

Redwood Group Ltd
Meeting Minutes of 2022 Annual General Meeting
(Translation)

Time: 9:00 a.m., Monday, June 27, 2022

Venue: Third-floor meeting room at the New Taipei Industrial Park Service Center (No. 95, Wugong Road, Xinzhuang District, New Taipei City)

Attendance: 34,405,020 shares represented by shareholders present in person and by proxy, accounting for 68.47% of total outstanding shares (50,242,500)

Attendees: Thong-ming Soh (attendance by video conference); Khay-pin Neo (attendance by video conference); Independent Director Min-chiu Chien

Attendees without Voting Rights: Lawyer Hung-pin Chang from Lee and Li Attorneys-at-Law, CPA Hui-ming Chen from Deloitte Taiwan

Acting chairman: Min-chiu Chien

Recorder: Tsui-ling Hsu

I. Call the Meeting to Order: The shares represented by the shareholders present in person and by proxy constituted a quorum. The Chairman called the meeting to order.

II. Chairman's Remarks: (Omitted).

III. Report Items

(I) Subject: To approve the 2021 business report.
(Proposed by the Board of Directors)
Explanation: Please refer to Attachment I.

(II) Subject: To approve the Audit Committee's approval and audit report for 2021.
(Proposed by the Board of Directors)
Explanation: Please refer to Attachment II.

(III) Subject: To approve the amendments of certain articles within the Company's "Rules of Procedure for the Board of Directors' Meetings."
(Proposed by the Board of Directors)
Explanation: Please refer to Attachment III.

IV. Proposed Resolutions

(I) Subject: To adopt the 2021 annual financial statements.
(Proposed by the Board of Directors)

Explanation: The Company's 2021 annual financial statements were audited by the Certified Public Accounts (CPAs) of Deloitte Taiwan, Hui-ming Chen and Ming-chung Hsieh. Relevant reports were reviewed by the Audit Committee and approved by a resolution by the Board of Directors. Please refer to Attachment IV.

Resolution: The chairman ordered that the proposal be voted. Among 34,405,020 votes represented by the shareholders present at the meeting.

Result	%
Affirmative votes - 34,347,783 votes (including 34,059,972 votes in an electronic form)	99.83%
Dissenting votes - 48,889 votes (including 48,889 votes in an electronic form)	0.14%
Affirmative votes - 8,348 votes (including 8,348 votes in an electronic form)	0.03%

The chairman announced that the proposal was passed as an ordinary resolution.

(II) Subject: To adopt the 2021 earnings distribution.
(Proposed by the Board of Directors)

Explanation: 1. The Company's consolidated net income after tax amounted to NT\$5,818,560 in the financial year of 2021. It is proposed not to distribute dividends for the year.

2. Please refer to Attachment V for the 2021 earnings distribution table.

Resolution: The chairman ordered that the proposal be voted. Among 34,405,020 votes represented by the shareholders present at the meeting.

Result	%
Affirmative votes - 34,347,783 votes (including 34,059,972 votes in an electronic form)	99.83%
Dissenting votes - 48,889 votes (including 48,889 votes in an electronic form)	0.14%
Affirmative votes - 8,348 votes (including 8,348 votes in an electronic form)	0.03%

The chairman announced that the proposal was passed as an ordinary resolution.

V. Discussion Items

(I) Subject: To approve the amendments of certain articles within the Company's "Articles of Incorporation." (Proposed by the Board of Directors)

Explanation: In line with changes in laws and regulations, it is proposed to amend the Company's "Articles of Incorporation." Please refer to Attachment VI for a comparison table of amendments.

Resolution: The chairman ordered that the proposal be voted. Among 34,405,020 votes represented by the shareholders present at the meeting.

Result	%
Affirmative votes - 34,347,783 votes (including 34,059,972 votes in an electronic form)	99.83%
Dissenting votes - 48,889 votes (including 48,889 votes in an electronic form)	0.14%
Affirmative votes - 8,348 votes (including 8,348 votes in an electronic form)	0.03%

The chairman announced that the proposal was passed as a special resolution.

(II) Subject: To approve the amendments of certain articles within the Company's "Procedures for Acquisition of Disposal of Assets." (Proposed by the Board of Directors)

Explanation: In line with changes in laws and regulations, it is proposed to amend the Company's "Procedures for Acquisition of Disposal of Assets." Please refer to Attachment VII for a comparison table of amendments.

Resolution: The chairman ordered that the proposal be voted. Among 34,405,020 votes represented by the shareholders present at the meeting.

Result	%
Affirmative votes - 34,347,783 votes (including 34,059,972 votes in an electronic form)	99.83%
Dissenting votes - 48,889 votes (including 48,889 votes in an electronic form)	0.14%
Affirmative votes - 8,348 votes (including 8,348 votes in an electronic form)	0.03%

The chairman announced that the proposal was passed as an ordinary resolution.

VI. Elections

(I) Subject: To elect the Company's fifth-term Directors (including Independent Directors). (Proposed by the Board of Directors)

Explanation:

1. The tenure of the Company's fourth-term Directors and Independent Directors is to expire on June 9, 2022. However, to accommodate the convention of 2022 Annual General Meeting, it is proposed to expire the term of outgoing Directors after the election which is to be held during the meeting on June 27, 2022.
2. According to the securities acts and regulations of the Republic of China as well as Articles 23 and 25 of the Company's Articles of Incorporation, the Company shall have at least five (5) Directors, among which, at least three (3) shall be Independent Directors. Both Directors and Independent Directors are to serve a term of three years. They are elected from shareholders with legal capacity and are eligible for re-election.
3. The Audit Committee is established in accordance with the securities acts and regulations of the Republic of China and Article 38 of the Company's Articles of Incorporation. This new term of the Audit Committee comprises all newly-elected Independent Directors. Its exercise of power shall comply with the securities acts and regulations of the Republic of China and the Company's Articles of Incorporation.
4. The tenure of the Company's fourth-term Directors and Independent Directors will expire immediately after the tenure of new Directors and Independent Directors elected in the Annual General Meeting on June 27, 2022 commences.
5. Matters pertaining to the election of the fifth-term Directors and Independent Directors:
 - (1) Proposed number of seats: A total of five (5) Directors, including three (3) Independent Directors.
 - (2) Tenure: Three years. It commences immediately after the election in the Annual General Meeting on June 27, 2022 and expires on June 26, 2025. Directors and Independent Directors are eligible for re-election.
6. In compliance with the securities acts and regulations of the Republic of China and Article 25.2 of the Company's Articles of Incorporation, the election of Directors (include independent directors) adopts the candidate nomination system. Shareholders shall elect from the list of Directors (include independent directors) candidates. announced before the Annual General Meeting. Please refer to Attachment VIII for candidates' education, work experience, and other relevant information.

Election results:

The list of candidates and the number of elected votes are as follows:

Identity	Name of Candidate	Number of Elected Votes
Director	Thong-ming Soh	87,131,973
Director	Jun-wei Soh	79,020,582
Independent Director	Min-chiu Chien	2,609,426
Independent Director	Chia-shi Lo	1,396,715
Independent Director	Yu-chun Hsiao	1,769,649

According to the Company's Articles of Incorporation, the new term of Audit Committee shall comprise all newly-elected Independent Directors.

VII. Special Motions: None.

VIII. Adjournment

Time: 9:15 a.m., June 27, 2022

Redwood Group Ltd

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[Attachment 1] 2021 Business Report

Letter to Shareholders

I would like to take this opportunity to thank our shareholders for your continued support of Redwood Group.

There is no denying the challenges we have faced over the past two years — as a company and as a global society. We have been operating in unstable conditions of rising materials costs with regard to supply chains. These included delays in securing shipments and delivering products, and soaring transportation costs. Despite the unfavorable environment, the world economy saw some signs of a recovery in business conditions toward the second half of 2021, where COVID-19 vaccinations are progressing considerably well.

In FY2021, Redwood has managed to generate revenues close to 2019 at the pre-COVID level. However, this is a reflection of the past and we should focus on what lies ahead. All of us in Redwood are optimists. While there are still immediate and pressing matters on the pandemic and economic recovery, Redwood is ready to take on these challenges and prepared to strike.

The brand new Redwood global headquarter was completed and fully operational in February 2021. The new facility has strengthened the overall production capability and capacity to better serve our clients upcoming demand. Several reputable researchers (including Bain and Company, Euromonitor and Bloomberg) have commented positively on the growth of luxury retails sectors. It is anticipated that the market will see a 6-8% annual growth for the next few years until 2025. In addition, it has also commented that “physical stores have the biggest part to play in luxury and fashion” by the Euromonitor International. This depicts a good opportunity for the company in the upcoming years.

We will continue to strengthen our business, transforming Redwood into a more effective organization. We aim to build Redwood a more sustainable and equitable future .

I. Implementation results of 2021 business plan

(I) Implementation results of business plan

Unit: NT\$1,000

Item	FY2018	
	Amount	%
Operating revenue	1,420,170	100.00%
Operating costs	1,113,644	78.42%
Gross profit	306,526	21.58%
Net operating loss	(32,012)	(2.25)%
Net income before tax	2,895	0.20%

(II) Budget execution status: This is not applicable as the Company does not have to disclose its financial forecasts to the public.

(III) Cash flows and profitability analysis

Unit: NT\$1,000

Item		FY2021	
Cash flows	Operating revenue	1,420,170	
	Gross profit	306,526	
	Net income before tax	2,895	
Profitability	Return on assets (%)	1.87%	
	Return on shareholders' equity (%)	0.79%	
	Percentage of paid-in capital (%)	Net operating loss	(6.37)%
		Net income before tax	0.58%
	Net profit margin (%)	0.41%	
	Earnings per share (NT\$)	0.12	

(IV) Research and development:

Redwood's new Singapore headquarter started its operation in February 2021. The new facility houses many advanced machinery which allows more dedication to Research and Development on new materials, pre-production methods to continuously improve production efficiency and effectiveness.

II. Summary of 2022 business plan

(I) Business directions

1. To offer quality crafted products and satisfying services at luxury display locations worldwide.
2. To improve project management capabilities and provide customers with more comprehensive “one-stop” service.
3. To actively train technical talents.
4. To develop new customers and expand the service scope of existing customers to increase market share.

(II) Expected market conditions and reasons of forecasts

By year end 2021, Bain & Company has recorded a growth of 13-15% after the set back in 2020. The luxury market forecast to be having an average of 6-8% growth in the next 3 years.

(III) Significant production and sales policies

The Group accelerates in setting up overseas operation bases to serve existing customers and explore new brand customers. In 2018, the Company established subsidiaries in Japan, France, and the USA with the aim of providing faster services to customers and responding to customer needs. We create value for our customers and enhance customer service quality to ensure customers' loyalty to the Redwood Group.

III. Future development strategies of the Company

- (I) To research and develop automated manufacturing processes, improve production efficiency, increase productivity, train technical talents, etc.
- (II) To continuously improve the project management capabilities and production technologies of projects and provide customers with satisfying products and services.
- (III) To explore new customers with high growth potential on the basis of interior fittings for luxury brands.
- (IV) The Group actively seeks merger and acquisition targets which can complement the Group in operation, business, and customer aspects.
- (V) Focus on sustainable development of enterprise.

IV. Impacts from external competition, regulatory compliance, and macro-environment

The unstable macro-economic environment or external business conditions have a certain degree of influence on the global luxury market. With countermeasures for downturns and joint

efforts from employees and suppliers, the Group still continues to perform well. We believe that, despite the dire environment and under competitive pressure, the Group can still achieve outstanding performance, by operating and managing our business well and continuously strengthening our competitive advantages.

With the growth of the luxury market and its mounting pricing pressure, it can be expected that there will be more competitors lowering their prices to secure a project. However, the Company will place particular emphasis on the overall operations and further enhance and improve the quality, service quality, technology, and cost control policies of the products, so as to strengthen our competitive advantages and continue to enjoy our competitive edge, ahead of other competitors.

At present, world-famous luxury brands are highly concerned with corporate social responsibility (CSR) issues. Therefore, the Group ensures that we meet relevant ethical standards in the production process and receive customers' recognitions for our CSR to further enhance our competitive advantages and brand benefits.



Chairman:
Thong-ming Soh

General Manager:
Sheng-chiang Li

Accounting Officer:
Ai-ai Hsiao

[Attachment II] Audit Committee's Approval and Audit Report for 2021

Redwood Group Ltd Audit Committee's Approval and Audit Report

The Board of Directors has prepared the Company's 2021 Business Report, Consolidated Financial Statements and Earnings Distribution Table. Among these documentations, the financial statements have been audited by the auditors, Deloitte, and the audit reports relating to the Financial Statements have been granted.

The Business Report, Financial Statements and Earnings Distribution Table have been examined and determined to be barely presented by the Audit Committee members of Redwood Group Ltd. According to the Securities and Exchange Act and the Company law, we hereby submit the audit report to the Company's shareholders.



Sincerely,
Redwood Group Ltd

Convener of the Audit Committee

Min-chiu Chien

March 17, 2022

[Attachment III] Comparison Table of Amendments to the "Rules of Procedure for the Board of Directors' Meetings"

REDWOOD GROUP LTD

Comparison Table of Amendments to the "Rules of Procedure for the Board of Directors' Meetings"

After the Amendment	Before the Amendment	Description
<p>Article 5-1 The Company <u>has</u> a chief governance officer; <u>who</u> is responsible for handling requests from Directors. The Administration Department shall fulfill such requests within three (3) days by the principle of assisting Directors in carrying out their duties in a timely and effectively manner.</p>	<p>Article 5-1 The Company <u>does not</u> have a chief governance officer; thus, <u>the Administration Department</u> is responsible for handling requests from Directors. The Administration Department shall fulfill such requests within three (3) days by the principle of assisting Directors in carrying out their duties in a timely and effectively manner.</p>	<p>Act in concert with the establishment of a corporate governance supervisor and revise the content of the articles.</p>
<p>Date of establishment of the Rules: December 30, 2010 First amendment: March 3, 2011 Second amendment: March 20, 2012 Third amendment: June 18, 2012 Fourth amendment: September 5, 2012 Fifth amendment: December 22, 2014 Sixth amendment: November 14, 2017 Seventh amendment: March 20, 2019</p>	<p>Date of establishment of the Rules: December 30, 2010 First amendment: March 3, 2011 Second amendment: March 20, 2012 Third amendment: June 18, 2012 Fourth amendment: September 5, 2012 Fifth amendment: December 22, 2014 Sixth amendment: November 14, 2017 Seventh amendment: March 20, 2019</p>	<p>A new amendment date is added.</p>

After the Amendment	Before the Amendment	Description
Eighth amendment: March 19,2020 Ninth amendment: August 13, 2020 <u>tenth amendment:</u> <u>August 27, 2021</u>	Eighth amendment: March 19,2020 Ninth amendment: August 13, 2020	

[Attachment IV] 2021 Annual Financial Statements

INDEPENDENT AUDITORS' REPORT

The Board of Directors and Shareholders
Redwood Group Ltd

Opinion

We have audited the accompanying consolidated financial statements of Redwood Group Ltd and its subsidiaries (collectively referred to as the “Group”), which comprise the consolidated balance sheets as of December 31, 2021 and 2020, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and the notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the “consolidated financial statements”).

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, 2021 and 2020, 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 International Financial Reporting Standards (IFRS), International Accounting Standards (IAS), IFRIC Interpretations (IFRIC), and SIC Interpretations (SIC) endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in

our audit of the consolidated financial statements for the year ended December 31, 2021. 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.

The key audit matters identified in the Group's consolidated financial statements for the year ended December 31, 2021 are stated as follows:

Revenue Recognized Based on Construction in Progress

As described in Notes 4, section 10 and Note 5 of the consolidated financial statements, revenue recognition of the Group is based on the percentage of completion of construction. Furthermore, the calculation of percentage of completion of construction is significant with regard to revenue recognition; therefore, we identified the estimation of unfinished construction cost to be a key audit matter.

We tested the related internal controls, and the main audit procedures that we performed were the following:

1. We sampled the construction proposals and examined whether the total contract price was consistent with the total contract price for calculating the project revenue or not. If the project changed, we examined the relevant proposal and revised order, etc.
2. We sampled each construction proposal, examined the contract, estimated cost sheet and other relevant documents of the project, and recalculated the completion percentage to assess the correctness of the project revenue recognition.
3. We verified the completion status of the construction in progress at the end of the period and whether there were major changes or contract modifications, obtained appropriate certificates, gathered supporting documents for the variation of the project, and verified its rationality.

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

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

In preparing the consolidated financial statements, management is responsible for assessing the 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, are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the 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 the 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 auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of 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 for the year ended December 31, 2021 and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hui Min Chen and Ming Chung Hsieh.

Deloitte & Touche
Taipei, Taiwan
Republic of China

March 17, 2022



Notice to Readers

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

For the convenience of readers, the independent auditors' report and the accompanying consolidated financial statements have 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-language independent auditors' report and consolidated financial statements shall prevail.

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

ASSETS	2021		2020	
	Amount	%	Amount	%
CURRENT ASSETS				
Cash and cash equivalents (Note 6)	\$ 293,199	16	\$ 338,409	18
Contract assets - current (Note 20)	143,759	8	107,518	6
Trade receivables (Notes 9 and 26)	228,586	12	183,795	10
Other receivables (Notes 9 and 26)	16,588	1	13,657	1
Other receivables from related parties (Notes 9, 26 and 27)	71	-	123	-
Inventories (Note 10)	71,572	4	82,026	4
Current tax assets (Note 22)	5,537	-	4,334	-
Prepayments (Notes 14 and 26)	50,897	3	30,666	2
Other current assets (Note 14)	1,205	-	194	-
Total current assets	<u>811,414</u>	<u>44</u>	<u>760,722</u>	<u>41</u>
NON-CURRENT ASSETS				
Financial assets at fair value through other comprehensive income - non-current (Notes 8 and 26)	33,219	2	37,942	2
Property, plant and equipment (Notes 12 and 28)	922,669	50	995,505	53
Right-of-use assets (Notes 13 and 28)	39,916	2	44,321	2
Deferred tax assets (Note 22)	31,356	2	23,412	1
Other non-current assets (Notes 14 and 26)	7,358	-	13,589	1
Total non-current assets	<u>1,034,518</u>	<u>56</u>	<u>1,114,769</u>	<u>59</u>
TOTAL	\$ 1,845,932	100	\$ 1,875,491	100
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Short-term borrowings (Note 15)	\$ 30,690	2	\$ 59,317	3
Contract liabilities-current (Note 20)	186,541	10	207,061	11
Trade payables (Notes 16 and 26)	155,000	8	94,515	5
Trade payables to related parties (Notes 16, 26 and 27)	1,858	-	2,317	-
Lease liabilities - current (Note 13)	854	-	1,913	-
Other payables (Notes 17 and 26)	86,537	5	80,791	5
Current tax liabilities (Note 22)	2,349	-	4,572	-
Current portion of long-term borrowings (Note 15 and 28)	88,245	5	53,273	3
Other current liabilities (Note 17)	17,521	1	21,621	1
Total current liabilities	<u>569,595</u>	<u>31</u>	<u>525,380</u>	<u>28</u>
NON-CURRENT LIABILITIES				
Financial liabilities at fair value through profit or loss - non-current (Note 7 and 26)	1,577	-	14,205	1
Lease liabilities - non-current (Note 13)	675	-	483	-
Long-term borrowings (Note 15 and 28)	555,224	30	578,816	31
Deferred tax liabilities (Note 22)	2,756	-	898	-
Total non-current liabilities	<u>560,232</u>	<u>30</u>	<u>594,402</u>	<u>32</u>
Total liabilities	<u>1,129,827</u>	<u>61</u>	<u>1,119,782</u>	<u>60</u>
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY (Note 19)				
Share capital - ordinary shares	<u>502,425</u>	<u>27</u>	<u>502,425</u>	<u>27</u>
Capital surplus	<u>293,911</u>	<u>16</u>	<u>293,911</u>	<u>15</u>
Retained earnings				
Special reserve	252,393	14	252,393	13
Unappropriated earnings	(3,956)	-	(9,775)	-
Total retained earnings	<u>248,437</u>	<u>14</u>	<u>242,618</u>	<u>13</u>
Other equity				
Exchange differences on translation of foreign financial statements	(262,720)	(14)	(220,338)	(12)
Unrealized loss on financial assets of fair value through other comprehensive income	(65,948)	(4)	(62,907)	(3)
Total other equity	<u>(328,668)</u>	<u>(18)</u>	<u>(283,245)</u>	<u>(15)</u>
Total equity attributable to owners of the Company	<u>716,105</u>	<u>39</u>	<u>755,709</u>	<u>40</u>
TOTAL	\$ 1,845,932	100	\$ 1,875,491	100

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

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021		2020	
	Amount	%	Amount	%
OPERATING REVENUE (Note 20)				
Construction revenue	\$ 1,420,170	100	\$ 777,536	100
OPERATING COSTS (Note 21)				
Construction costs	(1,113,644)	(78)	(710,346)	(91)
GROSS PROFIT	<u>306,526</u>	<u>22</u>	<u>67,190</u>	<u>9</u>
OPERATING EXPENSES (Notes 21 and 27)				
Selling and marketing expenses	(25,313)	(2)	(21,929)	(3)
General and administrative expenses	(312,099)	(22)	(270,440)	(35)
Expected credit (loss) gain	(1,126)	-	5,591	1
Total operating expenses	(338,538)	(24)	(286,778)	(37)
LOSS FROM OPERATIONS	(32,012)	(2)	(219,588)	(28)
NON-OPERATING INCOME AND EXPENSES (Notes 21 and 27)				
Interest income	307	-	526	-
Other income	44,895	3	79,654	10
Other gains and losses	4,103	-	(16,557)	(2)
Finance costs	(14,398)	(1)	(8,010)	(1)
Total non-operating income and expenses	<u>34,907</u>	<u>2</u>	<u>55,613</u>	<u>7</u>
PROFIT (LOSS) BEFORE INCOME TAX	2,895	-	(163,975)	(21)
INCOME TAX BENEFIT (Note 22)	<u>2,924</u>	<u>-</u>	<u>37,541</u>	<u>5</u>
NET PROFIT (LOSS) FOR THE YEAR	<u>5,819</u>	<u>-</u>	<u>(126,434)</u>	<u>(16)</u>
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that will not be reclassified subsequently to profit or loss:				
Unrealized loss on investments in debt instruments as at fair value through other comprehensive income	(3,041)	-	(4,355)	-
Exchange differences arising on translation to the presentation currency	(5,068)	-	2,115	-

(Continued)

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars, Except Earnings Per Share)

	2021	%	2020	%
	Amount		Amount	
Items that may be reclassified subsequently to profit or loss:				
Exchange differences on translating the financial statement of foreign operations	(<u>37,314</u>)	(<u>3</u>)	(<u>28,611</u>)	(<u>4</u>)
Other comprehensive income (loss) for the year, net of income tax	(<u>45,423</u>)	(<u>3</u>)	(<u>30,851</u>)	(<u>4</u>)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(\$ <u>39,604</u>)	(<u>3</u>)	(\$ <u>157,285</u>)	(<u>20</u>)
NET PROFIT (LOSS) ATTRIBUTABLE TO:				
Owners of the Company	\$ <u>5,819</u>	-	(\$ <u>126,434</u>)	(<u>16</u>)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:				
Owners of the Company	(\$ <u>39,604</u>)	(<u>3</u>)	(\$ <u>157,285</u>)	(<u>20</u>)
EARNINGS (LOSS) PER SHARE (Note 23)				
Basic	\$ <u>0.12</u>		(\$ <u>2.52</u>)	
Diluted	\$ <u>0.12</u>		(\$ <u>2.52</u>)	

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

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	Equity Attributable to Owners of the Company				Other Equity		Total Equity
	Share Capital (In Thousand)	Capital Surplus	Retained Earnings Special Reserve	Unappropriated Earnings	Unrealized Gain (Loss) on Financial Assets at Fair Value Through Other Comprehensive Income	Exchange Differences on Translating the Financial Statements of Foreign Operations	
BALANCE AT JANUARY 1, 2020	\$ 502,425	\$ 293,911	\$ 235,380	\$ 133,672	\$ (58,552)	\$ (193,842)	\$ 912,994
Appropriation of 2019 earnings							
Special reserve	-	-	17,013	(17,013)	-	-	-
Cash dividends distributed by the Company	-	-	-	-	-	-	-
Net loss for the year ended December 31, 2020	-	-	-	(126,434)	-	-	(126,434)
Other comprehensive loss for the year ended December 31, 2020, net of income tax	-	-	-	-	(4,355)	(26,496)	(30,851)
Total comprehensive loss for the year ended December 31, 2020	-	-	-	(126,434)	(4,355)	(26,496)	(157,285)
BALANCE AT DECEMBER 31, 2020	502,425	293,911	252,393	(9,775)	(62,907)	(220,338)	755,709
Appropriation of 2020 earnings							
Special reserve	-	-	-	-	-	-	-
Net profit for the year ended December 31, 2021	-	-	-	5,819	-	-	5,819
Other comprehensive loss for the year ended December 31, 2021, net of income tax	-	-	-	-	(3,041)	(42,382)	(45,423)
Total comprehensive loss for the year ended December 31, 2021	-	-	-	5,819	(3,041)	(42,382)	(39,604)
BALANCE AT DECEMBER 31, 2021	\$ 502,425	\$ 293,911	\$ 252,393	\$ (3,956)	\$ (65,948)	\$ (262,720)	\$ 716,105

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

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (Loss) before income tax	\$ 2,895	(\$ 163,975)
Adjustments for:		
Depreciation expenses	87,594	63,814
Expected credit loss recognized (reversed) on trade receivables	1,126	(5,591)
Net (gain) loss of financial assets and liabilities at fair value through profit and loss	(12,210)	14,205
Finance costs	14,398	8,010
Interest income	(307)	(526)
Write-downs of inventories	311	6,742
Net loss on foreign currency exchange	30,423	11,165
(Gain) loss on disposal of property, plant and equipment	185	(1,282)
Changes in operating assets and liabilities		
Contracts assets	(36,241)	95,408
Trade receivables	(45,527)	33,030
Other receivables	(2,879)	(11,650)
Inventories	11,910	(1,645)
Prepayments	(20,231)	22,348
Other current assets	(1,011)	3,097
Contracts liabilities	(20,520)	115,183
Trade payables	60,026	(26,784)
Other payables	39,239	(78,941)
Other current liabilities	(4,100)	21,307
Cash generated from operations	105,081	103,915
Interest paid	(14,898)	(6,417)
Income taxes (paid) refunded	(7,774)	9,784
Net cash generated from operating activities	<u>82,409</u>	<u>107,282</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for property, plant and equipment	(97,577)	(265,314)
Proceeds from disposal of property, plant and equipment	1,823	2,304
Decrease in refundable deposits	5,590	6
Decrease in other non-current assets	-	92
Increase in prepayments for equipment	-	(703)
Interest received	307	526
Net cash used in investing activities	<u>(89,857)</u>	<u>(263,089)</u>

(Continued)

REDWOOD GROUP LTD AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2021 AND 2020 (In Thousands of New Taiwan Dollars)

	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayments of short-term borrowings	(28,627)	(40,005)
Proceeds from long-term borrowings	64,653	310,533
Repayments of long-term borrowings	(53,273)	(56,772)
Repayment of the principal portion of lease liabilities	(3,249)	(6,178)
Net cash generated from (used in) financing activities	(20,496)	207,578
EFFECTS OF EXCHANGE RATE CHANGES ON THE BALANCE OF CASH HELD IN FOREIGN CURRENCIES	(17,266)	(9,572)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(45,210)	42,199
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	338,409	296,210
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	\$ 293,199	\$ 338,409

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

[Attachment V] 2021 Earnings Distribution Table

Redwood Group Ltd
Annual Statement of Deficit Compensation
FY2021

Unit: NT\$

Item	Amount	
	Subtotal	Total
Unappropriated earnings, beginning of period		\$(9,776,553)
Minus: Net income after tax for the year	5,818,560	5,818,560
Unappropriated earnings, end of period		\$(3,957,993)

Note: Remuneration to Directors and bonus to employees distributed during the period in the form of cash: None.

Chairman:
Thong-ming Soh

General Manager:
Sheng-chiang Li

Accounting Officer:
Ai-ai Hsiao

[Attachment VI] Comparison Table of Amendments to the Articles of Incorporation

Proposed Amendment	Original Article	Reason for Amendment
<p>1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: (Omitted)</p> <p>"Electronic Record" has the same meaning as in the Electronic Transactions <u>Act</u>;</p> <p>"Electronic Transactions Act" means the Electronic Transactions <u>Ac</u> (<u>Revised</u>) of the Cayman Islands;</p> <p>(omitted)</p>	<p>1.1 In the Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith: (Omitted)</p> <p>"Electronic Record" has the same meaning in the Electror Transactions <u>Law</u>;</p> <p>"Electronic Transactions Law" means the Electronic Transactions <u>Law</u> (<u>2003 Revision</u>) of the Cayman Islands;</p> <p>(omitted)</p>	<p>In order to reflect the new version of the Companies Act of the Cayman Islands and the Electronic Transactions Act, the Company has revised the relevant definitions in Article 1.1 of the Articles of Association.</p>

Proposed Amendment	Original Article	Reason for Amendment
<p>"Statute" means the Companies Act (Revised) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.</p>	<p>"Statute" means the Companies Law (2020 Revision) of the Cayman Islands and every modification, re-enactment or revision thereof for the time being in force.</p>	
(Deleted)	<p>15.7 If the Board does not or is unable to convene a general meeting (including the annual general meeting) or it is for the Company's benefit, the Independent Director may convene a general meeting when necessary.</p>	<p>In order to align with the amendments to the Checklist of Amendment of the Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation announced by the Taipei Exchange on May 31, 2021, the Company removes the Independent Director's right to convene a general meeting when necessary under Article 15.7 of the Articles of Association.</p>
<p>18.4 <u>Subject to the Statute, the Company shall provide the Members with a method for exercising their voting power by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company shall provide</u></p>	<p>18.4 <u>The Board may determine that the voting power of a Member at a general meeting may be exercised by way of a written ballot or by way of electronic transmission; provided, however, that if a general meeting is to be held outside the ROC or pursuant to the Applicable Public Company Rules, the Company shall</u></p>	<p>In order to align with the amendments to the Checklist of Amendment of the Shareholders Rights Protection with respect to Foreign Issuer's Place of Incorporation announced by the Taipei Exchange on May 31, 2021, the Company revised Article 18.4 of the Articles of Association. Subject to the Statute, the Company</p>

Proposed Amendment	Original Article	Reason for Amendment
<p>the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to</p>	<p>provide the Members with a method for exercising their voting power by way of a written ballot or electronic transmission. The method for exercising such voting power shall be described in the general meeting notice to be given to the Members if the voting power may be exercised by way of a written ballot or electronic transmission. Any Member who intends to exercise his voting power by way of a written ballot or by way of electronic transmission shall serve the Company with his voting decision at least two days prior to the date of such general meeting. Where more than one voting decision are received from the same Member by the Company, the first voting decision shall prevail, unless an explicit written statement is made by the relevant Member to revoke the previous voting decision in the later-received voting decision. A Member who exercises his voting power at a general meeting by way of a written ballot or by electronic transmission shall be deemed to have appointed the chairman of the general meeting as his proxy to vote his shares at the general meeting only in the manner directed by his written instrument or electronic document. The chairman as proxy shall not have the power to exercise the voting rights of such Members with respect to any matters not referred to or indicated in the written or electronic document and/or any amendment to</p>	<p>shall provide the Members with a method for exercising their voting power by way of electronic transmission.</p>

Proposed Amendment	Original Article	Reason for Amendment
<p>resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.</p>	<p>resolution(s) proposed at the said general meeting. For the purpose of clarification, such Members voting in such manner shall be deemed to have waived their voting rights with respect to any extemporary matters or amendment to resolution(s) proposed at the general meeting.</p>	



[Attachment VII] Comparison Table of Amendments to the "Procedures for Acquisition or Disposal of Assets"

REDWOOD GROUP LTD

Comparison Table of Amendments to the
Procedures for Acquisition or Disposal of Assets

After the Amendment	Before the Amendment	Description
<p>Article 6: The professional appraisers and related appraising personnel from whom the Company obtains appraisal reports and the CPAs, lawyers or securities underwriters from whom the Company acquires opinions shall meet the following requirements:</p> <p>I. The person has never been sentenced to imprisonment of one year or above for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have passed since the person has served his/her sentence, the period of probation has expired or the person has been pardoned.</p> <p>II. The person shall not be a related party or a related party in substance.</p> <p>III. If the Company needs to obtain appraisal reports from two or more professional appraisers, those professional appraisers or appraising personnel cannot be related</p>	<p>Article 6: The professional appraisers and related appraising personnel from whom the Company obtains appraisal reports and the CPAs, lawyers or securities underwriters from whom the Company acquires opinions shall meet the following requirements:</p> <p>I. The person has never been sentenced to imprisonment of one year or above for a violation of the Securities and Exchange Act, the Company Act, the Banking Act, the Insurance Act, the Financial Holding Company Act, or the Business Entity Accounting Act, or for fraud, breach of trust, embezzlement, forgery of documents, or occupational crime. However, this provision does not apply if three years have passed since the person has served his/her sentence, the period of probation has expired or the person has been pardoned.</p> <p>II. The person shall not be a related party or a related party in substance.</p> <p>III. If the Company needs to obtain appraisal reports from two or more professional appraisers, those professional appraisers or appraising personnel cannot be related parties or related parties in substance to each other.</p>	<p>1. The trade associations to which external experts belong have relevant regulations for the related businesses they undertake. For example, professional appraisers issue appraisal reports, and there are self-discipline regulations related to real estate appraisal. The trade associations of other external experts should also follow the regulations issued by the Taiwan Stock Exchange Co., Ltd. The "Practical Guidelines for Experts Issuing Opinion Letters" is revised and incorporated into the relevant self-discipline norms for their operators or personnel to issue opinions. In order to clarify the procedures and responsibilities that external experts should follow, the second preamble is amended to regulate professional appraisers and their appraisers, accountants, Lawyers or securities underwriters shall issue valuation reports or opinions, in addition to</p>

After the Amendment	Before the Amendment	Description
<p>parties or related parties in substance to each other.</p> <p>When issuing appraisal reports or opinions, personnel referred to in the preceding paragraph shall comply with <u>self-regulation of their own trade association</u> in the following rules:</p> <p>I. Before accepting cases, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>executing</u> cases, they shall carefully plan and carry out adequate procedures in order to form conclusions and issue reports or opinions based on those conclusions. All procedures carried out, data collected, and conclusions drawn shall be fully and accurately documented in the working papers.</p> <p>III. The source of data, parameters and information used shall be assessed item-by-item for their <u>suitable</u> and reasonableness in order to serve as the basis for issuing appraisal reports or opinions.</p> <p>IV. A statement shall be issued stating the professional competence and independence of associated personnel, and that the information used is assessed to be <u>suitable and</u> reasonable, and they are in compliance with applicable laws and regulations.</p>	<p>When issuing appraisal reports or opinions, personnel referred to in the preceding paragraph shall comply with the following rules:</p> <p>I. Before accepting cases, they shall prudently assess their own professional capabilities, practical experience, and independence.</p> <p>II. When <u>auditing</u> cases, they shall carefully plan and carry out adequate procedures in order to form conclusions and issue reports or opinions based on those conclusions. All procedures carried out, data collected, and conclusions drawn shall be fully and accurately documented in the working papers.</p> <p>III. The source of data, parameters and information used shall be assessed item-by-item for their <u>comprehensiveness, accuracy,</u> and reasonableness in order to serve as the basis for issuing appraisal reports or opinions.</p> <p>IV. A statement shall be issued stating the professional competence and independence of associated personnel, and that the information used is assessed to be reasonable <u>and accurate,</u> and they are in compliance with applicable laws and regulations.</p>	<p>the various styles listed in the current paragraph 2, they shall also be handled in accordance with the self-discipline regulations of the trade associations they belong to.</p> <p>In view of the fact that the external experts of undertake and execute the cases of issuing valuation reports or rationality opinions in accordance with the provisions of this standard, and do not refer to the audit work of financial reports, the wording of the “audit” cases in Subparagraph 3 of Paragraph 2 is amended to “execute” case.</p> <p>Considering the actual evaluation of the data sources, parameters and information used by external experts, refer to Article 9, Paragraph 4, Subparagraph 4, Item 3-5 of the Financial Reporting Standards for Securities Issuers. The accounting research and 103 (103) Ji Mi Zi No. 000 0000298 Article 27 of the development foundation of the Republic of China December 25, of the relevant texts related to information sources, the appropriateness and reasonableness of parameters, etc., to amend Article 27 The words in paragraphs 3 and 4 of the second paragraph are in line with</p>

After the Amendment	Before the Amendment	Description
		reality.
<p>Article 7: Procedures for acquisition or disposal of real estate or equipment</p> <p>I. ~ III. Omitted.</p> <p>I.V Appraisal reports for real estate or equipment Regarding the acquisition or disposal of real estate, equipment or right-of-use assets thereof, except for transactions with domestic government agencies, commissioned construction on own land, commissioned construction on leased land or acquisition or disposal of operating equipment or right-of-use assets thereof, the Company shall obtain an appraisal report produced by a professional appraiser before the date of occurrence and meet the following criteria when the transaction amount exceeds 20 percent of the Company's paid-in capital or NT\$300 million:</p> <p>(I) When a limited price, specific price or special price must be used as a reference for the transaction price due to special circumstances, such transaction shall be approved by a resolution of the Board of Directors. The above procedures shall apply for any subsequent changes in the trading terms.</p> <p>(II) Transaction amounts exceeding NT\$1 billion shall have appraisal reports from two (2) or more professional</p>	<p>Article 7: Procedures for acquisition or disposal of real estate or equipment</p> <p>I. ~ III. Omitted.</p> <p>I.V Appraisal reports for real estate or equipment Regarding the acquisition or disposal of real estate, equipment or right-of-use assets thereof, except for transactions with domestic government agencies, commissioned construction on own land, commissioned construction on leased land or acquisition or disposal of operating equipment or right-of-use assets thereof, the Company shall obtain an appraisal report produced by a professional appraiser before the date of occurrence and meet the following criteria when the transaction amount exceeds 20 percent of the Company's paid-in capital or NT\$300 million:</p> <p>(I) When a limited price, specific price or special price must be used as a reference for the transaction price due to special circumstances, such transaction shall be approved by a resolution of the Board of Directors. The above procedures shall apply for any subsequent changes in the trading terms.</p> <p>(II) Transaction amounts exceeding NT\$1 billion shall have appraisal reports from two (2) or more professional appraisers.</p> <p>(III) If any of the following</p>	<p>Considering that Article 6 has been amended and added to require external experts to issue opinions, they should follow the self-discipline of their own trade associations. It has covered the procedures for accountants to issue opinions. The third paragraph of paragraph 4 is deleted. Accountants should follow the accounting research of the Republic of China. The text of the Auditing Standards Bulletin No. 20 issued by the Development Foundation.</p>

After the Amendment	Before the Amendment	Description
<p>appraisers.</p> <p>(III) If any of the following situation occurs, unless all of the appraisal values for asset acquisition are higher than the trading amount or all of the appraisal values for asset disposal are lower than the transaction price, the Company shall contact CPAs to take actions and to express specific comments on the reasons for the discrepancy and the fairness of the transaction price.</p> <ol style="list-style-type: none"> 1. The difference between the appraisal results and the transaction amount exceeds 20 percent of the transaction amount. 2. The difference between the appraisal results from more than two (2) professional appraisers exceeds 10 percent of the transaction amount. <p>(IV) The date of report issued by a professional appraiser shall not be more than three (3) months earlier than the contract date. However, where the publicly announced current value for the same period is used and not more than six (6) months have elapsed, the original professional appraiser may issue an opinion.</p>	<p>situation occurs, unless all of the appraisal values for asset acquisition are higher than the trading amount or all of the appraisal values for asset disposal are lower than the transaction price, the Company shall contact CPAs to take actions <u>in accordance with Auditing Standards No. 20 published by Accounting Research and Development Foundation (ARDF)</u> and to express specific comments on the reasons for the discrepancy and the fairness of the transaction price.</p> <ol style="list-style-type: none"> 1. The difference between the appraisal results and the transaction amount exceeds 20 percent of the transaction amount. 2. The difference between the appraisal results from more than two (2) professional appraisers exceeds 10 percent of the transaction amount. <p>(IV) The date of report issued by a professional appraiser shall not be more than three (3) months earlier than the contract date. However, where the publicly announced current value for the same period is used and not more than six (6) months have elapsed, the original professional appraiser may issue an opinion.</p>	

After the Amendment	Before the Amendment	Description
<p>Article 8: Procedures for acquisition or disposal of marketable securities I. to III. Omitted.</p> <p>IV Obtaining professionals' opinions (I) Where the transaction amount of the Company's acquisition or disposal of marketable securities exceeds 20 percent of the Company's paid-in capital or NT\$300 million, the Company shall contact CPAs to express an opinion on the reasonableness of the transaction price before the day of occurrence. However, this provision does not apply if such marketable securities have quoted prices in an active market or otherwise stipulated by the Financial Supervisory Commission (FSC).</p>	<p>Article 8: Procedures for acquisition or disposal of marketable securities I. to III. Omitted.</p> <p>IV Obtaining professionals' opinions (I) Where the transaction amount of the Company's acquisition or disposal of marketable securities exceeds 20 percent of the Company's paid-in capital or NT\$300 million, the Company shall contact CPAs to express an opinion on the reasonableness of the transaction price before the day of occurrence. <u>If the CPA requires professionals' reports, actions shall be taken in accordance with Auditing Standards No. 20 published by ARDF.</u> However, this provision does not apply if such marketable securities have quoted prices in an active market or otherwise stipulated by the Financial Supervisory Commission (FSC).</p>	<p>Considering that Article 6 has been amended and added to require external experts to issue opinions, they should follow the self-discipline of their own trade associations. It has covered the procedures for accountants to issue opinions. The first paragraph of paragraph 4 is deleted. Accountants should follow the accounting research of the Republic of China. The text of the Auditing Standards Bulletin No. 20 issued by the Development Foundation.</p>
<p>Article 9: Procedures for related party transactions I (I) (Omitted). I (II) Where the Company acquires or disposes of real estate or right-of-use assets thereof, or assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount exceeds 20 percent of the</p>	<p>Article 9: Procedures for related party transactions I (I)(Omitted). I (II) Where the Company acquires or disposes of real estate or right-of-use assets thereof, or assets other than real estate or right-of-use assets thereof from or to a related party and the transaction amount exceeds 20 percent of the Company's</p>	<p>III) Items 4 to 6 of the current provision are moved to items 3 to 5 of the amended provision.</p> <p>IV) Add the sixth item: (1) In order to strengthen the management of related party transactions and protect the rights of minority shareholders of public companies to express their opinions on the transactions</p>

After the Amendment	Before the Amendment	Description
<p>Company's paid-in capital, 10 percent of the Company's total assets or NT\$300 million, except for the purchase or sale of domestic government bonds or bonds with repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the following information shall be approved by the Board of Directors before signing the contract and making payments:</p> <p>1. ~ 8. Omitted.</p> <p>Regarding the acquisition or disposal of operating equipment between the Company and its subsidiaries or between subsidiaries whose shares issued or paid-in capital are 100 percent owned, directly or indirectly, by the Company, the Board of Directors may authorize the Chairman to approve beforehand within a certain amount. The Chairman has to report it afterwards for acknowledgement in the latest Board of Directors' meeting.</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of operating equipment or right-of-use assets thereof. 2. Acquisition or disposal of operating right-of-use assets of real estate. <p>When the Company submits the transaction to the Board of Directors for discussion</p>	<p>paid-in capital, 10 percent of the Company's total assets or NT\$300 million, except for the purchase or sale of domestic government bonds or bonds with repurchase or resale agreements, or the subscription or redemption of money market funds issued by domestic securities investment trust enterprises, the following information shall be approved by the Board of Directors before signing the contract and making payments:</p> <p>1. ~ 8. Omitted.</p> <p>The calculation of the aforementioned transaction amount shall be conducted in accordance with Subparagraph 8 of Article 14. The said "within one year" means one year calculated retrospectively from the date of transaction. The part for which the Company has obtained approval from the Board of Directors in accordance with the regulations shall not be included.</p> <p>Regarding the acquisition or disposal of operating equipment between the Company and its subsidiaries or between subsidiaries whose shares issued or paid-in capital are 100 percent owned, directly or indirectly, by the Company, the Board of Directors may authorize the Chairman to approve beforehand within a certain amount. The Chairman has to report it afterwards for</p>	<p>between the company and related parties, the major related party transactions should be submitted to the shareholders' meeting for approval by referring to major international capital markets such as Singapore and Hong Kong. In addition, in order to prevent the public offering company from conducting significant related person transactions through the subsidiaries of the non-domestic public offering company, if it is avoided, the relevant information must be submitted to the shareholders' meeting for approval. If the company has a transaction of acquiring or disposing of assets with a related party in Paragraph 1, and the transaction amount is more than 10% of the total assets of the public offering company, the public offering company shall submit the relevant information to the shareholders' meeting for approval before it can be done. For non-public offering subsidiaries, the matters that should be approved by the shareholders' meeting shall be handled by the parent company of the</p>

After the Amendment	Before the Amendment	Description
<p>in accordance with the aforementioned provision, the opinions of every Independent Director shall be fully considered. Objections or reservations from Independent Directors shall be recorded in the minutes of the Board meeting.</p> <p>Matters that shall be discussed by the Board of Directors pursuant to Paragraph 1 shall be approved by the majority of all Audit Committee members prior to being submitted to the Board of Directors for resolutions. They shall be subject to Paragraphs 4 and 5 of Article 16.</p> <p><u>If the company or its subsidiary that is not a domestic public offering company has the first transaction, and the transaction amount is more than 10% of the company's total assets, the company shall submit the information listed in the first paragraph to the shareholders' meeting for approval, Before signing the transaction contract and making payment. However, the transaction between the company and its parent, subsidiary, or its subsidiaries is not limited to this.</u></p> <p>The calculation of the <u>first and</u> aforementioned transaction amount shall be conducted in accordance with Subparagraph 8 of Article 14. The said "within one year" means one year calculated retrospectively</p>	<p>acknowledgement in the latest Board of Directors' meeting.</p> <ol style="list-style-type: none"> 1. Acquisition or disposal of operating equipment or right-of-use assets thereof. 2. Acquisition or disposal of operating right-of-use assets of real estate. <p>When the Company submits the transaction to the Board of Directors for discussion in accordance with the aforementioned provision, the opinions of every Independent Director shall be fully considered. Objections or reservations from Independent Directors shall be recorded in the minutes of the Board meeting.</p> <p>Matters that shall be discussed by the Board of Directors pursuant to Paragraph 1 shall be approved by the majority of all Audit Committee members prior to being submitted to the Board of Directors for resolutions. They shall be subject to Paragraphs 4 and 5 of Article 16.</p>	<p>public offering at the next level.</p> <p>(2) Considering the overall business planning needs of the public offering company and its parent company, subsidiaries, or its subsidiaries, and taking into account the exemption specifications of the major international capital markets in advance, the proviso to relax the waiver of shareholders' meeting resolutions for transactions between these companies.</p> <p>(3) In addition, if the previously mentioned major related party transaction falls under the circumstances specified in Subparagraphs 1 to 3 of Paragraph 1 of Article 185 of the Company Act, the resolution of the shareholders' meeting shall be a special resolution in accordance with Article 185 of the Company Act. Handle it in accordance with the previously mentioned matters and the relevant provisions of the Company Law.</p> <p>3. Item 3 of the current provision has been moved to item 7 of the amended provision, and in conjunction with the</p>

After the Amendment	Before the Amendment	Description
<p>from the date of transaction. The part for which the Company has obtained approval from the <u>Shareholders' meeting and Board of Directors</u> in accordance with the regulations shall not be included.</p>		<p>addition of item 6, the calculation of the revised transaction amount is included in the transaction submitted to the shareholders' meeting for approval.</p>
<p>Article 10: Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof, or membership certificates I.~II. Omitted. (V) Professionals' appraisal and opinion reports for membership certificates or intangible assets (I) and (II) Omitted. (III) Where the transaction amount of the Company's acquisition or disposal of intangible assets or right-of-use assets thereof, or membership certificates exceeds 20 percent of the Company's paid-in capital or NT\$300 million, except for transactions with domestic government agencies, the Company shall contact CPAs to express an opinion on the reasonableness of the transaction price before the day of occurrence. (IV) The calculation of the aforementioned transaction amount shall be conducted in</p>	<p>Article 10: Procedures for acquisition or disposal of intangible assets or right-of-use assets thereof, or membership certificates I.~II. Omitted. III. Professionals' appraisal and opinion reports for membership certificates or intangible assets (I) and (II) Omitted. (III) Where the transaction amount of the Company's acquisition or disposal of intangible assets or right-of-use assets thereof, or membership certificates exceeds 20 percent of the Company's paid-in capital or NT\$300 million, except for transactions with domestic government agencies, the Company shall contact CPAs to express an opinion on the reasonableness of the transaction price before the day of occurrence. <u>The CPAs shall take actions in accordance with Auditing Standards No.20 published by Accounting Research and Development Foundation.</u></p>	<p>1. Considering that Article 6 has been amended and added to require external experts to issue opinions, they should follow the self-discipline of their own trade associations. It has covered the procedures for accountants to issue opinions. The third paragraph of paragraph 3 is deleted. Accountants should follow the accounting research of the Republic of China. The text of the Auditing Standards Bulletin No. 20 issued by the Development Foundation.</p>

After the Amendment	Before the Amendment	Description
<p>accordance with Subparagraph 8 of Paragraph 1 of Article 14. The said "within one year" means one year calculated retrospectively from the date of transaction. The part for which the Company has obtained appraisal reports produced by professional appraisers or CPA's opinions in accordance with the regulations shall not be included.</p>	<p>(IV)The calculation of the aforementioned transaction amount shall be conducted in accordance with Subparagraph 8 of Paragraph 1 of Article 14. The said "within one year" means one year calculated retrospectively from the date of transaction. The part for which the Company has obtained appraisal reports produced by professional appraisers or CPA's opinions in accordance with the regulations shall not be included.</p>	
<p>Article 14: Procedures for public disclosure of information</p> <p>I For acquisition or disposal of assets, the Company shall make public announcement and file in prescribed format based on the nature of transaction at websites designated by the Financial Supervisory Commission within two days commencing immediately from the date of occurrence if any of the following circumstance exists: (I)~(VI) Omitted. (VII) Other than the six preceding subparagraphs, any asset transactions, disposals of claims by financial institutions or engagement in investment in Mainland China with transaction amount exceeding 20 percent of the Company's paid-in capital or NT\$300</p>	<p>Article 14: Procedures for public disclosure of information</p> <p>I For acquisition or disposal of assets, the Company shall make public announcement and file in prescribed format based on the nature of transaction at websites designated by the Financial Supervisory Commission within two days commencing immediately from the date of occurrence if any of the following circumstance exists: (I)~(VI) Omitted. (VII) Other than the six preceding subparagraphs, any asset transactions, disposals of claims by financial institutions or engagement in investment in Mainland China with transaction amount exceeding 20 percent of the Company's paid-in capital or NT\$300 million. However, the following situations are exceptions: 1. Purchase or sale of</p>	<p>Considering that the current public offering companies have been exempted from the announcement and declaration for the purchase of domestic public bonds, the first item of Subparagraph 7 of Subparagraph 1 is amended, and the issuance rating of securities sold during the relaxation period is not lower than the rating of my country's sovereign rating of foreign public bonds. declare.</p> <p>Considering that the commodity nature of foreign public bonds is simple, and the creditworthiness is usually better than that of foreign ordinary corporate bonds; and the commodity properties of index investment securities and index stock funds are similar,</p>

After the Amendment	Before the Amendment	Description
<p>million. However, the following situations are exceptions:</p> <ol style="list-style-type: none"> 1. Purchase or sale of domestic bonds <u>or foreign bonds with a credit rating not lower than our country's sovereign rating.</u> 2. Trading of marketable securities in securities exchanges or OTC markets or subscription of ordinary corporate bonds <u>and foreign bonds</u> or general bank debentures without equity characteristics (excluding subordinated debentures) that are offered and issued at the primary market by investment professionals; <u>or to purchase or sell back index investment securities;</u> or subscription or redemption of securities investment trust funds or futures trust funds, or subscription of marketable securities by a securities firm for underwriting business or as a recommended advisory securities firm for emerging companies in accordance with the rules of the Taipei Exchange. 3. Purchase or sale of 	<p>domestic government bonds.</p> <ol style="list-style-type: none"> 2. Trading of marketable securities in securities exchanges or OTC markets or subscription of ordinary corporate bonds or general bank debentures without equity characteristics (excluding subordinated debentures) that are offered and issued at the primary market by investment professionals; or subscription or redemption of securities investment trust funds or futures trust funds, or subscription of marketable securities by a securities firm for underwriting business or as a recommended advisory securities firm for emerging companies in accordance with the rules of the Taipei Exchange. 3. Purchase or sale of bonds with repurchase or resale agreements, the subscription or redemption of money market funds issued by domestic securities investment trust enterprises. 	<p>the second item of subparagraph 7, subparagraph 1 is amended to relax the amount of investment already invested. Professionals who subscribe for foreign government bonds, subscribe for or sell back index investment securities in the primary market are also exempted from public announcement and declaration.</p>

After the Amendment	Before the Amendment	Description
<p>bonds with repurchase or resale agreements, the subscription or redemption of money market funds issued by domestic securities investment trust enterprises.</p>		
<p>Date of establishment of the Procedures: December 30, 2010 First amendment: March 5, 2011 Second amendment: August 24, 2011 Third amendment: June 18, 2012 Fourth amendment: June 17, 2014 Fifth amendment: June 16, 2015 Sixth amendment: June 7, 2017 Seventh amendment: June 10, 2019 <u>Eighth amendment:</u> <u>June 27, 2022</u></p>	<p>Date of establishment of the Procedures: December 30, 2010 First amendment: March 5, 2011 Second amendment: August 24, 2011 Third amendment: June 18, 2012 Fourth amendment: June 17, 2014 Fifth amendment: June 16, 2015 Sixth amendment: June 7, 2017 Seventh amendment: June 10, 2019</p>	<p>A new amendment date is added.</p>

[Attachment VIII] List of Directors (include Independent Directors) Candidates

Book closure date : 29, April, 2022

Director Candidates	Education / Work Experience	Present Position	Shareholdings as of the Book Closure Date
Thong-ming Soh	<ul style="list-style-type: none"> ● Founder of Redwood Group Ltd. ● Founder of Redwood Interior Pte Ltd. ● Founder of Redwood Furniture Sdn. Bhd. 	<ul style="list-style-type: none"> ● Chairman of Redwood Group Ltd. ● Director of DDG Glass Pte Ltd. ● Director of DDG Glass Mfg Sdn Bhd. 	16,608,571
Jun-wei Soh	<ul style="list-style-type: none"> ● Bachelor of Mechanical Engineering, Nanyang Technological University, Singapore 	<ul style="list-style-type: none"> ● Operations Executive of Redwood Interior Pte Ltd. 	0
Min-chiu Chien	<ul style="list-style-type: none"> ● Master of Accounting, Soochow University ● Adjunct Lecturer of Department of Accounting, Soochow University ● Supervisor of Hokuang Optics Co., Ltd. ● Supervisor of UniLite Corporation ● Independent Director of Tat Hong Equipment Service Co., Ltd. 	<ul style="list-style-type: none"> ● CPA of Action & Co., CPAs ● Independent Director of Redwood Group Ltd. ● Independent Director of Hey Song Corporation ● Independent Director of Lian Fa International Dining Business Corporation ● Independent Director of AME Holding Limited ● Supervisor of Coho Technology Co., Ltd. ● Supervisor of Chinatrust Investment Co., Ltd. 	0
Chia-shi Lo	<ul style="list-style-type: none"> ● Master of Electrical Engineering, University of Southern California ● Master of Law, Soochow University ● Attorneys-at-law of Tsar & Tsai Law Firm ● Attorneys-at-law of Chen & Lin Attorneys-at-Law ● Attorneys-at-law of Deloitte Legal 	<ul style="list-style-type: none"> ● Chief Attorneys-at-law of Forum, Legal Professionals ● Independent Director of Redwood Group Ltd. ● Independent Director of Shin Kong Life Insurance Co., Ltd ● Independent Director of ShinKong Bank Co., Ltd. ● Independent Director of Young Shine Electric Co., Ltd. 	0
Yu-chun Hsiao	<ul style="list-style-type: none"> ● Bachelor of Finance, National Taiwan University ● Senior Vice President of First Securities Inc. ● Deputy General Manager of KGI Securities Inc. ● Business Vice President of Taiwan Securities Co., Ltd. 	<ul style="list-style-type: none"> ● Private financial advisor 	0