichever is higher. The total of the Company's lending of loans

shall not exceed 40% of the Company's net worth.

Where an inter-company or inter-firm short-term financing facility is necessary, the individual loan amount shall not exceed 20% of the Company's net worth. However, a loan to a subsidiary by the Company, or between foreign companies in which the Company holds directly or indirectly 100% of the voting rights, or to the Company by a foreign company in which the Company holds directly or indirectly 100% of the voting rights, is not subject to Paragraph 1 Subparagraph 2.

The responsible person of the Company who has violated the provisions of the preceding Paragraph shall be jointly and severally liable, along with the borrower, for loan repayment; and for damages to the Company, if any, arising therefrom.

## Article 5 The Procedures for Lending Funds

### I. Credit investigation:

When applying for a loan from the Company, the borrower shall submit an application, together with the required company information and financial data, to the Company for a loan amount.

Upon accepting the application, the Finance Department shall investigate, evaluate, and prepare a report on the borrower's business, financial status, solvency and credit, profitability, and purposes of the loan.

The Finance Department shall conduct detailed evaluation and review of the borrower, and the evaluation items shall include:

- (a.) The necessity of and reasonableness of extending loans to others.
- (b.) Whether the loan amount is necessary based on the borrower's financial status.
- (c.) Whether the aggregate loan amount is within the loan limit.
- (d.) Impact on the Company's business operations, financial condition, and shareholders' equity.
- (e.) Whether collateral must be obtained and appraisal of the value thereof.
- (f.) Attach records of the borrower's credit status and risks assessment.

### II. Security

The Company shall obtain a promissory note in an amount equivalent to that of the loan when lending funds to others and may require the loan to be secured by personal property or real property if necessary. If a borrower provides an individual or company with considerable financial resources and credit as a replacement for a collateral, the Board of Directors may resolve in consideration of the credit investigation report. If a company is provided as a collateral, the company shall have a guarantee clause prescribed in its articles of incorporation.

### III. Scope of authority

Upon conducting the credit investigation of the loan by the relevant department of the Company, the application shall be submitted to the general manager for approval and then to the board of directors for resolution, and the Company shall not empower any other person to make such decision.

Loans of funds between the Company and its subsidiaries, or between its

subsidiaries, shall be submitted for a resolution by the board of directors pursuant to the preceding paragraph, and the chairperson may be authorized, for a specific borrowing counterparty, within a certain monetary limit resolved by the board of directors, and within a period not to exceed one year, to give loans in installments or to make a revolving credit line available for the counterparty to draw down.

The "certain monetary limit" mentioned in the preceding paragraph on authorization for loans extended by the Company or any of its subsidiaries to any single entity shall not exceed 10% of the net worth on the most current financial statements of the lending company, except in cases of companies in compliance with Article 4.

#### Article 6 Duration of loans and calculation of interest

The maximum loan duration is one year, but if the company's operating cycle exceeds one year, the operating cycle shall prevail.

Loan interest rate shall be set by referencing the highest interest rate of short-term loans obtained by the Company from financial institutions, and the actual situation. Loan interest shall be calculated on a monthly repayment basis. In the event of special circumstances, adjustments may be provided with the approval of the board of directors based on actual requirements.

#### Article 7 Follow-up Control Measures of Funds Lent and Collection Procedure of Overdue Loans

After a loan is extended, regular attention shall be paid to the financial, business and credit statuses of the borrower and guarantor. If there is collateral provided, attention shall be paid to the changes in the guaranteed value, and in case of major changes, the general manager and chairman shall be notified immediately, and appropriate measures shall be taken in accordance with the instructions.

The borrower shall calculate the interest payable before or when the loan is due. When the loan interest and principal have been fully repaid, the promissory note shall be canceled and returned to the borrower, or any mortgage shall be canceled.

When the loan matures, the borrower shall repay the principal and interest immediately. In the case of inability to repay, the Company shall, with respect to the collateral provided or guarantor, take disciplinary actions and execute recovery procedures according to the law.

#### Article 8 Internal Control

- I. The Company shall prepare a memorandum book for its fund-lending activities and comprehensively record the following information in details for reference: the borrower, lending amount, date of approval by the board of directors, lending date, and other matters required by applicable rules to be carefully evaluated.
- II. The Company's internal auditors shall audit the Procedures for Lending Funds to Other Parties and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly notify in writing of

any material violation found.

- III. If, as a result of a change in circumstances, the loan balance exceeds the limit, the Company shall adopt rectification plans and submit the rectification plans to the supervisors, and shall complete the rectification according to schedule.

#### Article 9 Announcement and Reporting Procedures

In accordance to relevant announcing and reporting procedures which the Company shall comply with .

“Date of occurrence” in these Procedures means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the loan or endorsement/guarantee, whichever is earlier.

#### Article 10 Procedures for managing loans to others by subsidiaries

- i. A subsidiary of the Company intending to make loans to others shall conduct it in compliance with these Procedures. However, the basis of calculation shall be the net worth of the subsidiary.
- ii. The subsidiary of the Company shall on a regular monthly basis, prepare the details of loans of fund to others in the previous month, and submit to the Company.
- iii. The Company's auditor, when conducting audit at the subsidiary company according to the annual audit plan, shall also review the subsidiary's implementation of the procedures for lending funds to other parties. Continuously tracking of improvement shall be conducted for any deficiency found, and follow-up report be prepared and submitted.

#### Article 11 Penal provisions

Loaning of funds to others shall be handled in accordance with these Procedures, and any material violation found shall be reported and examined in accordance with the Company's Human Resource Management Regulations, and impose penalties according to the circumstances.

#### Article 12 Miscellaneous

An advance to the subsidiary exceeding the credit period shall be deemed as a loan of funds to the subsidiary, and shall be handled in accordance with these Procedures.

The Company shall evaluate the conditions of the loans and set aside adequate reserve for bad debts. It shall also adequately disclose related information in its financial reports and provide related information to the certified public accountant for implementation of necessary auditing procedures and submission of a proper audit report.

The matters not covered by the Procedures shall be governed by the relevant laws and regulations and the relevant regulations of the Company.

#### Article 13 Implementation and Amendment

When the Procedures have been passed by the board of directors, it shall be sent to every supervisor and submitted to the shareholders meeting for approval before implementation.

If any director expresses dissent, where stated in minutes or in a written statement, the Company shall submit the dissenting opinions to each supervisor together and to the shareholders meeting for discussion; the same shall apply to any amendment thereto.

When the Procedures for Lending Funds to Other Parties are submitted for discussion by the board of directors, the board of directors shall take into full consideration each independent director's opinions. If an independent director objects to or expresses reservations about any matter, it shall be recorded in the minutes of the board of directors meeting.

**Established on: October 20, 2009**  
**First amendment: February 26, 2010**  
**Second amendment: July 25, 2011**  
**Third amendment: June 25, 2013**  
**Fourth amendment: June 25, 2015**  
**Fifth amendment: June 21, 2018**  
**Sixth amendment: June 23, 2020**

## [Appendix V] Procedures for Endorsement and Guarantee (Before Amendment)

### **Ginko International Co., Ltd.** Procedures for Endorsement and Guarantee

#### Article 1 Purpose

These Procedures are hereby formulated by the Company with a view to protecting the rights and interests of shareholders, improving the financial management of endorsement and guarantee and reducing the operational risks.

Unless otherwise stipulated by laws and regulations, the Company's endorsement and guarantee matters shall be handled in accordance with these Procedures.

#### Article 2 Scope of the Procedures

##### I. Financing endorsement/guarantee:

- (I) Bill discount financing.
- (II) Endorsement or guarantee made to meet the financing needs of another company.
- (III) Endorsement and/or guarantee of the notes issued by the Company to non-financial institutions and entities to meet the financing needs of the Company.

II. Tariff endorsement/guarantee refers to the endorsement or guarantee of the relevant customs matters for the Company or other company.

III. Other endorsement/guarantee refers to endorsement or guarantee that cannot be classified into the first two items.

IV. The Company provides movable property or real estate to set the pledge and mortgage for the guarantee of the borrowing of the other company.

V. Subsidiaries referred to in these Procedures shall be determined in accordance with the provisions of the securities issuer's financial reporting standards.

The net value referred to in these Procedures refers to the equity attributable to the owners of the parent company in the balance sheet in accordance with the securities issuer's financial report preparation standards.

#### Article 3 Endorsements or Guarantees Parties

The parties of endorsement/guarantee are subject to the following limits:

- I. A company with which it does business.
- II. A company in which the Company directly and indirectly holds more than 50% of the voting shares.
- III. A company that directly and indirectly holds more than 50% of the Company's voting shares.

Between subsidiaries 90% owned or more, directly or indirectly, by the Company, may provide endorsement/guarantee for each other, and the amount shall not exceed 10% of net worth of the Company, and shall be adopted by the board of directors of the Company. This restriction shall not apply to endorsements/guarantees made between companies where the Company holds, directly or indirectly, 100% of the

voting shares.

If a subsidiary to be provided endorsement/guarantee whose net worth is lower than 50% of its paid-in capital, in addition to a detailed review of the necessity and rationality of endorsements and guarantees and an assessment of their risks, a risk assessment shall be carried out monthly after endorsements and guarantees, and the risk assessment shall be reported to the board of directors on a regular basis.

In the case of a subsidiary with shares of no par value or at a par value other than NT\$10, the amount of paid-in capital calculated in accordance with the preceding paragraph shall be the sum of the capital contribution plus “share issuance premium under capital reserve item”.

Where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for joint builders for purposes of undertaking a construction project, or where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, or where companies in the same industry provide among themselves joint and several guarantees for a performance guarantee of a sales contract for pre-construction homes pursuant to the Consumer Protection Act for each other, such endorsements/guarantees may be made free of the restriction of the preceding two paragraphs.

The "Capital Contribution" under the preceding paragraph refers to direct capital contribution by the Company or the capital contribution by the company in which the Company holds one hundred percent (100%) of the voting shares.

The above net value (the same below) shall be subject to the latest financial statements audited, certified or reviewed by accountants.

#### Article 4 Maximum Amount of Endorsements or Guarantees

- I. The aggregate amount of endorsements and guarantees made by the Company and its subsidiaries for other companies shall not exceed 100% of the Company's net worth. The aggregate amount of endorsements and guarantees made by the Company for other companies shall not exceed 100% of the Company's net worth. The aggregate amount of endorsements and guarantees made by the Company for a single enterprise shall not exceed 20% of the Company's net worth; however, the aggregate amount of endorsements and guarantees made by the Company for its subsidiaries and the companies in which the Company directly or indirectly holds 100% of the issued shares with voting rights shall not exceed 100% of the Company's net worth.
- II. In the case of an endorsement guarantor with the Company due to business dealings, the amount of individual endorsement guarantees shall not exceed the amount of business transactions between the parties, except for the above-mentioned limits. The transaction amount means the sales or purchasing amount between the parties, whichever is higher.

#### Article 5 Decision Making and Authorization Level

- I. When various departments need to handle guarantee or bill endorsement due to business needs, they shall first submit to the board of directors of the Company for approval. However, in order to meet the timing, the Board of Directors authorizes the chairman to make a decision within US\$500,000 and then report it to the latest Board of Directors to ratify it.

- II. Before making any endorsement/guarantee according to Article 3, a subsidiary in which the Company holds, directly or indirectly, 90% or more of the voting shares shall submit the proposed endorsement/guarantee to the Company's board of directors for a resolution. This restriction shall not apply to endorsements/guarantees made between companies where the Company holds, directly or indirectly, 100% of the voting shares.

Article 6 Procedures for Endorsement and Guarantee:

- I. When the Company makes endorsements/guarantees, the endorsee/guarantee company shall issue an application form to apply to the financial unit of the Company. The financial unit shall conduct credit investigation on the endorsee/guarantee company, assess its risk and keep an assessment record, which shall be presented to the general manager and the chairman of the board for approval after the examination. Collateral shall be obtained if necessary.
- II. The finance department shall perform a credit investigation and risk assessment of the endorsee/guarantee company. The assessment items shall include:
  - (1) The necessity of and reasonableness of endorsements/guarantees.
  - (2) If it is necessary to measure the endorsement amount based on financial condition of the company to be endorsed or guaranteed
  - (3) If the aggregate balance of endorsements and guarantees is still within the limit.
  - (4) Where an endorsement/guarantee is made due to needs arising from business dealings, assess whether the amount of an endorsement/guarantee is commensurate the total amount of trading between the two companies.
  - (5) The impact on the Company's business operations, financial condition, and shareholders' equity.
  - (6) Whether collateral must be obtained and appraisal of the value thereof.
  - (7) The attached record of credit status and risk assessment of the entity for which the endorsement/guarantee is made.
- III. The Finance Department shall prepare a memorandum book for its endorsement/guarantee activities and record in detail the following information for the record: the entity for which the endorsement/guarantee is made, the amount, the date of adoption by the board of directors or of authorization by the Chairman of the board, the date the endorsement/guarantee is made, and the matters to be carefully evaluated in accordance with the provisions of the preceding paragraph.
- IV. The Finance Department shall evaluate or recognize the contingent loss of the endorsement and properly disclose the endorsement/guarantee information in the financial report, and provide relevant information to the Certified Public Accountant to adopt the necessary audit procedures and issue proper audit report.



- V. If, due to changes of circumstances, the party to whom the Company provided endorsement and/or guarantee no longer satisfies the criteria set forth in the Procedures herein, or the amount of endorsement and/or guarantee exceeded the limits due to changes of basis on which the amounts of limits are calculated, the exceeding part shall be eliminated at the end of the term stipulated in the contract or within a certain period of time after a corrective plan is drawn up, a corrective plan shall be provided to supervisors.

Article 7 Cancellation of endorsed bills:

- I. If the endorsement guarantees that the relevant documents or instruments need to be canceled due to debt liquidation or renewal, the endorsee company shall prepare an official letter to ensure that the relevant documents are delivered to the Finance Department of the Company to stamp the “Cancellation” seal and return. The application letter will be kept for reference.
- II. The Finance Department shall at any time record the cancellation endorsement guarantee in memorandum book for its endorsement/guarantee activities to reduce the amount of endorsement guarantee.

Article 8 Internal Control

The Company’s internal auditors shall audit the Procedures for Endorsement and Guarantee and the implementation thereof no less frequently than quarterly and prepare written records accordingly. They shall promptly submit such written records.

Article 9 Seal/chop custody and procedures:

- I. The seals of the Company shall be kept separately from the personnel responsible for endorsement/guarantee. The authorization procedures shall be followed.
- II. When providing endorsement/guarantee to a foreign company, the endorsement/guarantee letter should be executed and signed by the person delegated by the board of directors.

Article 10 Announcement and reporting procedures

In accordance to relevant announcing and reporting procedures which the Company shall comply with.

“Date of occurrence” in these Procedures means the date of contract signing, date of payment, dates of boards of directors resolutions, or other date that can confirm the counterparty and monetary amount of the transaction, whichever is earlier.

Article 11 Endorsement/guarantee by subsidiaries and control procedures

- I. Where a subsidiary of the Company intends to make endorsements/guarantees for others, the Company shall instruct it to formulate its own Procedures according to these Procedures. However, the net value shall be based on the net worth of the subsidiary.

- II. The subsidiary of the Company shall draft the previous month's endorsement/guarantee statements and submit to the Company.
- III. When the auditors of the Company go to the subsidiaries for audit in accordance with the annual audit plan, they should also know the implementation of the subsidiary's procedures for endorsement and guarantee for others. If any missing items are found, they should continue to track their improvement and make a follow-up report.

Article 12 Penal provisions

The Company shall follow these Procedures in making endorsement/guarantee. The severe violation shall be handled and penalized in accordance with relevant human resources management measures based on the severity of the violation.

Article 13 Other matters

The matters not mentioned herein shall be handled according to the relevant statutes and regulations of the Company.

Article 14 Implementation and Amendment

The Procedures for Endorsement and Guarantee shall be implemented after being approved by the board of directors, sent to the supervisors and submitted to the shareholders' meeting for approval, and the same shall apply to the amendments.

If any director expresses dissent, where stated in minutes or in a written statement, the Company shall submit the dissenting opinions to each supervisor.

When submitting these Procedures to the board of directors for discussion, the opinions of the independent directors shall be fully considered. If an independent director expresses any objection or reservation about a matter, it shall be recorded in the board meeting minutes.

**Established on: October 20, 2009**  
**First amendment: February 26, 2010**  
**Second amendment: July 25, 2011**  
**Third amendment: June 25, 2013**  
**Fourth amendment: June 25, 2015**  
**Fifth amendment: June 22, 2017**  
**Sixth amendment: June 21, 2018**

**[Appendix VI] Rules for Director and Supervisor Elections (Before Amendment)**

**Ginko International Co., Ltd.**  
Rules for Director and Supervisor Elections

Article 1 To ensure just, fair and open election of directors and supervisors, these Rules are adopted.

Article 2 Except as otherwise provided by relevant laws and regulations (Cayman Islands laws and Taiwan Security Exchange laws) or by the Company's Articles of Association, elections of directors and supervisors shall be conducted in accordance with these Rules.

Article 3 The overall composition of the board of directors shall be taken into consideration in the selection of the Company's directors. The composition of the Board of Directors shall be determined by taking diversity into consideration and formulating an appropriate policy on diversity based on the Company's business operations, operating dynamics and development needs. It is advisable that the policy includes, without being limited to, the following two general standards:

- I. Basic requirements and values: Gender, age, nationality, and culture.
- II. Professional knowledge and skills: A professional background (e.g. Law, accounting, industry, finance, marketing and technology), professional skills and industry experience.

Board members shall have the necessary knowledge, skill and competency to perform their duties. The abilities that must be present as a whole are as follows:

- I. Business judgment ability.
- II. Accounting and financial analysis ability.
- III. Business management ability.
- IV. Crisis management ability.
- V. Knowledge of the industry.
- VI. International market perspective.
- VII. Leadership.
- VIII. Decision-making ability.

More than fifty percent of the directors shall be persons who have neither a spousal relationship nor a relationship within the second degree of kinship with any other director. The Company's Board of Directors shall consider adjusting its composition based on the results of performance evaluation.

Article 4 Supervisors of the Company shall meet the following qualifications:

- I. Integrity and a practical attitude.
- II. Impartial judgment.
- III. Professional knowledge.
- IV. Broad experience.

V. Ability to read financial statements.

In addition to the requirements of the preceding paragraph, at least one among the supervisors of this Corporation must be an accounting or finance professional.

Appointments of supervisors shall be made with reference to the provisions on independence contained in the "Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies", in order to select appropriate supervisors to help strengthen the corporation's risk management and control of finance and operations.

At least one supervisor position must be held by a person having neither a spousal relationship nor a relationship within the second degree of kinship with any other supervisor or with any director.

A supervisor may not serve concurrently as the director, managerial officer, or any other employee of this Corporation, and at least one of the supervisors must be domiciled in the Republic of China to be able to promptly fulfill the functions of supervisor.

Article 5 The Company shall appoint independent directors in accordance with the Articles of Association. The qualifications for the independent directors of the Company shall comply with Articles 2, 3, and 4 of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies of Taiwan.

The selection of the independent directors of the Company shall comply with the provisions of Article V, Article IV, Article VII, Article VIII and Article IX of the Regulations Governing Appointment of Independent Directors and Compliance Matters for Public Companies, and shall be conducted in accordance with Article XXIV of the Corporate Governance Best Practice Principles for TWSE & TPEX Listed Companies.

Article 6 The cumulative voting method will be used for election of the directors (including independent directors) and supervisors in the Company. Each share will have voting rights in number equal to the Directors or Supervisors to be elected and the vote may be cast for a single candidate or split among multiple candidates. In accordance with Article 192(1) and Article 216 (1) of Company Act, the election of the directors (including independent directors) and supervisors shall adopt candidates nomination system.

Article 7 The Company shall prepare separate ballots for directors and supervisors in numbers corresponding to the directors and supervisors to be elected. The number of voting rights associated with each ballot shall be specified on the ballots, which shall then be distributed to the attending shareholders at the shareholders' meeting. Attendance card number may be used instead of recording the names of voting shareholders.

Article 8 The number of directors and independent directors will be specified in the Company's Articles of Association, those directors and supervisors receiving ballots representing the highest numbers of voting rights will be elected sequentially according to their respective numbers of votes. When two or more persons receive the same number of votes, thus exceeding the specified number of positions, they shall draw lots to determine the winner, with the chairman drawing lots on behalf of any person not in attendance.

Article 9 Before the election starts, chairman shall appoint several examiners and tellers among shareholders for implementing relevant duties. The ballot box shall be set by the Board of Directors and checked by examiners in public before voting.

Article 10 If the nominees are shareholders, electors shall note nominees' account name and shareholder account number within the column of "Nominee" on the ballot. If the nominees are not shareholders, the column shall be filled with their name and ID number.

Only when the nominee is the government or a corporation, the column shall be filled with the corporate name and the name of representative. If there are several representatives, they shall be included in the column.

Article 11 A ballot is invalid under any of the following circumstances:

- I. The ballot is not prepared by the Board of Directors.
- II. A blank ballot is placed in the ballot box.
- III. The writing is unclear and indecipherable or has been altered.
- IV. A candidate whose name is entered in the ballot is a shareholder but his account name and shareholder account number do not conform with those given in the shareholder register or a candidate whose name is entered in the ballot is a non-shareholder and a cross-check shows that his name and identity card number do not match.
- V. Other words or marks are entered in addition to the candidate's account (name) or shareholder account number (or identity card number) and the number of voting rights allotted.
- VI. The name of the candidate entered in the ballot is identical to that of another shareholder, but the shareholder account number or identity certificate number is not filled in the ballot to identify such individual.

Article 12 The votes shall be calculated on site immediately after the end of the poll and the results of the calculation, including the list of persons elected as directors and supervisors and the number of votes with which they were elected, shall be announced by the chairman or designated person at the location of the meeting.

The ballots shall be sealed and signed off by the ballot inspectors and be kept for at least a year. In the event a lawsuit regarding the Directors election under Article 189 of the Company Law, those ballots shall be archived until the conclusion of the lawsuit.

Article 13 The board of directors of the Company shall issue notifications to the persons elected as directors and supervisors.

Article 14 These Rules and any amendments hereto shall be implemented after approval by a shareholders meeting.

Article 15 In case of any conflict between the provisions of the election measures and the Articles of Association, the provisions of the Articles of Association shall prevail.

If this meeting rule contradicts relevant laws (includes Cayman Island laws and regulations set by the Taiwan Stock Exchange), the contradicting parts of this rule shall be invalidated and relevant applicable laws shall take precedence.

**Established on: October 20, 2009**  
**First amendment: February 26, 2010**  
**Second amendment: June 25, 2015**  
**Third amendment: June 22, 2017**

[Appendix VII] Shareholding of All Directors and Supervisors

**Ginko International Co., Ltd.**

Shareholding of All Directors and Supervisors

Book closure date: April 27, 2021

Position	Name	Shares held on book closure date	
		Shares	%
Chairman	New Path International Co., Ltd. Representative: Tsai Kuo-Chou	17,853,399	18.39 %
Director	Hydron International Co., Ltd. Representative: Chen Chien-Hsiu	27,614,614	28.45 %
Director	Ocean Heart International Limited Representative: Tsai Kuo-Yuan	2,513,750	2.59 %
Director	Jing Qian	33,600	0.03 %
Independent Director	Wang Kai-Li	0	-
Independent Director	Ming-Tang Lai	0	-
Independent Director	Li Chen	0	-
Number of shares held by all directors		48,015,363	49.46 %
Supervisors	Wei-Lun Lo	2,100	-
Supervisors	H Hi-Kai	0	-
Supervisors	Bai-Sen Qiu	0	-
Number of shares held by all shareholders		2,100	-
Number of shares held by all directors and supervisors		48,017,463	49.46 %

## **[Appendix VIII] Other Notes**

- I. The effect of stock dividends for the current fiscal year on the Company's operating performance, earnings per share and return on equity: No stock dividends this year, thus, it is not applicable.
- II. The Company accepts proposals from shareholders in the shareholders' meeting as follows:
  - (I) Pursuant to Article 172-1 of the Company Act, a shareholder holding 1% or more of the total number of issued shares may submit to the Company a written proposal for discussion at a regular shareholders meeting. Such proposals, however, are limited to one item only and limited to 300 words.
  - (II) The Company accepts proposals from the shareholders for current year's shareholders' meeting between April 19, 2021 and April 29, 2021, and has given a public notice on the Market Observation Post System in accordance with laws.
  - (III) The Company has not received any proposals from the shareholders as of April 29, 2021.